

PENRITH RSL CLUB LIMITED
ABN 59 000 995 568

NOTICE OF ORDINARY RESOLUTIONS FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that during the Annual General Meeting of members **PENRITH RSL CLUB LIMITED** to be held in the Hornseywood Hall in the premises of the Club 8 Tindale Street Penrith New South Wales **Wednesday, 7 May 2025** commencing at **7:00 pm**, eligible members will be asked to consider, and if thought fit, pass the following 3 Ordinary Resolutions.

SUMMARY OF ORDINARY RESOLUTIONS AND PROCEDURAL MATTERS

1. The First and Second Ordinary resolutions are to approve directors' expenses and the costs of training for directors.
 2. The Third Ordinary Resolution is to approve honorariums for directors.
 3. The Fourth Ordinary Resolution is to declare certain parts of the Club's land at ground level facing Tindale Street as non-core property for the purposes of the Registered Clubs Act to allow the Club to lease those spaces.
 4. Members should refer to the resolutions themselves and the notes to members with each resolution.
 5. Financial RSL and Associate members and RSL and Associate Life members are eligible to vote on the Ordinary Resolutions.
 6. To be passed an ordinary resolution must receive votes in its favour from not less than a simple majority (i.e., 50% + 1) of those members who, being entitled to do so, vote in person on the resolution at the meeting.
 7. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
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FIRST ORDINARY RESOLUTION

That pursuant to the *Registered Clubs Act* the members hereby:

- (a) approve and agree to expenditure by the Club in a sum not exceeding \$25,000 until the next Annual General Meeting of the Club for the following:
 - (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, where the meeting corresponds with a normal meal time.
 - (ii) Reasonable expenses incurred by Directors in travelling by either private or public transport 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) Reasonable expenses incurred by Directors in relation to other activities as Directors including entertainment of special guests to the Club.
 - (iv) Expenses involved in attendance at Intra-Club activities, sponsorship of sporting events deemed by the Directors to be of benefit to the Club and/or the community and other promotional activities performed by Directors.
 - (v) Expenses involved in the provision of a club uniform to each Director and cleaning of same.
 - (vi) Reasonable costs of Directors attending all functions and activities at the Club deemed by the Directors to be of benefit by the Club, with expenses from any of the aforementioned activities to be approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
 - (vii) The cost of Directors attending at functions with spouses or partners where appropriate, and/or required to represent the Club.
- (b) acknowledge that benefits in paragraph 1 are not available to members generally but only to those members who are Directors of the Club and those Members directly involved in the above activities.

Notes to Members on First Ordinary Resolution

1. The First Ordinary is to approve an amount no greater than \$25,000 for expenditure by the Club in relation to duties performed by the Club's Directors.
2. The Board meets at least once a month and directors attend further meetings of the Board and subcommittees of the Board. Furthermore, directors are often required to represent the Board and the Club at events and functions within the Club and outside the Club.
3. Under the *Registered Clubs Act* directors cannot be employees and therefore cannot earn any salary. The only payments that can be made to them is by way of an honorarium, which is set out in the Third Ordinary Resolution, and by payment of reasonable expenses incurred by them in the course of carrying out their duties as Directors.
4. The First Ordinary Resolution is proposed to take into account the work and activities of directors and the out of pocket expenses they incur in performing their duties.

SECOND ORDINARY RESOLUTION

That pursuant to the *Registered Clubs Act* the members hereby:

1. approve and agree to expenditure by the Club in a sum not exceeding \$50,000 for the development of skills and education of Directors until the next Annual General Meeting including:
 - (a) The reasonable cost of Directors meeting their mandatory education qualifications pursuant to Rule 27A of the Club's Constitution.
 - (b) The reasonable cost of Directors attending at the Clubs NSW Annual General Meeting.
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- (c) The reasonable cost of Directors attending the RSL & Service Club's Annual Conference.
 - (d) The reasonable cost of Directors attending seminars, lectures, trade displays, organized study tours, fact-finding tours and other similar events as may be determined by the Board from time to time.
 - (e) The reasonable cost of Directors attending other Clubs of a similar type of business for the purpose of observing their facilities and methods of operation.
2. Acknowledge that the benefits in paragraph 1 are not available to members generally but only to those members who are Directors of the Club and those Members directly involved in the above activities.

