



Karuah & District RSL Club Ltd.  
436 Tarean Road  
Karuah NSW 2324  
**P:** 02 4997 5297  
**E:** admin@krsll.com.au  
**www.karuahrsl.com.au**

## NOTICE OF ANNUAL GENERAL MEETING

ABN 64 000 882 931

NOTICE is hereby given that the ANNUAL GENERAL MEETING OF THE KARUAH AND DISTRICT RSL CLUB LIMITED will be held in the clubhouse, at 436 Tarean Rd, Karuah on Sunday the 1st December 2024 commencing at 10am.

### BUSINESS

1. Confirm the minutes of the previous Annual General meeting held on the 3rd December 2023
2. To receive the President's Report and reports from the CEO, Karuah RSL sub-Branch, and Karuah RSL Bowling Club Committee.
3. To receive and consider the Statement of Financial position as at 30th September 2024 and the Statement of Financial Performance and the report of the Directors and Auditors for the year ending on that date.
4. To consider and if thought fit, pass the Ordinary Resolutions Directors Expenses, as set out.
5. To elect Directors in accordance with the Clubs Constitution, the present Directors being eligible, offer themselves for re-election.
6. To transact any other business that may be brought forward in accordance with the Constitution.

Note: Financial reports are available on the club's website <http://www.karuahrsl.com.au> and are also available from the Club on request.

Dated 4th November 2024

By the Direction of the Board

Christopher Fraser  
Chief Executive Officer

### NOTICE OF ORDINARY RESOLUTION

Notice is hereby given that at the Annual General Meeting of the KARUAH & DISTRICT RSL CLUB LIMITED to be held on Sunday 1st December 2024 at 10am in the premises of the Club, 436 Tarean Rd, Karuah in the state of New South Wales the members will be asked to consider and if thought fit, pass the following resolution:

### ORDINARY RESOLUTION

That pursuant to the Registered clubs Act:

1. The members hereby approve and agree to expenditure by the Club in a sum not to exceed \$35,000 until the next Annual General Meeting of the Club for the following activities of the Directors:
  - a. Reasonable expenses incurred by Directors in relation to such duties including entertainment of special guests to the Club and other promotional activities performed by Directors, which activities and expenses there from are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
  - b. Directors' annual dinner for directors and their spouses/partners including meals and refreshments.
  - c. Uniform as decided by the Board.
  - d. The reasonable cost of directors attending meetings, including the Annual General Meeting of ClubsNSW and the Club Managers Association.
  - e. The reasonable cost of directors attending seminars, lectures, trade displays and other similar events, as may be determined by the board, from time to time.
  - f. The cost of directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the board as being necessary for the betterment of the Club.
2. The members hereby approve Club By-Law No 4, Directors' Allowances, which regulates how directors may expend allowances. This by-law can only be approved or amended by Club members at a General Meeting.
3. The members acknowledge that the benefits in paragraph 1 above are unavailable to members generally but only for those who are directors of the Club.

### **Notes to Members on Ordinary Resolution**

These notes are to be read in conjunction with the proposed Ordinary Resolution set out above.

1. Section 10(6)(d) of the Registered Clubs Act allows Directors to be paid out of pocket expenses reasonably incurred by them while carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it. Further details regarding the use of these expenses are available in By-Law No. 4 – Directors allowances.
2. Section 10(6A) of the Registered Clubs Act provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.
3. The \$35,000 limit is consistent with the Club's budget for Directors that was approved by members at the last Annual General Meeting.



*KARUAH & DISTRICT R.S.L CLUB LIMITED.  
436 TAREAN ROAD. KARUAH. 2324.  
ABN: 64 000 882 931  
PHONE: (02) 4997 5297  
EMAIL: Admin@krsl.com.au*

## Formal Minutes of the 53rd Annual General Meeting of the Karuah and District RSL Club LTD

President, Alistair Third called meeting to order **3<sup>rd</sup> December 2023** at 10.02am

**Present:** President Alistair Third requested from the Sub Branch Secretary if a quorum of sub branch members were in attendance, Sub Branch secretary Alan Owen confirmed that a quorum of sub branch members were in attendance

Sub Branch 19 members

**Apologies:** Peter Fidden, Tony Sellick

### **Announcement:**

The President (AT) asked all in attendance to be upstanding to take a moment to remember all members lost since the previous meeting.

