NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Maitland City Bowls, Sports & Recreation Club Ltd ABN 64 000 912 005 ("the Club") will be held on Sunday, 25 October 2026 at 10:00am at the Club's premises at 14 Arthur Street, Rutherford NSW 2320.

BUSINESS

1. Apologies and a Minutes Silence for Deceased Members.
2. To confirm the Minutes of the previous Annual General Meeting.
3. To receive and consider the Report of Directors.
4. To receive and consider the Financial Report.
5. To receive and consider the Auditors Report.
6. To consider recommendations from the Board of Directors for Life membership.
7. To consider resolutions as listed.
8. Any other business of which proper notice has been given.

RESOLUTION 1
– ORDINARY RESOLUTION

To consider, and if thought fit, to pass the following ordinary resolution:

"That pursuant to the Registered Clubs Act 1976, the members hereby approve and agree to the members of the Board, during the period preceding the next Annual General Meeting, receiving the following benefits having a total value not exceeding $35,000 and the members further acknowledge that the benefits outlined in paragraphs (1) to (7) below are not available to members generally, but only to the Directors of the Club (and those other persons identified in this Resolution):

1. Reasonable meals and refreshments for each Director in conjunction with each Board or Committee meeting;
2. Reasonable costs or expenses in relation to the professional development and education of Directors including:
   (i) attending meetings of associations of which the Club is a member or Directors of the Club are members;
   (ii) attending other registered clubs or gaming venues for the purposes of observing their facilities and methods of operation;
   (iii) attending conferences and training sessions in relation to their roles and responsibilities under the Registered Clubs Act 1976, the Corporations Act 2001 and any other relevant legislation;
3. Reasonable costs or expenses of attending functions whilst representing the Club with partners where appropriate;
4. Reasonable costs or expenses of travelling by either private or public transport to and from Directors' or other duly constituted meetings, held at places other than the Club;
5. Reasonable costs or expenses in relation to the provision of uniforms and other Club monogrammed apparel for the use of each Director when representing the Club; and
6. The provision of a total of four (4) reserved parking spaces at the Club for the Director's use when attending the Club to carry out their duties.
7. Reasonable costs or expenses in relation to the provision of a Christmas hamper for each Director."

EXPLANATORY NOTES

- Pursuant to the requirements of the Registered Clubs Act 1976 (Registered Clubs Act) the Club is required at each Annual General Meeting to have approved by ordinary resolution, the benefits to be provided to the Directors of the Club. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act.
- To be passed, Resolution 1 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote and who vote on the Resolution.
- Life Members, financial Voting Members and financial Premium Social Members are entitled to vote on the Resolution.
- The Board recommends Resolution 1 to the meeting.

Club Maitland City

RESOLUTION 2

– ORDINARY RESOLUTION

To consider and if thought fit, to pass the following ordinary resolution:
"That pursuant to the Registered Clubs Act 1976, the members hereby approve and agree to the members of the Board, during the period preceding the next Annual General Meeting, receiving honoraria to the positions named and for the sums referred to below, in respect of services rendered to the Club and the members further acknowledge that the honoraria are not available to members generally but only to those members who are Directors of the Club:

1. $9,000 to the Chairperson;
2. $7,500 to the Deputy Chairperson;
3. $8,000 to the Treasurer; and
4. $7,000 to each other Director".

EXPLANATORY NOTES

- Pursuant to the requirements of the Registered Clubs Act the Club is required to have the honoraria for Directors approved by the members at the Annual General Meeting. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act.
- To be passed, Resolution 2 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote and who vote on the Resolution.
- Life Members, financial Voting Members and financial Premium Social Members are entitled to vote on the Resolution.
- The Board recommends Resolution 2 to the meeting.

