

COOGEE DIGGERS LTD

Voting for Election of Directors

The election of directors to fill vacancies arising on the Board of Directors will take place at the Club's premises at 2 Byron Street Coogee on the following dates.

Voting will be by **Ballot in Person** at the Club and commence on Friday 17th May 2024 and conclude Sat 25th May 2024.

The election is proceeding under the control of the Returning Officer appointed by the Board, who will issue ballot papers with candidate details. Members are urged to exercise their right to vote in the election. Ballot papers can only be obtained, and votes can only be lodged, during the nominated periods. Members must attend and vote in person.

- Fri 17th May 2024 9am - 1pm
- Sat 18th May 2024 1pm - 5pm
- Fri 24th May 2024 9am - 1pm
- Sat 25th May 2024 1pm - 5pm

Notice of Annual General Meeting 2024

Notice is given that the next Annual General Meeting of members of Coogee Diggers Limited will be held on Friday 31st May 2024 commencing at 6pm in the premises of the Crowne Plaza Hotel, 242 Arden Street Coogee. (Randwick and Federation Meeting Rooms – enter off Carr Street)

Note: Alternative Venue

Members will see below the proposed resolutions that will be put to the meeting.

The Chair will not call for movers or seconders but will open the meeting up for discussion before each resolution is put to the vote.

The Chair will not call for resolutions to acknowledge apologies or to receive or approve of the minutes of the previous AGM or the annual reports. Those will be open for discussion but they will be taken as received.

All of that follows modern corporate practice.

Business

1. **Opening**
2. **Attendance and quorum**
3. **Apologies**
4. **Minutes of the previous Annual General Meeting** - tabling
5. **Club's Financial Report, the Directors' Report and the Auditor's Report, for the year ended 31 December 2023** - tabling and consideration
6. **President's Report**

7. **Auditor.** If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
8. **Ordinary Resolution: Benefits for Directors including the President.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members authorise (and declare to be reasonable) the reimbursement by the Club of the Directors including the President for any reasonable costs that they incur in connection with their duties - as approved by the Board, up to an aggregate amount of \$40,000 in periods up to the next Annual General Meeting.

Explanatory Note – Ordinary Resolution: Benefits for Directors including the President

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 the amount of expenses likely to be incurred.

As an alternative to reimbursement, the Club may directly pay for an expense in a particular case where the Board has approved of particular expenditure.

The present Board unanimously recommend the proposed resolution.

9. **Amalgamation - expressions of interest.** As required by legislation, notice will be given at the meeting of any expression of interest in an amalgamation, and any unsolicited merger offer, that the Club has received from another club within the 12 months prior to the actual meeting date.

(As at the date of this notice, the Club had not received any such expression of interest or unsolicited offer since the last AGM)

10. **Management.** A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.
11. **Election of officers.** Declarations of the ballots for the election of officers.

By authority of the Board

Peter Gallagher

Chief Executive Officer

NOTES

Notice of questions or requests for details

Members who wish to raise any queries or seek any information, including questions in relation to the accounts or reports or specific legislative or financial matters, are asked to provide written notice of the question to the office of the Chief Executive Officer at least 7 days prior to the meeting, so that answers may be researched, if required.

Eligibility

Life members and financial Ordinary members, only, have the right to attend and vote at the meeting.

Under the registered clubs legislation, proxies are not permitted.

A member must be physically present at the meeting and vote on a resolution at the time when a vote is called for, if their vote is to count.

Notice of the meeting is being given to the Club's Auditor, who is entitled to attend.

Voting

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

Business

It is a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting.

Annual report

The Club's annual report for the year ended 31 December 2023 can be accessed at www.coogediggers.com.au.
