



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Toronto RSL Memorial Club Ltd ACN 001 068 079 ("Club") is scheduled to take place on 4 May 2026 at 6.00pm in the clubrooms located at 41 The Boulevard Toronto NSW 2283.

AGENDA

- (a) To confirm the minutes of the previous Annual General Meeting held on the 6th May 2025.
- (b) To receive and consider for adoption:
 - (i) The financial report for the 12 months ending 31 December 2025;
 - (ii) The director's report; and
 - (iii) The auditor's report on the financial report.
- (c) To declare the result of the election of the Board and to conduct any further election as may be necessary or required under the constitution.
- (d) To consider the proposed resolutions:
 - (i) Resolution 1 – Ordinary Resolution – Director Expenses;
 - (ii) Resolution 2 - Ordinary Resolution – Director Professional Development & Education;
 - (iii) Resolution 3 – Ordinary Resolution – Honoraria;
 - (iv) Resolution 4 – Ordinary Resolution – Appointment of Auditor; and
 - (v) Resolution 5 – Special Resolution – Updating Constitution.
- (e) General Business

NOTE 1: Members can view the Annual Report (including the reports referred to in agenda item (b) above) on the Club's website 21 days before the Annual General Meeting. Alternatively, members can access the Annual Report by asking at the Club's reception or by calling the Club and asking for a copy to be emailed to them.

NOTE 2: If members have questions on the Financial Report, they are respectfully requested to submit them to the CEO at least seven (7) days before the Annual General Meeting so that if necessary, the matter can be appropriately researched before the Annual General Meeting.

RESOLUTIONS:

RESOLUTION 1 – ORDINARY RESOLUTION – DIRECTOR EXPENSES

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

“That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in the sum not exceeding \$10,000 (plus GST) until the next Annual General Meeting of the Club, for the following expenses, subject to approval by the Board of Directors of the Club:
 - (i) The reasonable cost of meals and refreshments for Directors whilst attending Board and special meetings of the Club and when required for duty at a Club function;
 - (ii) The reasonable costs of Directors, Social Club Committee members, regular games and function organisers and their spouses attending functions within the Club annually;
 - (iii) The cost of a Club uniform being provided to Directors; and
 - (iv) The reimbursement of reasonable out of pocket expenses incurred by Directors in the course of their duties not covered by any of the preceding paragraphs.
- (b) Directors, Social Committee members and appointed members officiating at functions or promotions conducted by the Club within the Club, may receive a reasonable number of beverage vouchers to a maximum of 3 per person and 20 per function and/or promotion.
- (c) The members acknowledge that the benefits in (a) 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 TO MEMBERS ON RESOLUTION 1

1. The purpose of Resolution 1 is to have the members in General Meetings approve an amount no greater than \$10,000 (plus GST) for expenses incurred by Directors in the performance of their duties.

Procedural Matters in Relation to the proposed Ordinary Resolution

1. To be passed, Resolution 1 must receive votes in its favour from not less than a simple majority (50%+1) of those members, who being entitled to do so (financial Ordinary Members and Life Members), who vote in person at the meeting.
2. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.
3. Employees are not allowed to vote on the resolution pursuant to the Registered Clubs Act nor the Constitution of the Club.

4. The Board of Directors of the Club recommends that members vote in favour of Resolution 1.
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RESOLUTION 2 – ORDINARY RESOLUTION – DIRECTOR PROFESSIONAL DEVELOPMENT & EDUCATION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in the sum not exceeding \$20,000 (plus GST) for the professional development and education of Directors until the next Annual General Meeting and being:
 - (i) The reasonable costs of Directors attending Clubs NSW and RSL Clubs Association conferences and annual meetings intra/interstate, to learn of advancing practices, to learn changing legal responsibilities and to benefit Club administration; and
 - (ii) The reasonable costs of Directors attending seminars, lectures, trade displays, organised tours, fact finding tours and other similar events within Australia as may be determined by the Board from time to time.
- (b) The Members acknowledge that the benefits in (a) above are not available to members generally but only for those who are Directors of the Club and their spouses who may be members.

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 2

1. The purpose of Resolution 2 is to have the members in General Meetings approve an amount no greater than \$20,000 (plus GST) for the expenditure by the Club for Directors to attend legislated training, seminars, lectures, trade displays and other similar events including the ClubsNSW Annual General Meeting. Also, to enable the Club's governing body to be kept abreast of current trends and developments, which may have a significant bearing on the nature and the way in which the Club conducts its business. Included in the above would be the attendances at functions with spouses where appropriate and required to represent the Club.