RESOLUTION 3

– SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following special resolution:

"That, the Constitution of Maitland City Bowls, Sports & Recreation Club Ltd be amended as follows:

1. The insertion and updating of defined terms into Rule 2 and corresponding updating of terms in the Constitution to reflect such defined terms to improve the readability of the Constitution as a whole;

2. Amend Rule 11 by inserting the words "or her" after the words "Club in respect of his".

3. Amend Rule 22(d)(iv) by inserting the words "as determined by the Board from time to time" after the word "subscription".

4. Amend Rule 27(a)(i) by inserting the word "and" at the end of the sentence.

5. Amend Rule 28(a) by deleting the word "Any" and replacing it with the word "A".

6. Amend Rule 28(b) by inserting the words "or any interstate club (as defined in the Registered Clubs Act)," after the words "of any registered club".

7. Amend Rule 28(c) by deleting the word "Any" and replacing it with the word "A".

8. Insert new Rule 40(c) as follows:
   "(c) If the annual subscription of a member remains unpaid for three (3) months after the due date for payment, that member shall automatically cease to be a member of the Club and the Chief Executive Officer shall record in the Register of Members that the person has ceased to be a member. Cessation under this Rule does not relieve the person of liability for any money owing to the Club at the date of cessation."

9. Amend Rule 41(a) by deleting the words "paragraph (b) of this Rule 40" and inserting the words "40(c)".

10. Amend Rule 44(c) by deleting the word "a" at the front of the sentence and inserting the word "A".

11. Amend Rule 45(a)(i) by inserting the words ", or emailed to the last known email address, " after the words "member's last known address".

12. Amend Rule 45(c) by deleting he word "to" before the words "section 77" and inserting the word "with". Delete the letter "d" and insert the letter "h".

13. Amend Rule 45(c)(i) be deleting the word "then" and inserting the words "at the time".

14. Delete Rule 45(c)(ii) in its entirety.

15. Delete Rule 45(c)(iv) in its entirety.

16. Amend Rule 45(c)(vi) now new Rule 45(c)(iv) by inserting the words "or vapes" after the word "smoke".

17. Add a new Rule 45(d) as follows:

"(d) The Chief Executive Officer or subject to paragraph (e) of this Rule 45 an employee of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

(i) who has engaged in conduct in breach of the rules of the gaming area applicable from time to time; or

(ii) who, for the purposes of prostitution, engaged or uses any part of the premises of the Club; or

(iii) who hawks, peddles or sells any goods on the premises of the Club; or

(iv) who may benefit from a break in play of the gaming machines on the premises for responsible gambling purposes."

18. Amend Rule 45(d), now Rule 45(e), by inserting the words "or Rule 45(d)" after the words "to Rule 45(c)". Delete the words "Rule 45(g)" and insert the words "Rule 45(h)".

19. Amend Rule 45(j) by deleting the words ", (b) or (c)".

20. Amend Rule 45(j)(i) by deleting the word "Committee" and inserting the word "Board".

21. Insert a new Rule 45A as follows:

"**COMPLIANCE WITH LAWS, ANTI-MONEY LAUNDERING AND COUNTER-TERRORISM FINANCING**

45A.
(a) The Club is a reporting entity for the purposes of the AML/CTF Act and provides designated services (including services relating to the operation of gaming machines) to members and other persons.

(b) The Club may require any member, any applicant for membership and any other person to whom the Club provides or proposes to provide any service:

(i) to provide, and to keep current, such information and documents as the Club requires to verify the person's identity;

(ii) where the Club considers it necessary or desirable, to provide information and documents concerning the person's source of funds or source of wealth; and

(iii) to answer such other enquiries as the Club considers necessary or desirable to comply with its obligations under the AML/CTF Act (including any obligation to carry out enhanced customer due diligence).

(c) The Club may decline to provide any service to a person (including the payment of any prize or other money) unless and until the person complies with a requirement made under Rule 45A(b)."

