

**CORRIMAL RSL MEMORIAL CLUB LTD
(ACN 000 872 033)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the Annual General Meeting of the **Corrimal RSL Memorial Club Ltd** to be held on **Sunday 31st May, 2026** commencing at the hour of **9:00am** at the premises of the Club, 168 Princes Highway, Corrimal, New South Wales.

AGENDA

1. Receive the President's welcome
2. Receive apologies
3. To confirm the Minutes of the Annual General Meeting of the Club held on *25th May 2025*.
4. To consider business arising from previous AGM
5. Receive and consider the reports of the President and Directors.
6. Receive and consider the reports referred to in Rule 39.4 of the Constitution being (a) the financial report of the Club, (b) the directors' report and (c) the auditors' report on the financial report.
7. Deal with any additional business which due notice has been given (being 42 days prior to the AGM)
8. To declare the results of the ballot for the election of directors.
9. To consider and if thought fit pass the Ordinary Resolutions set out below.
10. To consider and if thought fit pass the Special Resolutions set out below.
11. To consider and if thought fit pass the nomination for life membership of the club.
12. To consider general business.

MEMBERS PLEASE NOTE

Note 1:

Members are requested to advise the Secretary, in writing, seven (7) days prior to the date of the Annual General Meeting of any query relating to the Financial Statements.

Note 2:

There is no requirement under the Corporations Act to circulate the detailed Income Statement. This is on display on the Club's Notice Board, website or it may be inspected in the office.

Members wishing to obtain a copy by mail must register with the administration office.

FIRST ORDINARY RESOLUTION

That pursuant to section 10(6)(b) of the Registered Clubs Act 1976:

- (a) The members approve the payment of **\$5190** as the honorarium to the President in relation to services to the Club until the Annual General Meeting to be held in 2027.
- (b) The members approve the payment of **\$3,114** as the honorarium to the Vice President in relation to services to the Club until the Annual General Meeting to be held in 2027.

- (c) The members approve the payment of **\$3,114** as the honorarium to the Honorary Treasurer in relation to services to the Club until the Annual General Meeting to be held in 2027.
- (d) The members approve the payment of **\$2,855 each** as the honorarium to the Directors in relation to services to the Club until the Annual General Meeting to be held in 2027.

NOTES TO MEMBERS ON THE FIRST ORDINARY RESOLUTION

[These notes are to be read in conjunction with the proposed First Ordinary Resolution set out above:]

- 1. The First Ordinary Resolution proposes that the members approve an honorarium payment to the President, the Vice President, the Honorary Treasurer and to the ordinary Directors for their considerable contribution to their duties as directors until the next Annual General Meeting.
- 2. These provisions are not contained in the Constitution and members must decide annually on the payment of an honorarium to Directors for each year. The amounts of the honorariums proposed above are an increase of CPI of 3.8% on the amount of honorariums approved by members at the Annual General Meeting held in 2025.
- 3. The total amount for honorariums approved by members at the annual general meeting held in 2025 was \$22,000. The Board propose an increase on last year's honorarium by an amount to \$22,838 in total set out in the First Ordinary Resolution. The increase is to better reflect the many contributions that directors provide for the benefit of the Club over the 12 months until the annual general meeting to be held in 2027.
- 4. The members acknowledge that the benefits in the First Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976 the members hereby approve expenditure by the Board of Corrimal RSL Memorial Club of the sum not exceeding **\$50,000** for the term of the incoming Board (2026 to 2028 inclusive) for the following expenses subject to approval by the Board of Directors:

- (a) Directors education and training, including seminars, attendance at other clubs for the purpose of research and benchmarking, courses and conferences to comply with Club governance legislation. 1
- (b) The provision of reasonable refreshments and travel expenses (upon production of a valid receipt) associated with each Board or Committee meeting of the Club
- (c) Reasonable expenses incurred by Directors either within the Club or other venues in relation to such other duties including entertainment of special guests of the Club
- (d) Provision of lap top computer, electronic tablet, internet and mobile phone for the Chairman and provision of electronic tablet and internet access for use of each director to access board meeting /club documents, seminar presentations and communications
- (e) Provision of corporate director uniform and laundering including suit, shirt and tie

The members acknowledge the benefits above are not available to members generally, but only for those who are elected to the Board of directors.

NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

[These notes are to be read in conjunction with the proposed Second Ordinary Resolution set out above:]

- 1. The Second Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments, which may have a significant bearing on the Club and for other out of pocket expenses. Included in the Second Ordinary Resolution is the cost of Directors attending functions as representatives of the Club and, if required, the costs of the provision of technology such as the use of tablets to perform their role as director.