Procedural Matters in Relation to the proposed Ordinary Resolution

1. To be passed, Resolution 2 must receive votes in its favour from not less than a simple majority (50%+1) of those members, who being entitled to do so (financial Ordinary Members and Life Members), who vote in person at the meeting.
 2. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.
 3. Employees are not allowed to vote on the resolution pursuant to the Registered Clubs Act nor the Constitution of the Club.
 4. The Board of Directors of the Club recommends that members vote in favour of Resolution 2.
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RESOLUTION 3 – ORDINARY RESOLUTION - HONARARIA

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, each receiving honoraria, for the sum referred to below, in respect of his or her services rendered to the Club as a member of the governing body 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. That the President receive an honorarium the equivalent of \$30.00 per week (plus GST) and the costs of a telephone rental; and
2. Ordinary Directors receive an honorarium the equivalent of \$10.00 per week (plus GST), in respect of their services whilst that person holds office.”

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 3

1. 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.

Procedural Matters in Relation to the proposed Ordinary Resolution

1. To be passed, Resolution 3 must receive votes in its favour from not less than a simple majority (50%+1) of those members, who being entitled to do so (financial Ordinary Members and Life Members), who vote in person at the meeting.
2. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.
3. Employees are not allowed to vote on the resolution pursuant to the Registered Clubs Act nor the Constitution of the Club.
4. The Board of Directors of the Club recommends that members vote in favour of Resolution 3.

RESOLUTION 4 – ORDINARY RESOLUTION – APPOINTMENT OF AUDITOR

1. To consider and if thought fit, to pass the following ordinary resolution:
“That the members hereby approve the appointment of PKF (NSW) Audit Assurance Ltd ABN 91 850 861 839 as the auditor of Toronto RSL Memorial Club Ltd (ACN 001 068 079).”

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 4

1. The Auditor of the Club, being Evolution Audit Pty Ltd ABN 88 137 556 855 has resigned as Auditor of the Club.
2. Evolution Audit Pty Ltd ABN 88 137 556 855 has confirmed to the Club that there are no disagreements between them as the Auditor and the management or directors of the Club.
3. Jarad Sault membership number 7252 being a member of the Club, has nominated PKF (NSW) Audit Assurance Ltd ABN 91 850 861 839 on 16 February 2026 to be the new Auditor of the Club pursuant to section 328B(1) of the Corporations Act 2001 (Cth) and a copy of the nomination is attached as Annexure “A” of this Notice.
4. The Board of the Club approved the appointment of PKF (NSW) Audit Assurance Ltd ABN 91 850 861 839, subject to ASIC approving the resignation of the current Auditor and the passing of the above resolution by members at the Annual General Meeting.

Procedural Matters in Relation to the proposed Ordinary Resolution

5. To be passed, Resolution 4 must receive votes in its favour from not less than a simple majority (50%+1) of those members, who being entitled to do so (financial Ordinary Members and Life Members), who vote in person at the meeting.
6. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.

7. Employees are not allowed to vote on the resolution pursuant to the Registered Clubs Act nor the Constitution of the Club.
 8. The Board of Directors of the Club recommends that members vote in favour of Resolution 4.
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RESOLUTION 5 – SPECIAL RESOLUTION – UPDATING CONSTITUTION

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

“That the Constitution of Toronto RSL Memorial Club Limited ACN 001 068 079 is amended as follows:

1. The insertion and updating of defined terms into Rule 2(a) and corresponding updating of terms in the Constitution to reflect such defined terms to improve the readability of the Constitution as a whole;
2. The deletion of Rule 3(f) and replaced as follows:
“To promote its objectives through advertising and marketing, publishing content (online and print) and offering prizes, awards, or donations to enhance visibility and engagement.”
3. Amend Rule 3(cc) by deleting the words “Memorandum of Associate” and replace with the word “Constitution”.
4. Amend Rule 18 by deleting the words “exceed the number of Full members who do not have the right to vote in the election of the Board” and replace with the words “be not less than twenty five percent (25%) of the total number of Full Members of the Club.”
5. Amend Rule 21 by making it Rule 21(a) and add the words “(if any)” before the words “appropriate to the class”.
6. The deletion from Rule 26(a) (now Rule 23(a)) the words “not less than”, “of five (5) kilometres radius”, “or such other greater distance as may be”. The Rule should now read as “Any visitor whose permanent place of residence in New South Wales is a distance from the Club’s premises not less than that (if any) determined from time to time by the Board by By-Laws pursuant to this Constitution;”
7. Deletion of Rule 26(b)
8. Amend Rule 26(c) (now Rule 23(b)) by adding the words “ or any interstate club (as defined in the Registered Clubs Act), ” after the words “of any registered club”.
9. Deletion of Rule 26(c) (now Rule 23(c)) and replaced with “Any person over eighteen (18) years of age.”
10. Amend Rule 32(b) (now Rule 28(b)) by deleting the words “, address and occupation”.
11. The deletion of Rule 34(a)(now Rule 30(a)) the words “prescribe provided that annual subscriptions shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act” and replace with the word “determine”.
12. The deletion of Rule 35 (now Rule 31) the words “provided that it is not less than Two Dollars \$2.00 or such other minimum prescribed under the Registered Clubs Act.”
13. The insertion to Rule 39(a)(i) (now Rule 35(a)(i)) the words “, or emailed to the last known email address, ” after the words “last known address”.

