

Nominations for the Election of the Board of Directors 2024

In accordance with Clause 28 of the Gladesville RSL and Community Club Ltd Constitution, nominations are invited for election to the Club's Board of Directors. Two director's positions will be filled for a period of three (3) years and the vacancy created under the triennial rule subclause one (1) of the schedule 4 will be filled for a period of one (1) year. The total office holder positions in the election will be three (3).

Nominations open on the 2 April 2024. Nomination forms and candidates' information packs are available from the CEO David Walsh, please note that completed nomination forms to be lodged with the CEO by the close of business on 16 April 2024 ("nomination period"). Nominations received after that date will not be accepted.

As there is a vacancy on the Board because of the recent passing of the late Peter Astridge and that vacancy has not been filled by a Board appointment under the casual vacancy provisions of the Constitution, the candidate who fills that position will hold office for the balance of the term which would have been held by the late Peter Astridge, i.e. approximately 1 year being until the conclusion of the 2025 Annual General Meeting (**1 year term**). As the triennial rule and Constitution do not deal with this situation, the Board has passed a by-law to the following effect:

1. If a ballot is necessary prior to the 2024 Annual General Meeting because there are more nominees for the positions that are to be filled, the two successful candidates with the highest number of votes will hold terms of approximately 3 years, i.e. until the conclusion of the 2027 Annual General Meeting (**3 year term**), and the third most successful candidate (i.e. receiving the third highest number of votes in the election) will hold office for the 1 year term.
2. If there are only three nominations received during the nomination period for the three positions on the Board and no ballot is necessary prior to the 2024 Annual General Meeting, then there will be a drawing of lots to determine which nominees are declared elected for the two 3-year terms, and which nominee is declared elected for the 1-year term.
3. If there are no or insufficient number of nominations received during the nomination period and no ballot is necessary prior to the 2024 Annual General Meeting to fill the positions on the Board, then:
 - a) Those nominees (if any) who have been nominated during the nomination period will be declared elected for 3 years, and
 - b) The unfilled position(s) will be declared a casual vacancy/casual vacancies for the purposes of Clause 34.3 of the Club's Constitution (as per Clause 28.1(b)) of the Constitution), so that the Board may fill the vacancy after the 2024 Annual General Meeting.

Each nomination must be in writing on the form provided and must be signed by the Candidate, a Proposer and a Secunder. In accordance with Clause 10.6(f) of the

Constitution, only financial members who have at least **thirty-six (36)** continuous months membership of the Club as at the date of nomination are entitled to nominate or propose or second a nomination.

In addition, members should note other clauses of the Club's Constitution which apply to the election, such as:

- Clause 27.4 which lists matters of ineligibility, e.g. employees are not eligible for election to the Board; and
- Clause 27.6 which limits the numbers of members on the Board from a Single Interest Group (this does not restrict the number of candidates nominating from a Single Interest Group, but limits the number who can be elected from the same Single Interest Group).

As per the Club By-Laws (Clause 11), it is a requirement for a nomination to be accepted, nominees who are not incumbent Gladesville RSL Club Directors complete the online ClubsNSW Mandatory Director Training program before the close of nominations, within a reasonable timeframe after the nomination or provide evidence of completion within the last three (3) years.

Nominees should contact the CEO to arrange registration in the program through ClubsNSW. Sufficient notice (minimum 72 hours' notice) is required to allow time for registration.

In accordance with Clause 28.1(e) of the Constitution, the Board of Directors has appointed Australian Election Company Pty Ltd as returning officer if an election is necessary.

The method of voting will be a secret ballot and online voting between Monday 29 April 2024 & Monday 20 May 2024. The Club's Annual General Meeting will be held on Sunday 26 May 2024.

For and on Behalf of the Board of Directors
Gladesville RSL and Community Club Ltd



David Walsh

Chief Executive Officer

Dated: 2.4.2024