

PENRITH RSL CLUB LIMITED
ACN 000 995 568

**NOTICE OF GENERAL MEETING
AND SPECIAL RESOLUTIONS**

NOTICE is hereby given that at the Annual General Meeting of **PENRITH RSL CLUB LIMITED** to be held on **17 September 2025** commencing at the hour of **6:45 pm** at the premises of the Club, 8 Tindale Street, Penrith, New South Wales the members will be asked to consider and if thought fit pass the following Special Resolutions:

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. Only RSL Life members and financial RSL members are entitled to vote on the Special Resolutions.
2. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
3. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
4. 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.

FIRST SPECIAL RESOLUTION

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

That the Constitution of Penrith RSL Club Limited be amended by:

(a) **deleting** Rule 27.1 and **inserting** the following new Rule 27.1:

- “(a) The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of Directors consisting of a Chair, a Deputy Chair, and five (5) ordinary Directors.”*
- (b) Subject to Rule 27.1(c), at least four (4) of the seven (7) directors must be RSL members or RSL Life members and three (3) directors must be Associate members or Associate Life members.*
- (c) Notwithstanding any other provision contained in the Constitution, if by the close of nominations:*
 - (i) there are less candidates than the number required to fill the four (4) positions on the Board which are to be filled by RSL members or RSL Life members, then financial Associate members or Associate Life members shall be eligible to nominate for, and be elected to, that position or those positions (as the case may be) and the provisions of Rule 28.1(h) shall otherwise apply; or*
 - (ii) there are less than the number required to fill the three (3) positions on the Board which are to be filled by Associate members or Associate Life members, then financial RSL members or RSL Life members shall be eligible*

to nominate for, and be elected to, that position or those positions (as the case may be) and the provisions of Rule 28.1(h) shall otherwise apply.

Notes to Members on First Special Resolution

1. The First Special Resolution proposes to reduce the number of directors by removing one ordinary director position. This would leave a Board of seven (7) directors, comprising a Chair, a Deputy Chair and five (5) ordinary Directors.
 2. The current Constitution provides that the Board consists of 8 director. Of those eight (8) directors, five (5) must be RSL members or RSL Life members, and three (3) must be Associate members or Life Associate members. (The Constitution also contains rules for when an insufficient number of RSL or Associate members are nominated).
 3. If the First Special Resolution is passed, this ratio will be changed to take into account the reduction in the number of directors so that four (4) of the seven (7) directors must be RSL members or RSL Life members and 3 will be Associate members or Associate Life members.
 4. Due to resignations from the Board over the last year, the Board has operated with seven (7) directors as new appointments were not made to fill the casual vacancies that were created.
 5. The Board has found that working with reduced number of directors has not caused any governance or other difficulties for the Club and therefore proposes a Board of seven (7).
 6. The Board proposed this reduction in the number of directors at two past AGMs. As it requires a 75% majority to pass, the Special Resolution was defeated.
 7. The Board is still of the view that the reduction to seven (7) directors is still an appropriate change and therefore is proposing the First Resolution at this time and reflects the trend in registered clubs, and other sectors, where the number of directors is reduced, as functions previously formed by directors are now performed by employees, allowing the Board to focus on governance.
 8. The majority of directors will still need to be members of the RSL or RSL life members. There are 4 RSL members of the Club, and 3 Associate members of the Club.
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SECOND SPECIAL RESOLUTION

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

That the Constitution of Penrith RSL Club Limited be amended by:

- (a) **deleting** from Rule 4.1(r) "2001" and in its place inserting "2024".
- (b) **inserting** the following new Rule 9.7:

"Notwithstanding any other provision of this Constitution, and having regard to the objects of the Liquor Act and the Gaming Machines Act, the Anti Money Laundering Counter Terrorism Funding Act, Board has power to

- (a) *implement house polices in connection with those laws;*
- (b) *include in those polices measures to assist in the objects and enforcement of those laws;*
- (c) *take steps to enforce those policies; and*
- (d) *without limiting the generality of Rule 9.7(c), include in those polices 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 these policies and the provisions of Rule 20 shall not apply to any such decision."

- (c) **inserting** the following words at the end of Rule 12.1:

"provided that if the applicant has made an electronic/online application for membership, the applicant cannot be admitted to Provisional membership unless and until the person provides to the Club the forms of identification as required by Rule 15.8 to verify their identity."

- (d) **deleting** Rule 12.2 and **inserting** the following new Rule:

"Should a person who is admitted as a Provisional member have their application for Full membership refused, that person shall cease to be a Provisional member of the Club and any entrance fee and subscription submitted with the application shall be returned to that person."

