

SOUTH SYDNEY GRAPHIC ARTS CLUB LIMITED

ACN 000 298 699

Notice of Annual General Meeting

NOTICE is hereby given that the 67TH ANNUAL GENERAL MEETING of SOUTH SYDNEY GRAPHIC ARTS CLUB LIMITED will be held on **Saturday 28th March 2026** commencing at 10.30 am at the Club premises, 182 Coward Street Mascot.

AGENDA

The business of the Annual General Meeting shall be:

1. Apologies.
2. To receive and consider the minutes of the 66th Annual Meeting of the Club held on Thursday 1st May 2025. The minutes of the 66th Annual Meeting can be viewed on the Clubs website ssgac.com.au
3. President's Report.
4. To receive and consider the Income and Expenditure Accounts, the Balance Sheet, Report of Directors and the report of the Auditors.
5. To elect Auditors and fix the remuneration payable to such Auditors.
6. To receive the results of the ballot for positions of Directors and declare the successful nominees elected.
7. To consider and, if thought fit, pass the Ordinary Resolutions to approve and fix Directors' honorariums and expenses for the forthcoming year.
8. **General Business** *Any notice of questions for the Annual General Meeting shall be in writing and delivered to the Club Secretary not less than fourteen (14) days prior to the date set for the Annual General Meeting so that enquiries can be answered fully at the meeting.*

NOTES

The Annual Report containing the Financial Statements for the year ending 31st December 2025, the Directors' Report, and the Auditor's Report is available to members:

- on the Club's website: ssgac.com.au
- from the reception desk at the Club; or
- mailed on request: email - info@ssgac.com.au phone - 02 9667 4321

Information for members is also displayed on the 'Important Information for Members' Notice Board located at the entrance to the Club.

If any financial member of the Club attending the Annual General Meeting requires clarification on any matter relating to the Financial Statements, please submit your enquiries in writing to the Club Secretary no less than seven (7) days prior to the date set for the Annual General Meeting so that enquiries can be answered fully at the meeting.

ORDINARY RESOLUTIONS

First Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 (NSW) the members approve and agree to the payment of an honorarium to each of the Directors of the Club as follows:

- (a) Directors Honorariums

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| President | \$ 16,000.00 |
| Vice President (1) | \$ 8,000.00 |
| Directors (5) | \$ 20,000.00 |
- (b) Reasonable meals and beverages at Board meetings or at sub-committee meetings for Directors and sub-committee members.
- (c) Reasonable expenses in relation to accommodation, meals and beverages allowances, seminar and conference fees, travelling costs for directors attending annual general meetings and extraordinary general meetings, seminars, official meetings held or approved by the registered club's association or any affiliated body. Reasonable expenses for partners attending any or all of the above where approved by the Board will also apply.
- (d) Reasonable expenses for Directors and their partners at the Directors' Annual Dinner.
- (e) The reasonable cost of Directors attending other clubs for the purpose of observing their facilities and methods of operation.
- (f) Attendance at functions, with partners where appropriate and required, to represent the club.

Second Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 (NSW):

- 1 The members hereby approve and agree to reasonable expenditure by the Club for the following expenditure and benefits:
 - (a) The reasonable cost of a meal and beverage for:
 - (i) each Director immediately before, during or immediately after a Board or Committee meeting; and
 - (ii) each Committee member immediately before, during or immediately after a Committee meeting;
 - (b) 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 production of invoices, receipts or other proper documentary evidence of such expenditure; and
 - (c) Reasonable expenses incurred by Directors in attending Club activities and functions including entertainment with partners where appropriate, provided the expenses are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
- 2 The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only for those who are Directors of the Club and those

Explanatory Notes – Second Ordinary Resolution

- 1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.
- 2 If the Second Ordinary Resolution is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting in relation to duties performed by the Club's Directors, and other members listed in the resolution.

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Third Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 (NSW):

- 1 The members hereby approve and agree to reasonable expenditure by the Club for professional development and education of Directors until the next Annual General Meeting, being:
 - (a) The reasonable cost of Directors and their partners attending at meetings of ClubsNSW and the Club Managers' Association Australia, including their Annual General Meetings, Conferences and Trade Shows;
 - (b) The reasonable cost of Directors and their partners attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;
 - (c) The reasonable cost of Directors undertaking formal training activities as may be determined by the Board from time to time; and
 - (d) The reasonable cost of Directors attending other clubs or similar types of businesses, or other facilities similar to those operated or proposed to be operated by the Club, for the purpose of viewing and assessing their facilities and methods of operation.
- 2 The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only to those who are Directors of the Club and those members directly involved in the above activities.

Explanatory Notes – Third Ordinary Resolution

- 1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.
- 2 If the Third Ordinary Resolution is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting in relation to duties performed by the Club's Directors. This expenditure is considered necessary to keep the Club up to date with current trends and developments which may have a significant bearing on the Club's operations and the way in which the Club conducts its business, and, for the Club to play its role in the industry and community.

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Explanatory Notes – Third Ordinary Resolution

General Notes

- 1 Financial members and Life members are entitled to vote on each Resolution. Employees of the Club are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.
- 2 To be passed, each Ordinary Resolution must receive votes in its favour from a simple majority of those members present and voting who, being eligible to do so, vote on the Ordinary Resolution.
- 3 The current Constitution of the Club is available for members on request from the Club's office.
- 3 Members will be given a reasonable opportunity to speak and ask questions about each resolution at the Annual General Meeting.
- 5 All Financial members and Life members attending this meeting must produce their current financial Membership Card upon entering the AGM.

If any financial member of the Club attending the Annual General Meeting requires clarification on any matter relating to the Financial Statements, please submit your enquiries in writing to the Club Secretary no less than seven (7) days before the Annual General Meeting so that enquiries can be answered fully at the meeting.

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Fourth Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 (NSW):

- 1 The members hereby approve and agree to reasonable expenditure by the Club for an annual end of year dinner for each of the seven (7) Directors and their partners.
- 2 The members acknowledge that the benefits in paragraph 1 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.

Explanatory Notes – Third Ordinary Resolution

- 1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.
- 2 If the Fourth Ordinary Resolution is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting by hosting a dinner for the Club's Directors and their partners.

General Notes

- 1 Financial members and Life members are entitled to vote on each Resolution. Employees of the Club are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.
- 2 To be passed, each Ordinary Resolution and Life Resolution must receive votes in its favour from a simple majority of those members present and voting who, being eligible to do so, vote on the Ordinary Resolution.
- 3 Each Special Resolution must be considered as a whole and cannot be amended in substance by motions from the floor.
- 4 To be passed, each Special Resolution must receive votes in its favour from at least a three quarters majority of the members present and voting (being entitled to do so).
- 5 The current Constitution of the Club is available for members on request from the Club's office.
- 6 Members will be given a reasonable opportunity to speak and ask questions about each resolution at the Annual General Meeting.
- 7 All Financial members and Life members attending this meeting must produce their current financial Membership Card upon entering the AGM.

Dated this 1st March 2026

By Direction of the Board:

James Mackenzie
Club Secretary
South Sydney Graphic Arts Club