22. Insert a new Rule 45B as follows:

"45B.
Despite anything else in this Constitution, the Club may take whatever action the Board or the Chief Executive Officer considers necessary or desirable to comply with any law that applies to the Club, including the AML/CTF Act, and with any

policy adopted by the Club concerning liquor, gaming or harm minimisation. Without limitation, the Club may on that basis:

(a) refuse any person (including a member) entry to, or require them to leave, any part of the Club's premises;

(b) decline, limit or suspend the provision of any service to any person (including a member); and

(c) suspend or terminate a member's membership.

Rule 45 does not apply to action taken under this Rule 45B, the rules of procedural fairness and natural justice are excluded, and the Club is not required to give reasons."

23. Insert a new Rule 45C as follows:

"45C
The Club is not required to disclose to any person (including the person affected and any member), and may withhold, any reason for, or any information concerning, the exercise of a power under Rule 45A, Rule 45B or Rule 45E where the disclosure would, or in the opinion of the Board might, contravene any law (including any prohibition on disclosure under the AML/CTF Act) or prejudice the Club's compliance with any law."

24. Insert a new Rule 45D as follows:

"45D
Neither the Club nor any director, the Chief Executive Officer or any employee of the Club is liable to any person for any loss, damage or inconvenience arising from the exercise in good faith of a power under Rules 45A to 45C."

25. Insert a new Rule 45E as follows:

"RESPONSIBLE GAMBLING AND EXCLUSION

45E.
(a) The Club may, in accordance with the Club's responsible service of alcohol policy or responsible conduct of gambling policy (if any), exclude any member or any other person, either with or without that person's consent, from the whole or any part of the Club's premises (including any gaming area), for such period and on such conditions as the Club determines.

(b) Without limiting Rule 45E(a) or Rule 45(c)(v), the Chief Executive Officer or the senior employee of the Club then on duty may refuse admission to, remove or exclude from the Club's premises (or any part of them) any member or other person whom they reasonably apprehend:

(i) has excluded themselves from the whole or any part of the Club's premises, or of any other licensed premises, under any self-exclusion scheme or agreement; or

(ii) has been excluded or banned from, or refused entry to, any other licensed premises under any gambling-related exclusion scheme (including any scheme established under the Gaming Machines Act); or

(iii) is the subject of an exclusion, ban or barring notice under a term of a Liquor Accord, or is a person whom the Club is authorised or required, under a term of a Liquor Accord or the conditions of the Club licence, to refuse entry to or remove from the Club's premises;

and that power may be exercised whether or not the person is on the Club's premises at the time. The exercise of the power must be reported to the Board as soon as practicable.

(c) A member who enters or attempts to enter the Club's premises (or any part of them) in breach of an exclusion under this Rule 45E, of a self-exclusion scheme or agreement to which the member is party, or of an exclusion, ban or barring notice under a Liquor Accord, engages in conduct prejudicial to the interests of the Club for the purposes of Rule 45.

(d) The Board may at any time vary or revoke an exclusion imposed by the Club under this Rule 45E, but may not vary or revoke an exclusion arising under a Liquor Accord otherwise than in accordance with the accord.

(e) The provisions of Rule 45 and the principles of procedural fairness and natural justice do not apply to the exercise of a power under Rules 45E(a) or (b), and neither the Club nor any director, the Chief Executive Officer or any employee of the Club is liable to any person for any loss, damage or inconvenience arising from the exercise of a power in good faith under this Rule 45E."

26. Delete Rule 50(b) and replace as follows:

"(b) At least four (4) of the seven (7) elected directors referred to in Rule 50(a)(i) must at all relevant times be registered and financial members of Bowls NSW Limited (each a "Registered Bowler"). For the purposes of this Constitution, a Life member of the Club is included as, and to be treated as, a Registered Bowler. This minimum is calculated by reference to the elected directors only and can only be satisfied from within that elected cohort. For the avoidance of doubt, a person appointed to the Board under Rule 50(a)(ii) is not an elected director, is not counted towards this minimum (whether or not the Board for the time being comprises nine (9) members), and is not required to be a Registered Bowler. A director who is a Registered Bowler must remain a Registered Bowler for the duration of their tenure until the date of installation of the next duly elected board, and if a director who is a Registered Bowler ceases to be a Registered Bowler, Rule 84(i) applies."

