



Notice of Annual General Meeting and Agenda

Notice is hereby given that the 59th Annual General Meeting of Mosman Returned Servicemen's Club Limited (ABN 15 000 613 785) will be held in the Club auditorium at 6:30pm **Wednesday 27 May 2026**.

BUSINESS

1. Establishment of Quorum (20) and apologies.
2. Confirmation of the Minutes of the 58th Annual General Meeting held on 28 May 2025.
3. Executive's report.
4. To receive and consider the Directors' report, financial statements and Auditor's report for the financial year ended 31st December 2025.
5. Declaration of the poll for the election of Office Bearer and Directors.
6. To consider and if thought fit pass the Ordinary Resolutions contained in this Notice.

NOMINATION AND ELECTION OF OFFICE BEARER AND DIRECTOR

This year, the positions to be elected are as follows:

Treasurer

Ordinary Director (two positions)

Pursuant to rules 50 – 53 of the constitution Nominations open 23 April 2026 at 10:00 a.m. and close at 10:30 a.m. on 14 May 2026.

Nomination forms are available from the Club's reception.

If more than the required number of candidates nominate for election, voting will take place at the Club on the following days and times:

Friday **22 May 4:00pm to 7:00pm**
Saturday **23 May 1:00pm to 4:00pm**
Tuesday **26 May 4:00pm to 7:00pm**

ANNUAL REPORTS

You can obtain a copy of the annual report from www.mosmanclub.com.au/about/reports/ (the Club's website) or by asking for a copy at the Club's reception or by phoning the Club's office on 9960 2888 from 30 April 2026.

IMPORTANT NOTE REGARDING QUESTIONS FOR THE ANNUAL GENERAL MEETING

Members with questions on the reports or accounts are asked to submit those questions in writing to the Chief Executive Officer seven (7) days before the meeting. If you do not submit questions in writing seven (7) days before the meeting, it may not be possible to provide you with an answer to your question at the meeting.

PROCEDURAL MATTERS FOR ORDINARY RESOLUTIONS

1. Only Life members and financial Club and Special members are entitled to vote on Ordinary Resolutions.
2. To be passed, an Ordinary Resolution must receive votes in favour from a simple majority (50% +1) of those members who, being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
3. Under the Registered Clubs Act members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
4. The Board recommends the Ordinary Resolutions to members.

FIRST ORDINARY RESOLUTION

- (a) That the members hereby approve the expenditure by the Club for the following:
 - (i) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
 - (ii) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by ClubsNSW, and such other conferences and trade shows as determined by the Board from time to time.

- (iii) The reasonable cost of directors attending any other venue for the purpose of viewing and assessing its facilities as determined by the Board as necessary for the benefit of the Club.
 - (iv) The reasonable cost of directors attending any club, community, or charity function as the representatives of the Club and authorised by the Board to do so.
 - (v) The reasonable cost of entertaining special guests of the Club either within the Club or elsewhere as determined by the Board from time to time.
 - (vi) The reasonable cost of meals and beverages for directors before or after a Board or Committee meeting on the day of that meeting when such a meeting coincides with a normal mealtime.
 - (vii) The reimbursement of reasonable out-of-pocket expenses incurred by directors traveling to and from directors' meetings or other duly constituted meetings of any such committee of the Board.
 - (viii) The reasonable costs of attending a Christmas party for staff and directors.
- (b) That the members hereby approve of the Club providing reserved car spots for directors.
 - (c) The members acknowledge that the benefits in paragraphs (a) and (b) are not available for members generally but are only for those who are Directors of the Club.

SECOND ORDINARY RESOLUTION

- (a) That the members hereby approve the payment of the following honorariums to the directors of the Club for their services as directors of the Club until the Annual General Meeting in 2027:
 - (i) President - \$10,000.
 - (ii) All other directors - \$5,000 each director.

- (b) Such honorariums to be paid by monthly or such other installments as the Club and the President or director may agree from time to time

THIRD ORDINARY RESOLUTION

That, subject to the Australian Securities and Investments Commission consenting to the resignation of PKF(NS) Audit & Assurance, the Club's current auditors, Bishop Collins Audit Pty Limited be hereby appointed auditors of the Mosman Returned Servicemen's Club Limited.

Notes to Members on Ordinary Resolutions

These notes are to be read in conjunction with the proposed Resolutions.

First Ordinary Resolution

The First Ordinary Resolution is to have the members in General Meeting approve reasonable expenditure by the Club for directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses. Included in the resolution is the cost of directors attending functions as representatives of the Club and the costs of their spouses/partners also attending those functions.

Second Ordinary Resolution

The Second Ordinary Resolution is to have the members in General Meeting approve honorariums for the directors of the Club for duties to be performed by them until the next Annual General Meeting. The President's honorarium to be \$10,000.00 and the honorariums for all other directors to be \$5,000.00.

Third Ordinary Resolution

- (a) Last year, the Board conducted an expression of interest process for the office of the Club's auditor and invited selected auditing firms to lodge an expression of interest.
- (b) The results of that process were that Bishop Collins Audit Pty Limited was selected by the Board as the preferred auditors for the Club.
- (c) Following this, the Club's current auditor, PKF(NS) Audit & Assurance, have applied for consent from the Australian

Securities and Investments Commission to resign from office as the Club's auditors in accordance with the relevant provisions of the Corporations Act. The application is expected to be determined by the date of the meeting.

- (d) This means that the Board can now propose the appointment of the new auditors to members at the Annual General Meeting.
- (e) In accordance with the Corporations Act, Bishop Collins Audit Pty Limited have consented in writing to being appointed as the Club's auditor.
- (f) Below is a copy of the nomination for Bishops Collins Audit to be appointed as the Club's auditor. This is also a requirement of the Corporations Act.
- (g) The Board recommends that members vote in favour of the resolution.

Nomination of New Auditor

The Secretary

Mosman Returned Servicemen's Club Limited Pursuant to Section 328B(1) of the *Corporations Act* we hereby nominate Bishop Collins Audit Pty Limited to be the auditor of Mosman Returned Servicemen's Club Limited.

Dated: **22 April 2026**

Roy Bendall (Member #2)

The Club's Constitution may be accessed at www.mosmanclub.com.au/about/reports/ or by requesting a copy in writing to gm@mosmanclub.com.au.

By Order of the Board



Gerard Boyle
Chief Executive Officer

ONLY 2026 FINANCIAL MEMBERS ARE ENTITLED TO VOTE AND ATTEND THE ANNUAL GENERAL MEETING.