LAURIETON UNITED SERVICES CLUB LTD

ABN 44 000 969 522

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 54th Annual General Meeting of **LAURIETON UNITED SERVICES CLUB LTD** ABN 44 000 969 522 will be held at the Club premises, Seymour Street, Laurieton on Sunday 22 November 2026 at 10:30am.

BUSINESS

1 Chairman to declare meeting open.

2 Apologies.

3 Adoption of minutes of the previous Annual General Meeting of the Club.

4 To receive and consider the Financial Statements for the period ended 30 June 2026 (*).

5 To receive the reports of the President and General Manager (*).

6 To consider and, if thought fit, to pass each of the Ordinary Resolutions (as listed below).

7 To consider and, if thought fit, to pass each of the Special Resolutions to amend the Club's Articles of Association (as listed below).

8 To consider and, if thought fit, to pass the Life Membership Resolution (as listed below).

9 To notify members of each amalgamation offer that the Club has received from another club within the prior 12 months (if any).

10 Any general business of which the General Manager has been given due notice.

(*) These reports are available on the Club's website (www.laurietonclub.com.au) and are also available from the Club on request.

ORDINARY RESOLUTIONS

Ordinary Resolution 1

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

1 The members hereby approve and agree to reasonable expenditure by the Club for professional development and education of Directors until the next Annual General Meeting, being:

(a) the reasonable cost of Directors attending at meetings of ClubsNSW and the Club Managers' Association Australia, including their Annual General Meetings, Conferences and Trade Shows;

(b) the reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;

(c) the reasonable cost of Directors undertaking formal training activities as may be determined by the Board from time to time;

(d) the reasonable cost of Directors attending other clubs or similar types of businesses, or other facilities similar to those operated or proposed to be operated by the Club, for the purpose of viewing and assessing their facilities and methods of operation; and

(e) the issue of a suitable uniform to each Director as required.

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

Explanatory Notes – Ordinary Resolution 1

1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.

2 If Ordinary Resolution 1 is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting in relation to duties performed by the Club's Directors. This expenditure is considered necessary to keep the Club up to date with current trends and developments which may have a significant bearing on the Club's operations and the way in which the Club conducts its business, and, for the Club to play its role in the industry and community.

Ordinary Resolution 2

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

1 The members hereby approve and agree to reasonable expenditure by the Club for the following expenditure and benefits:

(a) the reasonable cost of a meal and beverage for each Director immediately before, during or immediately after a Board or Committee meeting;

(b) reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure; and

(c) reasonable expenses incurred by Directors in attending Club activities and functions including entertainment with partners where appropriate, provided the expenses are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.

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 and those members directly involved in the above activities.

Explanatory Notes – Ordinary Resolution 2

1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.

2 If Ordinary Resolution 2 is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting in relation to duties performed by the Club's Directors.

Ordinary Resolution 3

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

1 The members hereby approve and agree to reasonable expenditure by the Club for:

(a) a Christmas dinner in the Club for each of the seven (7) Directors and their partners together with four (4) members of senior management and their partners; and

(b) a Christmas hamper for each Director.

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

Explanatory Notes – Ordinary Resolution 3

1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.

2 If Ordinary Resolution 3 is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting by hosting a dinner and providing hampers to each of the Club's Directors for Christmas 2026.

Ordinary Resolution 4

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

1 The members approve and agree to reasonable expenditure by the President on goods and services provided by the Club, and as approved by the Board, to provide hospitality (including reasonable food and/or refreshments) and for reasonable costs and expenses of entertainment for:

(a) any Patron of the Club or any prominent citizen or local dignitary visiting the Club;

(b) special guests of the Club;

(c) promotional activities approved by the Board;

(d) volunteers or other persons participating in special events held by, or sponsored by, the Club; and

(e) the reasonable promotion of the Club and its activities.

2 The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only to the President, and to those members that may receive such goods and services.

Explanatory Notes – Ordinary Resolution 4

1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.

2 If Ordinary Resolution 4 is passed, the members approve reasonable expenditure by the President until the next Annual General Meeting in relation to certain goods and services provided by the Club. The expenditure is considered necessary for the Club to play an important role in the industry and community.

Ordinary Resolution 5

That pursuant to the *Registered Clubs Act 1976* (NSW) the members approve and agree to an honorarium of:

(a) $8,000 be paid to the President;

(b) $6,000 be paid to each Vice President; and

(c) $5,000 be paid to each other Director,

plus any applicable superannuation, until the next Annual General Meeting.

Explanatory Notes – Ordinary Resolution 5

1 Under section 10(6)(b) of the Registered Clubs Act, honoraria can only be paid if approved by an ordinary resolution of the members entitled to vote in the election of the Board.

2 If Ordinary Resolution 5 is passed, the members approve and agree to an honorarium of $8,000 be paid to the President, $6,000 be paid to each Vice President, and $5,000 be paid to each other Director, plus any applicable superannuation.

