

**THE GALLIPOLI MEMORIAL CLUB LIMITED**  
**ACN 001 038 740**

(A Company limited by Guarantee)

**AGENDA**

- 1. Open Meeting**
- 2. Apologies**
- 3. Confirmation of the Minutes of the previous Annual General Meeting**
- 4. Business arising out of the Minutes**
- 5. To receive and, if thought fit, adopt the report of the Directors and the audited Financial Accounts for the year ended 31st December 2021**
- 6. To declare the results of the election of Directors**
- 7. Ordinary Resolution relating to Directors' benefits:**  
'That pursuant to Section 10(1)(i) of the Registered Clubs Act 1996 (as amended), to consider and if thought pass the following resolution as an Ordinary Resolution:

The members hereby approve and agree to expenditure by The Gallipoli Memorial Club Limited ('the Club') of the reasonable costs of the Directors whilst representing the Club to be borne by the Club, including out-of-pocket expenses for the following activities:

- (i) The reasonable cost of a meal and beverage for each director immediately before or immediately after a Board or Committee meeting on the day of that meeting;
- (ii) Reasonable expenses incurred by directors in travelling to and from directors meetings or other duly constituted committee meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;
- (iii) Reasonable expenses incurred by the directors in relation to such other duties including entertainment of special guests, whether they be a member of the Club or not and other promotional activities performed by directors which activities and the expenses thereof are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure;
- (iv) As Directors may be required to attend Clubs NSW and other educational industry meetings or business-related conferences the costs associated with courses relating to:
  - (a) Directors' responsibilities
  - (b) Best Club Management Practices
  - (c) Latest Industry Developments
  - (d) Responsible Service of Alcohol
  - (e) Responsible Gaming Practices; and
- (v) The expenses associated with travel to and accommodation associated with the annual Gallipoli Art Prize and participation in activities with the Turkey-Australia-New Zealand Friendship and Promotion Association in Turkey'.

**8. Other Business**

To transact any other business that may be brought forward in accordance with Article 37.8(f) of the Club's constitution.

## **EXPLANATORY MESSAGES TO MEMBERS**

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 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.

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

The provisions of the Corporations Act 2001 require the Ordinary Resolution to be considered as a whole and it cannot be altered by motions from the floor of the meeting.

Proxy voting is not permitted under the Registered Clubs Act.

## **NOTE TO MEMBERS**

All Life Members, Honorary Life Members, Life Subscriber Members and financial Service Members and Club Members are entitled to attend the Annual General Meeting.

All Life Members, Honorary Life Members, Life Subscriber Members and financial Service Members and Club Members (except employees of the Club) are entitled to vote on the Ordinary Resolution.

To be passed, the Ordinary Resolution must receive votes in its favour by a majority of more than 50%, of those members who being eligible to do so, vote in person at the meeting.

Members are encouraged to read the Ordinary Resolution and Explanatory Messages to Members Regarding the Ordinary Resolution.

In relation to agenda item 7, members will be acknowledging that the benefits set out in the ordinary resolution are not available to members generally but only for those who are directors of the Club as a reimbursement of out-of-pocket expenses in accordance with Clause 4 of the Club's Constitution.

In relation to agenda item 8, Article 37.8(f) of the Club's constitution states; *"to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting."*

The Board recommends the Ordinary Resolution to the meeting.

By order of the Board

**JOHN ROBERTON**, Company Secretary  
16 March 2022