

MANLY-WARRINGAH MASTER BUILDERS' CLUB LIMITED

ACN 001 013 074

NOTICE OF ANNUAL GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given of the 66th Annual General Meeting of **MANLY-WARRINGAH MASTER BUILDERS' CLUB LIMITED** to be held on **Tuesday 26th November 2024** commencing at **7:00pm** at the Club's premises, 18-20 Fisher Road, Dee Why, New South Wales.

BUSINESS

1. Apologies
 2. To confirm the minutes of the previous Annual General Meeting.
 3. To receive and consider the Directors' Report, Financial Report, Auditor's Report and President's Report. These reports are available on the Club's website www.thebuildersclub.com.au and are also available from the Club on request.
 4. To consider and if thought fit, pass the Ordinary Resolutions set out below.
 5. To consider and if thought fit, pass the Special Resolution set out below.
 6. To declare the results of the election of the Board and if required, to conduct any further election of Directors.
 7. To deal with any other business of which notice has been given.
 8. General business.
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QUESTIONS AT ANNUAL GENERAL MEETING

1. Members who wish to ask questions at the Annual General Meeting are requested to submit their questions in writing to the General Manager by 5:00pm on Friday 15th November 2024.
 2. It is requested that all questions are submitted in this manner as this will provide sufficient time for any research to be undertaken and questions answered. If questions are not submitted in this manner, the Club may not be in a position to provide responses to questions.
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ELECTION OF BOARD OF DIRECTORS

1. Nomination forms will be available at the Club's reception from 12:00 noon on 8 November 2024 until 12:00 noon on 18 November 2024.
 2. To be valid, a nomination form must be lodged with the General Manager before 14:00 on 19 November 2024.
 3. If more than the required number of persons nominate for any position on the Board, a ballot will be conducted in respect of those positions.
 4. If a ballot is conducted, members will be able to vote at the Club from Wednesday 20 November 2024 to Friday 22 November 2024 between the hours 12:00 noon and 3:00pm.
 5. The result of the election of the Board will be declared at the Annual General Meeting.
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PROCEDURAL MATTERS FOR RESOLUTIONS AT ANNUAL GENERAL MEETING

1. **First, Second and Third Ordinary Resolutions** – To be passed, each of the First, Second and Third Ordinary Resolutions must receive votes from not less than a majority of those members who, being eligible to do so, vote in person on the resolution at the meeting.
2. **Voting on Ordinary Resolutions** – Only Life members, financial Builder members and financial Trade members shall be eligible to vote on Ordinary Resolutions at the meeting.

3. **Special Resolution** – To be passed, the 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. **Voting on Special Resolution** - Only Life members, financial Builder members and financial Trade members shall be eligible to vote on Ordinary Resolutions at the meeting.
5. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

FIRST ORDINARY RESOLUTION

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

That members:

- (a) hereby approve expenditure by the Club until the next Annual General Meeting of the Club for the following:
 - (i) The provision of reasonable meals and refreshments to Directors whilst attending official board meetings and functions of the Club, including but not limited to the Annual Directors Dinner and the costs associated with the attendance of the partners and spouses of Directors and guests where that attendance is expected or required.
 - (ii) The provision of blazers to Directors so that whilst on duty and on official occasions they can represent the corporate image of the Club.
 - (iii) The reasonable costs of Directors attending ClubsNSW meetings and educational industry meetings including the reasonable costs of meals, travel and accommodation.
 - (iv) The reasonable costs of Directors attending formal functions to represent the Club, including but not limited to functions and dinners conducted by ClubsNSW in conjunction with its Annual General Meetings and the costs associated with the attendance of Directors Partners where that attendance is expected or required.
 - (v) The reasonable costs of Directors conducting fact finding and information tours.
 - (vi) The reasonable costs of Directors attendance at gaming conferences, seminars, trade shows and other educational business related activities on behalf of the Club.
- (b) acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club.

Notes to Members on First Ordinary Resolution

1. The first Ordinary Resolution is to have the members at the general meeting approve expenditure by the Club for directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses.

SECOND ORDINARY RESOLUTION

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

That members hereby approve:

- (a) The payment of the following honorariums to the President, Vice President, Treasurer and Ordinary Directors of the Club for their services as Directors until the Annual General Meeting in 2025.

(i)	President	-	\$5,000.00
(ii)	Vice President	-	\$3,000.00
(iii)	Treasurer	-	\$3,000.00
(iv)	Ordinary Directors	-	\$1,500.00 each.

- (b) Such honorariums are to be paid by, monthly or such other instalments as the Club and the Directors may agree from time to time.
- (c) If a Director only holds office for part of the term, the honorarium shall be paid on a pro-rata basis.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution proposes for members to approve honorariums for the President, Vice President, Treasurer (see note 3 below) and Ordinary Directors of the Club for duties to be performed by the Directors until the next Annual General Meeting.
2. The honorarium will be paid on a pro-rata basis which means that if a Director only holds office for part of the year, the Director will only receive part of the honorarium.
3. For the avoidance of doubt, the Club's Board does not include an elected Treasurer. However, the Board, from time to time, may appoint an Ordinary Director to the position of Treasurer. The Board believes that the Ordinary Director who is appointed as Treasurer should receive an increased honorarium due to the additional duties that they will be required to undertake on the Board.

THIRD ORDINARY RESOLUTION

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

That members hereby appoint Mr Malcolm Nuss as the Patron of the Club until the next Annual General meeting of the Club.

Notes to Members on Third Ordinary Resolution

1. The Third Ordinary Resolution proposes to appoint Mr Malcolm Nuss as the Patron of the Club until the next Annual General Meeting of the Club.

SPECIAL RESOLUTION

That the Constitution of Manly-Warringah Master Builders' Club Limited be amended by **deleting** Rule 30.4 and **inserting** the following new Rule 30.4:

"30.4 The quorum for a meeting of the Board shall be the majority of directors on the Board as at the date of the relevant board meeting".

NOTES TO MEMBERS ON SPECIAL RESOLUTION

1. The Special Resolution proposes to amend the quorum (being a minimum number of directors) required for board meetings from five (5) directors to the majority of directors on the Board as at the date of the relevant board meeting.
2. In summary:
 - (a) a board meeting can only proceed if a quorum is present at the meeting; and
 - (b) if a quorum is not present at a board meeting, the board meeting cannot proceed and the Board cannot transact any business.
3. Accordingly, the Board proposes the Special Resolution because:

the current quorum of five (5) directors was based on the Board having nine (9) directors on the Board; and

 - (a) there are currently five (5) directors on the Board and there is a currently a shortage of members of the Club who are willing to hold office on the Board;

- (b) if the Board continues to consist of five (5) directors and any of those directors cannot attend a board meeting, a quorum will not be present which means that the board meeting can not proceed and no business can be transacted;
- (c) if the quorum is changed to the majority of directors on the Board at the date of the relevant board meeting, the Board only requires a simple majority of directors to be in attendance at a board meeting in order for it proceed. This means that the Board can still hold a board meeting and transact business even if some directors are unable to attend (provided a simple majority of directors still attend the board meeting).

4. The Board recommends the Special Resolution to members.

Dated: 1st November 2024

By Direction of the Board



Matthew Haack
General Manager