Kogarah CLUBHOUSE

ANNUAL REPORT
2025-2026

NOTICE OF ANNUAL GENERAL MEETING
KOGARAH R.S.L. CLUB LTD

ACN 001 032 355

NOTICE IS GIVEN that the 53rd Annual General Meeting of Kogarah RSL Club Limited (ACN 001 032 355) will be held at:

Location: Kogarah Clubhouse
252 Railway Parade Kogarah

Date: Sunday 25th October 2026

Time: 9.00am

Agenda:

1. To confirm the Minutes of the 2025 Annual General Meeting.
2. To receive and consider the reports of the Board included in the 2025/2026 Financial Report.
3. To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2026.

   Note: The Kogarah RSL Club Limited Annual Report for the 2025/2026 financial year will be available online at www.kogarahclubhouse.com.au, alternatively a hard copy will be available on request at Kogarah Club reception.
4. To consider and, if thought fit, pass Ordinary Resolution 1 conferring Directors' benefits.
5. To consider and, if thought fit, pass Ordinary Resolution 2 conferring Honoraria on the Chairman, Welfare Officer and directors.
6. To declare the ballot for the election of the Board of Directors.
7. Call for any General Business

ORDINARY RESOLUTION 1

That pursuant to section 10(6A)(b) of the RegisteredClubs Act1976,the Members hereby approve and agree to the members of the Board during the period between the 2026 Annual General Meeting and the 2027 Annual General Meeting receiving the following benefits:

(i) That the directors be provided with a meal and refreshments upon their attendance at any meeting of the Board of Directors convened;

(ii) That Directors may be reimbursed for any reasonable expenses incurred in attending or travelling to Board Meetings or other properly constituted meetings of Directors upon the production of receipts, invoices or other proper documentary evidence of such expenditure from time to time;

(iii) The reasonable costs of Directors attending the Clubs NSW Annual General Meeting;

(iv) The reasonable costs of Directors attending seminars, lectures, trade exhibitions or other similar events as may be determined by the Board of Directors from time to time;

(v) The reasonable costs of Directors attending venues and participating in study tours on a domestic and international basis for the purpose of viewing and assessing relevant hospitality and associated facilities and the method of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;

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

(vii) The provision of blazers and associated uniforms for the use of Club Directors when representing the Club; and

(viii) The reasonable costs of Directors and their partners attending an annual dinner at the Club.

The Members of the Kogarah RSL Club Ltd acknowledge that the benefits conferred by this Ordinary Resolution 1 are not available to members generally but only to those members specified in the resolution.

ORDINARY RESOLUTION 2

That pursuant to section 10(6)(b) ofthe Registered Clubs Act 1976,the membersofKogarah R.S.L. Club Limited hereby approve and agree to the members of the Board during the period between the 2025 Annual General Meeting and the 2026 Annual General Meeting receiving the following Honoraria:

- Chairman - $8,000 per annum;
- Senior Vice Chairman - $4,000 per annum;
- Junior Vice Chairman - $4,000 per annum;
- Ordinary Directors - $3,000 each per annum; and
- Welfare Officer - $2,000 per annum.

The Members of the Kogarah RSL Club Ltd acknowledge that the benefits conferred by this Ordinary Resolution 2 are not available to members generally but only to those members specified in the resolution.

Explanatory Message to Members regarding Ordinary Resolution 1 Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the Registered Clubs Act 1976 allows a member to receive a benefit where the benefit is not in the form of money and is approved by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

Ordinary Resolution 1 seeks the members' approval for the expenditure by the Club on the matters referred to in paragraphs (i) to (ix) of Ordinary Resolution 1.

Explanatory Message to Members regarding the Ordinary Resolution 2 Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6)(b) of the Registered Clubs Act 1976 allows a member to receive a sum of money paid to the member in respect of his or her services as a member of the Board of the Club or of any committee (Honorarium) where that payment is approved by an ordinary resolution passed at a general meeting of the members of the Club prior to the benefit being provided.

Ordinary Resolution 2 seeks the members' approval to confer an Honorarium on the Chairman, Senior Vice Chairman, Junior Vice Chairmen, Ordinary Directors and Welfare Officer of the Club in the amounts specified in Ordinary Resolution 2.

