

BELLAMBI BOWLING RECREATION & SPORTS CLUB LIMITED
ACN 001 068 917

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the **BELLAMBI BOWLING RECREATION & SPORTS CLUB LIMITED** to be held on *11th October 2026* commencing at the hour of **9.30am** at the premises of the Club, Pioneer Road, Bellambi New South Wales.

BUSINESS

The business of the meeting will be as follows.

1. Apologies
2. Confirm the minutes of the previous Annual General Meeting held on the 14/12/2025.

Receive & consider the directors' report, financial report auditors report & any other report of the Board for the year ended 31st May 2026.

3. Declaration of the ballot for the Board of Directors.
4. Appointment of Patron or Patrons
5. Approve honorariums
6. Approve Ordinary Resolutions
Approve Special Resolutions set out in the attached Notice of Special Resolution
7. Appoint Club Auditor
8. To deal with any other business that may be dealt with at the Annual General Meeting.

IMPORTANT NOTICE REGARDING QUESTIONS FOR THE ANNUAL GENERAL MEETING

Members who have question in relation to the financial reports or any other matter they wish raised at the AGM should submit the question to the Chief Executive Officer in writing 7 days prior to the AGM. This allows the Club time to prepare any information which may be required to respond to the question.

IMPORTANT NOTICE IN RELATION TO ANNUAL REPORTS

Members who have requested to receive the annual reports will receive them in the manner they have elected to receive them. Members who have not elected to receive annual reports can access them via the Clubs website www.bellambibowlingclub.com.au or by requesting a copy from the Clubs office. Please be advised it is now a requirement under the Act for Directors to undertake mandatory Training.

www.bellambibowlingclub.com.au or by requesting a copy from the Clubs office. Please be advised it is now a requirement under the Act for Directors to undertake mandatory Training.

BOWLING MEMBERS

Notice is hereby given that the Annual General Meeting of Bowling Members will be held immediately after the close of the Annual General Meeting of the Club.

CLUB PROPERTY REPORT

Pursuant to Section 41J (2) of the *Registered Clubs Act*, for the financial year ended 31 May 2026, the Club's property at the Corner of Pioneer & Rothery Road Bellambi NSW is core property of the Club.

FIRST ORDINARY RESOLUTION

- (a) That the members hereby approve expenditure by the Club not exceeding \$20,000.00 until the next Annual General Meeting of the Club for the following.
- (i) The reasonable costs of directors attending seminars, lectures & other educational activities as determined by the Board from time to time.
 - (ii) The reasonable costs (including travel & accommodation expenses) of directors attending meetings, conferences & trade shows conducted by Clubs NSW, the Club Managers Association & such other conferences & trade shows as determined by the Board from time to time.
 - (iii) The reasonable cost of directors (& their spouses/partners if required) attending any Club, community of charity function as the representatives of the Club & authorised by the Board to do so.
 - (iv) The reasonable cost of directors (& their spouses/partners if required) attending any other registered club or gaming venue for the purpose of viewing & assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
 - (v) The reasonable out of pocket expenses incurred by directors in relation to carrying out their duties directly relating to club affairs approved by the Board on production of documentary evidence of such expenditure.
- (b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are directors of the Club.
-

Notes to Members on First Ordinary Resolution

1. The First Ordinary Resolution is to have the Members in general meeting approve expenditure by the Club for directors to attend seminars, lectures, trade displays & other similar events to be kept abreast of current trends & developments which may have a significant bearing on the Club & for other out of pocket expenses.

Procedural Matters

2. To be passed, the First Ordinary Resolution must receive votes from not less than a majority of those members who being eligible to do so vote in person on the First Ordinary Resolution at the meeting.
 3. The Registered Clubs Act provides that:
 - (a) Members who are employees of the Club are not entitled to vote; &
 - (b) Proxy voting is prohibited
-

SECOND ORDINARY RESOLUTION

That the members hereby approve the payment of the following honorariums to members of the Club for services as volunteers of the Club until the next Annual General Meeting.

