



COMMUNAL

GROUP



CANTERBURY-HURLSTONE PARK
RSL CLUB

bargo
SPORTS CLUB



maggie's sports



MARRICKVILLE
RSL CLUB

ANYTIME
FITNESS
HURLSTONE PARK

CMNL
ACADEMY

camperdown
tennis

AGM NOTICE

For the year ended 30 June 2025

Canterbury-Hurlstone Park RSL Club Ltd. ABN 56 000 967 199
20-26 Canterbury Road Hurlstone Park NSW 2193. Private Mail Bag No 4, Canterbury NSW 2193
W: cmnl.com.au E: chprsl@chprsl.com.au T: 02 9559 0000

AGM Notice

Annual General Meeting - For the financial year ended 30 June 2025.

Notice is hereby given that the ANNUAL GENERAL MEETING of Canterbury-Hurlstone Park RSL Club Ltd ABN 56 000 967 199 (**Club**) is convened for **Sunday 16 November 2025 at 10am sharp** at the premises of the Club at 20–26 Canterbury Road Hurlstone Park New South Wales (**venue**). **Late admission to the meeting will not be permitted and members are encouraged to arrive prior to 10.00am for the meeting.**

Pursuant to rule 24 (b) of the Constitution, a Life member, financial R.S.L member or financial Club member cannot attend or vote at any General Meeting until they have at least three (3) continuous years of Full membership at the time of the Annual General Meeting.

Members wishing to attend the Annual General Meeting are requested to register their interest in attending by phoning the club on (02) 9559 0000 or emailing chprsl@chprsl.com.au

We would ask all attendees to follow the directions of Club Staff on arrival.

BUSINESS:

1. To confirm Minutes of the previous Annual General Meeting.
2. For the purposes of clause 10 of the *Registered Clubs Regulation 2025* (NSW), notice will be given of any expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club in the previous 12 months (if any).
3. To receive and consider the Board of Directors' Report.
4. To receive and consider the Financial Statements and Auditor's report.
5. To consider, and if thought fit, pass the Ordinary Resolutions which relate to Benefits of directors and specific members for the purposes of the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**).
6. To consider, and if thought fit, pass the Special Resolutions for amendment of the Club's Constitution.
7. To deal with any business of which prior notice has been given in writing.

Members are requested to send questions in relation to the Annual Report to the Chief Executive Officer in writing at least 48 hours prior to the Annual General Meeting so that the matter can be researched as appropriate prior to the meeting.

The Annual Report is available to Members on request by contacting the Club on 02 9559 0000 or emailing chprsl@chprsl.com.au

Ordinary Resolutions

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976:

- (a) The Members hereby approve and agree to the reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following activities of Directors:
 - (i) reasonable meal and refreshments in conjunction with each Board Meeting and other constituted Committee Meetings of the Club;
 - (ii) reasonable meal and refreshments associated with official functions or events at the Club's various premises and properties;
 - (iii) the right for Directors to incur reasonable expenses in travelling to and from Directors' Meetings or to other constituted Committee Meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (iv) the right for Directors to incur reasonable expenses for internet and telephone usage including mobile telephone usage 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 and partners and other Members of the Club, as appropriate, attending ClubsNSW events and other industry events such as Charity Race Days and other charitable or community events as approved by the Board from time to time;
 - (vi) the reasonable cost of entertaining and providing refreshments in the Club premises for the Directors entertaining industry representatives and other visitors to the Club;
 - (vii) the provision, as required, of corporate apparel for the use of Club Directors when representing the Club.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only for those Members who are Directors of the Club and those persons directly involved in the above activities.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976:

- (a) The Members hereby approve and agree to the reasonable expenditure by the Club for the professional development and education of Directors until the next Annual General Meeting of the Club and being:
 - (i) the reasonable cost of Directors and partners attending at Clubs NSW Annual General Meeting and other meetings, and the RSL & Services Clubs Association Annual General Meeting and other meetings, and meetings of any other Association of which the Club is a member;
 - (ii) the reasonable cost of Directors and partners attending industry related functions and events where Directors are to represent the Club;
 - (iii) the reasonable cost of Directors and partners attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
 - (iv) the reasonable cost of Directors attending conferences or seminars including such conferences or seminars held outside of New South Wales or Australia or visiting other registered clubs or hospitality venues including those located outside of New South Wales or Australia for the purpose of viewing or assessing their facilities and

the method of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club;

- (v) the reasonable cost of Directors attending accredited and/or non-accredited Director and Management training courses including but not limited to courses conducted by the Australian Institute of Company Directors as approved by the Board from time to time on the production of invoices, receipts, or other proper documentary evidence of such expenditure;
- (b) The Members hereby approve and agree to the reasonable expenditure by the Club for the induction training for nominees for election to the Board as may be required under rule 53(a)(ii)(B)(4) of the Club's Constitution until the next Annual General Meeting of the Club.
- (c) The Members acknowledge that the benefits in the paragraphs above are not available to Members generally but only for those Members who are Directors, nominees for election to the Board and those persons directly involved in the above activities (as the case may be).