SPECIAL RESOLUTION

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

(a) inserting the following new Rule 3.1(a) and **renumbering** the remaining provisions accordingly:

*"(a) **"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) **deleting** renumbered Rule 3.1(k) and in its place **inserting** the following new Rule 3.1(k):

*"(k) **"Executive"** means Chairman, Senior Vice Chairman and Junior Vice Chairman who must all be Elected Directors having the qualifications referred to in Rule 27.4."*

(c) **inserting** the following new Rules 9.7 to 9.9 inclusive:

"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.

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.*

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."

(d) **inserting** the following new Rule 20.1A:

"20.1A 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."

(e) **deleting** Rules 20.2(a) and (b) and in their place **inserting** the following new Rules 20.2(a) and (b):

"(a) A member shall be notified of:

(i) any charge against the member pursuant to Rule 20.1; and

(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;

(iii) the date, time and place of the meeting of the Board at which the charge is to be heard.

(b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing at least fourteen (14) days before the meeting of the Board at which the charge is to be heard."

(f) **deleting** Rule 24.4 and in its place **inserting** the following new Rule 24.4:

"24.4 A member of the Club who:

(a) is a Non Financial member for a period of more than one (1) month shall immediately cease to be a member of the Club and their name removed from the register of members; or

(b) becomes an employee of the Club will cease to be entitled to exercise his or her rights of membership during the period of his or her employment."

(g) **deleting** Rules 27.8 to 27.10 inclusive and in their place **inserting** the following new Rules 27.8 to 27.10:

"27.8 The Executive of the Board shall be elected by the Board from amongst its number, such election to take place at the first Board meeting after each Annual General Meeting, or from time to time, if there is a vacancy in a position on the Executive.

27.9 A member shall not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (as defined in the Corporations Act) on the date of their proposed election or appointment to the Board.

27.10 Directors must comply with all of their legal duties as directors, including (but without limitation) those duties set out in the Corporations Act, Gaming Machines Act, Liquor Act, Registered Clubs Act and the Code."

(h) **deleting** Rule 28 and in its place **inserting** the following new Rule 28:

"28. ***TRIENNIAL ELECTION OF THE BOARD***

28.1 For the purposes of the Annual General Meeting of the Club, to be held in 2027 and thereafter, the election of Directors shall be in accordance with Rule 29 and Directors shall hold office in accordance with and subject to Schedule 4 to the Registered Clubs Act, which is repeated below:

SCHEDULE 4

DEFINITIONS

1. *In this Schedule -*

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial rule

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*

(2) *The groups -*

(a) *shall be determined by drawing lots; and*

(b) *shall be as nearly as practicable equal in number; and*

(c) *shall be designated as group 1, group 2 and group 3.*

(3) *Unless otherwise disqualified, the members of the governing body -*

(a) *in group 1 shall hold office for 1 year; and*

(b) *in group 2 shall hold office for 2 years; and*

(c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

4. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*

(2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. ***A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.***

Revocation of triennial rule

7. ***If the triennial rule is revoked -***

> ***(a)*** ***at a general meeting - all the members of the governing body cease to hold office; or***
>
> ***(b)*** ***at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,***
>
> ***and an election shall be held at the meeting to elect the members of the governing body."***

(i) ***inserting*** the following new Rule 32.3(a) and ***renumbering*** the remaining provisions accordingly:

> ***"(a) delegate any of its powers to directors, employees, committees, sub clubs or any combination thereof;"***

(j) ***inserting*** the following new Rule 32.10 and ***renumbering*** the remaining provisions accordingly:

> ***"32.10 The Board will have the power to dissolve committees or remove committee members from office."***

(k) ***inserting*** at the end of renumbered Rule 32.11(e) the word "***and***".

(l) ***inserting*** the following new Rule 32.11(f):

> ***"(f) dissolve Sub clubs or remove committee members from office of Sub Clubs."***

(m) ***inserting*** the following new Rule 32.18 and ***renumbering*** the remaining provisions accordingly:

> ***"32.18 All assets in the possession and control of a Sub Club (including cash reserves) are owned by the Club."***

(n) ***inserting*** the following new Rule 32.20(l) and ***renumbering*** the remaining provision accordingly:

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

(o) ***inserting*** the following new heading and Rules 32.23 to 32.30 inclusive:

> ***"MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE***
>
> ***32.23 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.***
>
> ***32.24 A quorum for a meeting of the Executive Committee shall be two (2) members.***
>
> ***32.25 All decisions of the Executive Committee shall be recorded in minutes signed by the Chairman and provided to the next meeting of the Board for noting or endorsement.***
>
> ***32.26 The Chairman shall preside at meetings of the Executive Committee, or in the President's absence, another member of the Executive Committee shall preside.***
>
> ***32.27 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 Chairman 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.***
>
> ***32.28 Subject to Rule 32.29, 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.***

32.29 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.*

32.30 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."