27. Renumber Rule 50(c)by making it new Rule 50(e).

28. Insert new Rule 50(c) as follows:

"(c) A candidate or person must be a Registered Bowler at the time of their nomination or appointment to be treated as a Registered Bowler for the purposes of Rule 50(b). If, on any election or appointment of one or more directors (whether at an Biennial General Meeting, or to fill a casual vacancy under Rule 85 or Schedule 4 as set out in Rule 54), the number of directors who are Registered Bowlers would otherwise be fewer than four (4), then notwithstanding Rule 53:

(i) on an election, that number of Registered Bowler candidates equal to the deficiency who received the highest number of votes shall be declared elected in priority to candidates who are not Registered Bowlers, and any remaining vacancies shall then be filled by the candidates (whether or not Registered Bowlers) who received the highest number of votes;

(ii) on an appointment by the Board to fill a casual vacancy under Rule 85, the Board must appoint a Registered Bowler, in each case to the extent necessary to ensure that at least four (4) directors are Registered Bowlers. For the avoidance of doubt, this Rule 50(c)(ii) does not apply to, and does not require the appointment of a Registered Bowler in respect of, a person appointed to the Board under Rule 50(a)(ii); and

(iii) If, despite the operation of this Rule 50(c), there are insufficient Registered Bowler candidates who are validly nominated (in the case of an election) or who are eligible and willing to be appointed (in the case of an appointment) to enable the minimum of four (4) Registered Bowlers required by Rule 50(b) to be met, then: (A) the requirement in Rule 50(b) is to be satisfied to the greatest extent then practicable; (B) the shortfall does not invalidate the election or appointment of any director, the constitution of the Board, or any act or proceeding of the Board; and (C) the Board must take reasonable steps to fill the shortfall with a Registered Bowler as soon as reasonably practicable, including by appointment to a casual vacancy under Rule 85."

29. Add a new Rule 50(d) as follows:

"(d) Only a director who is a Registered Bowler is eligible to hold the office of Chairperson or Deputy Chairperson, and a person holding the office of Chairperson or Deputy Chairperson must remain a Registered Bowler for the duration of their tenure in that office."

30. Amend Rule 51 by deleting the words "twenty-five (25)" and inserting the words "thirty-seven (37)". Insert the words "or who does not hold a director identification number under Part 9.1A of the Act at the close of nominations (or, in the case of an appointment to fill a casual vacancy under Rule 85, at the time of appointment)," before the words "shall be eligible to take part".

31. Amend Rule 53(a) by deleting the words "by nominating" and inserting the words "may nominate". Delete the words "and 50(b)". Delete the words "an office-bearer or other Director" and insert the words "a director".

32. Amend Rule 53(b) by inserting the words "or her" after the word "his", and inserting the words "and must state the candidate's director identification number".

33. Insert new Rule 53(f) as follows:

"(f) If there is an equality of votes between two or more candidates for the final ordinary director vacancy, and the tie must be resolved to determine who is elected, the result shall be determined by lot (drawn from the hat)."

34. Amend Rule 53(e) by deleting the word "committee" and inserting the word "Board".

35. Insert the word "Electioneering" as a heading above Rule 55.

36. Insert the words "By-Laws" as a heading above Rule 59.

37. Amend Rule 72 by deleting the word "Any" and inserting the words "In accordance with the Registered Clubs Accountability Code, ".

38. Amend Rules 72(a)- (c) by deleting the word "any" and inserting the word "a".

39. Amend Rule 72(d) by deleting the word "any" in the Rule. At the beginning of the sentence, insert the word "a". Delete the words "of an amount".

40. Amend Rule 72(e) by deleting the word "Corporations".

41. Insert the words "Register of Interests" as a heading, after Rule 74.

42. Insert the words "Prohibition on Directors with Material Personal Interests from Voting" as a heading, after Rule 76.

