

NOTICE OF ANNUAL GENERAL MEETING

WINDSOR RSL CLUB LTD

ACN 000 811 290

NOTICE IS GIVEN that the Annual General Meeting of Windsor RSL Club Ltd ACN 000 811 290 (**Windsor RSL** or **Club**) will be held at:

Location: The Auditorium of the Windsor RSL Club, 36 Argyle Street, South Windsor, NSW 2756.

Date: Sunday 31st August 2025.

Time: 1 pm

BUSINESS

Due notice is hereby given of the Business of the Meeting:

1. Attendance and Apologies.
2. To receive and consider the minutes of the Annual General Meeting held on 25th August 2024.
3. To receive and consider the Chairman's Report.
4. To receive and consider the Financial Report, the Director's Report & the Auditor's Report for the Financial year ended 31 March 2025 (*).
5. To consider and if thought fit, approve each of the Ordinary Resolutions listed below under the heading 'Ordinary Resolutions'.
6. To consider and if thought fit, approve each of the Special Resolutions listed below under the heading 'Special Resolutions'.
7. To conduct and declare triennial elections for Board Positions.
8. To notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months before the Annual General Meeting (if any has been received).
9. General Business

() These reports are available on the Club's website (www.windsorrsl.com.au) and are also available from the Club on request.*

Note: Detailed questions from members on financial accounting items, must be received in writing by the Company Secretary a minimum of 14 days prior to the date of the Meeting.

ORDINARY RESOLUTIONS

Ordinary Resolution No 1:

That under the Registered Clubs Act 1976 (NSW):

1. The members hereby approve and agree to reasonable expenditure by the Club for the following expenditure and benefits for Directors until the next Annual General Meeting of the Club:
 - a. Reasonable meals and refreshments associated with each Board meeting of the Club.
 - b. The provision of appropriate apparel for the use of Club Directors when representing the Club.
 - c. The reasonable cost of Directors attending industry meetings, seminars, lectures, trade displays, and other similar events as may be determined by the Board from time to time.
 - d. The reasonable cost of the Director's attending functions whilst representing the Club, as approved by the Board.
2. The members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only to those who are Directors of the Club and those members directly involved in the above activities.

Ordinary Resolution No 2:

That under the *Registered Clubs Act 1976* (NSW):

1. The members hereby approve the reasonable cost of Directors attending Industry meetings and conferences such as, or like, ClubsNSW Conferences and RSL and Services Clubs Association Conferences.
2. The members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only to those who are Directors of the Club and those members directly involved in the above activities.

Ordinary Resolution No 3:

That under the *Registered Clubs Act 1976* (NSW) the members hereby approve and agree to an honorarium of:

1. \$12,000 per annum be paid to the President (1 person);
2. \$6,000 per annum be paid to the Vice President (1 person); and
3. \$3,500 per annum be paid to each the Directors (6 persons),

plus any applicable superannuation, until the next Annual General Meeting, with such amounts to be paid in equal monthly instalments in arrears for each month the person holds such office, provided that if any person serves in office for any period of less than a calendar month, then the payment for that month will be prorated daily.

General Notes regarding Ordinary Resolutions

1. Under the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**), honoraria and other benefits made available to the Board and other members, which are not equally available to all full members of the Club, must first be duly approved at this Annual General Meeting.
2. Under the Registered Clubs Act, the members would hereby approve for the next year until the 2026 AGM, the above Ordinary Resolutions to cover expenses and benefits relating to Directors and others deriving directly or indirectly any profit, benefit or advantage not equally offered to every full member.
3. The members acknowledge that the benefits in Ordinary Resolutions 1, 2, and 3 above are not available to members generally, but only to those members who are elected to the Board, or those members directly involved in the specified activities.
4. To be passed each Ordinary Resolution must receive votes from a simple majority (50% + 1) of those members eligible and voting who, being eligible to do so, vote on each Ordinary Resolution.
5. Financial RSL members, Club members, Golfing members, and Life members are entitled to vote on each Ordinary Resolution.
6. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote. Proxy voting is prohibited by the Registered Clubs Act.