2. Section 10(6)(d) of the *Registered Clubs Act* allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Second Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.
3. Section 10(6A) of the *Registered Clubs Act* provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.
4. The members acknowledge that the benefits in the Second Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.

FIRST SPECIAL RESOLUTION

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

That the Constitution of Corrimal RSL Memorial Club Ltd be amended by:

- (a) **inserting** the following new Rules 3.14 to 3.16 inclusive:

“3.14 Under the AML/CTF Act the Club:

- (a) is a reporting entity;*
- (b) provides a designated service to its members and patrons;*
- (c) 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*
- (d) may be required to undertake “enhanced due diligence” of certain members and patrons, in certain circumstances.*

3.15 In Rule 3.14 “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.

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

- (a) its obligations under the AML/CTF Act; and*
- (b) 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 14 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

- (b) **inserting** into Rule 4 the following new definitions 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.

“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.”

- (c) **deleting** Rule 5.1 and in its place **inserting** the following new Rule 5.1:

“5.1 The number of members of the Club shall be such number determined by the Board from time to time.”

- (d) **deleting** Rule 9.1(a) and in its place **inserting** the following new Rule 9.1(a):
- “(a) Any visitor whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club’s premises as may be determined from time to time by the Board by By-law pursuant to the Constitution.”*
- (e) **deleting** Rule 13.1(b) and in its place **inserting** the following new Rule 13.1(b):
- “(b) returning their membership card to the Club and indicating that they resign from membership.”*
- (f) **inserting** the following new Rule 14.1A:
- “14.1A 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.”*
- (g) **inserting** into Rule 16.1(b) after the words “mobile phone” the words “, email address”.
- (h) **deleting** Rule 20.1 and in its place **inserting** the following new Rule 20.1:
- “20.1 The Board must consist of seven (7) Directors, comprising in order of seniority the executive positions of:*
- (a) President and Senior Vice President who shall be RSL members; and*
- (b) Junior Vice President who shall be an RSL member, Associate Member or Life Member,*
- and also four (4) non-executive Directors comprising up to three (3) Associate Members or Life Members provided that there are at all times at least four (4) RSL members on the Board.”*
- (i) **deleting** Rule 20.4 and in its place **inserting** the following new Rule 20.4:
- “20.4 Only RSL Members, Life Members and Associate Members who have been members of the Club for at least three (3) consecutive years immediately preceding the date for the election or appointment to the Board and who are Financial members shall be entitled to be elected or appointed to the Board of Directors provided that the positions of President, Senior Vice-President and Junior Vice President shall be elected or appointed from the Ordinary Members and Life Members.”*
- (j) **inserting** the following new Rules 22.3(j) to (p) inclusive:
- “(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 of three (3) months or more;*
- (o) is removed from office as a director in accordance with the Act and this Constitution; and*
- (p) does not hold a Director Identification Number (unless exempted from doing so).”*
- (k) **inserting** the following new Rule 24.2(y)(ix) and **renumbering** the remaining provision accordingly:

"(ix) the use of social media and other forms of electronic communication relating to the Club by members and guests of members;

(l) **inserting** the following new Rule 28.3:

"28.3 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 28.1:

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

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

(m) **deleting** Rules 36.1 to 36.5 and in its place **inserting** the following new Rules 36.1 to 36.5A and **renumbering** the remaining provisions accordingly:

"36.1 The President must chair all meetings of the Club. If the President is absent or unwilling to act, the Senior Vice-President must chair the meeting.

36.2 If the President and Senior Vice-President are absent or unwilling to act, the Junior Vice President must chair the meeting.

36.3 If the President, Vice President and Junior Vice President are absent or unwilling to act a Director who is an RSL Member must chair the meeting.

36.4 If all Directors who are RSL Member are absent or unwilling to act then those members of the Board present must elect a Director to be chairperson.

36.5 If all Directors are absent or unwilling to act, the members present and entitled to vote must elect a chairperson.

36.5A (a) Despite Rules 36.1 to 36.5, 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 36.5A(a) who is not a member of the Club is not entitled to vote at the general meeting."

(n) **inserting** the following new Rule 46.2:

"46.2 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."

(o) **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

5. If Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (RCA).
6. Paragraph (a) are necessary to ensure that the Club can effectively comply with its legal obligations under the **Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (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 lawfully**, where necessary, without being constrained by other provisions of the Constitution (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.

7. Paragraph (b) insert new definitions into the Constitution.
8. Paragraph (c) amends an existing Rule.
9. Paragraph (d) updates the rule applying to Temporary membership to reflect amendments to the Registered Clubs Act.
10. Paragraph (e) amends an existing Rule to provide that members who wish to resign their membership of the Club can return their card to the Club.
11. Paragraph (f) inserts a new Rule 14.1A. Under this Rule any use of social media or electronic communication by a member or their guest that is negative or can be reasonably construed as negative towards the Club – including its facilities, services, employees, officers, members or strategies – will be deemed conduct prejudicial to the interests of the Club.

