



Home of Leonay Golf Course

EMU PLAINS SPORTING & RECREATION CLUB LTD
(ACN 000 701 922)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the 55th Annual General Meeting of the **Emu Plains Sporting & Recreation Club Ltd** to be held on **31 May 2023** commencing at the hour of **7.30pm** at the premises of the Club, Leonay Parade, NSW.

AGENDA

The following business will be dealt with at the Annual General Meeting:

1. Apologies.
2. To confirm the minutes of the previous Annual General Meeting held on 19 May 2022.
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.
4. **Note:** Members who may have any queries in relation to the reports are requested to submit their questions in writing to the Club Manager by 5:00pm on **Monday 22 May 2023**. This will allow sufficient time for information to be gathered or research to be 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.
5. To consider and if thought fit pass the two (2) Ordinary Resolutions set out below in this Notice.
6. To consider and if thought fit pass a resolution to confer Life membership on member Mr Peter Walker (Badge No. 1123).
7. To consider and if thought fit pass the Special Resolution set out below to adopt a new Constitution for the Club.
8. To deal with any other business of which due notice has been given to members.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. To be passed, an Ordinary Resolution must receive votes in favour 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.
2. To be passed, the Life membership resolution must receive a two-thirds majority of votes in favour of conferring Life membership.
3. 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.
4. The Resolutions should be read in conjunction with the notes to members which follow the Resolutions.
5. In accordance with the Club's Constitution, Life Members, financial Sporting Members, financial Golfing Members, Foundation Members and Permanent Members shall be the only members eligible to vote on the Resolutions.

6. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
7. The Board of the Club recommends each of the Resolutions to members.

FIRST ORDINARY RESOLUTION

That, pursuant to the Registered Clubs Act, the members hereby:

- (a) approve and agree to expenditure by the Club, in the club, in a sum not exceeding twelve thousand dollars (\$12,000.00), until the next Annual General Meeting of the Club, for the following expenditure and benefits to directors:
 - (i) the reasonable costs of a meal and beverage for each director immediately after a Board or Committee meeting on the day of that meeting when the meeting corresponds with a normal meal time; and
 - (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) the provision of three (3) designated car parking spaces for directors;
 - (iv) reasonable expenses incurred by directors in relation to such other special guests to the Club and other promotional activities and the expenses therefrom are approved by the Board before payment is made on production of receipts, invoices or other documentary evidence of such expenditure;
 - (v) an end of year dinner for directors and spouses;
 - (vi) the issue of a suitable inscribed blazer to all directors together with other inscribed apparel necessary to represent the Club.
- (b) acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are directors of the Club (and spouses in relation to the end of year dinner).

Notes to Members on the First Ordinary Resolution

1. The First Ordinary Resolution proposes for members to approve expenditure by the Club on directors (and spouses in respect of the end of year dinner) on the matters set out in the First Ordinary Resolution provided that such expenditure shall not exceed a combined total of twelve thousand dollars (\$12,000.00).

SECOND ORDINARY RESOLUTION

That, pursuant to the Registered Clubs Act, the members hereby:

- (a) approve and agree to expenditure by the Club, in the sum not exceeding eight thousand dollars (\$8,000.00), for the professional development and education of directors until the next Annual General Meeting, including:
 - (i) the reasonable costs of directors attending at the Registered Clubs (Clubs NSW) Annual General Meeting, conferences and trade exhibitions;
 - (ii) the reasonable costs of directors attending seminars, lectures, trade display, invitational golfing functions and other similar events as may be determined by the Board from time to time;
 - (iii) the reasonable costs 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) acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are directors of the Club.

Notes to Members on the Second Ordinary Resolution

1. The Second Ordinary Resolution proposes for members to approve expenditure by the Club on directors in relation to the matters set out in the Second Ordinary Resolution provided that such expenditure shall not exceed a combined total of eight thousand dollars (\$8,000.00).

LIFE MEMBERSHIP RESOLUTION

The Board of Directors recommend to the members at the 2023 Annual General Meeting that member Mr Peter Walker Badge No. 1123 be granted Life membership for his outstanding services to the Club in accordance with the Clubs Constitution.

Notes to Members on the Life Membership Resolution

1. The Resolution to grant Life membership proposes for members to grant Life membership on Mr. Peter Walker.
2. The Board received a nomination for Life membership for Mr. Peter Walker on 13th March 2023. The nomination was proposed by Jim Markham Badge Number 58 and seconded by John Malvern Badge Number 1213.
3. The Board has approved that the nomination for Life membership is put to members in consideration of Mr. Peter Walker's outstanding service to the Club.
4. If a two-thirds majority of the members who vote on the resolution approve the Life membership resolution, Mr. Peter Walker will be admitted as a Life member of the Club. A person elected as a Life Member is relieved from any requirement to pay annual subscriptions to the Club.

SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

*"That the Constitution of Emu Plains Sporting & Recreation Club Ltd (**the Club**) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Constitution of the Club (**existing Constitution**)."*

Notes to Members on the Special Resolution

1. The Special Resolution is to adopt a new Constitution of the Club to replace the existing Constitution.
2. Please refer to the **Explanatory Memorandum** which accompanies this notice as it sets out a summary and the effect of the proposed Constitution and the reasons why it is proposed by the Board.
3. If members want copies of the proposed new Constitution and the existing Constitution, they can be obtained from the General Office. A copy of the proposed Constitution and a copy of the existing Constitution are also on display on the Club Notice Board.
4. Amendments (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.

Dated: 8th May 2023

By direction of the Board



Vicki Harris
Interim Chief Executive Officer