



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Moorebank Sports Club Ltd ABN 21 002 081 905 will be held at the Club at 230 Heathcote Road, Hammondville at 9.00am on Sunday, the 30th November 2025.

Members Please Note

Members are requested to advise the CEO in writing seven (7) days prior to the date of the Annual General Meeting of any query relating to the Financial Accounts on which further information may be required. Such information will be extracted from the records and be available at the Annual General Meeting.

AGENDA

- To receive and adopt the Minutes of the last Annual General Meeting.
- To receive the Annual Report and Financial Statements.
- To declare the results of the election of the Board of Directors
- To consider and if thought fit pass the Ordinary Resolutions of which due notice has been given. (Refer below)
- To consider and if thought fit pass the Special Resolutions of which due notice has been given. (Refer below)
- To transact any other business which may be transacted pursuant to the Constitution.

ORDINARY RESOLUTIONS

First Ordinary Resolution

That pursuant to the Registered Clubs Act 1976:

- a. The Members approve and agree to reasonable expenditure by the Club of a sum not exceeding \$50,000, until the next Annual General Meeting of the Club for the following activities of Directors:
 - i) the reasonable cost of a meal and beverage for each Director immediately before and immediately after a Board or Committee meeting on the day of that meeting;
 - ii) the reasonable expenses incurred by Directors in traveling to and from Directors meetings or other duly constituted Committee meetings as approved by the Board from time to time, on production of invoices, receipts or other proper documentary evidence of such expenditure;



- iii) the reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities and expenses that are approved by the Board before payment is made on production of receipts, invoices and other proper documentary evidence of such expenditure;
 - iv) the reasonable telephone expenses incurred by Directors in carrying out duties directly relating to the Club's affairs – as approved by the Board on production of documentary evidence of such expenditure;
 - v) the reasonable cost of provision of stationery and printer consumables for use with Directors' personal computers that are used to transact club business;
 - vi) the reasonable cost of provision of blazers and associated apparel for use of each Director when representing the Club;
 - vii) the reasonable cost of provision for Christmas dinner or lunch and hamper for each Director and their partner on an annual basis, and
- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors of the Club.

Second Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 as amended:

- a. The Members approve and agree to reasonable expenditure by the Club of a sum not exceeding \$70,000, for the professional development and education of Directors until the next Annual General Meeting including:
- i) the reasonable cost of Directors attending the Clubs NSW (or similar organisations) Annual General Meeting, conferences or similar events;
 - ii) the reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;
 - iii) the reasonable cost of Directors attending other registered or gaming venues for the purpose of viewing and assessing their facilities and methods of operation, provided such attendances are approved by the Board as being necessary or desirable for the betterment of the Club;
 - iv) the reasonable cost of Directors attending conferences and training sessions in relation to their role and responsibilities under the Registered Clubs Act 1976, the Corporations Act 2001 and any other relevant legislation as approved by the Board, and
- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors of the Club.



Third Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 as amended:

- a.** The Members approve and agree to reasonable expenditure by the Club for the provision of specially reserved car parking area at the Club's premises for Directors and Life members to use when attending the Club; and
- b.** The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors and Life members of the Club.

Fourth Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 as amended:

- a.** The Members approve and agree to reasonable expenditure by the Club for the Directors and Life members to receive a 10% discount on the purchase of food and drinks based on members pricing purchased at the Club (excluding bottle shop);
- b.** The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors and Life members of the Club.

Fifth Ordinary Resolution

That, for the purposes of the Registered Clubs Act, the members of the Club hereby:

- a.** approve:
 - i)** the payment of the following honorariums to the directors of the Club for the period between the Annual General Meetings to be held in 2025 and 2026:
 - (A) four hundred dollars (\$400.00) of value each month being deposited onto the membership card of the Chairperson; and
 - (B) two hundred dollars (\$200.00) of value each month being deposited onto the membership cards of each director (other than the Chairperson).
 - ii)** the honorariums being paid on the basis that the Chairperson and directors of the Club will:
 - (A) only be able to use the honorariums to purchase food and beverages (excluding takeaway liquor) for consumption on the Club's premises; and
 - (B) forfeit any unused portion of their honorariums at the end of each month.
- b.** acknowledge that the honorariums are only available to the directors of the Club and that they are not available to the members of the Club generally.