SPECIAL RESOLUTION 1

That the Constitution of Windsor RSL Club Ltd is amended by deleting Rule 41(a) and inserting the following new Rule 41(a):

- "41 (a) a person whose permanent place of residence is in New South Wales. Subject to any minimum distance as may be prescribed from time to time by the Registered Clubs Act, the Board may from time to time determine by By-law a minimum distance of the person's permanent residence from the Club's premises for a person to qualify for Temporary membership under this Rule 41(a);"

Explanatory Notes – Special Resolution 1

- 1 If Special Resolution 1 is passed, existing Rule 41(a) will be replaced by the proposed new Rule 41(a).
- 2 Existing Rule 41(a) provides that a person may only be admitted as a Temporary member of the Club if the person's permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to the Club's Constitution.
- 3 In October 2024, the NSW Government passed the Vibrancy Reforms, removing the deemed Rule contained in section 30(3B) of the *Registered Clubs Act 1976 (NSW)* (**Registered Clubs Act**) (and which applies to all registered clubs) that persons are only eligible to attend as temporary members of a registered club if they reside a minimum 5 kilometres from the premises of the registered club they are attending.
- 4 The proposed new Rule 41(a) removes the requirement for a person who lives within 5 kilometres of the Club from having to become a member of the Club in order to access the Club's premises. This amendment is consistent with the changes to the Registered Clubs Act as part of the NSW Government's Vibrancy Reforms. However, the proposed new Rule 41(a) includes some flexibility for a minimum distance to be specified by By-law if this is considered appropriate by the Board at a later point in time (without having to seek a further change to the Constitution).

SPECIAL RESOLUTION 2

That the Constitution of Windsor RSL Club Ltd is amended by inserting the following new Rule 66A:

"66A If a person is refused admission to, removed from, or required to leave the Club's premises or any other property owned or occupied by the Club under Rule 65, the Secretary may immediately suspend that member from any or all privileges of membership for up to six (6) weeks or until any notice of charge issued under Rule 64 is heard and determined by the Board or disciplinary committee (whichever is earlier). A report of such suspension must be made to the Board or its disciplinary committee."

Explanatory Notes – Special Resolution 2

- 1 If Special Resolution 2 is passed, new Rule 66A will be inserted in the Club's Constitution.
- 2 Under Rule 65 of the Club's Constitution, the Secretary (or another authorised person) has the power to remove a person from, or require the person to leave, the Club's premises in certain circumstances. For example, the Secretary may exercise this power where a person is intoxicated, violent, quarrelsome, indecent or disorderly, or where that person's presence on the Club's premises may (in the opinion of the Secretary) render the Club or the Secretary liable to any penalty under law. In some instances, such circumstances leading to a person's removal from the Club under Rule 65 may also constitute conduct which is unbecoming of a member, by which the Club may issue a disciplinary notice to that member in accordance with Rule 94 of the Club's Constitution.
- 3 New Rule 66A provides that, where a person is refused admission to, removed from, or required to leave the Club's premises (or property owned or occupied by the Club) under Rule 65, the Secretary may immediately suspend that member from any or all privileges of membership until:
 - (a) six (6) weeks have passed; or
 - (b) any charge issued under Rule 64 is heard and determined by the Board or disciplinary committee,whichever occurs earlier.
- 4 This new Rule 66A provides the Secretary with discretion to suspend a member or restrict their membership rights in circumstances including where, in the Secretary's opinion, the member has engaged in conduct that is unwelcome, unlawful, or unbecoming of a member.
- 5 Proposed new Rule 66A still requires a report be made to the Board or disciplinary committee. If no further notice of charge is issued, then the person's suspension will be lifted on the deadline specified by the Secretary provided it does not exceed six (6) weeks. If the Board or disciplinary committee subsequently issues a notice of charge, the suspension can continue but the Board will need to hear the matter promptly as the suspension will expire by no later than after six (6) weeks have passed.

