

SHOALHAVEN EX-SERVICEMEN'S CLUB LTD
(ACN 000 845 358)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the Annual General Meeting of the **SHOALHAVEN EX-SERVICEMEN'S CLUB LTD** to be held on **Sunday 28 June 2026** commencing at **10am** at the premises of the Club, 157 Junction Street, Nowra, NSW.

AGENDA

1. Welcome and apologies.
2. To receive and consider the minutes of the 78th Annual General Meeting of the Club held on Sunday 29 June 2025 and any business arising from the minutes.
3. Correspondence.
4. To receive and adopt for the financial year ending 31 March 2026:
 - (a) the Financial Report of the Club;
 - (b) the Directors' Report;
 - (c) the Auditor's Report.
5. The election of the Board of directors (if required).
6. To consider and if thought fit pass the Ordinary Resolutions set out below.
7. To consider and if thought fit pass the Special Resolution set out below.

NOTE 1:

The Corporations Act does not require the Club to post out the Financial Reports, Director's Reports and Auditor's Reports to members unless they elect in writing, to receive a hard copy or electronic copy and to this end the reports are available electronically on the Club's website at:- <http://www.exservos.com.au/reports/> or alternatively a hard copy may be obtained for collection or posted out from the office at the Club's Junction Street premises.

NOTE 2.

Members are requested to advise the Chief Executive Officer, in writing, seven (7) days prior to the date of the Annual General Meeting of any query relating to the Financial Accounts on which information may be required. Such information will be extracted from the records and be available at the Annual General Meeting.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976, members approve:

- (a) all Club Directors receiving, upon retiring from the Board and after having completed a minimum of five years continuous service, a farewell gift of appreciation to the value of \$500 and an extra \$100 per annum for each full year completed thereafter up to a maximum of \$3,000 in recognition of services rendered to the Club. Applicable to Club Directors on their initial term of office only. However, directors returning from a 12-month or more break of service do not attract a gift of appreciation; and
 - (b) the payment of \$1,000 as the honorarium to the President in relation to services rendered to the Club until the Annual General Meeting to be held in 2027.
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NOTES TO MEMBERS ON THE FIRST ORDINARY RESOLUTION

1. The First Ordinary Resolution proposes that the members approve an honorarium payment to the President, in relation to the services provided by the President to the Club until the next Annual General Meeting in 2027.
 2. The First Ordinary Resolution also proposes that the members approve an honorarium payment to any of the Club's retiring ordinary Directors to acknowledge the considerable contribution each director makes to serve on the Club's Board.
 3. 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 the same as those approved by members at the Annual General Meeting held in 2025.
 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.
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SECOND ORDINARY RESOLUTION

That, pursuant to the Registered Clubs Act 1976,

- (a) members hereby approve expenditure by the Board of Shoalhaven Ex-Servicemen's Club Ltd until the next Annual General Meeting of the Club for the following expenses subject to approval by the Board of Directors:

- (i) the provision of reasonable costs of a meal and beverages for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting, when that meeting corresponds with a normal meal time.
 - (ii) the provision of reasonable costs of a meal and beverages for Directors, invited guests, Life Members, the Club Executive Team and partners or spouses attending the annual Christmas Dinner, and the Last Supper, with such expenditure not to exceed a total maximum amount of \$15,000.
 - (iii) the provision for a hospitality account paid for by the Club of up to \$3,000 per annum for each Director (being a total amount of \$21,000) for the period to the next Annual General Meeting, for use at any of the Club's venues (noting that such funds cannot be used for gaming or betting).
 - (iv) the provision of reasonable expenses in travelling to and from Board meetings or any other constituted meetings or duties as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure.
 - (v) the reasonable cost of Directors (not exceeding a total amount of \$42,000) attending seminars, lectures, trade displays, gaming conferences, conventions, organised educational, study tours, fact-finding tours and other similar events domestic or international to obtain knowledge of the gaming and entertainment facilities or to future Club extensions and to improve the quality of amenities and services to the members of the Club, as may be approved by the Board from time to time per the training and study tour policy, including where required or appropriate reasonable expenses for a Director's Spouse to attend.
 - (vi) the provision of appropriate clothing to be provided to a Director to be worn whilst representing the Club.
 - (vii) the provision of a Christmas hamper to the value of \$200 to Directors.
 - (viii) the provision of a Christmas gift voucher of \$50 to Life Members.
 - (ix) the provision of reasonable expenditure on food and refreshments for Directors attending and/or entertaining dignitaries and/or guests of the Club at functions (whether on Club premises or otherwise) including the Presidents ANZAC Commemorative Event, the Annual Corporate Suppliers Golf Day and other marketing or promotional events or activities provided such expenditure is approved by the Board from time to time as being reasonable and properly incurred.
 - (x) the reasonable costs of 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.
- (b) members acknowledge the benefits above are not available to members generally, but only for those who are referred to in the Second Ordinary Resolution.

NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

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.
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 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.