SPECIAL RESOLUTIONS

First Special Resolution

That, in accordance with Rule 24 of the Constitution of Moorebank Sports Club Limited (**Club**), the members of the Club confer Life Membership on Alby Taylor (member number: 4241), who being a member of the Club for 24 years and a Director for 11 years has rendered distinguished, exceptional and valued services to the Club.

Second Special Resolution

That the Constitution of Moorebank Sports Club Limited (ACN 002 081 905) be amended as follows:

- a. By **deleting** Rule 2 in its entirety and **inserting** instead the following new Rule 2:
 2. *The Company is a public company limited by guarantee.*
- b. By **inserting** in Rule 7 the following new definitions (and re-ordering the contents of Rule 7 to be in alphabetical order):

"Financial Club Member" is a Club member who is not a Non-Financial Member.

"Full Member" means any person who is in one of the categories of membership referred to in Rule 20.

"Non-Financial Member" has the meaning given to it by Rule 40A.
- c. By **deleting** Rules 8(a) to 8(gg) in their entirety and **inserting** instead the following new Rules 8(a) to 8(e):
 - (a) *To operate as a sporting and social club for the benefit of its members and the community, with a primary focus on promoting, supporting and facilitating participation in various sports and recreational activities.*
 - (b) *To provide facilities, services, and programs that promote and encourage community engagement, physical activity, and social interaction.*
 - (c) *To support any other club, association or organisation, whether incorporated or not, and sporting bodies whose purposes align with those of the Club.*
 - (d) *To maintain all necessary licences and approvals required to operate as a registered club under applicable legislation.*
 - (e) *To carry out any other activities that are incidental or conducive to the attainment of the above objects.*
- d. By **inserting** in Rule 9 the words "*by guarantee*" after the word "*limited*".



- e. By, in Rule 11(a)(ii):
 - a. **Deleting** the words "*given or*" and "*is or*" in line 1;
 - b. **Deleting** the words "*an institution or*" and replacing with the words "*one or more*"; and
 - c. **Deleting** the words "*its or their*" in line 4.
- f. By, in Rule 11(b)(i), **deleting** the word "*thereof*" and **replacing** with the words "*of such determination*".
- g. By in Rule 11(b)(ii), **deleting** the words "*the Supreme Court of New South Wales*" and **replacing** with the words "*either the Institute of Chartered Accountants Australia and New Zealand or the Supreme Court of New South Wales at the Board's discretion by majority resolution*".
- h. By, in Rules 13, 21, 33(b) (in the second line only), 41(a), 57(a), 70(a)(i), 71 and 102(a), **capitalising** the first letter of each of the words in the term "full member" (or "Full members" and "full members" where applicable).
- i. By **deleting** Rule 17(b) in its entirety and **renumbering** the remaining provisions of Rule 17 accordingly.
- j. By in Rule 17, **inserting** the following new Rule 17(c):
 - (c) *any benefit permitted by the Registered Clubs Act or Registered Clubs Regulations;*and **renumbering** the remaining provisions of Rule 17 accordingly.
- k. By in Rule 17(e), **deleting** the full stop and **replacing** with a semi-colon.
- l. By, in Rule 23(b)(i), **deleting** the word "*and*".
- m. By, in Rule 23(b):
 - a. **Inserting** a semi-colon at the end of Rule 23(b)(iii); and
 - b. **Inserting** the following new Rules 23(b)(iv) and 23(b)(v):
 - (iv) *obtain the consent of the proposed Junior member to share their personal information (as defined by the Privacy Act 1988) with government authorities including the local police where required by law; and*
 - (v) *obtain their consent to transfer their membership to a Club member on attaining the age of eighteen (18) years old.*
- n. By **inserting** the following new Rule 23(e):
 - (e) *The Board is to keep a register of the dates on which the Junior members are given access to the Club.*