(p) ***deleting*** Rule 38.1 and in its place ***inserting*** the following new Rule 38.1:

"38.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

- *(a) dies;*
- *(b) is suspended from membership in accordance with Rules 20 or 21.*
- *(c) is disqualified for any reason referred to in Section 206B of the Corporations Act.*
- *(d) fails to disclose in accordance with the Corporations Act or the Code the nature of any material personal interest in a matter that relates to the affairs of the Club.*
- *(e) fails to undertake the mandatory training in accordance with Rule 31.*
- *(f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.*
- *(g) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.*
- *(h) by notice in writing given to the Secretary resigns from office as a director.*
- *(i) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Corporations Act, the Registered Clubs Act or the Liquor Act.*
- *(j) ceases to be a member of the Club.*
- *(k) ceases to be a member entitled to hold office on the Board.*
- *(l) becomes an employee of the Club.*
- *(m) has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person.*
- *(n) was not eligible to stand for or be elected or appointed to the Board.*
- *(o) ceases to hold the necessary qualifications to be elected or appointed to the Board.*
- *(p) is convicted of an indictable offence (unless no conviction is recorded).*
- *(q) is not a Financial member of the Club.*
- *(r) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.*
- *(s) is removed from office as a director in accordance with the Act and this Constitution.*
- *(t) does not hold a Director Identification Number (as defined in the Corporations Act)."*

(q) ***inserting*** the following new Rules 39.18 to 39.19 and ***renumbering*** the remaining provisions accordingly:

"39.18 (a) Despite Rules 39.15 to 39.16, 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 39.18(a) who is not a member of the Club is not entitled to vote at the general meeting.

39.19 The Chairman:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the meeting;

(c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting."

(r) ***deleting*** renumbered Rules 39.41 and 39.42 and in their place ***inserting*** the following new Rules 39.41 and 39.42:

"39.41 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Corporations Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

39.42 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Corporations Act."

(s) ***deleting*** renumbered Rule 39.44 and in its place ***inserting*** the following new Rule 39.44:

"39.44 If permitted by the Corporations Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Corporations Act shall apply to such meetings and to the extent of any inconsistencies between the Corporations Act and the Constitution, the provisions of the Corporations Act shall prevail."

(t) ***inserting*** the following new Rule 49.4:

"49.4 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."

(u) 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.

Explanatory Message to Members regarding the Special Resolution

1. If passed, the 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.

2. Paragraph ***(a)*** inserts a new definition into the Constitution.

3. Paragraph ***(b)*** amends and existing definition.

4. Paragraph ***(c)*** is 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.

5. 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);

(a) the change is approved by members at a general meeting by special resolution (at least 75% of votes cast in favour); and

(b) the change is made by amending the Club's Constitution.

53. Paragraph (u) permits any necessary amendments to be made to address any anomaly in rule numbering and cross referencing throughout the Constitution.

General Notes to Members

1. Life Members, and financial RSL members and Associate members are entitled to vote on the Ordinary Resolutions.
2. Life members, financial RSL members and financial Associate members who, in each case, were financial members of the Club as at 30 June 2026 can vote on the Special Resolutions.
3. To be passed, each Ordinary Resolution must receive a simple majority (50% + 1) of the votes in favour from those members who being eligible to do so, vote in person at the meeting.
4. To be passed, the Special Resolution must receive 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 meeting.
5. Members should read the Explanatory Message to Members following the Ordinary Resolutions and Special Resolution, which explain the nature and effect of each resolution.
6. Amendments to the 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 Special Resolution.
7. Please direct any question or concerns about the Ordinary Resolutions or Special Resolution to the General Manager of the Club, if possible before the meeting.
8. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
9. The Board recommends the Ordinary Resolutions and Special Resolution to the members.

BY ORDER OF THE BOARD

GRANT AMER
General Manager