

NOTICE OF ANNUAL GENERAL MEETING



Notice is given that the 45th Annual General Meeting of Hornsby RSL Club Ltd ACN 002 513 251 (Club) will be held on **Sunday 15 November 2026** at 11am at the Club's premises in the Waratah Room at 4 High Street, Hornsby NSW 2077. Members attending will be required to present their current membership card on entering the meeting.

Business

1. Welcome.
2. Announcement of quorum.
3. Apologies.
4. Confirmation of the Minutes of the previous Annual General Meeting of the Club held on 16 November 2025.
5. To receive and consider the audited Financial Report of the Club for year ended 30 June 2026.
6. To receive and consider reports of the Board of Directors and the Auditor.
7. To consider and, if thought fit, to pass the Special Resolution.
8. To consider and, if thought fit, to pass Ordinary Resolutions 1-4 relating to benefits and honoraria for Directors and those other members identified in those resolutions.
9. Declaration of Ballot for the election of Directors.
10. To notify members of any amalgamation offers received by the Club from any other registered club in the previous 12 months prior to the Annual General Meeting (if any have been received).
11. To transact any other business that may be brought forward in accordance with the Club's Constitution.

NOTES:

Members can view and download the Club's Annual Report for the financial year ending 30 June 2026 on the Club's website www.hornsbyrsl.com.au by clicking on 'Notices'. The Club will send a copy of the Annual Report by email, or post to any Full member who makes a written request to the CEO office.

SPECIAL RESOLUTION

- Inserting in existing Rule 3.1 the new definition of "Ordinary Member", which reads as follows:
"Ordinary member" means a member of the Club other than a Life member, Honorary member, Temporary member, or Provisional member".
- Deleting existing Rule 10.2 and replacing it with the following new Rule 10.2, which reads as follows:
"10.2 The Full membership of the Club shall be divided into the following categories:
 - (a) Club members;
 - (b) Service members;
 - (c) Long Service members;
 - (d) Junior members; and
 - (e) Life members."
- Deleting the heading "ORDINARY MEMBERS" appearing above Rule 10.4 and replacing it with the heading "CLUB MEMBERS".
- Amending existing Rule 10.4 by deleting the word "Ordinary" and replacing it with the word "Club", so that new Rule 10.4 reads as follows:
"10.4 Club members shall be persons who have attained the age of eighteen (18) years and are elected to Club membership of the Club."
- Amending existing Rule 10.5 by deleting the words "Subject to Rule 10.6A, Ordinary members are entitled to" and replacing them with the words "Subject to Rule 10.6, Club members are entitled to".

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- Amending existing Rule 10.6A by renumbering it as Rule 10.6, and replacing the words “An ordinary member” with “A Club member”.
- Inserting the new heading “SERVICE MEMBERS” and the following new Rules 10.7, 10.8, and 10.9, which read as follows:

“SERVICE MEMBERS

- 10.7 Service members shall be persons who have attained the age of eighteen (18) years, are a current or former member of the Australian Defence Force, and are elected to Service membership of the Club.
- 10.8 Subject to Rule 10.9, Service members are entitled to:
- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time;
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (c) subject to Rule 25.4, nominate for and be elected to hold office on the Board;
 - (d) vote in the election of the Board;
 - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (f) propose, second, or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership; and
 - (h) introduce guests to the Club.
- 10.9 A Service member shall not be entitled to the rights in paragraphs (b), (d), (e), (f) and (g) of Rule 10.8 until the first anniversary of the date that the member was admitted to Ordinary membership of the Club according to the Club’s Register of Members.”
- Inserting the new heading “LONG SERVICE MEMBERS” and the following new Rules 10.10 and 10.11, which read as follows:

“LONG SERVICE MEMBERS

- 10.10 Long Service members shall be persons who have attained the age of eighteen (18) years, have been an Ordinary member of the Club for 40 consecutive years or more, and are elected to Long Service membership of the Club.
- 10.11 Long Service members are entitled to:
- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time;
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (c) subject to Rule 25.4, nominate for and be elected to hold office on the Board;
 - (d) vote in the election of the Board;
 - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (f) propose, second, or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership; and
 - (h) introduce guests to the Club.
- Renumbering existing Rules 10.6 through to 10.18 (inclusive) as Rules 10.12 to 10.24 to accommodate the proposed new Rules 10.7 to 10.11 above.
 - Amending existing Rule 10.12 (renumbered as Rule 10.18) by deleting the words “an Ordinary member” and replacing them with the words “the class of Ordinary membership that they were recorded in the Club’s Register of Members as holding immediately before being elected to Life membership”.
 - Amending existing Rule 10.14 (renumbered as Rule 10.20) by deleting the words “Rule 10.6” and replacing them with the words “Rule 10.12”.