- | | | |
|-------|---------------------------|-------------------|
| (i) | Chairman | \$150.00 per week |
| (ii) | Bowls Secretary | \$150.00 per week |
| (iii) | Assistant Bowls Secretary | \$100.00 per week |

Notes to Members on Second Ordinary Resolution

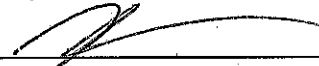
1. The Second Ordinary Resolution is to have members approve honorariums for the Chairman, Bowls Secretary & the Assistant Bowls Secretary.

Procedural Matters

2. To be passed, the Second Ordinary Resolution must receive votes from not less than a majority of those members who being eligible to do so vote in person on the Second Ordinary Resolution at the meeting.
3. The Registered Clubs Act provides that.
 - (a) Members who are employees of the Club are not entitled to vote; &
 - (b) Proxy voting is prohibited

Dated: 7th September 2026

By direction of the Board



Mr Garry Weston

Secretary Manager

BELLAMBI BOWLING RECREATION & SPORT
(ACN 001 068 917)

**NOTICE OF SPECIAL RESOLUTION
FOR ANNUAL GENERAL MEETING**

NOTICE is hereby given that at the Annual General Meeting of the **BELLAMBI BOWLING RECREATION & SPORTS CLUB LIMITED** to be held on 11th October 2026 commencing at the hour of 9.30am at the premises of the Club, Pioneer Road, Bellambi New South Wales, members will be asked to consider and if thought fit pass the Special Resolution set out below.

SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Bellambi Bowling Recreation & Sport be amended by:

(a) **inserting** the following new definitions into Rule 1 in alphabetical order:

*“**AML/CTF Act**” means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.*

*“**Director Identification Number**” means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.*

*“**Executive Committee**” means the Chairperson, Senior Vice Chairperson and Junior Vice Chairperson of the Board.*

*“**Liquor or Gaming Policy**” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.*

*“**Quarter**” means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.”*

(b) **deleting** Rule 2 and in its place **inserting** the following new Rule 2:

“2 (a) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:

(i) If at the date of the meeting:

(1) the member's subscription or any part thereof has not been paid in accordance with Rule 29; or

(2) the member has not renewed their membership by the due date for renewal.

(ii) If any money (other than the subscription) owing by that member to the Club has remained unpaid at the expiration of 14 days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain unfinancial until payment in of the amount owing.”

(c) **inserting** the following new Rule 5A:

“5A. This Constitution and any By-laws of the Club have effect as a contract between:

(a) the Club and each member; and

(b) the Club and each director;

(c) *each member and each other member,*

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person."

(d) **Inserting** the following new heading above Rule 6:

"PROPERTY AND INCOME OF THE CLUB"

(e) **Inserting** the following new Rules 6(d) to 6(f) inclusive and **renumbering** the remaining provision accordingly:

"(d) A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.

(e) Subject to Rule 6(f) nothing in this Constitution shall prevent the payment:

(i) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or

(ii) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;

(iii) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;

(iv) of reasonable and proper rent for premises demised or let by any member to the Club.

(f) A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:

(i) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or

(ii) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act."

(f) **Inserting** the following new heading above Rule 8:

"LIQUOR & GAMING"

(g) **Inserting** the following new Rules 8(f) to 8(h) inclusive:

"(f) Under the AML/CTF Act the Club:

(i) is a reporting entity;

(ii) provides a designated service to its members and patrons;

(iii) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and

(iv) may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.

(g) In Rule 8(f) "enhanced due diligence" means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.

(h) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:

(i) its obligations under the AML/CTF Act; and

(ii) *any Liquor or Gaming Policy,*

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 32 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power."

(h) **deleting** Rule 9(a) and **renumbering** Rule 9.

(i) **deleting** from Rules 13(a), (b) and (c) the reference to "Article 1010(a)" and in its place **inserting** the following "Article 10(a)".

