

**AMICI CLUB LIMITED**  
**Call for Nomination of Directors**  
**and**  
**Notice of Annual General**

Call for Nomination of Directors

Pursuant to clause 28.1 of the Club's constitution notice is hereby given that any nomination by an eligible member to be appointed as a director of the Club are to be delivered to the Secretary of the Club, c/- Emily Medina at ERA Legal, Level 15, 45 Clarence Street, Sydney NSW 2000  
[emily.medina@eralegal.com.au](mailto:emily.medina@eralegal.com.au) .

All nomination must be in the form annexed to this notice and received by the Secretary by 6:00 pm on 22 June 2025.

Notice of Annual General

Notice is hereby given that the Annual General Meeting (**AGM**) of Amici Club Limited ACN 665 813 436 (the **Club**) will be held at the offices of ERA Legal, Level 15, 45 Clarence Street, Sydney NSW 2000 on **30 June 2025** at **6:00 pm**.

In addition to attending the meeting in person, eligible voting members may attend the AGM by this web address:

<https://us02web.zoom.us/j/87804430734?pwd=qxHmHEVKP7J5oNwIXotSbQZoHkOfeq.1>


The passcode for entry to the meeting is 787191.

**Business to be conducted at AGM**

1. To consider the directors report.
2. The election of directors and declaration of results of that election.
3. General Business.

Dated: 29 May 2025

On behalf of the Board:

  
.....  
Daren James Anderson

## **Directors report**

### Incorporation, directors and license

The Club was incorporated on 16 February 2023.

The initial directors of the Club on incorporation were:

- i. Daren James Anderson appointed 16/02/2023
- ii. Bruno Barbara appointed 21/02/2023
- iii. Marissa Boemi appointed 23/02/2023
- iv. Victor Larusso appointed 16/02/2023
- v. Joseph Lombardo appointed 16/02/2023
- vi. Leonard Melia appointed 16/02/2023
- vii. Anthony Michael Minichello appointed 16/02/2023

Pursuant to clause 27.3 of the Constitution the first directors are eligible to hold office until the first Annual General Meeting (**AGM**) of the Club that is held after the Club has been granted a club licence under the Liquor Act.

The Club was granted a club licence on 8 November 2024.

Pursuant to clause 27.4 of the Constitution from the first AGM of the Club after the Club has been registered under the Act and thereafter the Board shall be elected annually in accordance with this Constitution.

The following current directors have advised of their intention to seek nomination to be re-appointed as directors:

- i. Daren James Anderson
- ii. Bruno Barbara
- iii. Marissa Boemi
- iv. Victor Larusso
- v. Joseph Lombardo
- vi. Leonard Melia
- vii. Anthony Michael Minichello

### Trading

Whilst the Club was granted a licence on 8 November 2024 the Club has not commenced to trade.

The Club will commence trading once suitable premises for the operation of the Club have been established.

On 26 May 2025 the Board resolved that as the Club is not trading for the period from incorporation until 30 June 2026 the joining fees and subscriptions for membership shall be Nil and that all Member are deemed to be financial

until further resolution of the Board.

Financial Report and Auditors report

As the Club has not traded and has not derived any income there is no financial report or directors report to table.

**AMICI CLUB LIMITED**  
**Nomination for the election to the Board**

Secretary, Amici Club Limited

I, \_\_\_\_\_ of \_\_\_\_\_,  
director identification number \_\_\_\_\_ being an eligible financial member  
of Amici Club Limited (the Club) hereby nominate for election to the position(s) of:

- ☐ Chairperson
- ☐ Vice Chairperson
- ☐ Ordinary Director (five to be elected)

A member can nominate for more than one (1) position on the Board. Accordingly, a member can use this form to nominate for one or more positions on the Board. Please tick the appropriate box(es).

**Notes:**

- Pursuant to clause 27.6 of the Constitution the following persons are not eligible to stand for or be elected or appointed to the Board if the member:
  - a. Is an employee of the Club; or
  - b. is currently under suspension;
  - c. is not a Financial member;
  - d. is disqualified from managing any company under the Act;
  - e. is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
  - f. is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
  - g. has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991),
- Pursuant to clause 27.7 of the Constitution any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
- Pursuant to clause 27.8 of the Constitution a member shall not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number on the date of his or her proposed election or appointment to the Board.
- Pursuant to clause 28 of the Constitution the election of the Board shall be conducted in the following manner:

- a. The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
- b. Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 28.1, shall be prominently posted on the Club Notice Board at least twenty-one (21) days prior to the date fixed for the Annual General Meeting. The Clubs notice board can be found at <https://amiciclub.com.au>
- c. Nominations shall close at least seven (7) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary (or another employee authorised by the Secretary to accept nominations) on or before that date.
- d. The nomination form shall be:
  - i. in writing; and
  - ii. in such form and contain such particulars as determined by the Board from time to time (including without limitation, may require certain information to be supported by a statutory declaration);
  - iii. signed and seconded by two (2) eligible members and signed by the nominee
  - iv. who shall thereby signify his or her consent to the nomination.
  - v. candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
  - vi. the receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
  - vii. the failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.
  - viii. a nomination can be withdrawn:
    - by the nominee at any time prior to the commencement of voting; and
    - by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board. An eligible member may be nominated for more than one office.
  - ix. the Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.

- x. if the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 34.3.
- xi. if there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- xii. if there be more than the required number nominated for any position an election shall take place in respect of that position.
- xiii. if a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 28.1 the order of seniority shall be Chairperson, Vice Chairperson and Ordinary director.
- xiv. if an election is required pursuant to Rule 28.1(l), the following shall apply:
  - a ballot paper shall be prepared with the order of the names of the nominees determined by lot conducted by the Returning Officer;
  - at least five (5) days before the commencement of voting, the Club must display a notice on the Club's website and on the Club noticeboard which confirms:
    - a. the approved methods of voting – which may include voting by electronic means; and
    - b. the procedures to be followed for voting;
    - c. the dates and times when members can vote;
    - d. any other details which may be required for voting
  - the ballot shall be conducted in such manner and on such days and during such times as shall be determined by the Board from time to time.
  - the ballot shall be determined on the "first past the post" voting system.
  - members shall record their vote in such manner as may be prescribed by the Board from time to time by by-law. Failure to comply with the requirements of such by-laws shall render the vote invalid.
  - the decision of the Returning Officer as to the formality or informality of any vote shall be final.
  - in the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
  - the Returning Officer shall report the result of the ballot to the Annual General Meeting.
  - if the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 28.1.
  - the Board may, at any time, engage the services of a professional electoral consultant or company to perform, or

assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 28.1.

- if at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 34.3.
- xv. if the election of the Board is to be conducted electronically, members will be able to vote either by using their own personal computer or other electronic device without having to attend the Club's premises or by using a designated computer or other electronic device at the Club's premises.

**Signed:** \_\_\_\_\_ **Dated:** \_\_\_\_\_

\_\_\_\_\_  
Nominee

**Proposed by:**

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Seconded by:**

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_