Notes to Members on Second Ordinary Resolution

- 1. The Second Ordinary Resolution is to approve an amount no greater than \$50,000 for development of skills and education of directors and to enable directors 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.
- 2. The IPART Review into registered clubs in 2008 recommended a higher degree of qualification and business experience be applied to the Directors and Management of registered clubs. Since then the NSW Government has made training for club directors mandatory. To meet these new requirements, the Club amended its Constitution to include Rule 27A requiring compulsory continuing education for its Directors.

THIRD ORDINARY RESOLUTION

That pursuant to section 10(6)(b) of the *Registered Clubs Act* the members hereby:

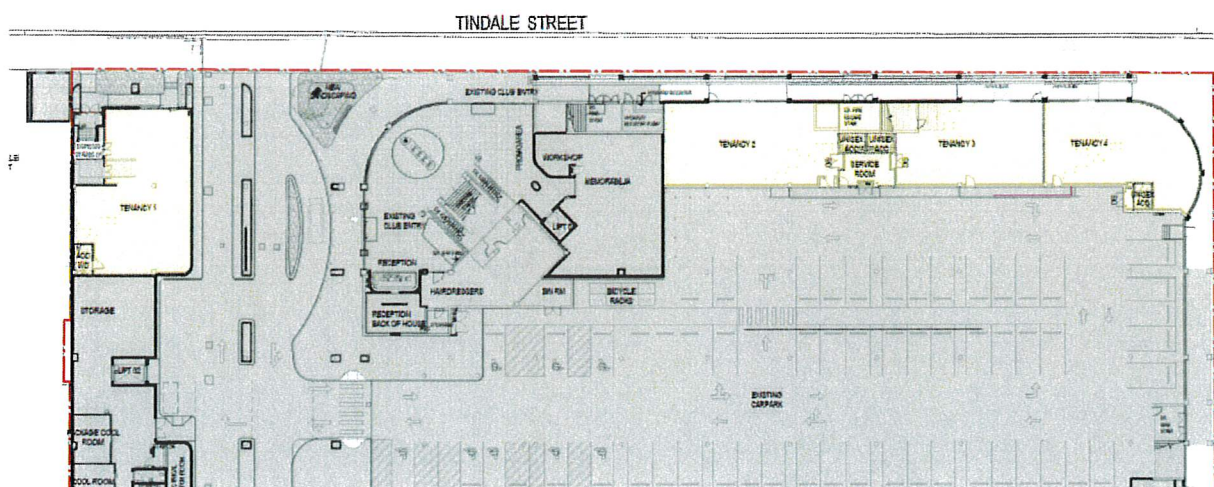
- 1. Approve the payment of the following honorariums to the directors of the Club elected at the 2024 Annual General Meeting until the Annual General Meeting in 2025 be paid by way of monthly instalments in arrears while they remain directors of the Club:
 - (a) The Chairperson of the Club - \$14,337.00 per year (inclusive of the superannuation guarantee levy);
 - (b) The Chairs of any Board Committee - \$8,601.00 per year (inclusive of the superannuation guarantee levy);
 - (c) Each other director of the Club – \$6,437.00 per year (inclusive of the superannuation guarantee levies, if any);
 - (d) Provided that a Director cannot receive any combination of payments pursuant to paragraphs (a), (b) or (c), so that if he/she holds more than one of the offices referred to in those paragraphs, he/she will only receive the higher honorarium.
- 2. acknowledge that the payments referred to in paragraph 1 are only available to directors of the Club and are not available to members generally.

Notes to members on Third Ordinary Resolution

1. The Third Ordinary Resolution seeks approval for payment of honorariums for directors.
2. As set out in the Notes to the Third Ordinary Resolution, directors cannot receive a salary for their work as Directors as they cannot be employees of the Club. Nevertheless, they contribute considerable time in performing their role.
3. The IPART Review into registered clubs recommended that Boards need to
 - (a) make sure that appropriate risk management systems are in place at their club
 - (b) use strategic planning to develop appropriate responses to the challenges their club is likely to face in the future
 - (c) assess management's performance, as well as their own performance, at least on an annual basis
 - (d) monitor how successful management is in carrying out board decisions
 - (e) meet more regularly as Committee and Special Meetings.
 - (f) Directors are also required to spend time prior to and after meetings to read and research board papers and other material.
4. If the Third Ordinary Resolution is passed, honorariums will be paid in monthly instalments in arrears.
5. The superannuation guarantee levy is payable on all honorariums of or over \$450.00 per month.

