

FORESTVILLE R S L CLUB LTD
(ACN 000 970 132)

NOTICE OF GENERAL MEETING AND SPECIAL RESOLUTION

NOTICE is hereby given of a General Meeting of **FORESTVILLE R S L CLUB LIMITED ACN 000 970 132** to be held on **Wednesday, 5 November 2025** commencing at the hour of **7:00 pm** at the premises of the Club, 22 Melwood Avenue, Forestville New South Wales.

BUSINESS

The business of the General Meeting will be for members to consider and, if thought fit, pass the following Special Resolution to amend the Constitution of the Club.

SPECIAL RESOLUTION

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

That the Constitution of Forestville R S L Club Ltd be amended by:

- (a) **inserting** into Rule 2 the following definitions in the appropriate alphabetical position with the other definitions in that Rule:

*“**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.*

*“**Liquor or Gaming Policy**” means any determination or policy which may be made by the Club for the purpose of gaming or liquor harm minimisation.”*

- (b) **inserting** the following new Rule 9(f):

“(f) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.”

- (c) **deleting** Rule 17 and in its place inserting the word “Deleted.”

- (d) **deleting** Rule 20(c).

- (e) **deleting** Rule 22(a) and in its place **inserting** the following new Rule 22(a):

“(a) Any person who has attained the age of 18 years and is a financial Service or Affiliate member of the Forestville sub-Branch of the RSL and who has made application for membership of the Club in accordance with this Constitution.”

- (f) **deleting** Rule 22(c).

- (g) **deleting** Rule 29(a) and in its place **inserting** the following new Rule 29(a):

“(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.”

- (h) **deleting** Rule 32(a) and in its place **inserting** the following new Rule 32(a):

“(a) In respect of every application for membership there must be completed an application form which shall be in a form containing such particulars as are from time to time prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution and By-laws of the Club and any Liquor or Gaming Policy.”

- (i) **deleting** Rule 35(a) and **renumbering** the remaining provisions accordingly.
- (j) **deleting** Rule 53(a) and in its place **inserting** the following new Rule 53(a):

"(a) All full members have the privilege of introducing guests to the Club."
- (k) **deleting** Rules 54(c) and 54(d) and by **inserting** at the end of Rule 54(b) the following words, *"and may be Life members, RSL members or Club Only members, but in each case, who satisfy the eligibility requirements of this Constitution"*.
- (l) **inserting** the following new Rule 55(d)(x):

"(x) the member does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board."
- (m) **deleting** the opening paragraph (a) to Rule 58 and in its place **inserting** the following new opening paragraph (a):

"Nominations for election to the Board shall be made in writing and shall state the full name and address of the candidate, the Director Identification Number of the candidate and such other relevant information as the Board may prescribe."
- (n) **deleting** Rule 59 and in its place **inserting** the following new Rule 59:

"59. (a) A member or guest of a member must not at any time:

 - (i) issue, distribute, or cause to be issued or distributed, within the premises or the surrounding precincts of the Club, any How to Vote Material;*
 - (ii) send or post to members (or any of them) any How to Vote Material;*
 - (iii) publish on social media, or by any other electronic means any How to Vote Material;*
 - (iv) publish in any newspaper, magazine or journal any How to Vote Material.*

(b) For the purposes of paragraph (a) of this Rule 59, "How to Vote Material" means in relation to the election of Directors pursuant to Rules 55, 56, 57 and 58 a how to vote ticket or any other written material in effect advocating either for or against the election of any candidate or candidates for the Board.

(c) Any breach of this Rule 59 by a member will be deemed to be conduct prejudicial to the interests of the Club for the purposes of Rule 44 and accordingly may be dealt with by the Board or Disciplinary Committee pursuant to that Rule."
- (o) **deleting** from Rule 58(b) the words *"(excluding Junior Bowling Members)"*.
- (p) **deleting** Rule 72 and in its place **inserting** the following new Rule 72:

"72. The quorum for a meeting of the Board shall be a majority of directors provided that if the number of directors is equal to or less than seven (7), a quorum shall be four (4) directors."
- (q) **deleting** from Rule 80(h) the word *"or"*.
- (r) **inserting** the following new Rule 80(o):

"(o) does not have or ceases to have a Director Identification Number (unless exempted from doing so)."
- (s) **deleting** Rule 110 and in its place **inserting** the following new Rules 110 and 110A:

"110. Subject to Rule 110A, this Constitution may be altered or amended only by a resolution passed by a majority of not less than three-quarters of those full members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act."