43. Amend Rule 77 by deleting the words "unless an exception is applicable as permitted by Section 195 of the Act.".

44. Insert the words "Provision of Information to Members" as a heading before Rule 78.

45. Amend Rule79(a)(i) by inserting the words "(as defined in the Registered Clubs Accountability Code)" after the words "pecuniary interest".

46. Delete Rule 79(b).

47. Amend Rule 80(a)(ii) and Rule 80(a)(iii) by deleting the word "any" and inserting the word "a".

48. Amend Rule 81 by deleting the words "the Top Executive's" from paragraph (a) of this Rule. Delete the words "the" and "of the Top Executive" from paragraph (c) of this Rule. Delete the words "the" and "the Top Executive's" from paragraph (d) of this Rule.

49. Insert new Rule 84(i) as follows:

"(i) If he or she is a director who is required to be, or is counted as, a Registered Bowler for the purposes of Rule 50(b) and ceases to be a Registered Bowler, and does not resume being a Registered Bowler within sixty (60) days after so ceasing (or such longer period as the Board may resolve), in which case his or her office is automatically vacated at the end of that period. This Rule 84(i) does not apply to a person appointed to the Board under Rule 50(a)(ii)."

50. Insert new Rule 84(j) as follows:

"(j) If he or she ceases to hold a director identification number as required by Part 9.1A of the Act."

51. Amend Rule 85A by deleting the word "Biennial" and inserting the word "Annual".

52. Amend Rule 89(d) by deleting both times the word "Corporations" from this Rule.

53. Amend Rule 93 by deleting the word "case" and inserting the word "cast".

54. Amend Rule 103 by moving the words "as the proxy of another person" under subclause (b) of the Rule.

55. Amend Rule 112 by making it subclause 112(a). Insert new Rule 112(b) as follows:

"(b) The Chief Executive Officer and any Manager of the Club must comply with any training requirements as required by the Registered Clubs Act or the Registered Clubs Regulation."

56. The making of any cross-referencing, numbering or other changes required to give effect to the above amendments.

EXPLANATORY NOTES

- A marked-up version of the Constitution is available by contacting the Club reception.
- The proposed amendments modernize the Constitution by updated defined terms, statutory references and terminology to align with the Registered Clubs Act ("RCA"), Registered Clubs Regulation, Registered Clubs Accountability Code and the Anti-Money Laundering and Counter-Terrorism Financing Act ("AMLCTF").
- The proposed amendments update the Club's disciplinary and removal provisions, including providing additional powers to the Chief Executive Officer. Amendments also apply to temporary membership eligibility (as reflected in the RCA), issuing notices by email, updating provisions to include conduct relating to gaming-area conduct, responsible service of alcohol, responsible conduct of gambling, self exclusion and Liquor Accord related exclusions.
- The proposed amendments clarify the powers and responsibilities of the Chief Executive Officer, Managers and the Board in administering the Constitution and ensuring compliance with applicable laws and Club policies and the requirements for Registered Bowlers.
- The proposed amendments introduce and clarify provisions relating to the Club's compliance obligations, including AML/CTF compliance, identity verification, source of

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funds and wealth enquiries, enhanced customer due diligence, refusal or suspension of services, and the Club's ability to take action required by law or Club policies relating to liquor, gaming and harm minimisation.

- The proposed amendments improve the readability and operation of the Constitution by adding headings, updating cross-references and correcting numbering.
- Procedural Matters in Relation to the Special Resolution:
  1. To be passed the Special Resolution must receive votes in its favour 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.
  2. Only Life Members, financial Voting Members and financial Premium Social Members are entitled to vote on the Resolution.
  3. Under the Registered Clubs Act:
     - Members who are employees of the Club are not eligible to vote; and
     - Proxy voting is prohibited.
- The Board recommends Resolution 3 to the meeting.