- o. By, in Rule 24(c), **inserting** the word "one" after the words "Club member of" in line 1.
- p. By, in Rule 24(e):
 - a. In line 1, **deleting** the word "a" and replacing with the words "at least"; and
 - b. **Deleting** the word "majority".
- q. By **deleting** Rule 25 in its entirety and **inserting** instead the following new Rule 25:
 - 25. *For the purposes of section 246B of the Act,:*
 - (a) *the rights attached to any class of membership established under the Constitution may be varied or cancelled:*
 - (i) *by special resolution passed at a general meeting of the Club in accordance with Rule 133; and*
 - (ii) *without the need for a separate resolution to be passed by members of that class, unless otherwise required by law.*
 - (b) *The Club must give written notice of any variation or cancellation of class rights to all affected members within 7 days of the resolution being passed.*
- r. By, in Rule 26(a), **deleting** the words "that member has the qualifications" and **replacing** with the words "they meet the eligibility requirements".
- s. By **deleting** Rule 26(b) in its entirety and inserting instead the following new Rule 26(b):
 - (b) *The application, along with any applicable fees, must be submitted to the Club's office. The Secretary will cause the applicant's name to be displayed on the Club Notice Board for at least seven (7) days before the transfer is approved.*
- t. By, in Rule 27:
 - a. **Deleting** the words "in respect of whom an application form for membership duly completed in accordance with this Constitution has been given to the Club and who" and replacing with the words "who has submitted a completed membership application form to the Club in accordance with this Constitution and";
 - b. **Inserting** the word "relevant" in front of the word "subscription"; and
 - c. **Deleting** the words "appropriate to the class of membership referred to in the application form (if any)".
- u. By, in Rule 29, **inserting** the word ", privileges" after the word "facilities".
- v. By **deleting** Rule 30 in its entirety and **inserting** instead the following new Rule 30:
 - 30. *Provisional members shall not be entitled to participate in the management, business and affairs of the Club which includes:*
 - (a) *attend or vote at general meetings (including Annual General Meetings) of the Club;*
 - (b) *nominate for or be elected or appointed to the Board;*
 - (c) *vote in the election of the Board;*



- (d) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (e) *propose, second or nominate any eligible member for any office of the Club;*
 - (f) *propose, second or nominate any eligible member for Life membership; or*
 - (g) *vote on any special resolution to amend this Constitution;*
 - (h) *propose, second, or nominate any eligible member for any office of the Club;*
 - (i) *propose, second or nominate any eligible member for Life membership.*
- w. By, in Rule 32(b), **inserting** the word ", privileges" after the word "facilities".
- x. By **deleting** Rule 32(d) in its entirety and **inserting** instead the following new Rule 32(d):
 - (d) *Honorary members shall not be entitled to participate in the management, business and affairs of the Club which includes:*
 - (i) *attend or vote at general meetings (including Annual General Meetings) of the Club;*
 - (ii) *nominate for or be elected or appointed to the Board;*
 - (iii) *vote in the election of the Board;*
 - (iv) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (v) *propose, second or nominate any eligible member for any office of the Club;*
 - (vi) *propose, second or nominate any eligible member for Life membership; or*
- y. By **deleting** Rule 33(a) in its entirety and **renumbering** the remaining provision of Rule 33 accordingly.
- z. By, in Rule 34(b)(i), **deleting** the words "*such social privileges and advantages of the Club as the Board may determine from time to time*" and replacing with the words "*such social facilities, privileges and amenities of the Club as the Board may determine from time to time*".
- aa. By, in Rule 34(c), **deleting** the words "*are not entitled to*" and **replacing** with the words "*shall not be entitled to participate in the management, business and affairs of the Club which includes*".
- bb. By, in Rule 34(c)(vii), **inserting** the word "*receive*" before the word "*member*".
- cc. By, in Rules 34(f)(ii) and 34(f)(iii), **removing** the duplicate numbering.
- dd. By, in Rules 35(a), 62(a), 62(b) and 133, **capitalising** the first letter of each of the words in the term "financial Club member" (or "financial Club members" where applicable).
- ee. By, in Rule 37(a)(vii), inserting the words "*and their consent to share their personal information (as defined by the Privacy Act 1988) with government authorities, including the local police where required by law*" after the word "*guardian*".