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- Amending existing Rule 10.17 (renumbered as Rule 10.23) by inserting before the words “shall not be entitled to”, the words “notwithstanding any rule in this Constitution”.
- Amending existing Rule 25.1 (c) by deleting the words “Rule 10(6)A” and replacing them with the words “Rule 10.6”.

Explanatory Notes: Special Resolution

- As part of celebrating the 70th anniversary of the Club, the Board has proposed that 2 new categories of membership be introduced:
 - Service membership - to recognise current and former service in the Australian Defence Force; and
 - Long Service membership – to recognise persons who have been Ordinary members of the Club for 40 consecutive years or more.
- In doing so, this has also required some amendments to how full membership categories are set out in the Constitution.
- The Registered Clubs Act prescribes that there are 5 membership classes: ordinary, life, honorary, temporary, and provisional membership.
- At present, the Constitution defines a category of ‘Ordinary membership’. However, together with Junior membership, these would both be categories of the ‘ordinary membership’ class within the meaning of the Registered Clubs Act.
- Given this confusion, the existing category of Ordinary membership set out in existing Rules 10.4 to 10.6A of the Constitution, will be renamed as ‘Club membership’.
- Therefore, there will now be 4 categories of the ordinary membership class for the purposes of the Registered Clubs Act: Club membership (currently called Ordinary membership), Junior membership, Service membership and Long Service membership.
- Service members and Long Service members will essentially have the same voting rights as Club members. Service members will be subject to the same 1-year restriction as Club members before they can exercise rights to attend and vote at General Meetings, vote in Board elections, vote on special resolutions, propose anyone for election to the Board, or propose anyone for Life membership. However, that 1-year period will commence from the date they first become a full member of the Club – so if they are transferring from Club membership or Junior membership into the Service member category and already have had at least 1 year in that category, that will suffice.

ORDINARY RESOLUTIONS

Ordinary Resolution 1

That pursuant to the Registered Clubs Act 1976 (NSW):

1. the members hereby approve the payment of the following honoraria to the Directors of the Club, allocated as follows:
 - a) the President be paid an honorarium in respect of his or her services as a member of the Board of Directors at the weekly rate of \$326.92 (plus Superannuation Guarantee Levy where applicable). Such honorarium is payable in arrears, and prorated on a daily basis for any broken period of less than a calendar month at the start or end of their term of office commencing on the date of this resolution and ending on the date of the next Annual General Meeting of the Club; and
 - b) each other Director be paid an honorarium in respect of his or her services as a member of the Board of Directors at the weekly rate of \$250.00 (plus Superannuation Guarantee Levy where applicable) payable in arrears and prorated on a daily basis for any broken period of less than a calendar month at the start or end of their term of office commencing on the date of this resolution and ending on the date of the next Annual General Meeting of the Club; and
2. the members acknowledge that the benefits in paragraph 1 above are not available to members generally but only for those who are Directors of the Club.

Explanatory Notes: Ordinary Resolution 1

- Under the Registered Clubs Act 1976 (NSW), honoraria payable to Directors and the President must be approved by ordinary resolution. Members are advised that where required by law, the Club will make superannuation contributions in addition to the honoraria at a level which is sufficient to ensure that the Club is compliant with superannuation guarantee legislation.

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- The amounts of the proposed annual honoraria for the President and other members of the Board of Directors remain unchanged from the prior year.
- Ordinary Resolution 1 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

Ordinary Resolution 2

That pursuant to the Registered Clubs Act 1976 (NSW):

1. the members hereby approve and agree, until the next Annual General Meeting, the provision of the following benefits and advantages:

a) the provision to each member of the Board, as required from time to time and at the expense of the Club, a Directors Club Uniform, to be worn when attending to or carrying out his or her duties as a member of the Board whether at the premises of the Club or otherwise;

b) the provision to members of the Board of one car parking space each, in that part of the Club's carpark as the Board shall from time to time resolve to set aside for use by members of the Board;

c) reasonable expenditure for Directors to undertake training and education including but not limited to industry related meetings, organised study tours, seminars, trade displays etc. as may be determined by the Board, provided all expenditure is supported by documentary evidence;

d) attendance with their partner/spouse at functions held in association with the activities in paragraph (c) where appropriate and required to represent the Club including the reasonable cost of accommodation for those Directors and their partners/spouses (provided that this shall not include any costs of travel or accommodation for partners/spouses in connection with overseas or interstate travel);

e) the provision to members of the Board of a free meal and refreshment, at a reasonable cost, on the day of attendance at Board Meetings, Finance Meetings and other Committee Meetings; and

f) the provision 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; and

2. the members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only those who are Directors of the Club and those members directly involved in the above activities.

