

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Moorebank Sports Club Ltd ABN 21 002 081 905 will be held at the Club at 230 Heathcote Road, Hammondville at 9.00am on Sunday, the 25th October 2020.

Members Please Note

Members are requested to advise the CEO in writing seven (7) days prior to the date of the Annual General Meeting of any query relating to the Financial Accounts on which further information may be required. Such information will be extracted from the records and be available at the Annual General Meeting.

AGENDA

- Receipt and adoption of the Minutes of the last Annual General Meeting.
- Receipt of the Annual Report and Financial Statements.
- Results of Election of The Board of Directors
- To consider and if thought fit pass the Ordinary Resolutions of which due notice has been given. (Refer below)
- To transact any other business which may be transacted pursuant to the Constitution.

ORDINARY RESOLUTIONS

First Ordinary Resolution

That pursuant to the Registered Clubs Act 1976:

- a. The Members approve and agree to reasonable expenditure by the Club of a sum not exceeding \$20,000, 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 before and immediately after a Board or Committee meeting on the day of that meeting;
 - ii) the reasonable expenses incurred by Directors in traveling 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 reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities and expenses that are approved by the Board before payment is made on production of receipts, invoices and other proper documentary evidence of such expenditure;
 - iv) the reasonable telephone expenses incurred by Directors in carrying out duties directly relating to the Club's affairs – as approved by the Board on production of documentary evidence of such expenditure;
 - v) the reasonable cost of provision of stationery and printer consumables for use with Directors' personal computers that are used to transact club business;
 - vi) the reasonable cost of provision of blazers and associated apparel for use of each Director when representing the Club;
 - vii) the reasonable cost of provision for Christmas dinner or lunch and hamper for each Director and their partner on an annual basis, and
- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors of the Club.

Second Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 as amended:

- a. The Members approve and agree to reasonable expenditure by the Club of a sum not exceeding \$60,000, for the professional development and education of Directors until the next Annual General Meeting including:
 - i) the reasonable cost of Directors attending the Clubs NSW (or similar organisations) Annual General Meeting, conferences or similar events;
 - 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 registered or gaming venues for the purpose of viewing and assessing their facilities and methods of operation, provided such attendances are approved by the Board as being necessary or desirable for the betterment of the Club;
 - iv) the reasonable cost of Directors attending conferences and training sessions in relation to their role and responsibilities under the Registered Clubs Act 1976, the Corporations Act 2001 and any other relevant legislation as approved by the Board, and
- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors of the Club.

Third Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 as amended:

- a. The Members approve and agree to reasonable expenditure by the Club for the provision of specially reserved car parking area at the Club's premises for Directors and Life members to use when attending the Club; and
- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors and Life members of the Club.

Fourth Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 as amended:

- a. The Members approve and agree to reasonable expenditure by the Club for the Directors and Life members to receive a 10% discount on the purchase of food and drinks based on members pricing purchased at the Club (excluding bottle shop);
- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors and Life members of the Club.

Fifth Ordinary Resolution

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

- a. That, for the purposes of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit Pty Ltd be appointed auditor of the company in accordance with s327B(1)(b) of the Corporations Act 2001.

Explanatory Note regarding the First Ordinary Resolution

1. The purpose of the First Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, reasonable expenditure by the Club in relation to the duties performed by the Club's Directors.
2. The adoption of this First Ordinary Resolution by members will confirm and set an upper limit on the amount to be expended.

Explanatory Note regarding the Second Ordinary Resolution

1. The purpose of the Second Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, reasonable expenditure by the Club in relation to professional development and education of the Club's Directors.
2. The adoption of this Second Ordinary Resolution by members will confirm and set an upper limit on the amount to be expended.

Explanatory Note regarding the Third Ordinary Resolution

1. The purpose of the Third Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, the allocation of a specially reserved car parking area for the Directors and Life members for use when attending the Club.

Explanatory Note regarding the Fourth Ordinary Resolution

1. The purpose of the Fourth Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, is to agree to reasonable expenditure by the Club for the Directors and Life members to receive a 10% discount on the purchase of food and drinks based on members pricing purchased at the Club (excluding bottle shop);

Explanatory Note regarding the Fifth Ordinary Resolution

1. As announced to members on 11th August 2020, BDO Audit Pty Ltd ("BDO Audit") was appointed auditor of the company following the resignation of BDO East Coast Partnership ("BDO ECP") and ASIC's consent to the resignation in accordance with s329(5) of the Corporations Act 2001 ("the Act").
2. The change of auditor arose as a result of BDO ECP restructuring its audit practice whereby audits will be conducted by BDO Audit, an authorised audit company, rather than BDO ECP.
3. As a result of the timing of the change, BDO Audit filled a casual vacancy in accordance with s327C of the Act. In accordance with s327B(1)(b) of the Act, an ordinary resolution is required at this Annual General Meeting to confirm the appointment of the Company's auditor.

Notes to Members

1. In accordance with the Club's Constitution only Life Members, Permanent Members and financial Club Members are entitled to vote on the Ordinary Resolutions.
2. To be passed, the Ordinary Resolutions must each receive votes in favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
3. 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.
4. Members should read the proposed Ordinary Resolutions and the Explanatory Notes contained in, and attached to, this Notice, which explain the nature and effects of each of the resolutions proposed.
5. A copy of the current Constitution is available on request at the Club's office.
6. Members of the Club, who are employees of the Club, cannot vote at the Meeting.
7. Proxy Votes are not allowed under the Registered Clubs Act 1976.
8. Please direct any question or concerns about the Ordinary Resolutions to the CEO of the Club, before the meeting.