NORTH SYDNEY LEAGUES' CLUB LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NORTH SYDNEY LEAGUES' CLUB LIMITED
ACN 000 147 544

NOTICE is hereby given that the **ANNUAL GENERAL MEETING** of **NORTH SYDNEY LEAGUES' CLUB LIMITED ACN 000 147 544 (Club)** will be held at 12 Abbott Street, Cammeray NSW and by videolink at Seagulls Club Tweed Heads on **MONDAY 25 MAY 2026 AT 7.00PM.**

BUSINESS

1. Apologies.
2. To receive and consider the minutes of the Annual General Meeting held on 22 May 2025.
3. To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31st December 2025.
4. To consider, and if thought fit, pass the two (2) Ordinary Resolutions set out below in this notice.
5. To consider, and if thought fit, pass the nine (9) Special Resolutions set out below in this notice.
6. To declare the results of the ballot for the positions of two (2) directors under the triennial rule.

NOTES TO MEMBERS

1. The Club's Annual Report for the year ending 31st December 2025 which contains the Financial Report, Directors Report and Auditors Report may be viewed on the Club's website. Copies may also be obtained on request to the Chief Executive Officer.
2. Members are requested to direct any questions or issues about the business to be conducted at the Annual General Meeting (including any questions on the Financial Report) to the Chief Executive Officer at least 7 days before the Annual General Meeting. Members as a whole will be given a reasonable opportunity to ask questions of the meeting without prior notice.
3. All financial members (other than Staff members and Junior members) can attend the Annual General Meeting.
4. Only Life members and financial Club members can vote on the First Ordinary Resolution, Second Ordinary Resolution and the Special Resolutions.
5. Under the Registered Clubs Act, Staff members and any other employees who are members of the Club are not eligible to attend and vote at the meeting and proxy voting is prohibited.
6. To be passed, each Ordinary Resolution requires votes in its favour from a simple majority (i.e. 50% + 1) of those members present and voting on the Ordinary Resolution at the meeting.
7. To be passed, each Special Resolution requires votes in its favour from a three quarters majority (i.e. 75%) of those members present and voting on the Special Resolution at the meeting.

BOARD OF DIRECTORS ELECTION PROCEDURES

1. The Board is elected under the triennial rule whereby a third of the Board is elected each year for a three (3) year term on a rotating basis.
2. On Friday, 17 April 2026, Notices were published on the Club's website and on the notice board of each of the Club's premises of the matters in paragraphs 3, 4, and 5 below.
3. This year two (2) director positions were open for election under the triennial rule and those two positions were for directors who reside within 200 kms of the Cammeray premises of the Club.
4. Nominations for election to the Board opened at 12 midday on Friday, 17 April 2026.
5. Nominations for election to the Board closed at 5:00pm on Friday, 24 April 2026.
6. Other than the incumbent directors nominating for re-election, no nominations were received at the close of nominations.
7. The results, confirming the reappointment of the incumbent directors, will be declared at the Annual General Meeting.

ORDINARY RESOLUTIONS

FIRST ORDINARY RESOLUTION

"That the members hereby approve expenditure not exceeding $50,000 (plus Goods and Services Tax) during the period from this Annual General Meeting to the Annual General Meeting in 2027 to provide the benefits in paragraphs (a) to (h) below which are not available to members generally but only to those members who are Directors of the Club (and in relation to paragraph (h) also their partners):

(a). The reasonable costs of providing meals and refreshments for Directors in respect of each Board or committee meeting of the Club;

(b). The reimbursement of reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;

(c). The reasonable costs of Directors attending club industry association conferences and meetings;

(d). The reasonable costs of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.

(e). The reasonable costs of Directors undertaking training as required by the Registered Clubs Act.

(f). The reasonable costs of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;

(g). The reasonable costs of blazers and associated apparel for the use of Directors when representing the Club;

(h). The reasonable cost of Directors and their partners attending an annual dinner and other functions relating to the club industry where appropriate and required to represent the Club."

Explanatory Note for Members Regarding the First Ordinary Resolution

1. In accordance with the requirements of section 10 of the Registered Clubs Act, members are asked to approve the above benefits and expenses for Directors up to the Annual General Meeting in 2027.
2. The amount of expenditure proposed by the First Ordinary Resolution is the same as approved at last year's Annual General Meeting.

SECOND ORDINARY RESOLUTION

"That the members approve the payment of the following honorariums (plus superannuation) to Directors in the period from this Annual General Meeting to the Annual General Meeting of the Club in 2027:

(a). President: $15,800.

(b). Vice President: $9,100.

(c). Each other director: $7,600."

Explanatory Note for Members Regarding the Second Ordinary Resolution

1. Under section 10(6)(b) of the Registered Clubs Act, honorariums may be paid to the Directors if they are approved by an ordinary resolution of the members.
2. The Superannuation Guarantee (Administration) Act 1992 requires superannuation contributions to be paid at the current statutory rate on all three honorariums. These contributions will be in addition to the amounts of the honorariums stated above.
3. The amount of each of the honorariums is the same as approved at last year's Annual General Meeting.