### **Confirmation of Previous minutes:**

Minutes from the 52nd AGM held on 18<sup>th</sup> December 2022 were as in the Annual Report and accepted. Proposer Bob Long, Seconded John Johnston

**Carried.**

### **Reports:**

The President presented the President's Report, the Chief Executive Officer presented the CEO report and upon request from the floor the President read the Sub Branch report.

The Chairman thanked Members, Staff, Contractors, and fellow Directors for the outstanding results for the year. A special mention to John Johnston for his immense contribution to the Board and Club, John is not standing for election for the Board moving forward.

### **Balance Sheet and Financial Statements:**

The Chairman introduced Mr. Nick Nancarrow from Cutcher & Neale, the Clubs Auditor presented the balance sheet for the financial year ending 30th September 2023. Mr. Nancarrow gave a summary of the balance sheet and congratulated the Board, Management and members for an excellent result. Proposer Garry Roworth, Seconded Jim Stott

**Carried.**

**Election of Officers:**

Returning Officer - Chris Fraser

The Positions up for re-election and associated nominations were as follows

Vice President RSL (1year) -Trevor Davies

Vice President Ordinary - Mark Hardy – No contest

Ordinary RSL (3 year) - Samantha Brock

Ordinary RSL (2 year) - Bruce Karger

Ordinary - Elaine Wilson – No contest

Scrutineers Fred McInerney and Scott Beaumont

**Ordinary Resolution: Life Membership:** Garry Roworth

Nomination put forward by John Morgan MN 55, Seconded by John Johnston MN 21. Supported by Elaine Wilson.

**Carried.**

**Ordinary Resolution: Directors Expenses:**

Moved Bob Long seconded Jim Stott that the General Resolution to consider the Directors remuneration for the 2023- 2024 financial year, as read be accepted. \$35,000

**Carried.**

**General Business without Notice:**

Nil As there was no further General Business, the President thanked everyone for attending and closed the meeting at 11:05 am.



## KARUAH & DISTRICT RSL CLUB

### BOARD BY-LAW 04 – DIRECTORS ALLOWANCES

1. At each Annual General Meeting of Karuah & District RSL Club, members are asked to endorse an Ordinary Resolution that approves the Club to expend a sum of money to fund certain ongoing activities of the directors which includes reasonable expenses incurred by directors in relation to certain activities including entertainment of special guests to the Club and hospitality to members or guests of the Club.

#### Directors' Hospitality Honorarium

2. To provide funds to enable directors to undertake such activities, a monthly honorarium is credited to each director's membership card. In addition to the uses listed above, directors can use the honorarium for personal use within the Club as well. However, as this benefits directors, the Board cannot vote on the amount set for the honorarium and cannot vote to increase the amount either as this would be a blatant conflict of interest. The Ordinary Resolution authorises the Club to expend the sum of money but does not authorise the directors to set the amount or increase the amount. As this is an expenditure by the Club, then the honorarium amount will be set by the CEO of the Club. The total honorarium credited to the directors each financial year is debited from the sum of money approved by the members under the Ordinary Resolution.

3. As at the AGM on 01 December 2024, the CEO has set the honorarium at \$100 per director per calendar month. The CEO will review this figure each year prior to the Club's AGM.

4. Honorariums can be expended at the directors' discretion at any bar area or Poppies Café for the following:

- Soft drinks.
- Non-alcoholic drinks or products
- Coffee, tea, or hot chocolate
- Food

The honorariums cannot be expended at the restaurant or used to buy raffle tickets or comparable purchases; additionally, the honorarium cannot be taken in cash or used in poker machines.