(j) **deleting** Rule 18(a) and in its place **inserting** the following new Rule 18(a):

"(a) *Any visitor whose permanent place of residence in New South Wales is not less than such distance as may be determined from time to time by the Board by By-law pursuant to these Rules."*

(k) **deleting** Rule 19(d) and in its place **inserting** the following new Rule 19(d):

"(d) *The Secretary or senior employee then on duty may at any time refuse a Temporary member admission to the Club, remove a Temporary member from the premises of the Club at any time and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;"*

(l) **deleting** Rule 21 and in its place **inserting** the following new Rule 21:

"21. *Should a person who is admitted as a Provisional member not be elected to membership of the Club that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person."*

(m) **inserting** the following new Rule 22A and **renumbering** the remaining provision accordingly:

"22A. *The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club."*

(n) **deleting** renumbered Rule 22B(c) and in its place **inserting** the following new Rule 22B(c):

"22B (c) *Any application for transfer of membership pursuant to this Rule 22B together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club."*

(o) **deleting** Rule 22B(e) and in its place **inserting** the following new Rule 22B(e)"

"(e) *The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to this Rule 22B. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member."*

(p) **deleting** Rule 24(d) and in its place **inserting** the following new Rules 24(d) and 24(e) and **renumbering** the remaining provisions accordingly:

"(d) *the email address of the applicant;*

(e) *the telephone number of the applicant;"*

(q) **deleting** Rule 25(e) and in its place **inserting** the following new Rule 25(e):

"(e) *The name of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.*"

(r) **deleting** Rules 27 and 28 and in their place **inserting** the following new Rules 27 and 28:

"27. *For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments payable by members of the Club.*

28. *In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance and any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time."*

(s) **deleting** Rule 29A and in its place **inserting** the following new heading and Rule 29A:

"NON-FINANCIAL MEMBERS

29A. *Notwithstanding any Rule contained in this Constitution, any member who is not a financial member (as defined in Rule 2(a)) shall not be entitled to:*

- (a) *attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or*
- (b) *participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;*
- (c) *attend or vote at any meeting of the Club or any Sub club;*
- (d) *nominate or be elected or appointed to the Board or any committee of a Sub club;*
- (e) *vote in the election of the Board or any committee of a Sub club;*
- (f) *propose, second or nominate any eligible member for any office of the Club or any Sub club;*
- (g) *propose, second or nominate any eligible member for Life membership."*

(t) **deleting** Rule 30 and in its place **inserting** the following new Rule 30:

"30. *Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change of their details."*

(u) **deleting** Rule 31(a)(ii) and **renumbering** the remaining provisions accordingly.

(v) **deleting** Rule 32 and in its place **inserting** the following new Rule 32:

"32. *Subject to Rule 32B, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:*

- (a) *in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or*
- (b) *is, in the reasonable opinion of the Board;*
 - (i) *guilty of any conduct prejudicial to the interests of the Club; or*
 - (ii) *guilty of conduct which is unbecoming of a member.*

32A *Any use of any social media or other electronic communication by a member or their guest that is or can be construed by the Club as:*

- (a) negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club; or
- (b) impinging or intruding upon the privacy of any employees, officers, members or guests of the Club, will be conduct unbecoming a member of the Club.

32B The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 32; and
 - (ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
 - (iii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 32B by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to:
 - (i) attend the meeting for the purpose of answering the charge; and
 - (ii) submit to the meeting written representations for the purpose of answering the charge;
 - (iii) call witnesses provided that:
 - (1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and
 - (2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner),
- (d) If the member fails to attend such meeting:
 - (i) the charge may be heard and dealt with, and the Board may decide on the evidence before it; and
 - (ii) the Board may impose any penalties,

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) After the Board has considered the evidence put before it, the Board may:
 - (i) immediately come to a decision as to the member's guilt or in relation to the charge; or
 - (ii) advise the member that the Board requires additional time to consider the evidence put before it to determine whether the member is guilty of the charge.
- (f) After the Board has come to a decision as to the member's guilt in relation to the charge it must:

- (i) In the case of a decision under Rule 32B(d)(i) of this Rule, immediately inform the member of the Board's decision; or
 - (ii) In the case of a decision under Rule 32B(d)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (g) If the member charged has been found guilty the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether the member will address the issue of penalty:
- (i) At the meeting or afterwards; and
 - (ii) By way of verbal or written submissions or a combination thereof.
- (h) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- (i) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless two-thirds of the directors present in person vote in favour of such motion.
- (j) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 32B.
- (k) Any decision of the Board on such hearing shall be final, and the Board shall not be required to give any reason for its decision.
- (l) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.
- (m) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 32B is not strictly complied with provided that there was no substantive injustice for the member charged.

PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING

32C If a notice of charge is issued to a member pursuant to Rule 32B(a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

32D If, in the opinion of the Secretary (or his or delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

32E In respect of any suspension pursuant to Rule 32D, the requirements of Rule 32B shall not apply.

32F If the Secretary (or his or her delegate) exercises the power pursuant to Rule 32D, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:

- (a) The member has been suspended as a member of the Club; and

- (b) The period of suspension;
- (c) The privileges of membership which have been suspended; and
- (d) If the member wishes to do so, the member may request by notice in writing sent to the Secretary, the matter be dealt with by the Board pursuant to Rule 32B.

32G If a member submits a request under Rule 32F(d):

- (a) The member shall remain suspended until such time as the charge is heard and determined by the Board; and
- (b) The Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 32B;
- (c) The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or delegate).

DISCIPLINARY COMMITTEE

32H The Board may by resolution delegate all of the powers and functions given to the Board by Rules 32, 32A and 32B to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.

32I The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 32B save that:

- (a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
- (b) all references to the Board in Rule 32B, except in Rule 32B(m) shall be read as being references to the Disciplinary Committee.

32J The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 32 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (a) the procedure set out in Rule 32B is followed; and
- (b) the member is notified that the Board is exercising the power under this Rule 32J within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

32K The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 32H and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

MEMBER UNDER SUSPENSION

32L Any member whose membership is suspended pursuant to Rules 32 or 32D shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;

- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

32M In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 32Q, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act and any other applicable law;
- (d) who hawks, peddles or sells any goods on the premises of the Club;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant;
- (g) whom the Club, under the conditions of its club licence, by-law or a term of a liquor accord, is authorised or required to refuse access to the Club.

32N If pursuant to Rule 32M a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 32Q) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

32O Without limiting Rule 32N, if a person has been refused admission to or turned out of the Club in accordance with Rule 32M(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

32P Without limiting Rule 32N, if a person has been refused admission to or turned out of the Club in accordance with Rule 32M(a), the person must not:

- (a) remain in the vicinity of the Club; or
- (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

32Q Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
- (b) any employee authorised by the Secretary to exercise such power."

(w) **deleting** Rule 33 and in its place **inserting** the following new Rule 33:

"33. A member may at any time resign from membership of the Club by either:

- (a) giving notice in writing to the Secretary; or
- (b) returning his or her membership card to an employee or director of the Club and clearly indicating to the employee or director that he or she resigns from membership.

33A A resignation pursuant to Rule 33 shall take effect from the date on which it is received by the Secretary or the date on which the membership card is received by the employee or director of the Club and the member will not be entitled to any refund of membership fees or any part thereof."

(x) inserting the following new Rule 38A:

"38A. For the purposes of the Annual General Meeting of the Club to be held in 2027 and thereafter, the election of Directors shall be in accordance with this Constitution and Directors shall hold office in accordance with and subject to Schedule 4 to the Registered Clubs Act, which is repeated below:

SCHEDULE 4

DEFINITIONS

1. In this Schedule -

"General meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"Triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. Repealed.

First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

(2) The groups -

(a) shall be determined by drawing lots; and

(b) shall be as nearly as practicable equal in number; and

(c) shall be designated as group 1, group 2 and group 3.