FOURTH ORDINARY RESOLUTION

That for the purposes of section 41E of the Registered Clubs Act, the members of Penrith RSL Club Ltd (Club) hereby declare the land of the Club at 8 to 10 Tindale Street Penrith highlighted in yellow in the picture below to be non-core property of the Club but only for the purposes of the Club leasing those parts of the land.



Notes to members on Fourth Ordinary Resolution

Registered Clubs Act

1. The *Registered Clubs Act* provides that all land owned and occupied by a registered club is classified as either core property or non-core property.
2. Core property is any real property (land) owned or occupied by the Club that comprises:
 - (a) the licensed premises of the Club;
 - (b) any facility provided by the Club for its members and their guests such as a car park and sporting facilities; and
 - (c) any other property declared by a resolution passed by ordinary members at a general meeting to be core property of the Club.
3. Non-core property is any land owned or occupied by the Club that is not core property.
4. The *Registered Clubs Act* also allows core property to become non-core property by means of a declaration by members passed at a general meeting.
5. The difference between core property and non-core property is that core property can be sold or disposed of or otherwise dealt with by the Club only with the approval of the members in general meeting, and then only by open tender or public auction after an independent valuation by a registered valuer (there are limited exceptions to this requirement in the Regulations under the *Registered Clubs Act*).
6. On the other hand, non-core property can be disposed of by the Club pursuant to a resolution of the Board, without the necessity of obtaining the approval of the members in general meeting and by any means determined by the Board.
7. Section 41E of the Registered Clubs Act provides that a lease is included in the definition of disposal for the purposes of the section.
8. The whole of the Club Land at Tindale Street Penrith is currently core property. However, if the Fourth Ordinary Resolution is passed, the part of the land highlighted in yellow in the plan will become non-core property for the limited purpose of leasing set out in the resolution.

The Proposed Non-core property

9. The proposed non-core property consists of spaces on the Ground Floor of the Club's land which it wishes to lease out to third parties for retail, commercial, office, or professional uses.
10. This is the only area of the Club's land affected by the resolution to become non-core property.
11. The proposed non-core property comprises two areas. The first is the space underneath the current main trading floor of the Club. The Club will be undertaking building works to construct a shell to allow the space to be leased out in one or separate tenancies. The second area is the shell which has been constructed underneath the additional areas to the licensed premises, where the current building works are taking place.

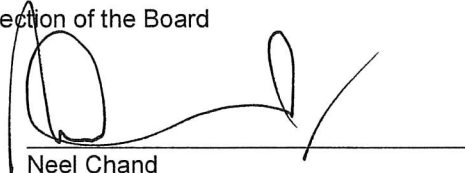
Reasons for the Resolution

12. The Club wants to be able to enter into leases for these spaces as:
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- (a) it has no need for these spaces for its licensed club operations; and
 - (b) leasing out the spaces can provide a diversified and alternative revenue stream for the Club, separate to its licensed club operations.
13. Even though the areas in question have not been used for Club operational purposes, they are located on the Club's land and immediately below the current and proposed licensed premises.
14. Having regard to this, the Club is asking members to declare these spaces to be non-core property but only for the purposes of entering into leases over these spaces.
15. Under the *Registered Clubs Act* and Regulation, a club can enter into a lease without having members approve that particular lease but only if the term of the lease is not greater than 10 years.
16. While no lease or terms have been agreed to, it is common that tenants will want some security of tenure, say an initial five-year term, with two five-year options following that the initial term.
17. Under the Registered Clubs Act, any option granted to a tenant is included in the definition of "term" so that, using the above example, if the land was still core property, the Club could not enter into the lease without calling a separate general meeting to obtain the approval of members as the total period of the initial term and the options is more than 15 years.
18. The Club has limited the declaration so that it only applies to the Club leasing the areas highlighted in the plan. The Club could not sell those spaces without further approval from members and the areas in question remain core property for any sale.
19. However, the Club wants the flexibility to enter into leases to provide the diversified income stream and therefore is asking members to declare those spaces to be non-core property for the purpose of those leases and avoid having to call separate general meetings whenever the Club wish to enter into a lease for all or part of those spaces.

Dated: 24 March 2025

By direction of the Board



Neel Chand
Chief Executive Officer