SPECIAL RESOLUTION

That the Constitution of Shoalhaven Ex-Servicemen's Club Ltd be amended by:

- (a) **inserting** the following new Rule 3.1(b) and **renumbering** the remaining provisions of Rule 3.1 accordingly:
 - “(b) **“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.”
- (b) **inserting** the following new Rule 3.1(j) and **renumbering** the remaining provisions of Rule 3.1 accordingly:

- “(j) **“Director Identification Number”** means the number that is referred to by the same words in section 1272C of the Act.”*
- (c) **inserting** the following new Rule 3.1(k) and **renumbering** the remaining provisions of Rule 3.1 accordingly:
*“(k) **“Executive Committee”** means the President, and two (2) Vice Presidents of the Board”.*
- (d) **deleting** Rule 9.7 and in its place **inserting** the following new Rule 9.7:
“9.7 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”.*
- (e) **inserting** the following new Rule 9.8:
“9.8 In Rule 9.7 “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.”
- (f) **inserting** the following new Rule 9.9:
“9.9 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 20 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.”
- (g) **deleting** Rule 10.24 and in its place **inserting** the following new Rule 10.24:
“10.24 Every Life member shall be entitled to all the rights and privileges of a Service member”.
- (h) **inserting** the following new Rule 21.5
“21.5 This Rule 21 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.”
- (i) **deleting** the last four (4) sentences of Rule 27.2 and **in its place inserting** the following
“For the purposes of the Triennial Rule, the composition of the groups of directors are as follows:
 (a) *Group 1 - President and one (1) Ordinary Director; and*
 (b) *Group 2 - One (1) Vice President and two (2) Ordinary Directors;*
 (c) *Group 3 - One (1) Vice President and one (1) Ordinary Director.”*
- (j) **renumbering** Rule 29.20 as 29.20(h) and **renumbering** the remaining provisions accordingly:
- (k) **inserting** the following new Rule 29A:
“29A.1 The Executive Committee shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.
29A.2 A quorum for a meeting of the Executive Committee shall be two (2) members.
29A.3 The President shall preside as chair at meetings of the Executive Committee, or in the President’s absence, one of the Vice President shall preside.
29A.4 All decisions of the Executive Committee shall be recorded in minutes signed by the chair and provided to the next meeting of the Board for noting or endorsement.
29A.5 The purpose of the Executive Committee is to:
 (a) *facilitate the efficient management of the Club’s affairs between meetings of the Board;*
 (b) *assist the President in ensuring that resolutions of the Board are implemented;*
 (c) *act in urgent situations where it is impracticable to convene a meeting of the full Board; and*
 (d) *provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.*
29A.6 Subject to Rule 29A.7, the Executive Committee may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive Committee.
29A.7 The Executive Committee shall not:

- (a) *authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board from time to time;*
- (b) *appoint or terminate the Chief Executive Officer;*
- (c) *make or amend Club policy;*
- (d) *admit, suspend or expel any member unless the delegated such power in accordance with Rule 21; or*
- (e) *take any action that is inconsistent with a resolution or policy of the Board.*

29A.8 *In urgent or exceptional circumstances, the Executive Committee may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board."*

(l) **inserting** the following new Rule 31.3

"31.3 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 31.1:

- (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) **inserting** the following new Rule 47.2

"47.2 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."

(n) 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

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and relevant legislation such as the Anti-Money Laundering and Counter-Terrorism Financing Act, Corporations Act, Liquor Act, and Registered Clubs Act.
2. **Paragraphs (a) to (c) inclusive** amend the definitions used in the Club's Constitution.
3. **Paragraph (d) to (f) inclusive** clarify that the Club can implement and enforce anti money laundering policies, liquor policies and gaming policies.
4. **Paragraph (g)** clarifies that Life members have the same membership rights as Service members.
5. **Paragraph (h)** clarifies that Rule 21 of the Club's Constitution does not prevent the Club from exercising its rights under Rule 23 of the Club's Constitution and section 77 of the Liquor Act.
6. **Paragraph (i)** clarifies the composition of the three (3) groups of directors for the purposes of the Triennial Rule.
7. **Paragraph (j)** rennumbers an existing provision.
8. **Paragraph (k)** inserts new provisions about the Executive Committee into the Constitution, including the purpose and powers of the Executive Committee.
9. **Paragraph (l)** inserts new provisions dealing with what occurs if a director fails to declare a material personal interest in a club matter. In this regard, directors have a legal obligation to declare material personal interests in club matters.
10. **Paragraph (m)** amends existing provisions relating to amendments to the Club's Constitution. This amendment is consistent with the Corporations Act.
11. **Paragraph (n)** allows consequential amendments to be made to the Constitution in order to give effect to the amendments set out in the Special Resolution such as amendments to numbering, formatting and cross referring.

Procedural matters

1. To be passed, each Ordinary Resolution must receive votes from a majority of those members who being eligible to do so vote in person on the Ordinary Resolutions at the meeting.
2. To be passed, the 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.
3. Under the Club's Constitution only Life members, financial Service members and financial Associate members who have more than twenty four (24) months consecutive membership with the Club are eligible to vote on the Ordinary Resolutions and Special Resolution.

4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 5. The Board of the Club recommends that members vote in favour of the Special Resolution.
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Dated: 15 May 2026

By direction of the Board



Bernie Brown
Chief Executive Officer