(3) Unless otherwise disqualified, the members of the governing body -

(a) in group 1 shall hold office for 1 year; and

(b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

Subsequent general meetings

4. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial rule

7. *If the triennial rule is revoked -*
- (a) *at a general meeting - all the members of the governing body cease to hold office;*
or
- (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting.*
- and an election shall be held at the meeting to elect the members of the governing body.*

(y) inserting the following new heading and Rules 40A to 40C inclusive:

"ELECTION OF THE BOARD

- 40A. *Notice of the date and time of the last day for receiving nominations for office in accordance with Rule 40B, 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.*
- 40B. *Nominations shall be open for at least five (5) days and close at least seven (7) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.*
- 40C. *Nominations for election to the Board shall be made in writing and signed by one and seconded by another Senior Ordinary, Ordinary, Full member or Life member and signed by the nominee who shall thereby signify his or her consent to the nomination."*

(z) deleting Rule 43 and in its place inserting the following new Rule 43:

- "43. (a) *If the number of candidates for election to the Board is not nominated those candidates who are nominated shall be declared duly elected and the unfilled positions shall be casual vacancies for the purpose of Rule 61.*
- (b) *If there be only the requisite number nominated for election, those candidates shall be declared duly elected.*

- (c) *If there be more than the required number nominated, an election by ballot shall take place in such manner as determined by the Board."*

(aa) **inserting** the following new Rules 44A to 44D inclusive:

- "44A. As soon as practicable following each Annual General Meeting, the Board shall meet and elect from amongst themselves (by a simple majority of votes) the positions of Chairperson, Senior Vice Chairperson and Junior Vice Chairperson. The directors elected to the offices of Chairman, Senior Vice Chairperson and Junior Vice Chairperson shall, subject to the remainder of this Constitution, hold those offices until the conclusion of the next election of the Board.*
- 44B. Following the Board meeting to elect the positions of Chairperson, Senior Vice Chairperson and Junior Vice Chairperson referred to in Rule 44A, the Secretary shall post the names of the directors who were elected to those positions on the Club's noticeboard.*
- 44C. The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedures set out in this Constitution are not strictly complied with provided there is no substantive injustice for any candidates.*
- 44D. A member or guest of a member must not at any time issue or distribute, or cause to be issued or distributed, by any means including by social media, any 'how to vote' ticket or any written material advocating either for or against the election of any candidate or candidates for the Board. Any breach of this Rule by a member shall be deemed to be conduct unbecoming a member of the Club under Rule 32 and may be dealt with by the Board or Disciplinary Committee accordingly."*

(bb) **inserting** the following new heading and Rules 48A to 48H inclusive:

"MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE

- 48A. The Executive Committee shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.*
- 48B. A quorum for a meeting of the Executive Committee shall be two (2) members.*
- 48C. All decisions of the Executive Committee shall be recorded in minutes signed by the President and provided to the next meeting of the Board for noting or endorsement.*
- 48D. The President shall preside at meetings of the Executive Committee, or in the President's absence, the Vice President shall preside.*
- 48E. The purpose of the Executive Committee is to:*
- (a) facilitate the efficient management of the Club's affairs between meetings of the Board;*
 - (b) assist the President in ensuring that resolutions of the Board are implemented;*
 - (c) act in urgent situations where it is impracticable to convene a meeting of the Board; and*
 - (d) provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.*
- 48F. Subject to Rule 48G, the Executive Committee may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive Committee.*
- 48G. The Executive Committee shall not:*
- (a) authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board from time to time;*
 - (b) appoint or terminate the Chief Executive Officer;*

- (c) *make or amend Club policy;*
- (d) *admit, suspend or expel any member unless the delegated such power in accordance with Rule 32; or*
- (e) *take any action that is inconsistent with a resolution or policy of the Board.*

48H. *In urgent or exceptional circumstances, the Executive Committee may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board."*

(cc) **deleting** Rule 49(a) and in its place **inserting** the following new Rule 49(a):

"(a) *The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business;"*

(dd) **deleting** Rules 55 to 58 and **inserting** the following new Rules 55 to 57 inclusive and **renumbering** the remaining provisions accordingly:

"55. *A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, 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 consist of several documents in like form each signed by one or more members of the Board. The resolution shall be passed when the last director signs the document containing the resolution. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.*

55A. *A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.*

56. (a) *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge must declare the nature of the interest at a meeting of the Board and comply with Rule 56(b).*

(b) *Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club must not vote on the matter and must not be present while the matter is being considered at the meeting.*

(c) *If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 56(a):*

(i) *the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and*

(ii) *the Board may remove or have removed, the director from the Board meeting while the matter is being considered.*

