



*NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Dubbo RSL Memorial Club Limited will be held in the Starlite Rooms of the Club at the Corner of Brisbane St and Wingewarra St, Dubbo NSW on

Friday, 2 May 2025 commencing at 6:00pm sharp.

President:

J Caldbeck

Vice Presidents:

W Greenwood, C Grose

Committee:

H Beer, LG Hayden,
B Zaia

Patron:

M Dover
T Gray

***NOTE 1:** This Notice of Annual General Meeting replaces the Notice of Annual General Meeting dated 25 February 2025 sent to members previously. Please disregard the earlier Notice. There is no change to the date, time and place of the Annual General Meeting, but there are changes to the agenda items, including addition of a Special Resolution to amend the Constitution as set out in this Notice is now to be considered at the Annual General Meeting.

AGENDA

1. Apologies.
2. To confirm the minutes of the Annual General Meeting held Friday, 17 May 2024.
3. Consideration of the Annual Review of Club President.
4. Consideration of Balance Sheet, Auditor's Report and Statutory Statement and Report by Directors.
5. Consider Ordinary Resolutions appearing under the heading "Ordinary Resolutions".
Ordinary Resolution No 1 - Consideration of President and Board of Directors Honorariums.
Ordinary Resolution No 2 – Consideration of Board of Directors Benefits.
Ordinary Resolution No 3 – Consider Core and Non-Core Property.
6. Consider the Special Resolution appearing under the heading "Special Resolution".
7. **Election of the Board of Directors.
8. Appointment of Auditors.
9. For the purposes of clause 4(4) of the Registered Clubs Regulation 2015 (NSW), the President or Chair of the meeting will give notice of any expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club from other registered clubs in the previous 12 months.
10. To deal with any Business that the Meeting may receive of which notice has not been given.

****NOTE 2:** Separate notice of the election is contained on the Club's website and notice boards. Only Life Members and financial members who are RSL Members, Associate Members, Dubbo City Bowling Club Members and Wingham Services Club Members may vote in the election or seek nomination for election to the Board. Nominations for election must be submitted by no later than 5pm on Thursday, 17 April 2025 and determination of whether a member is financial will be made on 28 April 2025.

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION NO. 1

Pursuant to sections 10(6)(b) and 10(6)(d) of the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**), the members hereby approve and agree that:

- (a) The President of the Club be awarded an honorarium of \$35,000 and for each of the remaining Directors an honorarium of \$15,000 during the twelve month period following the 2025 Annual General Meeting. The honorarium will attract CPI on a yearly basis; and
- (b) The members of the Club's Board of Directors during the twelve month period following the 2025 Annual General Meeting, receiving reimbursement of the following out-of-pocket expenses or benefits.

ORDINARY RESOLUTION NO. 2

That pursuant to Section 10 of the Registered Clubs Act:

- (a) The Members hereby approve and agree to the following expenditure by the Board of Directors during the twelve (12) months period preceding the 2025 Annual General including Directors expenses attending meetings and seminars associated with their roles and responsibilities, dress attire suitable with the Club's image, reasonable refreshments and supper associated with Board and committee meeting and car parking.
- (b) Members acknowledge that the benefits referred are not available to all Members generally, but only those who are Directors of the Club.

ORDINARY RESOLUTION NO. 3

Pursuant to Section 41E(5) of the Registered Clubs Act for the financial year ended 31 December 2024 at a meeting of the Board of Directors held 24 February 2025, after deliberation and determination by Directors it was resolved to update the core and non-core properties as set out in the Annual Report for the financial year ending 31 December 2024. Members confirm the core and non-core properties as set out in the Annual Report for that financial year of the Club and tabled at the Annual General Meeting.

SPECIAL RESOLUTION

That the Constitution of Dubbo RSL Memorial Club Ltd (**Club**) be amended as follows:

- Deleting rule 50(b) and inserting instead the following new rule 50(b):
"(b) The Officers of the Board are the President, two (2) Vice Presidents and four (4) Ordinary Members of the Board. Up to the conclusion of the 2025 Annual General Meeting, the President, two (2) Vice Presidents and one (1) Ordinary Member of the Board must be Life Members or RSL Members. After the conclusion of the 2025 Annual General Meeting, those positions will no longer be reserved for Life Members or RSL Members, and any member eligible to hold office on the Board may hold those positions, subject to any other restrictions contained in this Constitution."
- That the changes above to rule 50(b) apply instead of the changes to that rule contained in the First Special Resolution and Second Special Resolution passed at the Extraordinary General Meeting held on 7 February 2025 (**EGM**), and which are each conditional upon completion of the amalgamation of the Club with Manning Point Bowling Club Ltd and Lake Cathie Bowling & Recreation Club Ltd. Therefore, and for the avoidance of doubt:
 - the changes to rule 50(b) contained in the First and Second Special Resolutions passed at the EGM no longer apply and are repealed by this Special Resolution, even if or when the amalgamations are completed;
 - all other changes contained in the First and Second Special Resolutions passed at the EGM are unaffected, and will come into force on completion of the amalgamations.

Explanatory notes regarding the Special Resolution

1. Existing rule 50(b) provides that the President, two (2) Vice Presidents and one (1) Ordinary Member/Director on the Board must be an RSL Member or Life Member. The existing rule also lists various classes of members who may hold office on the Board.
2. If the Special Resolution is passed, immediately after the 2025 Annual General Meeting, the President, two (2) Vice Presidents and one (1) Ordinary Director will no longer have to be an RSL Member or Life Member. The 2025 Board

election will be conducted on the basis that any member eligible under the Constitution to hold office on the Board, may hold any position on the Board, subject to any other restrictions or qualifications in the Constitution (e.g. the qualifications set out in point 3(c) below).

