

MINGARA RECREATION CLUB LTD

T/as Mingara Leisure Group

ABN 81 001 662 648

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MINGARA
LEISUREGROUP



Lanternclub



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the next Annual General Meeting of Mingara Recreation Club Limited will be held at the Club, Mingara Drive, Tumbi Umbi, New South Wales, on **Sunday November 26, 2023 at 9.30am**. Please be aware minors are not permitted into the Annual General Meeting. To attend the Annual General Meeting, members are required to be a financial member as at the date of the Annual General Meeting and have joined prior to 30 September 2023.

BUSINESS

1. Opening.
2. Attendance and quorum.
3. Apologies.
4. Receive and consider the reports of the board and management.
5. Receive and consider the Financial Reports and the report of the Auditor.
6. An election by ballot, if there are more than the required number of nominations for the positions to fill two vacancies on the board of directors due to the rotational retirement of directors in accordance with the Constitution. The board by resolution has appointed Club Election Services NSW as the Returning Officer to conduct the election, if an election is required.
7. Ordinary Resolution 1 - Chair's Honorarium

EXPLANATORY NOTE – ORDINARY RESOLUTION 1

This resolution provides for an honorarium for the Chairman in the sum of \$24,000 plus Superannuation Guarantee contribution. If the members do not approve such an honorarium then the Chairman will be entitled to be included in the honorarium for directors referred to in Ordinary Resolution 2.

This is an increase of \$4,000 on the amount approved at the last AGM, which is recommended by the Board in light of the ever-increasing requirements of the position of Chairman. The last increase in the Chairman's honorarium was November 2017.

The present Board unanimously recommend the proposed resolution.

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

To consider and if thought fit, pass with or without modification, the following resolution:

That pursuant to the *Registered Clubs Act* the members hereby approve the payment of an honorarium at the rate of \$24,000 per annum plus Superannuation Guarantee contribution, payable by equal instalments monthly in arrears, for the Chair of the Club in respect of their services as Chair of the Club and as a director of the Club until the next Annual General Meeting of the Club.

8. Ordinary Resolution 2 – Directors' Honorariums

EXPLANATORY NOTE – ORDINARY RESOLUTION 2

This resolution provides for an honorarium for Directors in the sum of \$18,000 plus Superannuation Guarantee contribution.

This is an increase of \$3,000 on the amount approved at the last AGM, which is recommended by the Board in light of the ever-increasing requirements of the position of Director. The last increase in the Director's honorarium was November 2016.

The present Board unanimously recommend the proposed resolution.

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

To consider and if thought fit, pass with or without modification, the following resolution:

That pursuant to the *Registered Clubs Act* the members hereby approve the payment of an honorarium at the rate of \$18,000 per annum plus Superannuation Guarantee contribution, payable by equal instalments monthly in arrears, for each director of the Club, other than the Chair (but the exception for the Chair is to apply only if Ordinary Resolution 1 is passed), in respect of their services as a director of the Club until the next Annual General Meeting of the Club.

9. Ordinary Resolution 3 – Directors' Expenses and Benefits

EXPLANATORY NOTE – ORDINARY RESOLUTION 3

This resolution provides for benefits for directors in terms similar to benefits approved by members in previous years. In respect to the Club's ongoing development plans, the board considers it essential for the successful implementation of its plans that it be conversant with gaming, entertainment, leisure and recreation facilities elsewhere.

The present Board unanimously recommend the proposed resolution.

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

To consider and if thought fit, pass with or without modification, the following resolution:

That pursuant to the *Registered Clubs Act* the members hereby approve payment or reimbursement by the Club for, or provision by the Club at the Club's expense of:

- (a) for each director, the reasonable cost of clothing indicative of their position as a director;
- (b) for each director, the reasonable cost of attendance at trade shows, industry seminars and meetings, conferences and training in relation to their role and responsibilities as a director;
- (c) for each director, the reasonable cost of food and refreshments when attending the Club for board or committee meetings;
- (d) for each director, the payment of the premium for directors' and officers' insurance cover;
- (e) for each director, reasonable out-of-pocket expenses incurred when carrying out their duties in relation to the Club including (without limitation) the reasonable costs of attending study tours of other clubs and similar venues to inspect those venues and their operations provided that all such out-of-pocket expenses are approved by a current resolution of the board;
- (f) car parking spaces at the Tumbi Umbi premises for the use of directors;

- (g) for the Chair, a mobile telephone and a credit card, both of which are only to be used for matters concerning Club affairs, but disregarding incidental personal use of the telephone;
 - (h) the reasonable cost of attendance at national and international gaming, entertainment, leisure and recreation venues provided the attendance of directors at such venues will, in the opinion of the board, produce significant benefits to the planning and development of the Club, and provided also that the expenditure is assessed and approved in advance by the board as being reasonable;
 - (i) a Directors' Dinner once in each year, and one other special function once in each year, with the persons in attendance to comprise of the directors and their partners and such other persons and their partners as may be chosen by the Chair being persons who have supported the Club over the past year and thereby promoted the success of the Club. The cost of each function is not to exceed \$6,000; and
 - (j) for each director, if they choose, payment of a yearly Mingara One-Fitness membership, (valued up to \$1,248 per person, Seniors (60+, \$1,040 per person), with gratuitous membership to cease if the director ceases to hold office.
10. If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
11. Amalgamation - expressions of interest. As required by legislation, notice will be given at the meeting of each expression of interest in an amalgamation, along with each unsolicited merger offer, that the Club has received from another club within the previous 12 months.
12. Special Resolution – Amendment of Constitution – holding of Board meetings

EXPLANATORY NOTE – SPECIAL RESOLUTION

This resolution if passed will amend the current provision in the Constitution that requires monthly Board meetings. The Board envisage, at this point in time, conducting nine (9) to ten (10) meetings per calendar year with additional special board meetings held on an impromptu basis, when required.

That is permissible following recent changes to legislation.

The present Board unanimously recommend the proposed resolution.

A special resolution must receive votes in favour from not less than 75% eligible members who cast a valid vote in person at the meeting.

To consider and if thought fit, pass the following resolution as a special resolution:

That the Club's Constitution be amended by substituting "whenever reasonably required but at least once in each quarter." in Rule 36.1(a) in lieu of "at least once in each month."

13. The Chair will allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club; and, if the auditor or his representative is present at the meeting, to ask questions of the auditor.

By direction of the Board

October 24, 2023

NOTICE OF QUESTIONS OR REQUESTS FOR DETAILS - Members are requested to provide written notice of any questions, such as those relating to specific legislative or financial matters, to the office of the Club's Chief Executive Officer at least 14 days prior to the Annual General Meeting, in order that the answers may be researched, if required, and a complete answer given. If members require further details to support the financial information contained in the Financial Statement, please contact the office of the Club's Chief Executive Officer prior to the Annual General Meeting.

NOTES - Financial Ordinary members, Life members and Special members have the right to attend, and vote at, the meeting and to nominate a member for election to the board. Employee members are not entitled to attend, except in a work capacity or vote at the meeting. Proxies are not permitted. By law, no resolution can be considered at the meeting that is not on the notice paper.

FINANCIAL STATEMENTS – From at least 21 days prior to the date of the Annual General Meeting, members can access a copy of the Financial Statement for the year ended 25 June 2023 at www.mingaraleisuregroup.com.au.

DIRECTORS – Under Part 4, 28.1 (y) of the Club's Constitution, all of the directors in office at the commencement of the meeting continue in office until the conclusion of that meeting, despite the result of any ballot being declared at the meeting.