REGISTERED CLUBS ACCOUNTABILITY CODE

57. *The Club (including the Board and all top executives) must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time)."*

(ee) **deleting** renumbered Rule 59 and in its place **inserting** the following new Rules 59 and 60:

"59. *The office of a member of the Board shall automatically be vacated if the person holding that office:*

- (a) dies
- (b) is disqualified for any reason referred to in Section 206B of the Act.
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (d) is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated.
- (e) gives notice in writing resigning from office as a director.
- (f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
- (g) ceases to be a member of the Club.
- (h) fails to declare the nature of his or her interest in a contract or office or property in accordance with these Rules.
- (i) becomes an employee of the Club.
- (j) was not eligible to stand for or be elected or appointed to the Board.
- (k) ceases to hold the necessary qualifications to be elected or appointed to the Board.
- (l) is convicted of an indictable offence (unless no conviction is recorded).
- (m) is not a financial member of the Club.
- (n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.
- (o) is removed from office as a director in accordance with the Act and this Constitution.
- (p) does not hold a Director Identification Number (unless exempted from doing so).

60. The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose."

(ff) **deleting** Rule 63(b) and in its place **inserting** the following new Rule 63(b):

"(b) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting."

(gg) **inserting** the following new Rule 72A:

- "72A. (a) Despite Rule 72, the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).
- (b) A person elected under Rule 72A(a) who is not a member of the Club is not entitled to vote at the general meeting."

(hh) **deleting** Rule 73 and in its place **inserting** the following new Rules 73 and 73A:

"73. At any general meeting of the Club (including an Annual General Meeting) convened by the Board, twenty (20) members present in person and eligible to vote shall be a quorum. At any

general meeting of the Club convened by the members, sixty (60) members present in person and eligible to vote shall be a quorum.

73A. *If a quorum is not present within 15 minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of members pursuant to Rule 63 the same shall be dissolved. If at any adjourned meeting a quorum is not present the same shall be dissolved."*

(ii) **inserting** the following new Rules 75A to 75C inclusive:

"75A. *The Board may cancel or postpone any general meetings prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This rule will not operate in relation to a meeting called pursuant to a request or requisition of members.*

75B. *The Board may withdraw any resolution which has been proposed by the Board, and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*

75C. *The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting."*

(jj) **deleting** the heading above Rule 84 and Rule 84 and in their place **inserting** the following new heading and Rule 84:

"EXECUTION OF DOCUMENTS

"84 (a) *The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:*

(i) *two members of the Board; or*

(ii) *one member of the Board and the Secretary.*

(b) *The Club may execute a document (including a deed) without using the Seal if that document is signed by:*

(i) *two members of the Board; or*

(ii) *one member of the Board and the Secretary."*

(kk) **deleting** Rules 85 and 86 and in their place **inserting** the following new Rules 85 and 86:

"85. *A notice may be given by the Club to any member either:*

(a) *personally; or*

(b) *by sending it by post to the address of the member;*

(c) *by sending it to the electronic address of the member;*

(d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*

86. *Where a notice is sent to a member:*

(a) *in accordance with Rule 85(a) the notice is deemed to be received on the day it is given to the member.*

- (b) *in accordance with Rules 85(b) and 85(c) the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.*
- (c) *in accordance with Rule 85(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice."*

(II) **Inserting** the following new headings and Rules 89 to 92 inclusive:

AMENDMENTS TO CONSTITUTION

- "89. *This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members and financial Senior Ordinary members, Ordinary members and Full members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.*
- 90 *For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.*

MEETINGS AND VOTING

- 91. *In accordance with section 30C (3) of the Act, the Club, the Board or a committee of the Club may (but it is not required to):*
 - (a) *Distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or*
- 92. *If there is any inconsistency between Rule 91 and any other provision of this Constitution, Rule 91 shall prevail to the extent of that inconsistency.*

