DOYALSON WYEE RSL CLUB LIMITED
ACN 000 985 008
NOTICE OF ANNUAL GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given of the **Annual General Meeting** of **DOYALSON-WYEE RSL CLUB LIMITED** to be held on **Monday 12 October 2026** commencing at the hour of **5:30 pm** at the premises of the Club, Pacific Highway, Doyalson, New South Wales.

BUSINESS
The business of the meeting will be as follows:

1. Apologies.

2. To receive and consider the minutes of the previous Annual General Meeting.

3. To receive and consider the directors' report, financial report, auditor's report and any other report of the Board for the financial year ended 30 June 2026. Copies of these reports are available on the Club's website (www.doylo.com.au) or on request at the Club.

   Note: Members who may have any questions in relation to any report are requested to submit their questions in writing to the Chief Executive Officer by 5:00pm on Friday 2nd October 2026. This will allow sufficient time for information to be gathered, or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.

4. To conduct a ballot for the election of the positions on the Board if necessary and declare the results of the election. (Board nominations opens 10am Monday 7th September 2026 – Closes 10am Thursday 24th September 2026.)

5. To consider and if thought fit pass a special resolution to amend the Club's Constitution.

6. To consider and if thought fit pass the Ordinary Resolutions in relation to Directors expenses and honorariums.

7. To advise the meeting of an amalgamation expression of interest or unsolicited offer received.

8. General business.

PROCEDURAL MATTERS FOR RESOLUTIONS AT ANNUAL GENERAL MEETING

1. **Special Resolution** – To be passed, a Special Resolution must receive votes from not less than 75% of those members who, being eligible to do so, vote in person on the resolution at the meeting.

2. **Ordinary Resolutions** – To be passed, an Ordinary Resolution must receive votes from not less than a majority (50% + 1) of those members who, being eligible to do so, vote in person on the resolution at the meeting.

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3. **Voting**– Life members, financial RSL members, financial social members, financial Tunkuwallin Tennis & Sports Club members and financial Northmead members shall be eligible to vote on the Special Resolution and the Ordinary Resolutions at the meeting.

4. Under the Registered Clubs Act:

   (a) members who are employees of the Club are not entitled to vote; and

   (b) proxy voting is prohibited.

5. The Board recommends the resolutions to members.

<u>SPECIAL RESOLUTION</u>
[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Doyalson-Wyee R S L Club Ltd be amended by:

(a) inserting the following new definition in alphabetical order at Rule 3.1(b) and renumbering the following rules accordingly:

> *"**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 definition in alphabetical order at Rule 3.(i) and renumbering the following rules accordingly:

> *"**Director Identification Number**" means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.*

(c) **inserting** the following new definition in alphabetical order at Rule 3.1(m) and renumbering the following rules accordingly:

> *"**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*.

(d) **Inserting** at Rule 9.7 to 9.9 the following:

> *9.7 Under the AML/CTF Act the Club:*
>
> *(i) is a reporting entity;*
>
> *(ii) provides a designated service to its members and patrons;*
>
> *(iii) 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*

(iv) *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:*

(i) *its obligations under the AML/CTF Act; and*

(ii) *any Liquor or Gaming Policy,*

(iii) *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."

(e) **deleting** Rules 26.5, and in their place **inserting** the following:

A member who:

(a) *is an employee; or*

(b) *is currently under suspension pursuant to Rules 19 or 20;*

(c) *is not a financial member;*

(d) *subject to Rule 26.7, has not been a member of the Club for at least 5 continuous years immediately prior to the close of nominations or date of proposed appointment;*

(e) *was an employee of the Club at any time in the 5 years immediately prior to the close of nominations or date of proposed appointment;*

(f) *has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing) at any time in the 5 years immediately prior to the close of nominations or date of proposed appointment;*

(g) *is disqualified from managing any company under the Act;*

(h) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*

(i) *is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*

(j) *does not have a Director Identification Number by the close of nominations of proposed date of appointment*

shall not be eligible to stand for or be elected or appointed to the Board.

(f) **deleting** Rule 26.7 and inserting the following new Rule:

A director who has been appointed to the Board under Rule 26.1 is eligible, at any time after that appointment, to stand for election to the Board or be appointed to fill a casual vacancy but only if, and from when, a resolution is passed at a Board meeting that the requirement in Rule 26.5(d) (to be a member for at least five (5) years) does not apply to the member.

