

CITY OF SYDNEY RSL AND COMMUNITY CLUB LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **78TH ANNUAL GENERAL MEETING OF CITY OF SYDNEY RSL AND COMMUNITY CLUB LIMITED** will be held on **Sunday 17 May 2026** at the hour of **10:00 am** in the premises of the Club Level 2, 565 George Street Sydney NSW.

BUSINESS

The business of the Annual General Meeting shall be as follows:

- (a) To confirm the minutes of the previous Annual General Meeting.
- (b) To receive and consider a report from the President.
- (c) To receive and consider the Statement of Comprehensive Income and Statement of Financial Position and the report of the Auditor for the year ended 31 December 2025.
- (d) To conduct the election of the Board for the next 2-year term comprising a President, Vice-President and four (4) Directors for the next two years.
- (e) To consider and if fit pass the Special Resolution to amend the Club's Constitution contained in this notice.
- (f) To consider and if thought fit pass the Ordinary Resolution for the approval of Directors expenditure contained in this notice.

ALL MEMBERS ATTENDING THIS MEETING MUST PRODUCE THEIR MEMBERSHIP CARD

The Club's annual financial report will be made available to financial Members upon request from the office.

NOTE TO MEMBERS - ELECTION OF THE BOARD AND VOTING AT THE MEETING

Completed nominations for election to the Board must be delivered to the Chief Executive Officer by 4pm 27th April 2026.

If required, the draw to determine the order of the names of candidates on the ballot paper will be held at 10:30am on Monday 4th May 2026 at the Club's administrative offices on level 3.

If a ballot for the election of the Board is required, the ballot will take place during the Annual General Meeting. The Registered Clubs Act does not permit proxy voting and therefore members must personally attend the Annual General Meeting to cast their vote in the election of the Board and to vote on any other matter considered at the meeting.

A member is not entitled to attend or vote at the Annual General Meeting of the Club, nominate persons for election to the Board of the Club, vote in the election of the Board, or be elected or appointed to the Board if they are suspended, unfinancial or have not been a member of the Club for at least five (5) consecutive years since their last election to membership.

NOTE TO MEMBERS- QUESTIONS FOR THE MEETING

Members are requested to advise the Chief Executive Officer, in writing, seven days (7) days prior to the date of the Annual General Meeting of any questions relating to the Financial Report. This is to allow the Club to obtain information from the Club's records to provide an answer at the Annual General Meeting. If you do not provide your question to the Club prior to the Annual General Meeting, it may not be possible to answer your question at the meeting.

PROCEDURAL NOTES TO MEMBERS ON THE RESOLUTIONS

1. To be passed, a Special resolution must receive votes in favour of at least three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. To be passed, an ordinary resolution must receive votes in favour a majority at least (50% plus) of those members who, being eligible to do so, vote in person on the resolution at the meeting.
3. Only:
 - (a) Life Members.
 - (b) Permanent members and
 - (c) Financial club members and financial social members who have been members of the club for at least five (5) consecutive years since their last election to membership.Are entitled to attend the meeting and vote on the resolutions.
4. Under the Registered Clubs Act:
 - (a) Members who are employees of the Club are not entitled to vote.
 - (b) Proxy voting is prohibited.
5. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends the resolutions to members:

SPECIAL RESOLUTION

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

That the Constitution of City of Sydney RSL & Community Club Limited be amended by:

- (a) **deleting** Rule 2(b) and **inserting** the following new definition in alphabetical order in Rule 2(a):

***“Financial member”** means a member who has paid the applicable annual subscription, or in the case of a member where no subscription is required, has renewed their membership, by the due date or the renewal date respectively as determined by the Club from time to time, and in either case, the member remains not a Financial member until the subscription is paid or the membership is renewed.”*

- (b) **deleting** Rule 15A and in its place **inserting** the following new Rule:

“Notwithstanding any other provision of this Constitution, and having regard to the objects of the Liquor Act, Gaming Machines Act, the Anti-Money Laundering – Counter Terrorism Act, and their associated regulations, the Board has power to:

- (a) *implement policies and procedures in connection with those laws;*
- (b) *include in those policies measures as the Board sees fit to assist in the achievement of the objects and enforcement of those laws;*
- (c) *take steps to enforce those policies;*
- (d) *without limiting the generality of Rule 15A(c) include in those policies provisions allowing the Club to prevent anyone, including members from entering the premises if the Board, the Secretary, or the Secretary’s delegate determine that such action is necessary for the purposes of those policies, and the provisions of Article 39 shall not apply to any such decision; and*

- (e) *without limiting the generality of Rule 15A(c) include in those policies provisions requiring a member to attend meetings and provide information and as the Club determines.*"
- (c) **inserting** in Rule 26 after the words "*nomination form*" the words "*, either in hard or soft/electronic form*".
- (d) **deleting** from Rule 27 "*within six weeks from the date of lodging a nomination form with the Chief Executive Officer*".
- (e) **deleting** Rule 29 and inserting the following:

"No member (other than a Life member) shall be entitled to be present or vote at any meeting of the Club or be elected to any office of the Club unless that member is a Financial member at the time of such meeting or such election as the case may be."
- (f) **deleting** from 39(a)(i) the words "*sent as a prepaid letter posted to the member's last known address*".
- (g) **deleting** Rule 39(b).
- (h) **deleting** from renumbered Rule 39(b) the words "*on the vote of a simple majority of the Board*".
- (i) **deleting** Rule 51 and inserting the following:

"If the number of candidates who have nominated by the close of nominations is less than the number of persons required to fill all vacancies, then those candidates who have nominated shall be declared elected and positions which remain vacant shall be casual vacancies which may be filled by the Board after the Annual General Meeting in accordance with Rule 67. If no nominations have been received by the close of nominations, nominations may be made at the Annual General Meeting, provided that any member nominated consents to his or her nomination."
- (j) **deleting** Rule 56 and inserting the following new Rule 56:

The President may at any time and the Secretary upon the request of at least three (3) directors shall convene a meeting of the Board.
- (k) **deleting** Rules 89(b) and (c).

Notes to Members on Special Resolution

1. **Paragraph (a)** of the Special Resolution updates the definition of financial member.
2. **Paragraph (b)** updates the Rules in relation to policies the Club is required to have in relation to responsible liquor, responsible conduct of gaming and anti-money laundering.
3. **Paragraphs (c) and (d)** update the Rules in relation to Provisional membership.
4. **Paragraph (e)** updates the eligibility to attend meetings to reflect the new definition of financial member in paragraph (a).
5. **Paragraph (f)** amends the Rules in relation to disciplinary proceedings to reflect previous amendments made to the Constitution that notices from the Club can be given electronically.
6. **Paragraph (g)** deletes a previous rule to conform with amendments previously made to the Constitution in relation to the powers of suspension.
7. **Paragraph (h)** clarifies that the Board or Secretary can suspend a member pending the issuing of a notice of charge.
8. **Paragraph (i)** provides that if there are any vacancies at the close of nominations, those vacancies will be casual vacancies to be filled after the Annual General Meeting.
9. **Paragraph (j)** updates the rule on how meetings of the Board can be convened.

10. **Paragraph (k)** deletes Rules which referred to previous methods of banking and payment of winnings from gaming machines.
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ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club until the next Annual General Meeting of the Club for the following activities of Directors and advisory committee members:
- (i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting.
 - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings or Club events as approved by the Board from time to time including airfares and accommodation on the production of invoices, receipts, or other proper documentary evidence of such expenditure.
 - (iii) Reasonable expenses incurred by the Directors in relation to such other duties to the Club, including entertainment of special guests, whether or not they be members of the Club, and other promotional activities performed by Directors and advisory Committee Members, which activities and the expenses therefore are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
 - (iv) Reasonable expenses incurred for Directors' uniforms and associated apparel as may be necessary for current and new Directors and advisory Committee Members.
 - (v) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to Directors and advisory Committee Members in respect of their duties as Directors of the Club.
 - (vi) The reasonable cost of Directors attending the Clubs NSW Annual General Meeting.
 - (vii) The reasonable cost of the Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
 - (viii) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation, providing such attendances are approved by the Board as being necessary for the betterment of the Club.
 - (ix) The reasonable cost of Directors and their partners, attending any community or charity function as the representatives of the Club and authorised by the Board to do so.
 - (x) The bar in the Club Boardroom being available for Directors to entertain guests of the Club in the Boardroom and that all reasonable drinks and refreshments in the Boardroom be at the expense of the Club.
 - (xi) The costs of Directors entertaining up to three (3) guests whilst on duty at the Club, whether or not they be members of the Club. Such entertaining is to be reasonable and limited to meals, drinks and internal shows.
 - (xii) The costs of the Club providing to the President of the Club a mobile phone and the Club paying for all costs of such phone.
 - (xiii) The costs of the Club providing to the Vice President of the Club a mobile phone and the Club paying for all costs of such phone.
 - (xiv) The costs of directors and their partners attending a Christmas lunch outside of the Club.
 - (xv) The Club providing to each director a gift voucher of \$500 each year.

- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors and advisory Committee Members of the Club.
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NOTES TO MEMBERS ON ORDINARY RESOLUTION

1. The Ordinary Resolution is to have the members in General Meeting expenditure by the Club in relation to:
- (a) duties performed by the Club's Directors and advisory Committee Members.
 - (b) Directors attending seminars, lectures, trade displays and other similar events, including the Clubs NSW Annual General Meeting, and visiting other clubs, to enable the Club's governing body to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
 - (c) the entertainment of guests of the Club by Directors in the Club Boardroom at the expense of the Club.
 - (d) the entertainment of up to three guests by a director whilst on duty at the Club.
 - (e) the Club providing mobile phones to the President and the Vice President of the Club and paying all costs for those phones.
 - (f) the cost of directors in travelling to and from Board and Committee meetings.
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Dated 17th April 2026

By Order of the Board



D.J. O'Dwyer

Chief Executive Officer