- (e) **deleting** from Rule 14.1 the words "as made be prescribed by the Registered Clubs Act or such other greater distance".

- (f) **inserting** into Rule 15.4 after the words "in writing" the words "either in hard copy or created electronically".

- (g) **deleting** Rule 15.4(d) and renumbering the remaining paragraphs of Rule 15 accordingly.

- (h) **inserting** into Rule 15.6 after the words "application for membership" the words "made in a hard copy application".

- (i) **renumbering** Rules 15.8 to 15.11 as 15.11 to 15.14 respectively and then **inserting** the following new Rules 15.7, 15.8 and 15.9:

"15.8 A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present to an authorized officer of the Club:

(a) the entrance fee and the appropriate annual subscription if any; and

(b) identification such as (without limitation a current driver's licence or a current passport) held by that applicant".

15.9 The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application and in the form of identification correspond, the authorised officer shall note the forms of identification and cause the application to be sent to the Secretary.

15.10 A person whose online application has been referred to the Secretary in accordance with Rule 15.9 and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member."

- (j) **inserting** the following new Rule 15.15:

"If an applicant has made application for membership electronically, and has not become a Provisional member, the election by the Board for that person to be a member shall not have any effect unless and until the person provides to the Club the forms of identification as required by Rule 15.8 to verify their identity."

- (k) **deleting** Rule 18.1(a)(ii) and **renumbering** the remaining paragraphs of that Rule accordingly.

- (l) **deleting** the heading before Rule 19 and **inserting** the heading "CONTACT DETAILS".

- (m) **deleting** from Rule 19.1 the word "address" and in its place **inserting** the words "contact details, including address, email address and phone number".

(n) **inserting** the following new Rule 20.7 to 20.11:

"Disciplinary Powers of the Secretary

20.7 *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:*

- (i) is unbecoming of a member; or*
- (ii) is 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.

20.8 *In respect of any suspension pursuant to Rule 20.7 the requirements of Rules 20.1 and 20.2 shall not apply.*

20.9 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

- (i) the member has been suspended as a member of the Club; and*
- (ii) the period of suspension;*
- (iii) the privileges of membership which have been suspended; and*
- (iv) 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 20.2.*

20.10 *If a member submits a request under Rule 20.9:*

- (i) the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
- (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.2;*

20.11 *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 her delegate)."*

(o) **deleting** Rule 24.1 and in its place **inserting** the following:

A member may resign from membership of the Club by written notice delivered to the Club or by returning their membership card to the Club and such resignation will take effect from the date the written resignation or membership card is received by the Club".

(p) In the event that the First Special Resolution contained in this Notice is not passed, **deleting** Rule 27.1 and **inserting** the following new Rule 27.1:

- "(a) The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of Directors consisting of a Chair, a Deputy Chair, and six (6) ordinary Directors."*
- (b) Subject to Rule 27.1(c), at least four (5) of the eight (8) directors must be RSL members or RSL Life members and three (3) directors must be Associate members or Associate Life members.*
- (c) Notwithstanding any other provision contained in the Constitution, if by the close of nominations:*

- (i) *there are less candidates than the number required to fill the five (5) positions on the Board which are to be filled by RSL members or RSL Life members, then financial Associate members or Associate Life members shall be eligible to nominate for, and be elected to, that position or those positions (as the case may be) and the provisions of Rule 28.1(h) shall otherwise apply; or*
 - (ii) *there are less than the number required to fill the three (3) positions on the Board which are to be filled by Associate members or Associate Life members, then financial RSL members or RSL Life members shall be eligible to nominate for, and be elected to, that position or those positions (as the case may be) and the provisions of Rule 28.1(h) shall otherwise apply."*
- (q) **inserting** in Rule 27.5(c) before the word "is" the word "who".
- (r) **deleting** Rule 27.1(e) and in its place **inserting** the following new Rule 27.1(e):

"A nomination can be withdrawn at any time prior to the commencement of voting."
- (s) **deleting** Rule 28.1(j) the **inserting** the following:

"If the full number of candidates for the positions to be elected is not nominated, those candidates who have nominated shall be declared elected and all remaining positions will be casual vacancies which may be filled by the Board after the Biennial General Meeting."
- (t) **deleting** Rule 28.1(k), and renumbering the paragraphs of that Rule sequentially from (a) to (cc)
- (u) **deleting** Rule 44 and in its place **inserting** the following new Rule 44:

"44.1 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 recorded for that member in the Register of Members kept pursuant to this Constitution;*
 - (c) *by sending it by any electronic means;*
 - (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
 - (e) *by any other method permitted by the Corporations Act.*

44.2 Where a notice is given personally, it is taken to have been received on the date of service.

44.3 Where a notice is sent by post to a member in accordance with Rule 44.1 the notice shall be deemed to have been received by the member on the day following that on which the notice was posted.

