

## GLADESVILLE RSL & COMMUNITY CLUB LIMITED – BOARD RESOLUTION FOR 2024 ELECTIONS

The Board of Gladesville RSL & Community Club Ltd (**Club**):

1. **NOTES** the following:
  - a) There is a vacancy on the Board because of the recent passing of the late director Peter Astridge. That vacancy has not been filled by a Board appointment, so the candidate who takes 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.
  - b) There are also 2 other positions for election in 2024, each being for approximately 3 year terms i.e. until the conclusion of the 2027 Annual General Meeting.
  - c) The triennial rule and Constitution do not deal with this situation. It only provides that if a person was appointed to fill the casual vacancy (left by Peter Astridge), but is silent as to what happens if the position is not filled and how that position is filled when other position are also up for election.
2. **RESOLVES** to pass the following by-law for the purposes of the 2024 Board Election, pursuant to rule 28.6 of the Club's Constitution:

### **"2024 Election By-Law**

1. *For the purposes of this by-law:*
  - a) **nomination period** means the period during which nominations for the Board positions to be filled are to be received prior to the 2024 Annual General Meeting, being the period 2 April 2024 to the close of business on 16 April 2024 (or such other nomination period as may be approved by the Board);
  - b) **1 year term** means the term to be held by a nominee who fills the position previously held on the Board by the late director Peter Astridge, whose term would have expired in approximately 1 year, being the conclusion of the 2025 Annual General Meeting; and
  - c) **3 year term** means the other 2 positions to be filled on the Board under the triennial rule, being terms which will expire in approximately 3 years at the conclusion of the 2027 Annual General Meeting.
2. *If a ballot is necessary 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 3 year terms, 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.*
3. *If there are only three nominations received during the nomination period for the three positions on the Board, 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.*
4. *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 rule 34.3 of the Club's Constitution (as per rule 28.1(b)) of the Constitution), so that the Board may fill the vacancy after the 2024 Annual General Meeting."*

5. **RESOLVES** that the Club's Secretary and Chief Executive Office notice of the above by-law on the Club's Notice Board as required under rule 28.19 of the Club's Constitution.

Date: 2 April 2024

Chairman:  .....

Signed as a true and correct record.