SPECIAL RESOLUTIONS

Special Resolution 1

That the Articles of Association of Laurieton United Services Club Ltd be amended by:

- deleting existing Article 36 and inserting the following new Articles 36, 36A and 36B:

"36 Until the election held in connection with the 2027 Annual General Meeting:

(a) the Board shall be elected biennially and those elected shall be declared elected at the Annual General Meeting in respect of which an election is held; and

(b) the members of the Board shall hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.

36A (a) In this Article:

***"triennial rule"** means this Article 36A which provides for the election of members of the governing body in accordance with Schedule 4 of the Registered Clubs Act; and*

***"year"** means the period between successive Annual General Meetings.*

(b) On and from the election of the Board in 2027, the Board will be elected in accordance with the triennial rule, and Article 36 will no longer apply.

(c) The Directors elected to the Board in 2027 shall be divided into 3 groups, and such groups shall be:

(i) determined by drawing lots;

(ii) as nearly as practicable equal in number; and

(iii) designated as 'Group 1', 'Group 2', and 'Group 3'.

(d) Unless otherwise disqualified, the Directors:

(i) in Group 1 shall hold office for 1 year;

(ii) in Group 2 shall hold office for 2 years; and

(iii) in Group 3 shall hold office for 3 years.

(e) At each Annual General Meeting held while the triennial rule is in force (other than the 2027 Annual General Meeting) the number of Directors required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

(f) A person who fills a casual vacancy in the office of a Director elected in accordance with this Article 36A shall, unless otherwise disqualified, hold office until the next succeeding Annual General Meeting.

(g) The vacancy caused at an Annual General Meeting by a person ceasing to hold office under Article 36A(f) shall by filled by election at the Annual General Meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the

casual vacancy initially filled by the person who ceased to hold office at the Annual General Meeting.

(h) A person whose term of office as a Director under the triennial rule expires is not for that reason ineligible for election for a further term.

36B No member who is unfinancial or who is under suspension shall be elected to office as a director or as a member of any committee. A member shall not perform duties as holder of any office or member of any committee while that member remains unfinancial or during a period of suspension."

- deleting the preamble words of Article 37 and replacing them with the following:

  "The election of the Board of the Club shall be as follows:"

- amending Article 37(d)(ix) by adding the following sentence:

  "The positions on the Board up for election at a particular Annual General Meeting will be filled in the order of preference based on term length of the positions, from the longest term length to the shortest term length."

- deleting existing Article 53 and replacing it with the following new Article 53:

  "53 The Board may at any time appoint any eligible member to the Board to fill a casual vacancy."

Explanatory Notes – Special Resolution 1

1 The Special Resolution proposes to amend the Articles of Association to introduce the 'triennial rule' set out in Schedule 4 of the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**). This is a rule that many clubs have adopted. It relates to the manner in which a club's Board of directors are elected.

2 In summary, the triennial rule is intended to give more stability to a Club's governance by limiting the number of directors that may change at any one time, enhancing the Club's ability to secure long-term success by the Club's Board of Directors applying a strategic application to the election process.

3 These notes set out a non-exhaustive explanation of the proposed changes.

Current election cycle

4 The Club currently follows a biennial election system, under which Board elections occur every 2 years and each new Board member elected remains in office for a term of 2 years. This means that currently, the entirety of the Club's Board changes every 2 years.

5 The Special Resolution would replace the Club's current biennial election system with the triennial election system for the election of the Board of Directors, to take effect from 2027. Existing Article 36 will be maintained (but edited) to reflect the current biennial system.

Proposed changes

6 If this change to the election system is introduced, the Club will hold a Board election prior to each Annual General Meeting (**AGM**) – with the positions to be declared elected at the AGM – but only a certain number of positions will be elected in each year.

7 If the Special Resolution is passed, then for the 2027 Board election only:

(a) all current directors will vacate their positions and the members will elect 7 members to the Board (in accordance with the standard procedures under the Articles of Association);

(b) the elected directors will then be divided into three groups by drawing lots; and

(c) the elected directors in each group would hold office for the following period:

(i) Group 1 – term of office of 1 year;

(ii) Group 2 – term of office of 2 years; and

(iii) Group 3 – term of office of 3 years.

8 At each subsequent AGM, only a certain group of directors will vacate their position beginning with Group 1. Those incoming directors will then be elected for a term of 3 years.

9 This will then result in a cycle of 2 Board positions coming up for election in each of the first 2 years, and 3 Board positions coming up for election in the 3rd year.

10 This process means that there is a cyclical change to part of the Club's Board every year (given that only a certain number of directors are required to step down), as opposed to the Club's current election system which provides that the *entirety* of the Club's Board is changed every 2 years.

11 The adoption of the triennial rule will provide greater Board stability and allows for transitional change to Board succession. After each annual election, the Board will retain at least a majority (i.e. at least 4 out of 7) of the directors who will be familiar with those projects in which the Club is engaged at that time.

