

GRAFTON DISTRICT SERVICES CLUB LIMITED
ACN 001 041 327

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of **GRAFTON DISTRICT SERVICES CLUB LIMITED** will be held on Monday 9 November 2026 commencing at **7:00pm** at the premises of the Club, Mary Street, Grafton, NSW.

ADMITTANCE TO THE ANNUAL GENERAL MEETING WILL ONLY BE ON PRESENTATION OF CURRENT MEMBERSHIP CARD

AGENDA

1. Apologies
2. To confirm the Minutes of the 2025 Annual General Meeting.
3. To receive and consider the President's Report.
4. To receive and consider the Chief Executive Officer's report.
5. To receive and consider the Directors' Report, financial statements and the Auditor's report.
6. To consider and if thought fit pass the Ordinary Resolutions in this Notice in relation to director's benefits.
7. To consider and if thought fit pass the Ordinary Resolution in this Notice in relation to directors' honorariums.
8. Recommendations to the Board.

PROCEDURAL MATTERS

1. Life members, RSL members, Associate members and subject to Rule 10.16 of the Constitution, Senior 20 Year members can vote on the Resolutions and in the election of the Board.
 2. Each Ordinary Resolution will be passed if at least a majority (ie. 50% plus 1) of the votes cast on the resolution by eligible members are cast in favour of the resolution.
 3. Under the *Registered Clubs Act*:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
 4. The Board recommends the Resolutions to members.
 5. Members with questions on the Annual Report or accounts are asked to submit those questions in writing to the Chief Executive Officer 7 days before the meeting. Members are entitled to ask questions at the Annual General Meeting without giving this notice. However, if you do not submit questions in writing 7 days before the meeting, it may not be possible to provide you with an answer to your question at the meeting.
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ORDINARY RESOLUTIONS - DIRECTOR'S BENEFITS

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members of Grafton District Services Club Limited hereby approve reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following expenses:
 - (i) Reasonable expenses occurred by the Directors in travelling by their private or public transport to and from Directors' Meetings, or other duties associated with Club business, either within the Club or elsewhere, as approved by the Board.
 - (ii) Reasonable cost of meal and beverages for each Director associated with the Directors' attendance at Board or Community meetings or other Club duties on the date of such meeting or duty.
 - (iii) Reasonable expenses incurred by Directors within the Club or elsewhere in relation to such duties, including entertainment of guests of the Club and promotional activities as approved by the Board.
 - (iv) Reasonable expenses for attendance of Directors and Partners, where appropriate, at functions to represent the Club as approved by the Board.
 - (v) Reasonable expenses on a pre-Christmas dinner for Directors and Partners.
 - (vi) Reasonable expenses on Club blazer, shirt, tie, slacks and associated items for each Director.
 - (vii) That the Club Boardroom be available for Directors and that all beverages and refreshments in the boardroom be at the expense of the Club when dealing with Club business.
 - (viii) The reasonable expenses incurred in relation to providing a wake for departed members in circumstances which the Board, in its discretion, determine are special and significant to the Club.
 - (ix) That each Director be allotted to a specific parking place in the car park.
- (b) The members 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 those persons directly involved in the above activities.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members of Grafton District Services Club Limited hereby approve reasonable expenditure by the Club for the professional development and education of Directors until the next Annual General Meeting.
 - (i) The reasonable cost of Directors and Partners attending the Club NSW Annual Meeting and Conference, to represent the club.
 - (ii) The reasonable cost of Directors attending meetings of other Associations.
 - (iii) The reasonable cost of Directors attending other Registered Clubs for the purpose of viewing and assessing facilities and methods of operation, as approved by the board.
 - (iv) The reasonable cost of Directors attending seminars, lectures, trade displays, organized study tours, fact-finding tours and other similar events, in Australia

or overseas as may be determined by the Board from time to time for the benefit of the future prosperity of the Club and its members.

- (b) The members 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 those persons directly involved in the above activities.

Notes to Members on the Ordinary Resolutions for Director Benefits

1. 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.
2. Section 10(6A) of the Registered Clubs Act 1976 allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.
3. The First and Second Ordinary Resolutions propose that members approve benefits being provided to directors in relation to directors fulfilling their duties. The benefits are set out in each resolution.

ORDINARY RESOLUTION - HONORARIUMS

THIRD ORDINARY RESOLUTION

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

That the members hereby approve the payment of the following honorariums (inclusive of any superannuation guarantee levy if payable) to the President, Vice-President and Directors for their service as on the Board of the Club until the next Annual General Meeting:

- (a) President - \$15,000.00; and
(b) Vice-President - \$7,000.00
(c) Director - \$5,000.00

Notes to Members on the Third Ordinary Resolution

1. Section 10(1)(i) and (j) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit or advantage to any member unless it is offered equally to all members of the Club.
2. Section 10(6) provides an exception to section 10(1)(i) and (j) where the benefit comprises an honorarium conferred on Directors of the Club.
3. The Third Ordinary Resolution is to have the members approve honorariums for the President, Vice-President and Directors for duties to be performed by them until the next Annual General Meeting.

Dated: 14 October 2026

By Direction of the Board

**Michael Sear
Chief Executive Officer**