

Willoughby Legion Ex-Services Club Ltd

66th Annual General Meeting

Sunday 23rd November 2025

Notice of Annual General Meeting of Willoughby Legion

Ex-Services Club Ltd - ABN 35 000 248 117

**To be held at 11:00am on Sunday 23rd November 2025 at the Willoughby Park
Bowling Club, Roberts Street, Willoughby NSW 2068**

Members in attendance will need to provide their current membership card on entering the meeting.

AGENDA

Agenda Item	Description	Discussion/Outcome
1	Welcome	<p>Permission to have the meeting recorded for the purposes of ensuring accuracy of the Minutes to be produced.</p> <p>Moved: Seconded: On a show of hands:</p>
2	Recital of the ODE One minute of silence (Chair)	<p>Members can you please put your mobile phones on silent or turn them off.</p>
3	Announcement of quorum	<p>Count of members present – from record book</p>
4	Apologies:	<p>Moved: Seconded: On a show of hands:</p>
5	Confirmation of minutes from the 2024 AGM held on 10 November 2024	<p>Moved: Seconded: On a show of hands:</p>
6	Confirmation of minutes from the 2025 GM held on 19 October 2025	<p>Moved: Seconded: On a show of hands:</p>

7	To receive and consider the Board of Directors and Auditor reports.	Moved: Seconded: On a show of hands:
8	To receive and consider the audited Financial Report for the Club for year ended 30 June 2025.	Moved: Seconded: On a show of hands:
9	<p>Declaration of Ballot for the election of Directors</p> <p>In line with the Club's Constitution, two Director positions were to be elected at this AGM and the Chair will now invite the Returning Officer to speak</p>	In accordance with Rule 27 of the Club constitution, the Board has appointed Club member and retired NSW teacher Mr. Joseph Murphy (#2191) as the Returning Officer for today's election.
10	<p>That the members hereby confirm that the Constitution of the Club adopted by a Special Resolution passed at the General Meeting of the Club on 19 October 2025 includes the words and numbers "Rule 44.1" and "Rule 44.3" in the Schedule to Rule 43.1.</p>	<p><u>Notes to Members on Special Resolution</u></p> <ul style="list-style-type: none"> At the General Meeting held on 19 October 2025, the members unanimously passed a Special Resolution adopting the new Constitution of the Club. Included in that Constitution was a reference to Rule 44.1 and Rule 44.3 in the Schedule to Rule 43.1. At the same meeting, the Ex Service members and Life members who were formerly Ex Service members, unanimously passed a separate special resolution which among other things, included a reference to Rule 44.1 and Rule 44.3 in the schedule to Rule 43.1. The significance of this is that Rule 44.1 and Rule 44.3 are among the list of Rules listed in Rule 43.1 that can only be amended by Ex Service members and Life members who were formerly Ex Service members.

- Before the meeting, these changes to the Constitution had been made and members notified on the Club webpage, however this occurred less than 21 days before the meeting, which is one of the requirements for a special resolution.
- This was explained to members at the meeting, and it was recommended that to avoid any future doubt or challenge, the changes be confirmed at this Annual General Meeting by way of a fresh Special Resolution of which at least 21 days notice is given. That is the purpose of this Special Resolution.

PROCEDURAL NOTES

- To be passed the Special Resolution must be voted on firstly by all the members who are eligible to do so at the meeting but secondly by a separate vote of Ex Service members and Life members who were Ex Service members before becoming Life members.
- To be passed, the Special Resolution must on both occasions, receive votes in its favour from not less than three quarters of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
- Members who are employees of the Club are not entitled to vote and proxy voting is prohibited under the *Registered Clubs Act*.

		<ul style="list-style-type: none"> • Amendments (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting. <p>The Board of the Club recommends members vote in favour of the Special Resolution.</p> <p>First the motion is put to all members and second the motion is put to Ex-Service Members.</p> <p>1st motion – all members Moved: Seconded: On a show of hands:</p> <p>2nd motion – Ex-Service members Moved: Seconded: On a show of hands:</p>
11	To consider and, if thought fit, to pass Ordinary Resolutions 1-2 relating to benefits for Directors and those other members identified in those resolutions.	<p><u>Explanatory Notes: Ordinary Resolutions</u></p> <ul style="list-style-type: none"> • Under the <i>Registered Clubs Act 1976 (NSW)</i>, benefits may be given to Directors, which are also not available to every Full Member of the Club, if those benefits are approved by ordinary resolution of the members. • Ordinary Resolutions will be passed if a majority (50% +1) of members present at the AGM, who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.
12	Ordinary Resolution 1 – Car Park ; Meal & Refreshments; Uniform	
	The members hereby approve and agree, until the next	

	<p>Annual General Meeting, members of the Board receiving the following benefits and advantages, as the Board shall approve from time to time:</p> <ul style="list-style-type: none"> a) the provision to members of the Board of one car parking space each, in that part of the Club's carpark as the Board shall from time to time resolve to set aside for use by members of the Board; b) the provision to members of the Board of a free meal and refreshment, at a reasonable cost, on the day of attendance at Board Meetings, and other Committee Meetings. c) the provision to each member of the Board, as required from time to time and at the expense of the Club, a Directors Club Uniform, to be worn when attending to or carrying out his or her duties as a member of the Board whether at the premises of the Club or otherwise; 	<p>generally, but only those who are Directors of the Club.</p> <p>Moved: Seconded:</p> <p>On a show of hands:</p>
13	<p>Ordinary Resolution 2 – Directors Training</p> <p>Reasonable expenditure for directors to undertake training and education including but not limited to mandatory industry training, industry related meetings, seminars and conferences, organised study tours, trade displays etc as may be determined by the Board provided all expenditure is supported by</p>	<p>The members acknowledge that the benefits in Resolution 2 are not available to members generally, but only those who are Directors of the Club.</p> <p>Moved: Seconded:</p> <p>On a show of hands:</p>

Dated: 26 October 2025

By direction of the Board

Mario Machado

Chief Executive Officer