

**ROSE BAY RSL CLUB CO-OP LIMITED**  
**ABN 27 950 495 122**  
**NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE** is hereby given that the Annual General Meeting of **ROSE BAY RSL CLUB CO OP LIMITED** will be held on **Saturday 27 May 2022** commencing at **11:00am** in the Club's auditorium at the premises of the Club, 1 Vickery Avenue, Rose Bay, New South Wales.

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**BUSINESS**

The business of the meeting will be as follows:

1. Apologies.
2. To confirm the minutes of the previous Annual General Meeting.
3. To receive and consider the directors' report, financial report and auditors' report on the financial report for the last financial year and any other reports of the Board or of individual officers of the Club. Copies of these reports are available on request at the Club and on the Club's website.

**Note:** Members who may have questions in relation to any report are requested to submit their questions in writing to the Club **by 5:00pm on Friday 19 May 2023**. This will allow sufficient time for information to be gathered or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.

4. To conduct the election of the Board (if required) and to declare the results of the election to the Board.
  5. To consider and if thought fit pass the Ordinary Resolutions and the Special Resolution set out in this Notice.
  6. To deal with any other business of which due notice has been given to members.
  7. General business.
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**FIRST SPECIAL RESOLUTION**

That, pursuant to the Registered Clubs Act, the members hereby approve the provision of refreshments to each director during or immediately following each Board Meeting of the Club.

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**SECOND ORDINARY RESOLUTION**

That, pursuant to the Registered Clubs Act, the members hereby approve and agree to expenditure by the Club for the provision of a club apparel for each new director and replacement club apparel for each existing director as required.

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**NOTES TO MEMBERS ON ORDINARY RESOLUTIONS**

1. **The First Ordinary Resolution** proposes for members to approve the provision of refreshments to directors during or immediately following each board meeting.
  2. **The Second Ordinary Resolution** proposes for members to approve expenditure by the Club for the provision of club apparel for new directors and replacement club apparel for existing directors as required.
  3. To be passed, an Ordinary Resolution must receive votes from not less than a majority (50% + 1) of those members who, being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
  4. **Only financial Ordinary members and Life members can vote on the Ordinary Resolution.**
  5. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
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**SPECIAL RESOLUTION**

That, with effect from the conclusion of the Annual General Meeting held in 2023, the Rules of Rose Bay RSL Club Co-op Limited be amended by **deleting** Rule 34(c).

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**NOTES TO MEMBERS ON SPECIAL RESOLUTION**

1. Rule 34(c) of the Club's Rules currently provide that not less than four (4) directors (including the President and Treasurer) must also be Ex-Servicemen who are full financial members of Rose Bay RSL Sub Branch (**Ex-Servicemen Sub Branch Members**).
2. The Special Resolution proposes to remove the above requirement from the Club's Rules, with effect from the conclusion of the 2023 Annual General Meeting.
3. If the Special Resolution is passed, then with effect from the conclusion of the 2023 Annual General Meeting:
  - (a) there will be no minimum number of directors who must be Ex-Servicemen Sub Branch Members; and
  - (b) the President and Treasurer do not need to be Ex-Servicemen Sub Branch Members.
4. This amendment is proposed because the number of Ex Servicemen Sub Branch Members willing to hold office on the Board is very low and consequently, there is a significant risk that the above requirement will not be satisfied in the future which, amongst other things, could result in the Club not having a President or Treasurer.
5. To be passed, the Special Resolution must receive votes from not less than a two thirds majority of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
6. **Only financial Ordinary members and Life members can vote on the Special Resolution.**
7. If the Special Resolution is passed, the amendments contained in the Special Resolution will not take effect until the amendments are registered with the Registry of Co-operatives and Associations.
8. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

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**ELECTION OF THE BOARD**

1. Nominations for election to the Board shall open at 12 midday on Monday 8 May 2023 and nomination forms can be obtained from the Club's Secretary (Mr Anthony Bouggas).
2. Nominations for election to the Board shall close at 5:00pm on Friday 19 May 2023 and correctly completed nomination forms must be returned to the Club's Secretary before 5:00pm on Friday 19 May 2023.
3. If required, the election of directors will be conducted at the Annual General Meeting.

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**Dated: 5 May 2023****By direction of the Board**

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**Alan Hirschel**  
**President**