(g) **inserting** the following Rule 30.3

If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 30.1:

(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.

Notes to Members on Special Resolution

1. **Paragraphs (a), (b) and (c)** of the Special Resolution introduce definitions that are used in the Constitution.

2. **Paragraph (d)** introduces a new rule that which refers to the Club being a "reporting entity" under the *Anti-Money Laundering and Counter Terrorism Financing Act 2006* (Cth). It updates the rules in relation to the Club's obligations under that Act. The amendment also refers to the Club's obligations under its responsible service of alcohol policy and reasonable conduct of gaming policy.

3. **Paragraph (e)** updates the requirements for eligibility to be elected or appointed to the Board to reflect the current legal position and industry best practice.

4. **Paragraph (f)** relates to the minimum period to be a member before being eligible to be elected to the Board. The general position is that a member must be a member for at least 5 years before they can be a director. The Registered Clubs Act and Regulation give the boards of clubs the power to appoint up to 2 directors who do not have the qualifications under the Constitution to be directors. Paragraph (e) will amend the Constitution to provide that a director who has been appointed by the Board under the Registered Clubs Act and Regulation will be eligible to be elected to the Board, or appointed to fill a casual vacancy, without having to be a member for five (5) consecutive years, but only if the Board resolves that the member be so eligible.

5. **Paragraph (g)** provides that in the event the Board, acting reasonably, considers that a director has a material personal interest in a matter being that is being discussed, and that director does not declare that he has a that material personal interest, the director may be removed from the meeting while the matter is being discussed and may also be liable to disciplinary action.

FIRST ORDINARY RESOLUTION

That:

(a) The members hereby approve expenditure by the Club until the next Annual General Meeting of the Club for the following:

  (i) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.

  (ii) The reasonable costs (including travel and accommodation expenses) of directors and their spouses/partners attending meetings, conferences and trade shows conducted by ClubsNSW, the Club Managers Association and the RSL & Services Clubs Association and such other conferences and trade shows as determined by the Board from time to time.

  (iii) Reasonable expenditure by the Club to give thanks to directors of the Club and their spouses/partners.

  (iv) The reasonable cost for directors to attend ClubsNSW regional meetings and Club Managers Association zone meetings as required.

  (v) The reasonable expenses incurred by directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.

  (vi) The reasonable cost of a mobile phone for the Club President.

  (vii) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to directors in respect of their duties as directors of the Club.

  (viii) The reasonable cost of directors attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.

  (ix) The reasonable cost of directors (and their spouses/partners if required) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.

  (x) The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from Board meetings or other duly constituted meetings of any committee of the Board.

  (xi) The reasonable cost of Club uniforms being provided to directors as required.

  (xii) The provision of designated car parking spaces for directors in the Club's car park.

(b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are directors (and their spouses/partners in certain circumstances) of the Club.

Notes to Members on the First Ordinary Resolution

1. The First Ordinary Resolution is to have the members in general meeting approve expenditure by the Club on directors (and their spouses/partners in certain circumstances) in respect of the matters set out in the First Ordinary Resolution.

2. Included in the First Ordinary Resolution is the cost of directors attending 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.

SECOND ORDINARY RESOLUTION

That the members hereby approve:

(a) The payment of the following honorariums to directors of the Club for services as directors of the Club until the next Annual General Meeting:

(i)	President	-	$25,000
(ii)	Vice President	-	$18,000 each
(iii)	Ordinary Directors	-	$18,000 each

(b) Such honorariums to be paid by weekly or such other instalments as the Club and the President, Vice Presidents or the Ordinary directors may agree from time to time.

(c) If the President, Vice President or an Ordinary director only holds office for part of the term, the honorarium shall be paid on a pro-rata basis.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution is to have the members approve honorariums for the directors of the Club for duties to be performed by them until the next Annual General Meeting.

2. The honorariums will be paid on a pro-rata basis which means that if the President, Vice Presidents or an Ordinary director only holds office for part of the year, that person will only receive part of the honorarium.

Dated: 24th August 2026

By Direction of the Board

B. Elliss

Brett Elliss
Chief Executive Officer