RESOLUTION 4

– SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following special resolution:

"That, the Constitution of Maitland City Bowls, Sports & Recreation Club Ltd be amended as follows:

1. Amend Rule 50(a)(i) by deleting the words ", who shall comprise" and inserting the words "being". Deleting the words "Treasurer and four (4) Ordinary" and inserting the words "five (5) other". Deleting the words "biennially (that is, every two years)" and insert "in accordance with the triennial rule set out in Rule 54" after the word "elected".

2. Amend the newly included Rule 50(c) by deleting the word "Biennial" and inserting the word "Annual".

3. Insert new Rule 50(f) as follows:

   "(f) At the first meeting of the Board held after each election of directors, the first item of business shall be for the directors to elect from among themselves, subject to Rule 50(d), a Chairperson and a Deputy Chairperson, each of whom shall (subject to this Constitution) hold that office for the term of the triennial election. The directors may at any time by ordinary resolution passed by a majority of the directors present and voting remove a director from the office of Chairperson or Deputy Chairperson and elect another eligible director to that office. A director who ceases to hold, or is removed from, the office of Chairperson or Deputy Chairperson otherwise continues in office as a director."

4. Amend Rule 53(b) by deleting the word "Biennial" and inserting the word "Annual".

5. Amend Rule 53(c) by deleting the word "Biennial" and inserting the word "Annual".

6. Amend Rule 53(g) by deleting the words "Biennial" and inserting the word "Annual".

7. Amend Rule 54 by adding the Heading "Triennial Rule". Insert the words ", other than any person appointed to the Board under Rule 50(a)(ii)" after the words "adopting this Constitution". Delete the word "first" after the words "Annual General Meeting". Delete the words "after the date of the resolution adopting this Constitution" and insert the words " in 2027". Make a new sentence and insert the words "A person appointed to the Board under Rule 50(a)(ii) holds and ceases to hold office in accordance with the Registered Clubs Act and Registered Clubs Regulation and

does not retire under this Rule. The Annual General Meeting to be held in 2027 will be the first general meeting at which the triennial rule applies, and the Board shall be elected at that meeting, and at each subsequent Annual General Meeting, in accordance with Schedule 4 of the Registered Clubs Act (which is set out below)." Insert the Triennial Rule as found in Schedule 4 of the Registered Clubs Act.

8. Amend Rule 85A by deleting the word "Biennial" and inserting the word "Annual".

9. Delete Rule 113, including the heading "Honorary Treasurer".

10. The making of any cross-referencing, numbering or other changes required to give effect to the above amendments.

EXPLANATORY NOTES

- A marked-up version of the Constitution is available by contacting the Club reception.
- The proposed amendments revise the Board structure and election provisions, including the number and eligibility of directors, appointment of Chairperson and Deputy Chairperson, and adoption of the triennial rule.
- Until the next Annual General Meeting, the offices of Chairperson, Deputy Chairperson and Treasurer each remain, held by the persons currently holding them as offices elected directly by the members. Any election held

EXPLANATORY NOTES cont…

before the next Annual General Meeting will not involve members directly electing the Chairperson or Deputy Chairperson. With effect from when the triennial rule, in Rule 54 operates:

  - the office of Treasurer is abolished; and
  - the Chairperson and Deputy Chairperson are appointed by the directors from amongst themselves under Rule 50(f) and are no longer elected directly by the members.

- The proposed amendments improve the readability and operation of the Constitution by updating cross-references, correcting numbering and deleting obsolete provisions, including the Honorary Treasurer rule.
- Procedural Matters in Relation to the Special Resolution:

  1. To be passed the Special Resolution must receive votes in its favour 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.
  2. Only Life Members, financial Voting Members and financial Premium Social Members are entitled to vote on the Resolution.
  3. Under the Registered Clubs Act:
     - Members who are employees of the Club are not eligible to vote; and
     - Proxy voting is prohibited.

- The Board recommends Resolution 4 to the meeting.

Ian Martin
Chief Executive Officer / Secretary
22nd September 2026