THIRD ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976, the Members hereby approve and agree to Life Members of the Club each being provided with a member points allocation to the monthly value of \$200 redeemable for meals and refreshments at the Club's premises as approved by the Board for the period until the next Annual General Meeting of the Club (at which any unused life member points allocation will expire and be reset to zero), and, the Life Members of the former Western Suburbs Australian Rules Football Club Limited, the Life Members of the former Marrickville RSL Club Limited and the Life Members of the former Bargo Sports Club Limited each being provided with a member points allocation to the total value of \$100 redeemable for meals and refreshments at the Club premises as approved by the Board for the period until the next Annual General Meeting of the Club (at which any unused life member points allocation will expire and be reset to zero).

FOURTH ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976, the Members hereby approve and agree to expenditure by the Club of a sum not exceeding \$175,000 (excluding Goods and Services tax) until the next Annual General Meeting for the following expenses (but subject to approval by the Board of Directors):

- (a) Financial support to sporting and other affiliated Intra Clubs;
- (b) Reasonable refreshments for Intra Club Committee Members following monthly or bimonthly Intra Club committee meetings;
- (c) Reasonable refreshments for Intra Club Committee Members who conduct the Intra Club competitions played within the Club (including all the Club's premises);
- (d) Reasonable refreshments for persons attending each Intra Club's Annual General Meeting or Presentation Day.

The Members acknowledge these benefits are not available to the Members generally but only to those Members involved in the above activities.

FIFTH ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976, the Members approve expenditure by the Club of a sum not exceeding \$30,000 (excluding Goods and Services tax) until the next Annual General Meeting for the promotion and welfare of individual R.S.L. members who make application to the Board in accordance with by-laws approved by the Board for the purpose of this Ordinary Resolution, provided:

- (a) such by-laws set out criteria the Board considers relevant to warrant its consideration of any application by an individual R.S.L. member for welfare and support; and
- (b) no individual R.S.L. Member shall be paid cash (or any other monetary form), and any in kind welfare and support shall not exceed a value of \$200.

SIXTH ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976, the Members approve the payment of the following honoraria (plus superannuation contributions to be made by the Club at a level sufficient to ensure that the Club is compliant with superannuation guarantee legislation) to the Club's Directors in the period up to the next Annual General Meeting of the Club:

President:	\$26,500
Vice President:	\$24,500
Each other director:	\$22,450

to be paid in equal monthly instalments in arrears, provided that if any Director serves in office for any period of less than a calendar month then the instalment payment for that month will be prorated on a daily basis.

EXPLANATORY NOTES FOR MEMBERS REGARDING THE ORDINARY

General

- For each of the above Ordinary Resolutions to be passed they must receive votes in their favour from not less than a simple majority of those members present and voting (being eligible to do so).
- Pursuant to Rule 24 of the Club's Constitution, Life Members, financial R.S.L. members, and financial Club members, and financial Marrickville RSL members are entitled to vote on the First to the Sixth Ordinary Resolutions, subject to the restrictions outlined in items 3, 4 and 6 below.
- Pursuant to rule 24 (b) of the Club's Constitution, a Life member, financial R.S.L member or financial Club member must have at least three (3) continuous years of Full membership at the time of the Annual General Meeting.

Benefits to specific members – Third to Fifth Ordinary Resolutions

- Under section 10 of the Registered Clubs Act 1976, certain benefits can only be provided to Directors and certain Members that are not offered equally to all Full Members of the Club, if approved by the Members. The First to Sixth Ordinary Resolutions above are put to the Members for approval under section 10 of that Act.