SPECIAL RESOLUTIONS

FIRST SPECIAL RESOLUTION

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

That the Constitution of North Sydney Leagues' Club Ltd be amended as follows:

(a) by **inserting** in Rule 18 the following new subparagraph (h):

"(h) Social members".

(b) by **inserting** in Rule 19 the following new subparagraph (g) and heading:

"(g) ***Social Members***

(i) *A Social member is any person who has attained the age of eighteen (18) years and who is elected as a Social member.*

(ii) *Social members may use the social and sporting facilities and amenities of the Club but shall not be eligible to:*

(1) *attend or vote at any general meeting, including an Annual General Meeting;*

(2) *vote in the election of the Board;*

(3) *be nominated for, elected to or appointed to hold office on the Board."*

(iii) *The number of Social members shall not be more than the total sum of Life members, Club members and members in other classes of membership who under these Rules are eligible to vote in the election of the Board."*

Notes to Members on First Special Resolution

1. If passed, the First Special Resolution will introduce a new class of membership called Social members.
2. Social members will not have any voting rights and will not be eligible to nominate for, be elected to or appointed to office on the Board of the Club.
3. The number of Social members cannot exceed the total number of members in all other classes of membership that have the right to vote in the election of the Board. Under the *Registered Clubs Act* this is colloquially known as the 50% rule.
4. The way the 50% rule operates is demonstrated by the following example; If the total number of members in the classes of membership that can vote in the election of the Board is (say) 20,000, then the number of Social members is capped at 19,999. In other words, a majority (50% + 1) of members must be eligible to vote in the election of the Board.

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 North Sydney Leagues' Club Ltd be amended by **deleting** paragraph (a) of Rule 26 and in its place **inserting** the following new paragraph (a) being a qualification for temporary membership:

"(a) *any person who produces to the Club documentary evidence of their identity and ordinary place of residence in New South Wales (such as without limitation a driver's licence) and who has not previously been expelled from membership of the Club or been refused membership of the Club, or been refused entry to, or been turned out of, the premises of the Club."*

Notes to Members on Second Special Resolution

1. In 2024 the *Registered Clubs Act* was amended to remove the 5 km rule for temporary membership.
2. Existing Rule 26(a) still provides for eligibility to be determined by "such minimum distance from the Club's premises or may be determined from time to time by the Board".
3. The proposed new Rule 26(a) allows in effect any resident of NSW of or over the age of 18 years, to be admitted as a Temporary member, except for those who are specifically referred to in the proposed new rule.

THIRD SPECIAL RESOLUTION

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

That the Constitution of North Sydney Leagues' Club Ltd be amended by **inserting** in Rule 46 the following new paragraph (c):

"(c) *Further, in addition to paragraphs (a) and (b) of this Rule 46, a member shall not be qualified to be a director unless that person has held membership of the Club in a class of membership (which, under these Rules, has the right to vote for the Board) for a continuous period of five (5) years immediately prior to nomination provided this shall apply only to members who join the Club after the date of the Special Resolution inserting this subparagraph (c) to Rule 46. For the purposes of this paragraph (c), the continuous period of five (5) years is attained on the fifth anniversary of the member being admitted to the relevant class of membership of the Club."*

Notes to Members on Third Special Resolution

1. If passed, this Special Resolution will require members who join the Club after the date of this Special Resolution, who wish to nominate for election to the Board, to be members in a class of membership which has the right to vote for the Board, for a continuous period of five (5) years immediately prior to nomination for election to the Board.

2. However, under subparagraph (b) of Rule 46, existing members will remain subject to the current three (3) year period of membership before being eligible for nomination to the Board.

FOURTH SPECIAL RESOLUTION

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

That the Constitution of North Sydney Leagues' Club Ltd be amended by **inserting** the following new subparagraph (d) to Rule 46:

> *"(d) Further, in addition to paragraphs (a) and (b) of this Rule 46, a member is not qualified to be a director of the Club if that member has their permanent place of residence within 200 metres of any of the premises of the Club provided that this shall only apply to members who join the Club after the date of the Special Resolution inserting this subparagraph (d) to Rule 46."*

Notes to Members on Fourth Special Resolution

1. If passed, this Special Resolution will exclude members who reside within 200 metres of any of the premises owned or occupied by the Club from being eligible to be a director of the Club.

2. This is to avoid persons who may have grievances because the Club's operations impact on their home from holding office as directors.

3. This limitation applies only to persons who become members after the date of the adoption of this Special Resolution and not existing members.

FIFTH SPECIAL RESOLUTION

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

That the Constitution of North Sydney Leagues' Club Ltd be amended by **inserting** the following new subparagraph (iv) into Rule 46(a):

> *"(iv) No more than two (2) Directors can be, or (in the preceding five (5) years from the date of being nominated as a Director) have been members of the same section or committee for the conduct, management and control of any game, sporting or other activities in the Club created by the Board pursuant to Rule 51(m). For clarity, the Football Club is not created by the Board pursuant to Rule 51(m)."*

Notes to Members on Fifth Special Resolution

1. Under Rule 51(m) of the Constitution, the Board of the Club has power to create sections and committees for the conduct, management and control of all or any games or sporting or other activities that the Club is engaged or interested in.