(mm) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on Special Resolution

1. If passed, the Special Resolution proposes a series of amendments which are intended to update and modernise the Club's Articles. Some amendments are required, or desirable, to properly reflect the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (**RCA**). Other amendments are regarded as representing good governance and industry best practice for registered clubs. Overall, the amendments have been recommended by the Club's lawyers Pigott Stinson Lawyers, and the changes are intended to ensure the Articles remains current, practical and appropriate for the Club.
2. Paragraph (a) inserts new definitions in the Constitution.
3. Paragraph (b) amends Rule 2 by inserting a requirement to "*renew*" membership in order to remain financial. This is inserted to address circumstances where a member category attracts no subscription fee.
4. Paragraph (c) inserts a new Rule to clarify that each member is bound by the Constitution, and it operates as a contract between the Club and each member, the Club and each Director and between each member and each other member.
5. Paragraphs (d) and (f) insert new headings for ease of reference in the Constitution.
6. Paragraph (e) proposed new Rules 6(d) to 6(f) which clarify that a director cannot hold a paid office with the Club, permit reasonable payments to directors for genuine services, and provide that directors may receive only an approved honorarium or reimbursement of genuine out-of-pocket expenses in accordance with the Registered Clubs Act 1976. They are intended to reinforce the Club's non-profit character and align the Constitution with the requirements applying to registered clubs.

7. Paragraph (g) is necessary to ensure that the Club can effectively comply with its legal obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (**AML/CTF Act**) and related regulatory frameworks.

As a registered club, the Club is considered a "*reporting entity*" under the AML/CTF Act, as it provides certain designated services such as gaming and financial transactions to members and patrons. Under this legislation, the Club is subject to strict regulatory obligations, including the need to:

- Verify the identity of members and patrons engaging in relevant transactions;
- Conduct "*enhanced due diligence*" in higher-risk situations, such as large or unusual transactions;
- Monitor and report suspicious activities to AUSTRAC (Australian Transaction Reports and Analysis Centre);
- Implement and enforce internal compliance procedures, including restrictions on access to the Club's premises.

The proposed amendment:

- Clarifies the Club's status and responsibilities under the AML/CTF framework;
- Provides transparency and certainty to members and patrons that the Club may need to request additional personal information or undertake enhanced due diligence in certain cases;
- Confirms the Club's power to take appropriate action, including restricting access to the premises, to comply with AML/CTF and relevant Liquor or Gaming policies;
- Ensures the Club can act swiftly and within the law, where necessary, without being constrained by other provisions of the Articles (e.g. disciplinary processes under Rule 21), which may not be appropriate or practical in such regulatory contexts.

These amendments are both protective and proactive. They safeguard the Club from regulatory risk and potential penalties, while reinforcing the Club's commitment to responsible conduct and compliance with national and state laws.

8. Paragraphs (h) and (u) delete existing Rules.
9. Paragraph (i) corrects a typographical error.
10. Paragraphs (j) and (k) update the Rules applying to Temporary membership to reflect amendments to the Registered Clubs Act.
11. Paragraphs (l) and (m) update the Rules in relation to Provisional membership.
12. Paragraph (n) relates to Rule 22B(c) which requires a member applying to transfer to another membership category to have their name and address displayed on the Club Notice Board for at least seven days before the transfer occurs.
13. Paragraph (o) reflects changes to the Registered Clubs Act 1976 and industry best practice.
14. Paragraph (q) amends Rule 24(e) by removing the reference to displaying a person's address. This reflects amendments to the Registered Clubs Act.
15. Paragraph (r) amends Rules 27 and 28 to reflect amendments to the Registered Clubs Act.
16. Paragraph (s) inserts a new rule in relation to non-financial members.
17. Paragraph (t) requires members to inform the Club of a change in personal details and reflects industry best practice.

18. Paragraph (v) amends existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
19. Paragraph (w) amends existing provisions relating to resignation from membership to bring the Constitution into line with best practice.
20. Paragraph (x) provides that directors will, from the 2027 Annual General Meeting, be elected in accordance with the "Triennial Rule" contained in Schedule 4 of the Registered Clubs Act (which is set out in the shaded box in the Special Resolution).

