

NOTICE OF ANNUAL GENERAL MEETING 2025



NOTICE IS GIVEN that the Annual General Meeting of Riverwood Legion and Community Club Limited ACN 000 411 923 (the "Club") will be held in the Club's premises at 32-34 Littleton Street Riverwood New South Wales at 6.30pm on Monday 28th April 2025.

BUSINESS

- A. To receive and confirm the Minutes of the Annual General Meeting held 22nd April 2024**
- B. To receive and consider the Financial Report and the Auditors Report for year ending 31st December 2024**
- C. To receive and consider the Directors Report for the year ending 31st December 2024**
- D. To receive the President's Report**
- E. To consider and, if thought fit, to pass each Ordinary Resolution**
- F. To consider and, if thought fit, to pass each Special Resolution**
- G. Presentation of Awards (if any)**
- H. Notice of any expression of interest for amalgamation, or unsolicited merger offer, received in the previous 12 months in accordance with the *Registered Clubs Regulation 2015* (if any).**
- I. General Business**

ORDINARY RESOLUTION 1

That pursuant to Section 10 (6) (b) of the Registered Clubs Act 1976, the Members hereby approve the payment of an honorarium to the President of the Club in the sum of \$8000, in respect of his services as President of the Club until the next Annual General Meeting of the Club.

The members hereby acknowledge that the benefits in this resolution are not available to Members generally but only to the President of the Club.

ORDINARY RESOLUTION 2

That pursuant to Section 10 (6) (b) of the Registered Clubs Act 1976 the Members hereby approve the payment of honorarium to the Vice-President of the Club (excluding the President) in the sum of \$7000 to each Vice President, in respect of each of the Vice President's services on the Board of Directors of the Club until the next Annual General Meeting of the Club.

The members hereby acknowledge that the benefits in this resolution are not available to Members generally but only to the Vice President/s of the Club.

ORDINARY RESOLUTION 3

That pursuant to Section 10 (6) (b) of the Registered Clubs Act 1976 the Members hereby approve the payment of honoraria to the Directors of the Club (excluding the President) in the sum of \$6000 to each Director, in respect of each Director's services on the Board of Directors of the Club until the next Annual General Meeting of the Club.

The members hereby acknowledge that the benefits in this resolution are not available to Members generally but only to the Directors of the Club.

ORDINARY RESOLUTION 4

That pursuant to the Registered Clubs Act 1976 the members hereby approve the following expenditure by the Club and provision of the following benefits until the next Annual General Meeting of the Club:

- a. The reasonable costs of members of the Board attending the Registered Clubs Association (ClubsNSW) Annual General Meeting and other ClubsNSW meetings;

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- b. The reasonable costs of members of the Board attending meetings of other Associations of which the Club is a member;
- c. The reasonable costs of members of the Board attending seminars, lectures, trade displays, organized study tours, fact finding tours and other similar events as may be determined by the Board from time to time, provided that such expenditure shall not reflect the reimbursement of any expenses incurred by members of the Board during free time or extraneous activities at such events;
- d. The reasonable costs of members of the Board attending other clubs and hospitality venues for the purpose of observing their facilities and methods of operation;
- e. The attendance of members of the Board at functions (including, but not limited to, industry events, community events, charity events, and sporting events) with spouses or partners where such attendances are required by the Club and such members of the Board and their spouses or partners are representing the Club;
- f. The provision of Club uniforms as decided by the Board from time to time, with such uniforms being in keeping with the image of the Club in the community;
- g. The holding of an Annual Fellowship Dinner for prominent citizens, local dignitaries, the nominees of local charities and service organisations by the Board or committees of the Board at which members of the Board and their spouses or partners are present;
- h. The provision of car parking spaces for members of the Board, the Secretary and other management staff whilst engaged on Club related activities, PROVIDED HOWEVER, that the total cost to the Club of the benefits in paragraphs (a)-(h) does not exceed \$50,000 plus GST.

The members acknowledge that the benefits set out above are not available to members generally, but only to those who are members of the Board, the Secretary and such other nominated persons as may be co-opted to be involved in such activities from time to time.