12 The triennial rule will also reduce the likelihood of wholesale changes to the Board, providing greater opportunity for the Board to develop and implement strategic plans. This enhanced stability and continuity of the Board also facilitates the transfer of valuable knowledge and experience between Directors.

13 The ability to pass on valuable experience and knowledge between Board members is becoming increasingly more important as clubs are facing greater regulatory requirements and more complex compliance obligations.

14 Any member appointed to fill a casual vacancy would hold office until the next AGM. However, that vacancy will be filled by an election held just prior to that AGM (with the position to be declared elected at the AGM) and the elected director will serve for the balance of the term of the director who caused the vacancy in the first place.

15 As there sometimes may be an election held for positions that will have 3 years, along with an additional casual vacancy, the amendment to Article 37(d)(ix) will clarify that the order will be based on the length of the term.

16 The change to Article 53 avoids any inconsistency with new Article 36A such that any casual vacancy is filled by a person who holds office until the next AGM, before a person is elected and then holds office for the remainder of that position's term in accordance with the triennial cycle.

Special Resolution 2

That the Articles of Association of Laurieton United Services Club Ltd is amended by deleting in existing Article 37(d)(i) the words "over three days being Friday, Saturday and Sunday in the week before the Annual General Meeting, such that voting will close at 7pm on the Sunday which is" and replacing them

with the words "over ten consecutive days, commencing on the Friday falling two weeks before the Annual General Meeting and closing at 7pm on the Sunday falling", so that new Article 37(d)(i) reads as follows:

> *"(i) The ballot for the number of positions on the Board up for election in that year will take place at each of the Club's premises, between the hours of 10am and 7pm over ten consecutive days, commencing on the Friday falling two weeks before the Annual General Meeting and closing at 7pm on the Sunday falling one week before the Annual General Meeting."*

Explanatory Notes – Special Resolution 2

1	If Special Resolution 2 is passed, existing Article 37(d)(i) will be amended to extend the voting period by 7 additional days (from 3 to 10 days), for a ballot required if the number of candidates up for election to the Board exceeds the number required to be elected.
1	Voting will commence on the Friday falling two weeks before the AGM and continue through to the following Sunday in the week before the AGM, during the existing voting hours of 10am to 7pm. The conclusion time for voting remains the same, being Sunday 7pm one week before the AGM.
2	The purpose of this proposed amendment is to provide members with greater flexibility and opportunity to vote, to encourage greater member participation in Board elections.

Life Membership Resolution

That pursuant to Article 14(a) of the Articles of Association of Laurieton United Services Club Ltd, Anne Burton (Member No. 5472) be elected as a Life Member of the Club.

Explanatory Notes – Life Membership Resolution

1	Under Article 14(a) of the Club's Articles of Association, a member who has rendered outstanding service to the Club and who having being recommended for Life membership of the Club by the Board may be elected to Life membership.
2	Anne served on the Club's Board for 11 years. During that time, she also held the position of Welfare Officer.
3	Anne is a Foundation Member and Life Member of the Laurieton United Services Travel Club, where she continues to hold the positions of President and Treasurer.
4	Anne has had a longstanding association with the Australian Red Cross, serving as President for five years and as Treasurer for a further eight years. Through this time, she organised five Red Cross fundraising events, “redfaces” at the Club, and also participated in disaster relief efforts, including travelling to Queensland following Cyclone Yasi and to Moree to assist with flood relief efforts.
5	Anne has made a significant contribution to the Laurieton community over many decades through her involvement with a number of community and charitable organisations which apart from the abovementioned groups, also includes Meals on Wheels and Ladies Probus. She has demonstrated a consistent commitment to volunteering, leadership and supporting others.
6	The Board recommends Anne Burton be elected to Life membership.
7	If this Life Membership Resolution is passed, Anne Burton will be elected as a Life Member of the Club.

General Notes

1 To be passed, each Ordinary Resolution must receive votes in its favour from a simple majority of those members present and voting who, being eligible to do so, vote on the resolution.

2 To be passed, each Special Resolution must receive votes in its favour from at least a three quarters majority of those members present and voting who, being eligible to do so, vote on the Special Resolution.

3 To be passed, the Life Membership Resolution must receive votes in its favour from a simple majority of those members present and voting who, being eligible to do so, vote on the resolution.

4 Financial Club Members, Sporting Members, and Life Members are entitled to vote on each Resolution. Employees of the Club are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.

5 The current Memorandum and Articles of Association are available for members on request from the Club's office.

If any financial member of the Club attending the Annual General Meeting requires clarification on any matter relating to the Financial Statements, please give your question(s) in writing to the General Manager no less than seven (7) days before the Annual General Meeting so that enquiries can be answered fully at the meeting.

BY ORDER OF THE BOARD

April Saunders
President
12the October 2026