Directors' honoraria and other directors' benefits – First, Second and Sixth Ordinary Resolutions

- The Board has considered the levels of honoraria payable to Directors. The amounts approved at the previous Annual General Meeting have been increased by reference to the Consumer Price Index (Sydney-All Groups).
- Under sections 10(6)(b) and 10(6A) of the Registered Clubs Act 1976, honoraria may be paid to the Directors and other non-monetary benefits may be given to Directors if approved by ordinary resolution of the Members.
- Pursuant to rule 25(c) of the Club's Constitution and section 10 of the Registered Clubs Act 1976 the Members entitled to vote on the first, second and sixth Ordinary Resolutions are the Members who are eligible to vote at Board elections, that is financial R.S.L. members, financial Club members, Life members and financial Marrickville RSL Members with at least 3 years continuous

membership of the Club at the time of the Annual General Meeting.

8. Any director appointed to the Board pursuant to section 30(1)(b1) of the Registered Clubs Act 1976 and Rule 52(a)(ii) of the Club's Constitution would be paid honoraria at the same rate as any other Ordinary Director.

Special Resolutions for amendment of the Constitution

FIRST SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by:

- Deleting rule 24(b) and inserting instead the following new rule 24(b):
"(b) A Life member, financial R.S.L member or financial Club member cannot attend or vote at any General Meeting until they have at least 2 continuous years of Full membership at the time of the relevant General Meeting."
- Deleting rule 25(c) and inserting instead the following new rule 25(c):
*"(c) A member is entitled to vote on the election of the Board only if:
(i) they belong to a class of membership that has the right to vote on the election of the Board; and
(ii) they have at least 2 continuous years of Full membership at the date of the relevant election."*
- Deleting rule 28A and inserting instead the following new rule 28A:
"28A. Despite Rule 24 and 103, and subject to any restrictions contained in this Constitution, a Marrickville RSL member has the same rights as a Club member."
- Deleting rule 31(a) and inserting instead the following new rule 31(a):
"(a) Any person whose ordinary place of residence is in New South Wales. Subject to any minimum distance as may be prescribed from time to time by the Registered Clubs Act, the Board by By-law may from time to time determine a minimum distance of residence from the Club's premises and any other requirements for a person to qualify for Temporary membership under this Rule."
- Deleting rule 40 and inserting instead the following new rule 40:
"40. The Board may from time to time prescribe the members subscriptions payable and the time and manner of payment thereof and all other matters pertaining thereto."
- Deleting rule 103 and inserting instead the following new rule 103:
"103. This Constitution may be amended or replaced only by a Special Resolution passed in a General Meeting or an Annual General Meeting on which only Life members, financial R.S.L. members and financial Club members are entitled to vote, provided that such members must have at least 2 continuous years of Full membership at the date of the relevant General Meeting."

Explanatory notes regarding the First Special Resolution

Rules 24(b) and 25(c) – qualification period for members to attend and vote at any General Meeting and vote in Board elections

1. Existing rule 24(b) requires Life members, financial R.S.L. members and financial Club members who became Full members after the 2021 Annual General Meeting (**AGM**) to have at least 3 continuous years of Full membership at the time of the relevant General Meeting in order to attend and vote at that meeting.
2. Similarly, existing rule 25(c) requires members to vote in the election of the Board and who became Full members after the 2021 AGM to have at least 3 continuous years of Full membership at the time of the relevant election.
3. The Club proposes to reduce these qualification periods to at least 2 continuous years of Full membership at the time of the relevant General Meeting in order to attend and vote at that meeting and to vote in Board elections. This will enable more members to attend and vote at General Meetings and Board elections.

Rule 28A – Special rules for Marrickville RSL members

4. Rule 28A contains special provisions relating to Marrickville RSL members concerning credits being granted to them for annual subscriptions paid by them to Marrickville RSL Club Ltd (now deregistered) paid in advance, additional qualification period for holding office on the Board, eligibility to vote in Board elections and voting at General Meetings.
5. As the amalgamation with Marrickville RSL Club Ltd (now deregistered) was completed and its club licence was transferred to the Club in 2015, the subscription credits and additional qualification periods are no longer relevant.
6. Rule 28A can now be simplified by retaining the provision in the existing rule to the effect that Marrickville RSL members have the same rights as Club members (which are subject to any restrictions in the Constitution) and removing the other provisions relating to subscription-credits and additional qualification periods.
7. The rights of Marrickville RSL members are unaffected by the replacement of rule 28A.

