

NOTICE OF ANNUAL GENERAL MEETING

AND THE NOMINATION AND ELECTION PROCEDURES FOR DIRECTOR VACANCIES

NOTICE is hereby given that the 54th Annual General Meeting of the Forestville RSL Club Limited (ACN 000 970 132) will be held in the Club premises, 22 Melwood Avenue, Forestville at 7.00pm on Monday 4th May, 2026.

The business of the Annual General Meeting will be as follows:

AGENDA

- A) To confirm the minutes of the 53rd Annual General Meeting of the Club, held Monday 28th April 2025.
- B) To receive and consider the Reports of the Board.
- C) To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2025.
- D) The declaration of the results of the Ballot by the Retuning Officer, provided that in the event of it being necessary to have an election at the Annual General Meeting pursuant to Rule 58(j) of the club's Constitution, the results may be declared either at the Annual General Meeting or by posting the results on the Notice Board of the Club within seven (7) days of the Annual General Meeting.
- E) To elect Patrons for the ensuing year.
- F) To consider and, if thought fit, pass the five (5) Ordinary Resolutions.
- G) General Business of an Annual General Meeting.

Members Please Note: Consistent with Rule 97 of the Club's Constitution and section 314 of the Corporations Act 2001 the financial report, the director's report and the auditor's report will be available for inspection on the Club's website at: **www.forestvillersl.com.au on or before 13th April 2026.**

FIRST ORDINARY RESOLUTION

"That pursuant to section 10(6A) of the Registered Clubs Act:

- (a) *The members hereby approve expenditure by the Club during the period preceding the 2026 Annual General Meeting for the following expenses subject to approval by the Board of Directors.*
 - (i) *Reasonable expenses incurred by Directors in travelling in either private or public transport to and from Directors' and other duly constituted Committee meetings, either within the Club or elsewhere - as approved by the Board, on production of documentary evidence of such expenditure.*
 - (ii) *The reasonable cost of meal and beverage for each Director at a reasonable time before or after the Board or Committee meeting, on the day of that meeting.*
 - (iii) *Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to other such duties including entertainment of special guests of the Club or other promotional activities approved by the Board, on production of 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 members who are Directors of the Club and those members directly involved in the above activities."*

SECOND ORDINARY RESOLUTION

"That pursuant to section 10(6A) of the Registered Clubs Act:

- (a) *The members hereby approve expenditure by the Club for the professional development and education of Directors during the period preceding the 2026 Annual General Meeting, including:*
 - (i) *The reasonable cost of Directors attending the Meetings of ClubsNSW and The RSL & Services Clubs Association, and any other Associations of which the Club is a member.*
 - (ii) *The reasonable cost of Directors attending Seminars, Lectures, Trade Displays, Organised Study Tours, Fact Finding Tours and other similar events as may be determined by the Board from time to time.*
 - (iii) *The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.*
 - (iv) *The reasonable cost of attendance at functions with spouses where appropriate.*
- (b) *The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those members who are Directors of the Club and those members directly involved in the above activities."*

THIRD ORDINARY RESOLUTION

"That pursuant to section 10(6A) of the Registered Clubs Act:

- (a) *The members hereby approve the allocation of reserved car spaces for the exclusive use of the Directors of the Club.*
- (b) *The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those members who are Directors of the Club."*

FOURTH ORDINARY RESOLUTION

"That pursuant to section 10(6)(b) of the Registered Clubs Act the members hereby approve the payment by the Club of an honorarium by way of an allowance of up to a maximum of \$6,000 to each Director of the Club in respect of their services as a member of the Board of the Club but subject to the following conditions:

- (a) *The honorarium applies for the period from the 2026 Annual General Meeting to the 2027 Annual General Meeting.*
- (b) *The honorarium will be provided in four equal instalments of \$1,500, issued quarterly.*
- (c) *Each instalment may only be used within the Club for the purchase of food and beverages and is not payable in cash or any other form.*
- (d) *Any unused portion of an instalment will expire at the end of the relevant three-month period and will not carry over.*
- (e) *The Members acknowledge that this benefit is not available to members generally and is provided only to those members who are Directors of the Club."*

FIFTH ORDINARY RESOLUTION

"That the members hereby reappoint Maher Group Assurance as auditor of the Club for the ensuing year and that the Board of Directors be authorised to fix the auditor's remuneration."