2. The effect of this Special Resolution is to limit the number of persons from the same section or committee who are also directors of the Club to no more than two (2). North Sydney District Rugby League Football Club Limited, known as the 'North Sydney Bears' (defined in Rule 2 of the Constitution as "the Football Club") is not caught by this provision and Rule 46(a)(iii) will still provide that two Directors must be members of North Sydney District Rugby League Football Club Limited.

The purpose behind this is to prevent members from a particular section or committee dominating the Board.

SIXTH SPECIAL RESOLUTION

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

That the Constitution of North Sydney Leagues' Club Ltd be amended by **inserting** the following new subparagraph (v) to Rule 19(b):

> *"(b) A former Staff member who becomes an Ordinary member of the Club will not be eligible to be elected or appointed to the Board until five (5) years have elapsed after their employment by the Club ceased provided that this will not apply*

to members who are former Staff members as at the date of the Special Resolution inserting this paragraph (v) to Rule 19(b)."

Notes to Members on Sixth Special Resolution

1. If passed, the Special Resolution will require former Staff members who after ceasing to be employed by the Club and transfer to one of the classes of ordinary membership shall not be eligible to hold office on the Board until they have been members of the Club for five (5) years.

2. This will not apply to former Staff members who became members of the Club prior to the Special Resolution inserting this requirement into the Constitution.

SEVENTH SPECIAL RESOLUTION

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

That the Constitution of North Sydney Leagues' Club Ltd be amended by **inserting** after Rule 46 the following new Rule 46A:

"46A. A member who has at any time been suspended pursuant to a decision of the Board or a disciplinary committee appointed by the Board but in each case pursuant to Rule 41, shall not be eligible to be nominated, elected or appointed to the Board for five (5) years after the period of suspension came to an end provided that this rule will only apply to members who are admitted to membership of the Club after the date of the Special Resolution adopting this Rule 46A."

Notes to Members on Seventh Special Resolution

1. If passed, this Special Resolution will prevent members who have been suspended by the Board or a disciplinary committee from ever being eligible to hold office on the Board of the Club for a period of five (5) years after the period of suspension has come to an end.

2. However, it will only apply to members who join after the date of the Special Resolution inserting new Rule 46A into the Constitution.

EIGHTH SPECIAL RESOLUTION

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

That the Constitution of North Sydney Leagues' Club Ltd be amended by **deleting** from Rule 48A(c) the word and figures *"Regulation 26"* and in their place **inserting** *"Part 4 Division 2"* **deleting** the year *"2015"* and in its place **inserting** the year *"2025"* and **deleting** the words *"(or any Regulation replacing Regulation 26) unless exempted under the terms of Regulation 26"* and in their place **inserting** the words *"unless exempted under the Regulations"*.

Notes to Members on Eighth Special Resolution

1. If passed, this Special Resolution will correct some references to the Regulations made under the *Registered Clubs Act* which are now out of date.

NINTH SPECIAL RESOLUTION

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

That the Constitution of North Sydney Leagues' Club Ltd be amended by **inserting** after Rule 51B the following new Rule 51C and heading:

*"51C. **Policies to support relevant legislation***

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 and Counter Terrorism Financing Act and other legislation and laws that apply to the Club, the Board has the power to:

(a) implement policies in connection with any law that applies to the Club;

(b) include in those policies measures to assist in the objects and implementation of those laws;

(c) without limiting the generality of paragraphs (a) and (b) of this Rule 51C, include in those policies, provisions allowing the Club to prevent anyone (including members) from entering the premises of the Club and requiring anyone (including members) to provide information to the Club if the Board, the Secretary or a person

delegated by the Secretary to exercise such power determines that such action is necessary for the purposes of these policies; and

(d) takes steps to enforce those policies including in the event that there is non-compliance by a member, disciplinary action against this member under these Rules."

Notes to Members on Ninth Special Resolution

1. If passed, the Ninth Special Resolution will give the Board and management enhanced powers to make policies to help the Club enforce its legal obligations under the various pieces of legislation which impact on the Club.
2. These will include (without limitation) the possibility of policies under the Liquor Act, the Gaming Machines Act and the Anti Money Laundering and Counter Terrorism Act (Commonwealth).

Procedural matters

1. Amendments to each of the Special Resolutions 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 a Special Resolution.
2. To be passed, each Special Resolution requires votes from not less than three quarters 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, Club members, Lane Cove members, Beecroft Bowling Club members and Bangalow members are eligible to vote on the Special Resolutions.
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 each of the Special Resolutions for the reasons set out in the notes to each Special Resolution.

By direction of the Board

Dated: 1 May 2026

TONY MATHEW

Chief Executive Officer