Explanatory Notes: Ordinary Resolution 2

- Under the Registered Clubs Act 1976 (NSW), benefits may be given to members (including Directors), which are not also available to every Full Member of the Club, if those benefits are approved by ordinary resolution of the members.
- The benefits being authorised under Ordinary Resolution 2 remain unchanged from last year.
- Ordinary Resolution 2 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

Ordinary Resolution 3

That pursuant to the Registered Clubs Act 1976 (NSW):

1. until the next Annual General Meeting, the members approve that eligible members may receive such of the following benefits (which are not offered equally to every Full Member of the Club) as the Board shall from time to time approve:

a) the expenditure by the Club of reasonable sums in payment of the costs of holding functions on the Club's premises to celebrate certain occasions, including but not limited to the Life members' Dinner;

b) the provision to Life members of one monthly free meal and refreshment, at a reasonable cost;

c) the provision to Life members of car parking spaces in that part of the Club's carpark as the Board shall from time to time resolve to set aside for use by Life members; and

d) the provision of membership of the Club to certain classes of person, including but not limited to Life members of the Club and members of the Hornsby Branch of the Returned and Services League of Australia, for a reduced fee; and

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2. the members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only those Members directly involved in the above activities.

Explanatory Notes: Ordinary Resolution 3

- Under the Registered Clubs Act 1976 (NSW), benefits given to certain members (which are not available to every Full Member of the Club) may be given if those benefits are approved by ordinary resolution of the members.
- The benefits being authorised under Ordinary Resolution 3 are being conferred on Life members (who have been elected to this category for their outstanding service to the Club) and certain other members, and are consistent with such benefits authorised at the Club's AGMs in recent years.
- Ordinary Resolution 3 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

Ordinary Resolution 4 (To be considered if the Special Resolution is passed)

That pursuant to the Registered Clubs Act 1976 (NSW):

1. until the next Annual General Meeting, the members approve that eligible members may receive such of the following benefits (which are not offered equally to every Full Member of the Club) as the Board shall from time to time approve:

- a) the expenditure by the Club of reasonable sums in payment of the costs of holding functions on the Club's premises to celebrate certain occasions, including but not limited to the Service members and Long Service members function;
- b) the provision to Service members and Long Service members of one monthly free meal and refreshment, at a reasonable cost; and
- (c) the provision of membership of the Club, including but not limited to Service members and Long Service members, for a reduced fee; and

2. the members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only those Members directly involved in the above activities.

Explanatory Notes: Ordinary Resolution 4

- Under the Registered Clubs Act 1976 (NSW), benefits given to certain members (which are not available to every Full Member of the Club) may be given if those benefits are approved by ordinary resolution of the members.
- Similar benefits to those being authorised under Ordinary Resolution 3 are being conferred on Service members (who have been elected to this category for their service in the Australian Defence Force) and Long Service members (who have been elected to this category for their long and continuous membership of the Club) and certain other members, and are consistent with such benefits authorised at the Club's AGMs in recent years.
- Ordinary Resolution 4 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

General Notes and Voting Information

- Each Ordinary Resolution will be passed if at least a simple majority of those members who are present and cast their votes on the Ordinary Resolution (being entitled to do so), vote in favour of it. In accordance with existing Rules 10.5, 10.6A, 10.12 and 16.1 of the Constitution, the following members who attend the meeting are entitled to vote on the Ordinary Resolutions:
 - a) all financial Ordinary members who were Ordinary members prior to the Club's 2017 Annual General Meeting;
 - b) all financial Ordinary members who became Ordinary members of the Club after the Club's 2017 Annual General Meeting and have held at least 1 year's continuous membership from the date of their admission to the Club's membership; and
 - c) all Life members.
- In accordance with Rule 3.1(o) of the Constitution, each Special Resolution will be passed only if at least a seventy five percent (75%) majority of the members present and voting (being eligible to do so) vote in favour of the resolution.
- In accordance with Rules 10.5(e), 10.6A, 10.12, 16.1 and 46.1 of the Constitution, the following members who attend the meeting are entitled to vote on the Special Resolution:

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- a) all financial Ordinary members who were Ordinary members prior to the Club's 2017 Annual General Meeting;
 - b) all financial Ordinary members who became Ordinary members of the Club after the Club's 2017 Annual General Meeting and have held at least 1 year's continuous membership from the date of their admission to the Club's membership; and
 - c) all Life members.
- Each Special Resolution must be considered as a whole and the substance of the resolutions cannot be amended by motions from the floor of the meeting.
 - For the avoidance of doubt, Junior members are prohibited from attending or voting at any general meeting voting under the Club's Constitution.
 - Members will be given a reasonable opportunity to speak and ask questions at the meeting.
 - Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act 1976 (NSW).

By direction of the Board

LUKE COOMBS
Acting Chief Executive Officer