- ff. By, in Rule 37(b)(i), **inserting** the word "and" after the semi-colon.
- gg. By, in Rule 37(c), **deleting** the duplicate of the word "this" in line 1.
- hh. By **deleting** Rule 38(a) in its entirety and **inserting** instead the following new Rule 38(a):
- (a) *When a person is elected as a member, the Secretary must promptly notify them and advise them that their liability is limited in accordance with Rules 9 and 10 of this Constitution and explain the procedure to resign from membership. If the application is unsuccessful, any entrance fee and first annual subscription paid must be refunded.*
- ii. By, in Rule 39, **inserting** the words "having regard to the fees issued in the prior financial year" after the words "members of the Club".
- jj. By, in Rule 40A, **deleting** the word "not" in line 1.
- kk. By, in Rule 40A(d), **inserting** the words "(Non-Financial Member)" after the word "renewed".
- ll. By, in Rule 40B:
- a. **Removing** the extra spacing between the words "contained" and "in";
- b. **Deleting** the word "not" in line 1;
- c. **Deleting** the words "(as defined in Rule 7(b))"; and
- d. **Inserting** "Non-" in front of the word "Financial" in line 2.
- mm. By, in Rule 40B(a), **deleting** the word "al" and replacing with the words "of access".
- nn. By, in Rule 40C:
- a. **Deleting** the words "non-financial" and replacing with the words "a Non-Financial Member"; and
- b. **Inserting** the words "to the extent of any inconsistency with this clause," after the words "membership of the Club and".
- oo. By, in Rule 41(a)(iv), **inserting** ";and" after the word "Club".
- pp. By, in Rule 44(c), **deleting** the word "hearing" and **replacing** with the word "meeting".
- qq. By, in Rule 44(d), **deleting** the words "the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines." and **replacing** with the words:
- must be submitted in writing to the Secretary of the Club for the Board's approval at least two (2) days before the hearing. The Board may, in its discretion, approve or deny the request, or impose conditions on the type of representation permitted. In exercising this discretion, the Board may take into account all or any of the following matters, to the extent apparent from the charge or any submission by the member:*
- (i) *the nature and complexity of the charge;*
- (ii) *the seriousness of the charge; and*
- (iii) *the member's personal capacity to understand the charge and to represent themselves before the Board, particularly in the context of the Club as a social and sporting organisation.*