SPECIAL RESOLUTION 3

That the Constitution of Windsor RSL Club Ltd is amended by:

- deleting Rule 36 and inserting the following new Rule 36 marked as "not used":

"36 Not used."

- deleting Rule 67 and inserting the following new Rule 67:

"67 A person will immediately cease to be a member if:

- (a) they resign by notice in writing to the Club, in which case such resignation takes effect on the date the notice is given to the Club;
- (b) they return their membership card to the Club and state (verbally or in writing) that such return constitutes their resignation as a member, in which case such resignation takes effect on the date the card is given to the Club; or
- (c) they die."

- deleting Rule 70 and inserting the following new Rule 70:

"70 A member must not knowingly introduce as a guest any person who has been expelled from membership of the Club, who is currently suspended from membership, whose application for membership of the Club has been rejected, or, who is a former employee of the Club who was dismissed for misconduct."

Explanatory Notes – Special Resolution 3

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| 1 | If Special Resolution 3 is passed, Rule 36 will be deleted and marked as "not used" and Rules 67 and 70 will be amended. |
| 2 | Rule 36 effectively repeats the substance of Rule 92. Under Rule 92, the Board has the power to organise and enforce the exclusion from the Club's premises of any member or other person in accordance with the Club's current responsible service of alcohol policy, responsible conduct of gaming policy, or any current law. Rule 36 mirrors Rule 92 (save for the reference to "any current law") and is being deleted to prevent any confusion. Rule 92 (and the Board's power under that Rule) will remain. |
| 3 | Existing Rule 67 currently provides that a member may resign from membership by giving written notice to the Secretary. New Rule 67 is proposed to further clarify how and when a member resigns from membership of the Club. For example, in addition to where a member resigns in writing, a member is taken to have resigned their membership where they return their membership card to the Club and state verbally or in writing that such return of their membership card constitutes their resignation as a member, or where the |

member dies. This will minimise ambiguity as to when a member has resigned their membership.

- 4 Existing Rule 70 presently prohibits members from introducing a guest that has been expelled from membership of the Club or who is currently under suspension. New Rule 70 proposes to expand this restriction, also preventing members from knowingly introducing a guest that: has had their application for membership rejected; or, is a former employee of the Club that was dismissed for misconduct.

SPECIAL RESOLUTION 4

That the Constitution of Windsor RSL Club Ltd is amended by deleting Rule 81(d) and inserting new Rule 81(d):

- "81 (d) Candidates shall be elected using the 'first past the post' system. The positions on the Board up for election at a particular Annual General Meeting will be filled based on the term length of the positions (from the longest term length to the shortest term length) following the order of the total number of votes received (from highest number of votes to the lowest number of votes)."

Explanatory Notes – Special Resolution 4

- 1 If Special Resolution 4 is passed, Rule 81(d) will be amended.
- 2 Existing Rule 81(d) currently provides that candidates shall be elected using the 'first past the post system'. New Rule 81(d) does not change that.
- 3 Instead, new Rule 81(d) builds upon the existing Rule to also expressly deal with a situation where the Club is filling more vacancies than what would arise from that election cycle. This may occur where a vacancy in the office of a Director has arisen throughout the year.
- 4 The Club's Board elections occur in accordance with the Triennial Rule, whereby there are three groups of directors (comprising either two or three Directors) which each hold office for three years. Each year, one of those groups go up for election for a 3-year term. If a vacancy arises throughout the year in a group that is not the group up for election at the next AGM, then that vacant Board position must also be elected at the next AGM (noting that the term for that vacant position up for election will be the remainder of the term for that group's election cycle, being either one or two years).
- 5 Using the above example, if there are three 3-year positions up for election in a particular year in accordance with the triennial system, and one 2-year position to fill a vacancy that has arisen throughout the year, then the persons with the first, second and third highest number of votes are elected to the 3-year positions and the person with the fourth-highest number of votes is elected to the 2-year position.