110A. *Rule 112 of this Constitution may only be altered or amended by a resolution passed by a majority of not less than three-quarters of those Life members and financial RSL members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act."*

(t) **inserting** the following new Rule 112:

"112. The Club and Forestville sub-Branch of the RSL are parties to a 'Deed for the Provision of Accommodation Services and Recognising Existing Club Obligations' (Deed) and nothing in this Constitution, or any amendment to this Constitution from time to time, is to be interpreted as effecting any change to or alteration of the Deed or any other properly executed agreement between the Club and the Forestville sub-Branch of the RSL."

(u) 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 the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (RCA).
2. Paragraph **(a)** inserts new definitions into the Constitution to reflect Corporations Act requirements and liquor and gaming policy.
3. Paragraph **(b)** inserts a new Rule which provides the Club with the power to exclude persons from the premises of the Club in accordance with house policies on the responsible service of alcohol and the responsible conduct of gambling.
4. Paragraphs **(c), (d), (f) and (i)** delete Rules relating to Junior Bowling membership which is being removed as a class of membership because it has never been used and the Club does not have Junior members.
5. Paragraph **(e)** is amended to properly reflect the membership categories of the Forestville sub-Branch of the RSL.
6. Paragraph **(g)** provides a new rule for residents of NSW who wish to become Temporary members of the Club. This replaces the 5 km rule for temporary membership which was deleted from the *Registered Clubs Act* last year. Other than for the exceptions which appear in the new rule, any person of or over the age of 18 years who is a resident of NSW with proof of identity and address, can be admitted to temporary membership.
7. Paragraph **(h)** updates a rule in relation to applications for membership of the Club to reflect the Registered Clubs Act and current practice.
8. Paragraph **(j)** is amended to reflect that all full members of the Club can introduce guests.
9. Paragraph **(k)** removes the requirement that a minimum number of directors be RSL Members and the requirement that the positions of President and Vice President be RSL Members.
10. Paragraphs **(l)** and **(r)** insert new Rules which clarify that a person cannot be elected or appointed to the Board if they do not hold a Director Identification Number (unless exempted from doing so).
11. Paragraph **(m)** amends the opening paragraph to Rule 58 to make it clear that, among other things, a nomination for election to the Board must include the Director Identification Number of the candidate.
12. Paragraph **(n)** inserts a new rule dealing with the prohibition on distributing how to vote material not just on the premises of the Club but by various other methods, including by social media and electronic means.
13. Paragraph **(o)** amends Rule 58(b) to reflect the deletion of Junior Bowling Members as a class of membership.
14. Paragraph **(p)** amends an existing Rule in relation to the number of directors required to provide a quorum for a meeting of the Board. The current number of directors for a quorum is 5 and is a carryover from when the

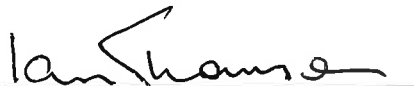
Board comprised 9 directors. This has on occasion caused Board meetings to not proceed because the quorum could not be reached.

15. Paragraph (q) deletes an unnecessary word.
16. Paragraph (s) amends Rule 110 to allow all full members to vote on amendments to the Constitution except for amendments to Rule 112. Currently, only RSL members and Life members can vote to amend the Constitution.
17. Paragraph (t) inserts Rule 112 which recognises that the Club and Forestville sub-Branch of the RSL are parties to a '*Deed for the Provision of Accommodation Services and Recognising Existing Club Obligations*' and nothing in the Constitution, or any amendment to the Constitution from time to time, are to be interpreted as effecting any change to or alteration of the Deed or any other properly executed agreement between the Club and the Forestville sub-Branch of the RSL
18. Paragraph (u) permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

Procedural matters

1. All (and only) Life members and financial RSL members (except employees of the Club) are entitled to vote on the Special Resolution.
2. To be passed, the Special Resolution must receive votes in its favour from not less than a three-quarters majority (75%) of those members who being eligible to do so, vote in person on the Special Resolution at the meeting.
3. As a result of the provisions of the Corporations Act 2001, the Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
4. Members should read the Notes to Members (above) regarding the Special Resolution which explains the nature and effect of the Special Resolution.
5. Forestville RSL Club meeting procedures will apply. Each Mover of a motion (or resolution) will have five (5) minutes to address the meeting. The Secunder and all subsequent speakers will have three (3) minutes to speak. After two speakers in a row have spoken for the motion or resolution, the next speaker must be against. The same applies if two speakers in a row are against the motion or resolution. If there is a speaker in opposition to the motion or resolution, the Mover shall be entitled to three (3) minutes to reply to close the debate. Once the Mover has exercised the right of reply, the debate is closed, and the motion or resolution shall be put to the vote.
6. Members of the Club, who are employees of the Club, cannot vote at the Meeting.
7. Proxy Votes are not allowed under the Registered Clubs Act.
8. A copy of the current Constitution is available on request at the Club's office.

Dated: 9th October, 2025 By direction of the Board


Ian Thomson
Secretary Manager