Rule 31(a) – 5 kilometre rule for temporary membership

8. In early November 2024 the deemed rule contained in section 30(3B) of the Registered Clubs Act (and which applies to all registered clubs) was amended. Until that amendment in November 2024, persons were only eligible to attend as temporary members of a registered club if they resided a minimum 5 kilometres from the premises of the registered club they were attending (**5 kilometre rule for temporary membership**).
9. Registered clubs may either retain or remove the 5 kilometre rule for temporary membership, but after 31 December 2025 this will be subject to the contents of their relevant constitution. If a club's constitution retains the 5 kilometre rule for temporary membership after 31 December 2025, then the club must enforce the rule, but if the constitution does not include the 5 kilometre rule after 31 December 2025, then the club will not have to enforce the rule. Regardless of the rules contained within a registered club's constitution up to 31 December 2025, a registered club can choose either to enforce or not enforce the 5 kilometre rule for temporary membership.
10. Existing rule 30(a) of the Constitution assumes that section 30(3B) of the Registered Clubs Act (which applied until early November 2024) contains a minimum distance of residence from the Club's premises for temporary membership, but allows the Board to set a greater

distance. It does not expressly allow the Board to make any other rules about temporary membership.

11. Proposed replacement rule 30(a) of the Constitution does not assume a minimum distance of residence required for temporary membership under the Registered Clubs Act, but will allow the Club to admit persons as temporary members who live within any distance, subject to any minimum distance set under the Registered Clubs Act and any other requirements the Board deems fit.
12. The new rule is slightly different to the existing rule, but will still allow the Board to make by-laws from time to time on any required minimum distance of residence in New South Wales from the Club's premises for temporary membership, and also allows the Board not to require a minimum distance of residence or impose other requirements for temporary membership.

Rule 40 – Members' subscriptions

13. Existing rule 40 provides that members' subscriptions shall be paid annually or, if the Board so directs and approves, by quarterly or half-yearly instalments and in advance, and that the Board may prescribe the time and manner of payment thereof.
14. Proposed rule 40 provides the Club with the ability to offer different members' subscriptions models, as prescribed by the Board from time to time. The Registered Clubs Act has been amended so that payment frequency of subscriptions are no longer specified in the Act and the board of a registered club can prescribe these.

Rule 103 – Qualification period for members to vote on Special Resolutions to amend or replace the Constitution and removal of 2021 transitional provisions

15. Existing rule 103 sets out 2 different qualification periods for Life members, financial R.S.L. members and financial Club members (and financial Marrickville RSL members) to vote on Special Resolutions to amend or replace the Constitution.
16. The existing rule has a qualification period of 2 continuous years of Full membership at the date of the relevant General Meeting or Annual General Meeting for those members who were Full members up to the conclusion 2021 AGM. Eligible members who became Full members after the conclusion of the 2021 AGM require a qualification period of 3 continuous years of Full membership. The different qualification periods for pre and post the 2021 AGM was because of the higher 3 year continuous membership qualification that was introduced at that AGM. Existing members were unaffected by the increase in the qualification period.
17. The Club now proposes to reduce this qualification period to at least 2 continuous years of Full membership at the date of the relevant General Meeting or Annual General Meeting to vote on Special Resolutions to amend or replace the Constitution.

SECOND SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by deleting rules 25(a) and 25(b) and inserting instead the following new rule 25:

- "25. (a) *Subject to any further restrictions in this Constitution, a member is eligible for nomination, election or appointment to the Board only if:*
- (i) *they belong to a class of membership eligible to hold office on the Board and are not otherwise ineligible under this Constitution; and*
 - (ii) *they have at least 3 continuous years of Full membership at the time of such nomination, election or appointment (as the case may be).*

- (b) *The qualification period referred to in Rule 25(a)(ii) does not apply to an appointment of a Director by the Board under Rule 52(a)(ii) and pursuant to section 30(1)(b1) of the Registered Clubs Act.*