44.4 Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.

44.5. Where a member is notified of a notice in accordance with Rule 44.1(d), the notice is taken to have been received on the day following that on which the notification was sent.

44.6 A member who does not provide an email address or mobile phone number to allow for notices to be sent electronically is deemed to have consented to receiving notices of general meetings by the Club publishing a copy of the notice on the website"
- (v) **deleting** from Rules 3.1(m), 28.1(d), and 30.3 the words "Chairman" and "Deputy Chairman" wherever appearing and **inserting** in their place the words "Chair" and "Deputy Chair" respectively.

- (w) **deleting** from Rules 29.6, 29.12, 30.5, 36.15, 36.16, and 36.17 the word "*Chairperson*" and in its place **inserting** the word "*Chair*".
 - (x) **deleting** from Rules 30.6, 36.19, 36.103, 36.18, 36.22, 35.26, 36.28, 36.31, 36.33 and 38.2, the word "*chairperson*" and in its place **inserting** the word "*chair*".
 - (y) **deleting** from Rule 30.17 the words "Deputy Chairman" and **inserting** in their place the words "Deputy Chair".
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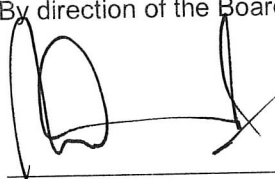
Notes to Members on Second Special Resolution

- 9. The Second Special Resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act, to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
- 10. **Paragraph (a)** of the Second Special Resolution updates a reference to the date of the Deed between the Club and the City of Penrith RSL sub Branch, to refer to the most current version of the Deed.
- 11. **Paragraph (b)** includes a new rule to reflect the fact that the Club has to have policies for key legislative requirements in relation to the responsible service of liquor, responsible conduct of gambling and anti-money laundering, and to include in those policies rules to enforce them, including exclusion from the premises outside of the Club's disciplinary rules.
- 12. **Paragraphs (c), (f), (g), (h), (i) and (j)** update the Constitution in relation to applications for membership to allow applications for membership to be lodged electronically, confirm the identification necessary to become a Provisional member and amend the Club's Constitution to reflect the Club's current practice.
- 13. **Paragraph (d)** updates the Rules in relation to Provisional membership ceasing if the application for membership is refused.
- 14. **Paragraph (e)** updates the Constitution in relation to temporary membership to reflect the Registered Clubs Act including removing reference to the "5km" rule in relation to temporary members. The ability to determine the minimum requirements of Temporary Membership is now not set in the Registered Clubs Act but will be determined by the Board from time to time.
- 15. **Paragraph (k)** removes the requirement for the Club to keep the occupation of members in the Register of Members. This is no longer required by the Registered Clubs Act.
- 16. **Paragraphs (l) and (m)** update the Rule requiring members to inform the Club of changes to their contact details.
- 17. **Paragraph (n)** introduces new disciplinary powers to be exercised by the Secretary. They provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based upon the alleged conduct and the Board's decision would be in substitution for the Secretary's decision.
- 18. **Paragraph (o)** updates the rules in relation to resignations of membership.
- 19. **Paragraph (p)** will only be effective if the First Special Resolution is not passed. It updates Rule 27 in relation to the number of directors, to remove previous transitional references from when the Board was reduced in number from ten (1) to eight (8) directors.
- 20. **Paragraph (q)** updates a typographical error.
- 21. **Paragraph (r)** provides that a nomination for election to the Board can be withdrawn up to the time when voting commences.

22. **Paragraph (s)** will amend the Constitution to provide that if there are any vacancies as at the close of nominations, these will be casual vacancies to be filled by the Board after the Biennial General Meeting. Currently if there are insufficient nominations to fill all positions, additional nominations maybe made at the meeting.
23. **Paragraph (u)** amends the Constitution in relation to sending notices of meetings and other notices to members to make greater use of technology and reflect current provisions of the Corporations Act.
24. **Paragraphs (t) and (y)** update the Constitution in relation to the title of positions of Chairperson and Deputy Chairperson. In the Constitution, there is use of both the terms "Chairman" and "Deputy Chairman", and "Chairperson" and Deputy Chairperson". These paragraphs will update those rules to ensure that there is one term being "Chair" and Deputy Chair". They also update references to the person who presides at a meeting to "chair" instead of the "chairperson" or "chairman"
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Dated:

By direction of the Board



Neel Chand
Chief Executive Officer