- rr. By **deleting** Rule 44(e) in its entirety and **renumbering** the remaining provision of Rule 44 accordingly.
- ss. By **deleting** Rule 44(f) in its entirety and **renumbering** the remaining provision of Rule 44 accordingly.
- tt. By, in Rule 44(j):
- Deleting** the words "*and the Board may decide*";
 - Deleting** the word "*notwithstanding*"; and
 - Inserting** the words "*if they attended*" after the words "*member charged*".
- uu. By, in Rule 44(l), **deleting** "(k)" and **replacing** with "(i)".
- vv. By, in Rule 44(n), **deleting** all words after the word "*must*" and **inserting** instead the words "*notify the member in writing within the time stipulated in Rule 44(k)*".
- ww. By, in Rule 44(o):
- Deleting** the words "*In the case of a charge being dealt with in accordance with paragraphs (m)(ii) and (n)(ii) of this Rule*";
 - Capitalising** the 't' in the word "*the*" in front of the words "*members submissions*";
 - Inserting** the words "*receipt of*" in front of the words "*the decision in writing*"; and
 - Deleting** the words "*referred to in paragraph (n)(ii) of this Rule*".
- xx. By, in Rule 46(a), **deleting** the word "*or*".
- yy. By, in Rule 46(e), **inserting** the word "*or*" after the semi-colon.
- zz. By, in Rule 55(a)(ii):
- Deleting** the words "*,for the purposes of prostitution,*";
 - Inserting** the word "*in*" after the word "*engages*" and:
 - Inserting** the words "*for the purposes of prostitution*" after the word "*Club*".
- aaa. By **deleting** Rule 55(d) in its entirety, and **renumbering** the remaining provisions of Rule 55 accordingly.
- bbb. By, in Rule 56(d)(i):
- Deleting** the word "*by*" and replacing with the words "*one (1) month after*"; and
 - Inserting** the words "*in accordance with Rule 40B*" after the word "*Club*".
- ccc. By, in Rule 56(d)(ii):
- Deleting** the words "*one (1)*" and replacing with the words "*six (6)*";
 - Adding** an 's' on the end of the word "*month*"; and
 - Inserting** the words "*in accordance with Rule 40C*" after the word "*Club*".
- ddd. By, in Rule 57(b):
- Inserting** the word "*be*" before the word "*entered*";



- b. **Deleting** the word "*person*" and replacing with the word "*member*"; and
 - c. **Deleting** the words "*into the Club that member*".
- eee. By, in Rule 60(b):
 - a. **Deleting** the words "*Board Appointed*"; and
 - b. **Inserting** the words "*appointed by the Board (Board Appointed Directors)*" after the word "*Directors*".
- fff. By, in Rule 61, **deleting** the words "*The Board may appoint up to two (2) Board Appointed Directors to the Board in accordance with Rule 60(b).*".
- ggg. By **deleting** Rule 61(a) in its entirety and **renumbering** the remaining provision of Rule 61 accordingly.
- hhh. By, in Rule 63 (a) **inserting** the words "or a financial interest in a hotel" after the word "club".
- iii. By **deleting** Rule 69 in its entirety and **inserting** instead the following new Rule 69:
 - 69. *The Club has the same powers as an individual and all powers of a public company limited by guarantee under the Corporations Act which must only be used to carry out its objects and purpose. The Board has full authority to manage and control the affairs of the Club and may exercise all powers and perform all acts that the Club is legally or constitutionally permitted to do, except for those matters that must be decided by members at a general meeting. The Board's decisions and actions are subject only to applicable laws and the Club's Constitution. Any future changes to the Constitution will not affect the validity of actions previously taken by the Board under the rules in place at the time.*
- jjj. By, in Rule 70(a)(iii), **deleting** the words "*be ex officio a member of all such committees and may nominate a director to represent him or her on such committees*" and **replacing** with the words "*by virtue of their position, be a member of all committees established by the Board and may appoint another director to act on their behalf in any such committee. If the Chairperson has a conflict of interest with respect to a particular committee, the Board shall appoint an alternative Chairperson for that committee by majority vote*".
- kkk. By, in Rule 70(s), **inserting** a full stop after the word "*races*".
- III. By **deleting** Rule 78 in its entirety and inserting instead the following new Rule 78:
 - 78. *Subject to this Constitution, resolutions put to Directors are decided by a majority of votes of Directors present and entitled to vote. Directors each have one vote and in the case of an equality of votes at a Directors' meeting, the Chair of the meeting has a casting vote in addition to the Chair's deliberative vote.*



mmm. By, in Rule 81, **deleting** the words "*consented to by the required majority of the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may be circulated by such means consented to by the required majority of the directors. A resolution circulated in accordance with this Rule 81 must be circulated to all directors by the means consented to and shall be passed when the required majority of the directors give their consent in favour of the resolution. The consent by a director under this Rule 81 may be given by any reasonable means including, but not limited to, a director using an electronic signature. A resolution passed by the Board under this Rule 81 must be recorded in the Minutes as having been passed under this Rule 81 and note the resolution, the majority required to pass the resolution, the actual majority of directors that gave their consent in favour of the resolution and the manner in which each Director gave their consent in favour of the resolution*" and **replacing** with the words:

