Notice of 49th Annual General Meeting

to be held at 32 Rosebery Street, Mosman
4.00 pm on Sunday 26th May 2024

AGENDA

1. Apologies
2. Minutes of previous Annual General Meeting
3. Correspondence
4. Vote on a Constitution to replace the current Memorandum and Articles of Association (Annexure A) **see proposal below*
5. Consideration of Annual Report & Financial Statements (Annexure B)
    - *Wednesday 22nd May is the last day for a written request for clarification (send to: committee@mosmanltc.com.au) regarding the 2023 Financial Report.*
6. President's Report
7. Election of office bearers & committee for ensuing year
8. General business

***The proposal for the Vote on the Constitution**

The directors propose the following resolution as a special resolution to the members:

RESOLVED that the Memorandum and Articles of Association of Mosman Lawn Tennis Club Limited be replaced by the Constitution of the Mosman Lawn Tennis Club in the form annexed to this notice of meeting and marked **Annexure A**.

1. The directors recommend that the members vote in favour of the special resolution and provide the following explanatory notes for the assistance of members:

1.1 The Memorandum and Articles of Association is out of date referring to *The Companies 1961* which was replaced by the *Corporations Act 2001*. The Constitution refers to, and incorporates, the *Corporations Act 2001* where appropriate.

1.2 The Constitution primarily seeks to preserve the processes, privileges and rights of members as they exist under the Memorandum and Articles of Association but is written in a simpler and easier understood style and formatting.

1.3 The classes of membership have been simplified in the Constitution so that members are either a Full Member or Other Member; see clause 13. Only a Full Member will have a right to vote. The Committee will have the power to create new classes of membership under the category of Other Member, referred to as a Restricted Member, but a Restricted Member will have no right to vote.

1.4 The Club has entered long-term commercial arrangements relating to the redevelopment of the court facilities and may enter into other commercial arrangements in the future. To avoid any conflict of interest arising in such circumstances the Constitution prohibits any member of the Club who is a party to a commercial arrangement entered into with the Club from being eligible for election as a member of the Committee or to continue as a member of the Committee; see sub-clause 24.3. The sub-clause is widely expressed to ensure that the intention of the clause is not circumvented by interposing entities or other arrangements. Out of an abundance of caution sub-clause 24.4 has been included to ensure sub-clause 24.3 does not operate in a manner not intended.

From the Directors
David McCallum (Hon. Secretary)