Explanatory notes regarding the Second Special Resolution

1. Subject to rule 25, the classes of members eligible for nomination, election or appointment to the Board are Life members, financial R.S.L members, financial Club members (and financial Marrickville RSL members). Existing rule 25 contains different qualification periods for members being eligible for nomination, election or appointment (as the case may be) to the Board, as follows:
 - (a) at least 2 continuous years of Full membership in respect of any member who was a Full member up to the conclusion of the 2021 AGM; and
 - (b) at least 5 continuous years of Full membership in respect of any member who was a Full member after the conclusion of the 2021 AGM.
2. To increase the pool of members eligible for nomination, election or appointment to the Board, it is proposed that all classes of members eligible for nomination, election or appointment to the Board simply have 3 continuous years of membership. In recent years, there has been a reduced number of nominees for election to the Board. However, in order to ensure that long standing members seek election or appointment to the Board and to protect the broader interests of the Club, the Board considers that 3 continuous years of Full membership (instead of 5 continuous years) strikes the right balance.
3. Proposed replacement rules rule 25(a) and 25(b) are in substance the same as the existing rules, except that the new rules will apply a qualification period of 3 years of continuous Full membership for eligibility to be nominated, elected or appointed to the Board (as the case may be).
4. Rule 25(a) no longer needs to have different qualification periods depending on whether an eligible member became a Full member before or after the 2021 AGM as the 2 years continuous membership requirement for Full members up to the 2021 AGM under existing rule 25(a) is already met by those members in the relevant eligible classes, and there will be a reduction of the existing 5 years continuous membership to 3 years continuous membership for members who joined after the 2021 AGM in the relevant classes.

THIRD SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by adding the following new rule 48A immediately after rule 48:

"ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 48A (a) *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*
- (b) *In respect of any suspension pursuant to Rule 48A(a), the requirements of Rule 48(a) shall not apply if the Secretary (or his or her delegate) exercises the power pursuant to Rule 48A(a), and the Secretary (or his or her delegate) must notify the member (by notice in writing):*

- (i) *that the member has been suspended as a member of the Club;*
 - (ii) *the period of suspension;*
 - (iii) *the privileges of membership which have been suspended; and*
 - (iv) *if the member wishes to do so, that the member may request (by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rules 48(a) (or by the Disciplinary Committee if the Board determines that the Disciplinary Committee will determine the matter).*
- (c) *If a member submits a request under Rule 48A(b):*
- (i) *the member shall remain suspended until such time as the charge is heard and determined by the Board or the Disciplinary Committee, as the case may be;*
 - (ii) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 48(a); and*
 - (iii) *the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).*
- (d) *This Rule 48A applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rules 48(b) and 48(c) of this Constitution and the powers contained in section 77 of the Liquor Act. "*

Explanatory notes regarding the Third Special Resolution

1. The Third Special Resolution proposes the introduction of new rule 48A to the Club's Constitution. The proposed new rule will allow the Secretary/CEO of the Club or their delegate to suspend a member for up to 12 months if the member engages in conduct unbecoming of a member or conduct which is prejudicial to the interests of the Club. However, if the member wishes to challenge such a decision by the Secretary or their delegate, the member can request that the matter be referred to the Club's Board of Directors or Disciplinary Committee for review, in which case a notice of disciplinary charge will be issued to the member for hearing and determination by the Board or Disciplinary Committee.
2. Under the proposed new rule, the Secretary or their delegate cannot expel a member.
3. The amendment is proposed so that less serious disciplinary matters can be dealt with more expeditiously and not take up Board or Disciplinary Committee time. The period of suspension that can be imposed by the Secretary is limited to up to 12 months and members can still have the matter referred to the Board/Committee.

FOURTH SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by deleting rule 53(a)(ii)(B)(4) and inserting instead the following rule 53(a)(ii)(B)(4):

- "(4) *at least 2 Director training induction courses are held on different days during the period in which nominations may be received for an Annual General Meeting at which an election is required, subject to the following:*

- (I) *the Club must give notice to members of the proposed dates on which the induction courses will be held during the period in which nominations may be received for election to the Board (**Induction Courses Notice**) and the date and time by which candidates or potential candidates must notify the Club in the manner specified in the Induction Courses Notice as to which induction course they will attend (**RSVP**) provided that the Club must allow RSVPs to be received by it within not less than 7 days after the Club gives the Induction Courses Notice,*
- (II) *an Induction Courses Notice may be given to members in the same manner as the Notice of the Annual General Meeting or included in that notice or contained in a link in the Notice of Annual General Meeting, or posted on the Club's website and notice boards or any combination of those methods;*
- (III) *candidates or potential candidates for election to the Board must give the Club an RSVP as to which of the two proposed induction courses they will attend by the date and time set out in the Club's notice referred to in sub-rule (I) above;*
- (IV) *if the Club does not receive an RSVP to a proposed induction course by the date and time specified in the Club's notice referred in sub-rule (I), the Club may cancel that induction course, or may cancel both induction courses if RSVPs are not received for either of them by the date and time specified in sub-rule (I); and*
- (V) *the Board may make By-laws generally about the Director training induction courses for the purposes of this Rule 53(a)(ii)(B)(4), including whether such courses can be held using technology."*