5. The Club, and hence the members, should not be expected to fund the directors' consumption of alcohol; consequently, the honorarium cannot be used by the directors to purchase alcoholic drinks or products. As the honorarium is provided by the Club, use of it by directors to obtain alcoholic drinks or products raises concerns about promoting excessive drinking which is in

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**DUE TO CONFLICT OF INTEREST, THIS BY-LAW CAN ONLY BE AMENDED AND APPROVED BY CLUB MEMBERS AT A GENERAL MEETING**

contravention of the objectives of the NSW Liquor Act 2007 No 90 Part 6 Division 1 Section 99 (2) with respect to:

- *Restricting or prohibiting the conduct of promotions or other activities including the discounting or supply of liquor free of charge that could result in misuse or abuse of liquor, such as binge drinking or excessive consumption,*
- *The standards to be observed on licensed premises in the sale and service of liquor, for the purpose of preventing misuse or abuse of liquor.*

6. Furthermore, if a director has alcohol funded by the Club through the honorarium and gets charged with Drinking and Driving, then, not only is this bad publicity for the Club, but it exposes the Club to possible prosecution for contravening the NSW Liquor Act 2007 No 90.

7. In addition to the regulatory considerations, health is another consideration. Alcohol is classed as a drug, is addictive, and affects people's well-being.

8. The Club will credit the honorarium to each eligible director monthly on the day of the board meeting. If a board meeting is not held in a month, then the honorarium will be credited on last Tuesday of the month.

9. Any unused credit on a director's card at the time of replenishment will be cancelled and not be carried over to the next month.

10. At the end of the Club's financial year, any honorarium amounts remaining on directors' membership cards are credited back to the Club and the membership cards are reset to zero for the start of the new financial year. In other words, honorariums are not carried across from financial year to financial year.

11. If the Club is closed for an extended period, as has happened during the COVID-19 outbreak, then monthly honorariums to directors are to be reviewed and maybe withheld. If they are withheld, then they are not to be credited retrospectively to directors when the Club re-opens.

### **Allowances for Attendance at Australasian Gaming Expo**

12. When directors attend the Australasian Gaming Expo (AGE) or similar event, then a daily allowance is payable to directors which is provided to fund meals and refreshments. The allowance is to include an amount each per breakfast, lunch and dinner and is calculated from the time the transport departs the Club until the time the transport arrives back at the Club. Directors will be given an advance of funds so that they do not have to expend their own funds. As this is a benefit for the directors, they cannot set the amount for the allowance; consequently, the CEO will determine the amount per meal. Spouses/partners who accompany directors will not be provided with any allowance but are welcome to attend.

13. The directors must reconcile their allowances with the Club's admin staff by providing receipts. Receipts for food, coffee or similar, soft drinks, bottled water, non-alcoholic drinks will be accepted; however, receipts for alcoholic drinks or products will not be accepted. Again, the intent is that the Club will not fund the drinking of alcohol by the directors. The difference between the receipted amount and the issued allowance must be repaid by directors to the Club. If the receipted amount is more than the issued allowance, then the director will not be paid the difference.

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14. If a director has lost a receipt, then the director cannot claim for that lost receipt as there is no evidence of the items purchased. Directors will be given two weeks to reconcile their expenses after which their non-payment will be reported to the Board.

## **Vehicle Expenses**

15. From time to time, directors may need to travel for Club business, for example to attend director training. If the Club is providing transportation, such as a bus or motor vehicle, then the director cannot claim any vehicle expenses if the director chooses to use their own vehicle. If the Club is not providing transportation, then the Club's motor vehicle will be made available; if the director chooses to use their own vehicle, then the director cannot claim vehicle expenses. If the Club's motor vehicle is not available, then the director may use their own vehicle for which an allowance will be provided based on the reasonable amount of fuel used for the distance covered. The intent is that the director is not out of pocket.

16. Allowances will not be paid to directors for travelling to the Club from their place of residence or for the return journey.

## **In Summary**

17. The Board has a responsibility to demonstrate to members that directors' allowances are fair and reasonable and that directors are not profiting from excessive allowances. The Board also has an obligation to members to demonstrate a Responsible Serving of Alcohol approach to directors by not funding alcohol for directors.

**Alistair Third**  
**President**  
**Karuah & District RSL Club**

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