, signed by a majority of the Directors, will be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

- (a) *Any such resolution may consist of several counterparts, each signed by one or more of the Directors.*
- (b) *A resolution in writing is passed when the last Director signs the resolution*

nnn. By, in Rule 83, **deleting** the word "*all*" in line 2 and replacing with the words "*a majority of*".

ooo. By, in Rule 84(b), **deleting** the words "*Notwithstanding anything contained in the Act, a*" and **replacing** with the word "*A*".

ppp. By, in Rule 84(b)(ii), **deleting** the full stop after the word "*meeting*" and **replacing** with the words:
unless:

- (iii) *sections 195(2) or (3) of the Act allows the Director to be present; or*
- (iv) *the interest does not need to be disclosed under section 191 of the Act.*

qqq. By, in Rule 96:

- a. **Inserting** the words "*A person ceases to be a Director and*" at the beginning of Rule 96;
- b. **Amending** the 't' in the word "*The*" in line 1 to be lower case; and
- c. **Deleting** the words "*a member of the Board*" and **inserting** instead the words "*the Director*".

rrr. By, in Rule 96(p), **deleting** the full stop and replacing with "*; or*".

sss. By, in Rule 96(q):

- a. **Inserting** the word "*otherwise*" before the word "*removed*"; and
- b. **Deleting** the word "*and*" and replacing with the word "*or*".

ttt. By, in Rule 101(b), **inserting** the words "*, that satisfies the requirements of s 249D of the Corporations Act*" after the words "*cast at a general meeting*".

uuu. By **inserting** a new Rule 101(j) as follows:



- (j) *Where the Club receives a request from members made under clause 101(b) or sections 249D or 249N of the Corporations Act, the Board may at its absolute direction disclose the details of that request in full (including all signatories) including through a publication on the Club's website, when making members aware that the request has been received by the Club.*

vvv. By, in Rule 103:

- a. **Deleting** Rule 103(a) **renumbering** the remaining provisions of Rule 103 accordingly; and
- b. **Inserting** new Rule 103(e) as follows:

(e) to approve the reimbursement of honorarium payments to members;

and **renumbering** the remaining provisions of Rule 103 accordingly.

www. By, in Rule 104, **deleting** the words "*paragraph (a)*" and replacing with the words "*Rule 103*".

xxx. By **updating** the table of contents to reflect the above proposed amendments.

Third Special Resolution

That Rule 63 of the Constitution be amended to insert a new paragraph (b) as follows:

(b) whose direct family member (including spouse, partner, parent, sibling, child) holds a position on any committee or on the board of another registered club or a financial interest in a hotel that operates gaming machines and is located within twenty (20) kilometres from the Club's Hammondville premises; or

and the following words be added to the end of Rule 63 after the word "Board" as follows:

or shall not be entitled to remain on the Board where the Member has been elected to the Board and any of the above conditions subsequently apply.

and renumber existing paragraphs of Rule 63 accordingly.



Explanatory Note regarding the First Ordinary Resolution

1. The purpose of the First Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, reasonable expenditure by the Club in relation to the duties performed by the Club's Directors.
2. The adoption of this First Ordinary Resolution by members will confirm and set an upper limit on the amount to be expended.

Explanatory Note regarding the Second Ordinary Resolution

1. The purpose of the Second Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, reasonable expenditure by the Club in relation to professional development and education of the Club's Directors.
2. The adoption of this Second Ordinary Resolution by members will confirm and set an upper limit on the amount to be expended.

Explanatory Note regarding the Third Ordinary Resolution

1. The purpose of the Third Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, the allocation of a specially reserved car parking area for the Directors and Life members for use when attending the Club.