3. This change is considered progressive. The reasons for the proposed change are as follows:
 - (a) the average age and gender of RSL and Life members and the relatively small percentage of these members in respect of the total Club membership;
 - (b) the likely further reduction in the percentage of RSL and Life members in respect of the total Club membership over time,
 - (c) recommendations of the Independent Pricing and Regulatory Tribunal's review of the Registered Clubs Industry (report dated June 2008) pertaining to lessening restrictions on Board membership (in order to widen the range of people who can become Board members); and
 - (d) providing a more balanced representation of the overall Club membership and the likely widening of the range of people who will seek to hold office on the Board.
4. At the Extraordinary General Meeting held on 7 February 2025 (**EGM**), a total of 5 Special Resolutions were passed to amend the Club's Constitution. In summary, those Special Resolutions made the following changes to the Constitution:
 - (a) *First Special Resolution*: Consequential amendments to the Club's Constitution to take effect only when the club licence of Manning Point Bowling Club Ltd (**MPBC**) is transferred to the Club, i.e. on amalgamation completion. In effect, to satisfy the requirements of the Registered Clubs Act for amalgamation and to create a new class of ordinary membership for MPBC members.
 - (b) *Second Special Resolution*: Consequential amendments to the Club's Constitution to take effect only when the club licence of Lake Cathie Bowling & Recreation Club Ltd (**LCBRC**) is transferred to the Club, i.e. on amalgamation completion. In effect, to satisfy the requirements of the Registered Clubs Act for amalgamation and to create a new class of ordinary membership for LCBRC members.
 - (c) *Third Special Resolution*: Amendments to rules 50(c) and 52 which are independent of the above amalgamations and which took effect when the resolution was passed. In summary, to correct minor typographical errors and to add a requirement that for a Director to be President, they must have been a Director for at least 3 continuous years, and for a Director to be a Vice President, they must have been a Director for at least 2 continuous years.
 - (d) *Fourth Special Resolution*: Addition of new rule 51(d1). This resolution also took effect when it was passed and was independent of the above amalgamations. The rule requires at least 2 years of Full membership of the Club for a member to hold office on the Board (except that this does not apply to those members who were full members prior to the conclusion of the EGM).
 - (e) *Fifth Special Resolution*: Replacement of existing rule 30(a) with a new rule 30(a). This resolution also took effect when it was passed and was independent of the above amalgamations. This rule deals with changes to the Registered Clubs Act regarding temporary membership.
5. If the Special Resolution is passed, replacement rule 50(b) will not list different classes of membership holding positions on the Board. This is because there will no longer be a distinction for positions reserved for RSL and Life Members. Other rules in the Constitution specify the rights of each class of member, including rights to hold office on the Board. Those rules adequately set out who is able to hold office on the Board.
6. The First and Second Special Resolutions passed at the EGM amend, among other rules in the Constitution, rule 50(b) but only when the amalgamations are completed. Those resolutions were passed in order to facilitate the amalgamations. The amendments to rule 50(b) passed at the EGM added to the classes of members listed as eligible to hold office on the Board, the proposed new classes of Manning Point Bowling Club members and Lake Cathie Bowling & Recreation Club members.
7. As stated, proposed new rule 50(b) as contained in the Special Resolution will not list various classes of membership able to hold office on the Board. Therefore, if the Special Resolution contained in this Notice of Annual General Meeting is passed, the changes to rule 50(b) contained in the First and Second Special Resolution passed at the EGM will be superseded and are no longer needed. However, the First and Second Special Resolutions passed at the EGM are otherwise unaffected, and all the other changes under them to the Constitution will come into force when the amalgamations are completed. This is expressly provided for in the Special Resolution.

8. The Third, Fourth and Fifth Special Resolutions passed at the EGM are unaffected by the Special Resolution contained in this Notice.

GENERAL NOTES REGARDING THE ORDINARY RESOLUTIONS AND SPECIAL RESOLUTION

Ordinary Resolutions

1. In accordance with rule 25 of the Club's Constitution, Life Members, financial RSL Members, financial Associate Members, financial Dubbo City Bowling Club Members and financial Wingham Services Club Members DRSL are eligible to attend the Annual General Meeting and vote on the Ordinary Resolutions.
2. To be passed the Ordinary Resolutions require votes from a simple majority (i.e. 50% plus 1) of those members who, being eligible to do so, are present and vote on the Ordinary Resolutions at the meeting.

Special Resolution

3. Pursuant to rules 25(a) and 101 of DRSL's Constitution, only Life members and financial RSL members may vote on the Special Resolution.
4. Pursuant to sections 9 and 136 of the Corporations Act and rule 101 of the Club's Constitution, to be passed the Special Resolution must receive votes in its favour from not less than three quarters of those members, who being entitled to do so, vote in person at the meeting.
5. As a result of the special resolution provisions of the Corporations Act, the Special Resolution must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.

All resolutions

6. Members who are employees of the Club are not entitled to vote.
7. Proxy voting is prohibited by the Registered Clubs Act.
8. The Board recommends the Ordinary and Special Resolutions to the Annual General Meeting.
9. Please direct any questions about the Ordinary Resolution and Special Resolution to the General Manager, if possible at least 7 days before the Annual General Meeting.

4 April 2025 by Direction of the Board



Rebecca Zaia
CEO