Explanatory Message to Members regarding the Ordinary Resolutions

General

Section 10(1)(i) of the *Registered Clubs Act 1976* prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the *Registered Clubs Act 1976* allows a member (including a Director) to receive a benefit if the benefit is approved by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided. Each of the five Ordinary Resolutions are proposed in accordance with section (10(6A) of the *Registered Clubs Act 1976*.

First Ordinary Resolution

The First Ordinary Resolution seeks the approval of the members for the reasonable expenditure by the Club to cover Board members in the execution of their duties as Directors of the Club.

Second Ordinary Resolution

The Second Ordinary Resolution seeks the approval of the members of expenditure by the Club for attendance at industry association meetings, ongoing professional development and ongoing education of Directors.

Third Ordinary Resolution

The Third Ordinary Resolution seeks the approval of the members for the allocation of reserved car spaces for Directors.

Fourth Ordinary Resolution:

1. Section 10(6)(b) allows for honorariums to be paid to directors of clubs provided the payment of the honorariums "has been approved by a resolution passed at a general meeting (of the club) on which the persons entitled to vote are the same as the persons entitled to vote in the election of the Board of the Club."
2. The proposed honorarium is a maximum of \$6,000 per Director per annum and is intended to recognise the time, commitment and responsibilities associated with serving on the Board.
3. Members should note that the previous honorarium was set at \$4,800 per annum and had remained unchanged for at least thirteen (13) years. The proposed increase reflects the passage of time and the increasing governance, compliance and oversight responsibilities of Directors.
4. The honorarium will not be paid as cash. Instead, it will be provided in quarterly instalments and may only be used within the Club for the purchase of food and beverages. Any unused portion of an instalment will expire and will not accrue.

Fifth Ordinary Resolution

The Fifth Ordinary Resolution is to reaffirm the appointed auditor and authorise the Board to fix the auditor's remuneration.

Notes to Members

5. All Life members, financial R.S.L. and Club Only members (except employees of the Club) are entitled to vote on the five (5) Ordinary Resolutions.
6. To be passed, each of the Ordinary Resolutions must receive votes in its favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
7. As a result of the provisions of the Corporations Act 2001, the Ordinary Resolutions must each be considered as a whole and cannot be altered by motions from the floor of the meeting.
8. Members should read the Explanatory Message to Members regarding each resolution which explains the nature and effect of each of the resolutions.
9. Forestville RSL Club meeting procedures will apply. Each Mover of a motion will have five (5) minutes to address the meeting. The Secunder and all subsequent speakers will have three (3) minutes to speak. After two speakers in a row have spoken for the motion, the next speaker must be against. The same applies if two speakers in a row are against the motion. If there is a speaker in opposition to the motion, the Mover shall be entitled to three (3) minutes to reply to close the debate. Once the Mover has exercised the right of reply, the debate is closed, and the motion shall be put to the vote.
10. Should there be any matters related to the financial report, directors report or auditor's report in relation to which a member requires further information, please provide a written request addressed to the Chief Executive Officer at least 7 days before the Annual General Meeting. This request is intended to allow sufficient time to seek professional advice if required, prior to the annual general meeting.
11. Only General Business relating to an Annual General Meeting can be considered where each member shall be entitled to speak once for up to three (3) minutes. If the chair believes that a matter has already been raised and/or addressed or is not a matter relating to an Annual General Meeting, the chair may decline to allow further discussion or questions on that matter.
12. Members of the Club, who are employees of the Club, cannot vote at the Meeting.
13. Proxy Votes are not allowed under the Registered Clubs Act 1972.
14. Minutes of the previous AGM held 28th April 2025 may be viewed on request, during office hours.
15. A copy of the current Constitution is available on request at the Club's office.

Please Note: This Explanatory Note to Members is provided to draw attention to the 2026 Board nomination and election process.

Explanatory notes on nomination and election procedures

In accordance with Rules 55 and 56 of the club constitution, the triennial Rule has applied for the election of the Board since the 2022 Annual General Meeting.

Election under the triennial Rule

Existing Directors Geoff Green and John Anstiss are in Group 1 and each therefore cease to hold office at the 2026 Annual General Meeting but are eligible for re-election for the three-year term to 2029.

Procedure

Nomination forms are available from reception and nominations close on Monday 13th April 2026. The Ballot will commence on Friday 24th April at 11.00am and continue each day from 11:00am to 8:00pm until Sunday 3rd May and will be declared at the Annual General Meeting on 4th May 2026.

By order of the Board

Ian Thomson
Chief Executive Officer

Dated: 23rd March, 2026