Explanatory Note regarding the Fourth Ordinary Resolution

1. The purpose of the Fourth Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, is to agree to reasonable expenditure by the Club for the Directors and Life members to receive a 10% discount on the purchase of food and drinks based on members pricing purchased at the Club (excluding bottle shop);

Explanatory Note regarding the Fifth Ordinary Resolution

1. The Registered Clubs Act provides that honorariums can only be paid to directors of a registered club if members of the club approve the payment of the honorariums in general meeting.
2. Accordingly, the Ordinary Resolution proposes for members of the Club to approve the payment of honorariums to the Chairperson and other directors of the Club for the period between the Annual General Meetings to be held in 2025 and 2026.
3. The Chairperson will receive an honorarium of four hundred dollars (\$400.00) per month which will be paid by way of four hundred dollars (\$400.00) of value being deposited onto the membership card of the Chairperson.
4. Each director (other than the Chairperson) will receive an honorarium of two hundred dollars (\$200.00) per month which will be paid by way of two hundred dollars (\$200.00) of value being deposited onto the membership card of those directors.



5. The honorariums will only be able to be used to purchase food and beverages (excluding takeaway liquor) for consumption on the Club's premises. For the avoidance of doubt, the honorariums cannot be used for any form of gaming.
6. The Chairperson and directors will also forfeit any unused portion of their honorariums at the end of each month.

Explanatory Message to Members regarding the First Special Resolution

1. On 25 June 2025, the Board received a nomination for Alby Taylor to be admitted to Life membership of the Club. The nomination was proposed by Craig McNally (Member: 5649) and seconded by Mitchell Heath (Member 7203).
2. In accordance with Rule 24 of the Club's Constitution, the Board approved the nomination and agreed to refer it for the consideration of the members at the next General Meeting of the Club, being this Annual General Meeting.
3. The Board recommends the First Special Resolution be adopted by members.

Explanatory Message to Members regarding the Second Special Resolution

1. The Special Resolution proposes a number of minor amendments to the Club's Constitution.
2. The amendments largely aim to:
 - a. Simplify the objects of the Club;
 - b. Insert additional definitions for clarity;
 - c. Ensure the Club's constitution aligns with good governance principles and is compliant with all relevant legislation;
 - d. Clarify and/or simplify existing Rules; and
 - e. Correct grammar and formatting issues.

Please Note: This Explanatory Note to Members is not to be taken in any way as affecting the wording of the proposed amendments to the Constitution but is provided to inform members of what is proposed and to draw attention to the reasons behind the proposed amendments.

Explanatory Message to Members regarding the Third Special Resolution

This amendment is intended to manage actual, potential or perceived conflicts of interest arising from candidates for election to the Board or current Board members where those candidates or Board members have family members who are Board or committee members of competitor clubs, being eligible to hold Board positions of the Club.



Notes to Members

1. In accordance with the Club's Constitution only Life Members, Permanent Members and Financial Club Members are entitled to vote on the Ordinary Resolutions and Special Resolution.
2. To be passed, the Ordinary Resolutions must each receive votes in favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
3. To be passed the Special Resolutions must receive votes in favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolutions at the meeting.
4. As a result of the provisions of the *Corporations Act 2001*, the Ordinary Resolutions and the Special Resolutions must each be considered as a whole and cannot be altered by motions from the floor of the meeting (other than minor typographical corrections which do not change the substance or effect of the resolution).
5. Members should read the proposed Ordinary Resolutions and Special Resolutions, and the Explanatory Notes contained in this Notice which explain the nature and effects of each of the resolutions proposed.
6. Members of the Club, who are employees of the Club, cannot vote at the Meeting.
7. Proxy Votes are not allowed under the Registered Clubs Act 1976.
8. Please direct any question or concerns about the Ordinary Resolutions to the CEO of the Club, before the meeting.

Dated 27th October 2025

A handwritten signature in black ink, appearing to read 'Jeff Gibbs', is written over a light blue wavy background.

Jeff Gibbs
Chief Executive Officer