ORDINARY RESOLUTION 5

That pursuant to the Registered Clubs Act 1976 the Members hereby approve the following expenditure by the Club and provision of the following benefits until the next Annual General Meeting of the Club:

- a. Expenses involved in sponsorship of sections of the Club, annual picnic expenses, annual community leader's dinner expenses, presentations to members or other persons acknowledging services deemed by the Board to be of benefit to the Club or the community;
- b. The provision of reasonable meals at meetings of the Board, sub-committee meetings of the Board and sub-committee meetings of members;
- c. The reimbursement of reasonable expenses incurred by members of the Board traveling by private or public transport to and from meetings of the Board or other duly constituted committee meetings, either within the Club or elsewhere as approved by the Board, on production of documentary evidence of such expenditure;
- d. The cost of a meal for each member of the Board or committee member at a reasonable time before or after a meeting of the Board or committee meeting on the day of that meeting;
- e. The reasonable expenses incurred by members of the Board either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure.

The details of these expenses will be itemized and authorized at each relevant meeting of the Board and included in the financial reports of the Club as required, PROVIDED HOWEVER, that the total cost to the Club of the benefits in paragraphs (a)-(e) does not exceed \$50,000 plus GST.

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The members acknowledge that the benefits set out above are not available to members generally, but only to those who are members of the Board, the Secretary and such other nominated members as may be co-opted to be involved in such activities from time to time.

Notes to Members regarding the Ordinary Resolutions

1. Under the *Registered Clubs Act 1976 (Registered Clubs Act)* benefits can only be provided by the Club for Directors and other members, that are not offered equally to all Full Members of the Club, if those benefits are duly approved by ordinary resolution of the eligible members present and voting at the meeting.
2. Each Ordinary Resolution will be passed only if a simple majority of the members present and voting, vote in favour of the resolution.
3. The members entitled to vote on the Ordinary Resolutions are Life Members and financial Ex-Service and financial Associate Members.
4. Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.
5. Members will be given a reasonable opportunity to speak and ask questions about each Ordinary Resolution.

SPECIAL RESOLUTION 1

Purpose of the Resolution

To amend Rule 7.9 of the Club's Constitution to reflect recent amendments to the *Registered Clubs Act 1976 (NSW)*, including the removal of the 5-kilometre radius requirement for Temporary Members and to modernise the provisions to ensure ongoing legislative compliance.

Special Resolution

That the Constitution of Riverwood Legion and Community Club Ltd be amended by deleting the existing Rule 7.9 and replacing it with the following:

7.9 Temporary Members

1. *The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board and in compliance with the Registered Clubs Act 1976 (NSW):*
 - a. *A person who is not a member of the Club and who has been admitted as a Temporary Member in accordance with this Rule and the Registered Clubs Act;*
 - b. *A Full Member (as defined in the Registered Clubs Act) of another registered club with objects similar to those of the Club;*
 - c. *A Full Member of any registered club or interstate club who attends the Club's premises, at the invitation of the Board or a Full Member, for the purpose of participating in an organised sport or competition conducted by or in conjunction with the Club;*
 - d. *An interstate or overseas visitor;*
 - e. *Any other person who may be admitted as a Temporary Member in accordance with the Registered Clubs Act or with the approval of the Independent Liquor and Gaming Authority.*
2. *A person may be admitted as a Temporary Member for a period of up to seven (7) consecutive days, or for a longer period if approved in writing by the Authority.*

(c) A Temporary Member must enter their name and address in the Temporary Members Register on the first day of entry during that period. Where permitted by legislation, this requirement may be satisfied through an electronic or digital sign-in system approved by the Board and compliant with the Registered Clubs Act and any applicable regulations.

Explanatory Note (for Members)

The purpose of this Special Resolution is to update the Club's Constitution to align with amendments to the *Registered Clubs Act 1976 (NSW)* made in 2024. These changes remove the 5-kilometre rule for temporary membership eligibility and clarify admission categories and registration methods. This resolution ensures the Club remains compliant with current law and reflects modern operational practices, including digital sign-in systems.

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Please direct any questions about the business to be conducted at the Annual General Meeting to the Chief Executive Officer by 5:00pm on Monday 21st April 2024 to assist with preparation of answers.

Registration for attendance at the Annual General Meeting will open at 6.00pm on Monday 28th April 2025 and members are requested to register and be in attendance for the start of the meeting at 6.30pm. Members are requested to ensure that they have their current membership card or other form of identification available to assist in the registration process.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "P. Millar".

Paul Millar
Chief Executive Officer
31 March 2024