

# CARDIFF RSL CLUB LIMITED.

ACN 001 065 425



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE is hereby given that the Annual General Meeting of CARDIFF RSL CLUB LIMITED to be held on Wednesday 12 April 2017 commencing at 7.30pm at the premises of the club at 45 Macquarie Road, Cardiff, New South Wales 2285.**

### **BUSINESS TO BE CONDUCTED**

1. To confirm and adopt the minutes of the previous Annual General Meeting held on 13 April 2016.
2. To receive and consider the Presidents Report.
3. To receive and consider the Secretary Managers Report.
4. To receive and consider the Directors Report.
5. To receive and consider the Financial Statements and the Report from the Auditor.
6. To consider and if thought fit, pass each of the four Ordinary Resolutions set out below under the heading "Notice of Ordinary Resolutions".
7. To consider and if thought fit, pass the Special Resolution set out below under the heading "Notice of Special Resolution".
8. To announce the result of the Directors Ballot.
9. To deal with any other general business that may be dealt with at the AGM.

*Note: For questions in relation to the Financial Statements please contact the Secretary Manager at least two (2) weeks prior to the meeting, to allow thorough research of answers.*

### **ANNUAL REPORT**

Members should refer to [www.cardiffrsl.com.au](http://www.cardiffrsl.com.au) to obtain copies of the Club's Reports and Summary Financial Statements for 2016. Copies of the Clubs Reports and Financial Statements will also be made available upon request.

### **NOTICE OF ORDINARY RESOLUTIONS**

#### **FIRST RESOLUTION**

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$5,000.00 until the next Annual General Meeting of the Club for the following activities of directors.
  - (i) The reasonable cost of a meal and beverage for each director immediately after a board or committee meeting on the day of that meeting when that meeting corresponds with a normal meal time.
  - (ii) Reasonable expenses incurred by directors in travelling to and from directors meetings or other duly constituted committee meetings as approved by the board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
  - (iii) Reasonable expenses incurred by directors in relation to such other duties including entertainment of special guests of the Club and other promotional activities performed by directors which activities and the expenses there from are approved by the board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are directors of the Club.

#### **SECOND RESOLUTION**

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$20,000.00 for the professional development and education of directors until the next Annual General Meeting and being :
  - (i) The reasonable cost of directors and their spouses attending the ClubsNSW Annual General Meeting including meals and accommodation:
  - (ii) The reasonable cost of directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time:

- (iii) The reasonable cost of directors attending other Registered Clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are directors of the Club.

### **THIRD RESOLUTION**

That pursuant to the Registered Clubs Act the members approved that payment of the following Honoraria for the forthcoming year:

- (a) Presidents Honorarium \$3,500.00  
(b) Director's Honorarium \$2,500.00 per Director

### **FOURTH RESOLUTION**

That pursuant to the Registered Clubs Act, the members hereby approve and agree to granting to the Cardiff Sub-Branch of the Returned and Services League of Australia (N.S.W. Branch) for use by its President, from time to time, an annual renewable car parking license to use and occupy one car parking space which is to be situated in a prominent and suitable location in the car parking area established on the club's premises.

The members acknowledge that the benefit above is not available to members generally but only for those members who may hold the position of President of the Cardiff Sub-Branch of the R.S.L.

### **NOTES TO MEMBERS**

These notes are to read in conjunction with the proposed Resolutions:

1. The First Resolution is to have the members in General Meeting approve an amount no greater than \$5,000.00 for expenditure by the Club in relation to duties performed by the Club's directors.
2. The Second Resolution is to have members in General Meeting approve an amount no greater than \$20,000.00 for the expenditure by the Club for directors to attend seminars, lectures, trade displays and other similar events including the ClubsNSW Annual General Meeting and to visit other clubs to enable the Club's Board to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
3. The Third Resolution is to have the members approve Honoraria for the Club President and Directors.
4. The fourth resolution will authorise a designated car parking space to be made available for the President of the Cardiff Sub-Branch of the R.S.L. When the Club purchased the clubhouse land from the Sub-Branch, it was required to enter into a Deed for the provision of accommodation services part of which required the members of the Club to vote on each year the granting by the Club to the Sub-Branch of an annual license for one car parking space to be used by the President of the Sub-Branch. The fourth resolution is to seek members' approval to the car parking license as required by the Deed.
5. Each of the resolutions must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
6. To be passed each ordinary resolution must receive votes in favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.

### **SPECIAL RESOLUTIONS PROCEDURAL MATTERS**

1. The Special Resolutions should be read in conjunction with the explanatory notes which follow the Special Resolutions.
2. To be passed, a Special Resolution must receive votes in favour from not less than three-quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
3. **Only Life members and financial Club members shall be entitled to vote on the Special Resolutions.**
4. Under the Registered Clubs Act:
  - (a) members who are employees of the Club are not entitled to vote; and
  - (b) proxy voting is prohibited.
5. Amendments to the Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolutions) will not be permitted from the floor of the meeting.

**SPECIAL RESOLUTION**

Subject to ASIC consent of the resignation of Cutcher & Neale as auditors of the Club, that Cutcher & Neale Assurance Pty Limited be appointed as auditor of the Company.

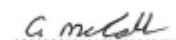
**NOTES TO THE SPECIAL RESOLUTION**

The appointment of auditor is due to an internal change of restructure by the Club's current auditors Cutcher & Neale to an authorized audit company allowed under the Corporations Act.

Notice of Nomination of Auditor  
Cardiff RSL Club Limited  
ABN 39 001 065 425

Appointment of auditors

Following the resignation of Cutcher & Neale, subject to ASIC consent, I wish to nominate Cutcher & Neale Assurance Pty Limited as auditor of Cardiff RSL Club Limited at the forthcoming annual general meeting. I request that a copy of this nomination is sent to all persons entitled to receive notice of the AGM and Cutcher & Neale.



Greg McColl  
President  
19 December 2016

**DATED 10<sup>th</sup> March 2017 BY DIRECTION OF THE BOARD**



**SIGNED BY THE SECRETARY MANAGER**