Explanatory notes regarding the Fourth Special Resolution

1. Existing rule 53(a)(ii)(B)(4) requires at least 2 Director induction training courses to be conducted during the nomination period in a Board election year.
2. The Club incurs a cost in running the Director training courses, whether or not there are confirmation of members wishing to attend them because there is a lot of preparation in relation to them and the person giving the training attends at the Club.
3. To ensure greater efficiency in running the Director induction training courses, it is proposed that the all intending nominees for election must RSVP for one of the courses being held during the nomination period, subject to the Club giving adequate notice of the courses to be held. RSVPs must be received by the Club within 7 days of giving notice of the Director induction training courses being held. That way if there are no RSVPs for one or both courses, the course can be cancelled thereby minimising the cost incurred by the Club.
4. In addition, it is proposed to give the Board an express power to make by-laws generally about the Director induction training courses, including whether the courses can be held using technology.

FIFTH SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by deleting rule 21A and inserting instead the following new rule 21A:

- "21A (a) *A person may be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered*

club which has amalgamated with the Club and has applied to be a member of the Club pursuant to the amalgamation.

(b) *The application referred to in Rule 21A(a) must be:*

(i) *in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club; and*

(ii) *in such form as approved by the Board from time to time.*

(c) *Any person who:*

(i) *completes and signs the application referred to in Rule 21A(b);*

(ii) *returns that application to the Club; and*

(iii) *is elected as an Ordinary Member of the Club (subject to eligibility requirements of the relevant class of membership) at a meeting of the Board or a duly appointed Committee,*

shall be entered in the Register of members of the Club as a member and shall from the date of entry on the register be a member of the Club unless that person is at the time suspended or expelled from membership of the Club.

(d) *Whenever the Club, as the continuing club or parent club, completes an amalgamation in accordance with the Registered Clubs Act with another registered club as the dissolving club or the child club (**Amalgamating Club**), each full member (as defined by the Registered Clubs Act) of the Amalgamating Club who is admitted as a Full member of the Club pursuant to the amalgamation and whilst they continue to be a Full member of the Club, must for the purposes of section 17AC(2) of the Registered Clubs Act be identified in the Club's Register by a descriptor chosen by the Board that identifies them as a former member of the Amalgamating Club."*

Explanatory notes regarding the Fifth Special Resolution

1. Existing rule 21A was inserted in the Club's Constitution at the time of the amalgamation between the Club and Western Suburbs Australian Football Club Ltd (now deregistered but known as "Magpie Sports") in 2013. This rule provided that members of Magpie Sports that became members of the Club would be recorded in the Club's Register of Members as a 'Magpie Sports Member' for the purposes of section 17AC(2) of the Registered Clubs Act. This rule is no longer necessary.
2. Proposed rule 21A satisfies the requirements of section 17AC(2) of the Registered Clubs Act. By inserting this proposed rule 21A, the Club is not required to insert a new rule in the event of a future amalgamation.
3. Those existing members of the Club who joined the Club pursuant to an amalgamation (e.g. pursuant to amalgamations with Marrickville RSL Club and Bargo Sports Club Co-op Ltd) are identified in the Club's membership register for the purposes of satisfying section 17AC(2) of the Registered Clubs Act.
4. In the event of a future amalgamation, members of the dissolving club or child club wishing to join the Club must first agree to become members before they can be admitted to membership. This is a requirement of section 231 of the *Corporations Act 2001* (Cth).

GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS

1. For the Special Resolutions to be passed, a three quarters majority of those members present and voting (and being eligible to do so) must vote in favour of the Special Resolutions.
2. Pursuant to rule 103 of the Club's Constitution, Life Members, financial R.S.L. members and financial Club members (and financial Marrickville RSL members) are entitled to vote on the Special Resolutions provided they have at least 3 continuous years of Full membership at the date of the Annual General Meeting.
3. The Special Resolutions must each be considered as a whole and cannot be amended in substance by motions from the floor of the meeting.
4. Members who are employees of the Club are not entitled to vote.
5. Proxy voting is prohibited by the Registered Clubs Act.

By order of the Board

A handwritten signature in black ink, appearing to read 'Dean Thomas', written in a cursive style.

Dean Thomas
Chief Executive Officer
10 October 2025