



CITY TATTERSALLS
GROUP

Notice Of Annual General Meeting

Dear Members.

It is with great pleasure that we invite you to join us personally (COVID Permitting) to this year's 126th Annual General Meeting, which is to take place at 6pm on Tuesday, 24 May 2022. Given the success of previous AGMs held on line due to the pandemic, the meeting will also be made available to members via Zoom Technology.

Given the imminent temporary closure of our Club for redevelopment, the Annual General Meeting will be held in Level 4 (Cellos Dining Room) of the NSW Masonic Club, at 169 Castlereagh Street.

As usual, the business to be tabled at the Annual General Meeting are set out below in the 'Business of the Annual General Meeting' section.

Copies of the minutes of the 125th Annual General Meeting held on the 25th May 2021 have been available from the Club's Website since June 2021 and can be retrieved by clicking on this link: <https://citytatts.com.au/corporate/notices-2/>

Also available through the above link, is access to minutes for all special meetings held in 2021:

| | | |
|----|---|------------|
| 1. | Special meeting of Members held on | 03/08/2021 |
| 2. | Special meeting of Ordinary Members held on | 03/08/2021 |
| 3. | Special meeting of Members held on | 23/09/2021 |
| 4. | Special meeting of Members held on | 22/11/2021 |
| 5. | Special meeting of Ordinary Members on | 22/11/2021 |

Any Voting Member who wishes to submit any matter to be discussed at the Annual General Meeting, will be allowed until Tuesday 3 May 2022 to give complete and precise written notice thereof to the Secretary.

Under our Club Rules, any Voting Member who wishes to ask a question in relation to the financial affairs or any proposed changes to the rules of the Club must have these provided to the Secretary in writing no later than 7 days before the date of the Annual General Meeting, so we can prepare a considered response.

It is important that members know that in accordance with our Club's Rules, only Life and Gold Members are entitled to receive notice of, attend and vote at the Annual General Meeting. Social members are NOT entitled to this privilege/right.

This notice is issued under a resolution of the Board.

Yours faithfully,
Marcelo A. Veloz
Chief Executive Officer / Secretary

Business Of The 126th Annual General Meeting Of The Members Of City Tattersall's Club

Time: 6.00pm

Date: Tuesday, 24 May 2022

1. Apologies

For Members to table any apologies for the record.

2. Minutes

For Members to receive, review and confirm the minutes of the Annual General Meeting held on 25 May 2021 and minutes of all other special meetings held in 2021:

1. Special meeting of Members held on 03/08/2021
2. Special meeting of Ordinary Members held on 03/08/2021
3. Special meeting of Members held on 23/09/2021
4. Special meeting of Members held on 22/11/2021
5. Special meeting of Ordinary Members on 22/11/2021

3. Election Results

For the Chairman of the Club to confirm the results of the Election of Directors under the Triennial Rule.

4. Financial Reports

For Members to receive from the Board a comprehensive Annual Report detailing information including the Directors Report, Statement of Accounts and Balance Sheet for the year ended 31 December 2021.

5. Auditor's Report and Appointment of Auditor

For Members to receive the Auditor's Report, as noted in the Annual Report, and to appoint KPMG as the auditors for the subsequent year.

6. Proposed Resolutions

For Members to consider, and if thought fit, to pass each of the resolutions noted below.

7. Matters for Discussion

To deal with matters duly submitted to the Board for discussion in accordance with the Club Rules.

8. Financial Questions

To deal with financial questions duly submitted to the Secretary for discussion in accordance with the Club Rules.

9. Amalgamation Offers in previous 12 months

For Members to receive notice of any expression of interest in an amalgamation, and any unsolicited merger offer, received from another club in the previous 12 months.

10. CEO's Report

For Members to receive a summary of proposed capital expenditure on improving, repairing, renovating or rebuilding the premises of the Club during the 12 months following the meeting and information current as at the end of May 2022 as to the assets and liabilities of the Club.



Proposed Resolutions at AGM

Resolution 1 - Approving Life Members

That the members hereby ratify the immediate appointment of the 103 members whose names, appear on the Club's website to Life Membership under clause 37.1 of Club's Rules and approve for the Club to present these members with their Life Membership and a gift, at a catered event.