These amendments are important for the following reasons:

- **Protecting the Club’s reputation:** Negative or disparaging comments made online can spread rapidly and damage the Club’s standing in the community, its relationships with stakeholders, and its ability to attract and retain members.
- **Supporting staff and member wellbeing:** Public or semi-public criticism of staff or other members can cause unnecessary distress, undermine morale, and create a hostile environment that is inconsistent with the Club’s values and objectives.
- **Reinforcing member responsibilities:** Membership in the Club carries with it certain privileges and responsibilities. These Rules ensure that members and their guests understand the importance of expressing concerns or feedback through appropriate internal channels rather than through public forums.

- **Modernising the Constitution:** The inclusion of these Rules bring the Club's Constitution into alignment with contemporary standards of governance and conduct, recognising the potential real-world impact of online behaviour on the Club, its employees and members.
12. Paragraph (g) inserts a provision for members to provide their email address to the Club.
 13. Paragraph (h) amends the existing Rule in relation to the Board.
 14. Paragraph (i) is a proposed Rule whereby only members in the categories of RSL Member, Life Member and Associate Member will be eligible to serve on the Board, provided they have been a continuous member of the Club for at least three (3) years immediately before their election or appointment and are financial at that time.

In addition, the Rule provides that the leadership positions of President, Senior Vice-President and Junior Vice-President must be filled by members in the Ordinary Member or Life Member categories.

The purpose of this change is to ensure that those entrusted with the governance of the Club have a sufficient period of membership of the Club before being eligible to take on the responsibilities of a director. The requirement for continuous membership also promotes stability and continuity in the Board's composition.
 15. Paragraph (j) inserts new rules which deal with the grounds upon which a casual vacancy on the board of the club will arise. These include adding failing to complete mandatory training, being convicted of an indictable offence, being found guilty of a disciplinary charge and being suspended.
 16. Paragraph (k) allows the Board to make by-laws regulating the use of social media and other electronic communication relating to the Club.
 17. Paragraph (l) inserts a new Rule which relates to corporate governance and accountability to bring the Constitution into line with the RCA and the provisions of the Accountability Code which applies to all registered clubs.
 18. Paragraph (m) amends the existing Rules in relation to the chair at all meetings of the Club.
 19. Paragraph (n) inserts a new Rule confirming that under Section 246B of the Corporations Act 2001, the Club can only vary or cancel membership rights of members provided that:
 - the change is approved by members at a general meeting by special resolution (at least 75% of votes cast in favour); and
 - the change is made by amending the Club's Constitution.
 20. Paragraph (o) permits any necessary amendments to be made to address any anomaly in rule numbering and cross referencing throughout the Constitution.

Procedural matters

21. All Life Members and financial RSL members and Associate Members (except employees of the Club) are entitled to attend the Annual general Meeting and vote on the First and Second Ordinary Resolutions.
22. Only Life members and financial RSL members are entitled to vote on the Special Resolution.
23. To be passed, the Ordinary Resolutions must receive votes in their favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting on the Ordinary Resolutions at the Annual General Meeting.
24. To be passed, each Special Resolution requires votes from not less than three quarters (75%) of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
25. Amendments to the Ordinary Resolutions and 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 Ordinary Resolution or Special Resolution.

26. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
27. The Board of the Club recommends that members vote in favour of each of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.

The Board considered and thought fit to pass the following resolution to elect Mr Ian Warren (Membership Number 1148), as a Life Member of the Club:

"That Mr Ian Warren (Membership Number 1148) is elected as a Life Member of the Club"

The nomination of Mr Ian Warren for Life Membership has been made in writing by Mr Paul Boulwood (Member Number 1718) and seconded by Mrs Jane Hookey (Member Number 3666) in accordance with the Constitution of the Club.

The Board has resolved to approve the nomination of Mr Ian Warren for submission to members at this Annual General Meeting for consideration under Rule 7 of the Club's Constitution.

A member elected as a Life member shall be presented with a suitable memento in recognition of their service to the Club.

Every Life member shall be exempt from payment of annual membership subscriptions to the Club. Every Life member shall be entitled to all the rights and privileges of membership of the Club.

To be passed, a resolution for Life Membership requires a two-thirds (2/3rds) majority of eligible members present and voting on the ordinary resolution at the meeting (being Full Members).

Dated: 16 April, 2026

By direction of the Board



Paul Chate
General Manager