SPECIAL RESOLUTION 5

That the Constitution of Windsor RSL Club Ltd is amended by:

- deleting Rule 82(a) and inserting new Rule 82(a):

"82 In addition to any other restriction under this Constitution:

(a) A member is ineligible to be nominated for, elected or appointed to, or hold a position on, the Board or any committee of the Club, if the person:

- (i) is not a financial member;
- (ii) is currently under suspension;
- (iii) was admitted as a member prior to the 2023 Annual General Meeting and has been found guilty of a charge pursuant to Rule 64 in the 3 year period prior to nomination, election or appointment (as the case may be);
- (iv) was admitted as a member after the 2023 Annual General Meeting and has been found guilty of a charge pursuant to Rule 64 at any time prior to nomination, election or appointment (as the case may be);
- (v) has at any time been convicted of an indictable offence;
- (vi) is a former employee of the Club whose services were terminated for misconduct;
- (vii) has been disqualified from managing a corporation;
- (viii) has been bankrupt; or
- (ix) has at any time (including prior to the adoption of this sub-paragraph (ix)) been convicted of an offence under any of the Registered Clubs Act, the Liquor Act, the *Gaming Machines Act 2001* (NSW) or the *Gaming and Liquor Administration Act 2007* (NSW), and which has not been the subject of a successful appeal.

- deleting in Rule 87 the words "Rule 82" and replacing them with the words "Rules 82(b) and 82(c)".

Explanatory Notes – Special Resolution 5

- 1 If Special Resolution 5 is passed, Rule 82(a) will be amended to extend the grounds upon which a member is ineligible to be nominated for, elected or appointed to, or hold a position on, the Board or any committee of the Club. Sub-rules 82(a)(i) to 82(a)(iv) remain unchanged.
- 2 The proposed amendments will mean that, in addition to the existing grounds set out in sub-rules 82(a)(i) to 82(a)(iv), a member is ineligible to be a Director of the Club if they:
 - (a) have at any time been convicted of an indictable offence.

(b) are a former employee of the Club whose services were terminated for misconduct.

(c) have been disqualified from managing a corporation; or

(d) have been bankrupt.

3 A member will also be ineligible to be a Director of the Club if they have been convicted of an offence under the Registered Clubs Act or under three other pieces of legislation referred to in new sub-rule 82(a)(ix) that affect registered clubs.

4 The object of this amendment is to ensure that members seeking office as a Director of the Club do not have a history at any time (including prior to the date of this amendment) of being convicted of any offence under the relevant legislation, being bankrupt, or being disqualified from managing a corporation. This will help to achieve high standards of governance for the Club.

5 If Special Resolution 5 is passed, Rule 87 will also be amended to clarify that the core eligibility criteria under Rule 82(a) will still apply to persons appointed as 'Independent Directors' but that the other eligibility criteria set out in Rules 82(b) and 82(c) will not apply.

General notes for members regarding the Special Resolutions

1 A Special Resolution will be passed only if at least a 75% majority of the members present and voting (being eligible to do so) vote in favour of the resolution.

2 In accordance with Rule 30 of the Club's Constitution, financial RSL members, Club members, Golfing members (subject to paragraph 3 below), and Life members are entitled to vote on the Special Resolutions.

3 In accordance with Rule 31(b) of the Club's Constitution, any Golfing member who was a member of Windsor Country Golf Club Ltd but not a member of the Windsor RSL Club Ltd prior to their amalgamation in 2021, will not be eligible to vote on the Special Resolutions.

4 Proxy voting is not permitted, and employees are prohibited from voting under the Registered Clubs Act.

5 A Special Resolution must be considered as a whole, and the substance of the resolution cannot be amended by motions from the floor of the meeting.

BY ORDER OF THE BOARD



Chris Whiteley

Secretary and Chief Executive Officer