The members acknowledge that the benefits above are not available to members generally, but only for those who become Life Members at the Annual General Meeting held in 2022.

Explanatory Note:

Under clause 37.1 of the Club Rules, a member will automatically become a Life Member if they have been a Gold Member continuously for at least forty consecutive years.

Traditionally, each year the Club holds a lunch for all members who achieve Life Membership and presents them with a gift.

This resolution is to ratify the appointment of those members who have achieved Life Membership and to approve the Club presenting those members with a gift at a catered event.

Resolution 2 – Honorarium

That the members hereby approve:

- a. The payment of the following honorariums to Directors of the Club (plus the superannuation contributions payable by the Club under legislation) for services as directors of the Club from the Annual General Meeting held in 2022 until the Annual General Meeting held in 2023:

| Office | Honorarium | Superannuation |
|------------|------------|----------------|
| Chair | \$20,000 | \$1,900 |
| Vice-Chair | \$15,000 | \$1,425 |
| Director | \$8,000 | \$760 |

- b. Such honorariums to be paid on a pro-rata basis if a Director only holds office for part of the term.
- c. The members acknowledge that the benefits in (a) above are not available to members generally, but only for those who are Directors of the Club.

Explanatory Note:

Resolution 2 is to have members approve honorariums to be paid to Directors (plus the superannuation contributions payable by the Club) for duties performed by them during the period until the AGM held in 2023. Clauses 5.3 and 18.2 of the Club Rules allow the Club to pay the Directors an honorarium, but only where approved by a resolution passed at a general meeting.

The proposed honorarium takes into account changing circumstances of the Club including the further increase in the complexity of the Club's operations and the resultant increase in what the Club needs and expects from Directors. The payment of an honorarium to directors of a Club is very common. The amount of the proposed honorarium is consistent with the honorariums paid to directors of other similar-sized clubs and with the honorariums approved by members of the Club to be paid to each Director last year.

Each individual Director can choose whether or not to accept the honorarium.

If a Director holds office for part of a term, the honorarium paid to that director will be paid on a pro-rata basis (which means the director will only receive part of the honorarium).

The present Board recommends the proposed resolution.

Resolution 3 – Expenses

That the members hereby approve:

- a. the payment or reimbursement by the Club of the following benefits to the Directors to support them in the performance of their office and duties:
 - (i.) reasonable food and refreshments; parking; and communication and information technology;
 - (ii.) director education and training (including memberships) in connection with representation of the Club, or attendances (including with partner, where the Board deems appropriate) at events, professional conferences and seminars, or on study tours (including where the Board deems appropriate, internationally).
 - (iii.) reimbursement of out-of-pocket expenses reasonably incurred by a director in travelling between his or her usual residence or a place of work and the Club's premises for the purposes of attending any meeting of the Board or a Board Committee (including taxi fares and where appropriate and the circumstances permit, reimbursement for motor vehicle use on a mileage basis at the rates approved from time to time by the Australian Taxation Office as reasonable for taxation purposes; air fares; and overnight accommodation and associated expenses);
- b. The members acknowledge that the benefits in (a) above are not available to members generally, but only for those who are Directors of the Club.

Explanatory Note:

It is necessary and appropriate for the Directors to be active in performing their duties and pursuing the Club's success.

Directors' out-of-pocket expenses reasonably incurred in the course of carrying out their duties, can already be authorised by the Board. However, the proposed resolution in the interests of transparency makes disclosure of some of the types of expenses likely to be incurred.

The proposed resolution takes into account the still changing circumstances of the Club including the further increase in the size and complexity of the Club's operations and particularly, the continuing likelihood that the Board will need to plan for one or more major new projects.

Resolution 4 Fitness Centre Memberships

That the members hereby approve:

Complimentary Gym fees for their services provided to City Tattersalls Club in the Fitness Centre.

- Charles Anscombe
- Brian Hallett
- Brian Adams
- Matthew Kayrooz
- John Lawler
- Patrick McVicar
- Anthony Russo
- Glenn Riley

Explanatory Note:

Resolution 4 is to have members approve complimentary memberships for duties and services provided to all members at the fitness centres.

The members acknowledge that complimentary Fitness centre memberships are not available to members generally, but only for those who have been approved at the Annual General Meeting held in 2022.