Adoption of the Triennial Rule is supported by the recommendations of the Independent Pricing and Regulatory Authority Report titled "*Review of the Registered Clubs Industry in NSW*" from 2008 which stated, at page 13:

IPART recommends the following to improve corporate governance as well as director and management skills:

49. *That ClubsNSW continue to develop its Code of Practice and Best Practice Guidelines as new corporate governance issues arise. In particular, ClubsNSW should develop a Best Practice Guideline encouraging boards to move to three-year rolling elections.*

In May 2012, ClubsNSW made a submission to the government with the intention of assisting in the development of industry corporate governance reforms contained in the *Clubs, Liquor and Gaming Machines Legislation Amendment Act 2011*.

Under the heading Board Elections on page 2 of the ClubsNSW submission, ClubsNSW stated:

Board Elections

- ☐ *Biennial or triennial rule should be encouraged on a best practice basis;*
- ☐ *ClubsNSW understands the Government does not intend to make Regulations on this issue however it would like to see the industry move away from annual elections and towards triennial or biennial over time; ...*

Under the triennial rule the Board is broken into 3 groups – Group 1, Group 2 and Group 3. Groups are selected by drawing lots. Following the election in 2027 there will be an election every year. In 2028 there will be an election for 3 directors (Group 1), in 2029 there will be an election for 3 directors (Group 2) and in 2030 there will be an election for 3 directors (Group 3). That three year cycle repeats on a continual basis thereafter.

21. Paragraph (y) inserts new Rules 40A to 40C setting out the timeframe required for the calling and closing of nominations for election to the board. The Rules reflect the Club's current custom and practices.
22. Paragraph (z) amends the wording of the existing Constitution to clarify the outcomes once nominations for election as directors have closed.
23. Paragraph (aa) inserts Rule 44A to 44D. Rules 44A and 44B relate to the triennial election process. Rule 44C inserts a Rule making clear that elections will not be voided where the procedure is not strictly followed provided there is no substantive injustice for any candidate. Rule 44D prevents members from distributing how to vote material by any means including social media.
24. Paragraph (bb) inserts new Rules 48A to 48H which set out how the Executive Committee may meet, make decisions and act between Board meetings. They allow the Committee to deal with urgent or delegated matters, while keeping limits on its authority and requiring its decisions to be recorded and reported back to the Board.
25. Paragraph(cc) confirms that the Board only has to meet Quarterly and the amendment reflects the Registered Clubs Act 1976.
26. Paragraph (dd) inserts Rules updating the basis for a circular resolution of directors, updating the mode by which board meeting can be held and updating the provisions relating to material personal interests of directors.
27. Paragraph (ee) updates the grounds on which the office of a director becomes vacant and reflects the Corporations Act 2001, Registered Clubs Act 1976 and industry best practice.

28. Paragraph (ff) is updated to reflect the Corporations Act.
 29. Paragraph (gg) inserts a new Rule 72A which allows the Board to resolve to allow anyone to chair a general meeting of the Club. This reflects the Corporations Act.
 30. Paragraph (hh) amends the Rules relating to quorums for general meetings of the Club.
 31. Paragraph (ii) inserts new Rules allowing the Board to cancel, postpone or withdraw any resolution it has placed before a general meeting. Rule 75C also allows a general meeting to be held at 2 or more venues.
 32. Paragraph (jj) updates the requirements for the Club to execute documents and reflects the Corporations Act.
 33. Paragraph (kk) updates the notice requirements to reflect the Corporations Act.
 34. Paragraph (ll) inserts new Rules 89 to 92 inclusive. Rule 89 to 90 confirms the classes of membership entitled to vote on special resolutions to amend the Constitution and addresses section 246B of the Corporations Act. Rules 91 and 92 reflects recent changes to the Registered Clubs Act including allowing the Club to send a notice of general meeting and documents relating to a meeting electronically.
 35. Paragraph (mm) permits any necessary amendments to be made to address any anomaly in article numbering and cross referencing throughout the Articles.
-

Procedural matters

36. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
 37. To be passed, the Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
 38. Under the Club's Constitution only Life members and financial Senior Ordinary members, Ordinary members and Full members are eligible to vote on the Special Resolution.
 39. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 40. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.
-

Dated: 7th September 2026

By direction of the Board



Mr Garry Weston
Secretary Manager