14. Amend Rule 39(c) (now Rule 35(c)) by deleting the words “accordance with Section 67A of the Registered Clubs Act” and inserting the words “addition to any powers under Section 77 of the Liquor Act,”.
15. The insertion of a new Rule 39(c)(vi) (now Rule 35(c)(vi)) as follows:
“(vi) who, within the meaning of the Smoke-free Environment Act, smokes or vapes while on any part of the premises that is smoke free;”.
16. The insertion of a new Rule 39(c)(vii) (now Rule 35(c)(vii)) as follows:
“(vii) who has engaged in conduct in breach of rules of the gaming area applicable from time to time; or”.
17. The insertion of a new Rule 39(c)(viii) (now Rule 35(c)(viii)) as follows:
“(viii) who may benefit from a break in playing of the gaming machines on the premises for responsible gambling purposes.”
18. Amend Rule 39(e) (now Rule 35(e)) by deleting the words “67A of the Registered Clubs Act the employee” and replace with the words “99 of the Liquor Act the Authorised Person”.
19. The insertion of a new Rule 39(f) (now Rule 35(f)) as follows:
“(f) Without limiting Rule 35(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 35(c), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out. ”
20. The deletion of the then Rule 43.
21. The deletion to Rule 44(a) (now Rule 39) the words “every two years” and after the words “shall be elected” the insertion of the words “triennially (that is every three (3) years) in accordance with Rule 46”.
22. The deletion of Rule 44(b).
23. The insertion of a new Rule 45 (now Rule 40) as follows:
“40. The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 44 subject to the following provisions which shall apply in respect of Board Appointed Directors:
 - (a) The provisions of the Registered Clubs Act and Registered Clubs Regulation shall apply in respect of Board Appointed Directors;
 - (b) A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Regulations to be appointed to the Board and does not have to satisfy any eligibility requirements in the Constitution; and
 - (c) The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors of the Board to exceed the statutory maximum of nine (9) directors.”
24. Amend Rule 46(a) (now Rule 42(a)), by inserting the words “or has been an employee of the Club within three (3) years immediately prior to the date of nomination, election or appointment to the Board” after the words “employee of the Club”.
25. Amend Rule 46(b) (now Rule 42(b)) by deleting the words “shall not be eligible to nominate, stand for or be elected to the Board.”
26. Amend Rule 46(c) (now Rule 42(c)) by deleting the words “any member who” before the words “has been cited”.

27. The insertion of a new Rule 47(f) (now Rule 42(f)) as follows:
“(f) is disqualified from managing a company under Part 2D6 of under the Act;”
28. The insertion of a new Rule 47(g) (now Rule 42(g)) as follows:
“(g) has been declared ineligible by the Authority (as defined in the Registered Clubs Act) under the provisions of the Registered Clubs Act, including but not limited to Sections 57H(2)(g) and 57J(5) of the Registered Clubs Act, for such period as specified by the Authority in its declaration; or”
29. The insertion of a new Rule 47(h) (now Rule 42(h)) as follows:
“(h) does not have a director identification number as required by the Act at the close of the nominations or proposed date of appointment to the Board,

shall not be eligible to nominate, stand for or be elected by the Board.”
30. Amend Rule 47(a) (now Rule 43(a)) by adding the words “election to” before the word “Board”. Deleting the words “of Directors” before the words “shall be made”. Adding the words “in respect of positions that vacant or expiring under the triennial rule for that year,” before the words “shall be made”. At the end of the last sentence, adding the words “A member may nominate for more than one position on the Board including the positions of President, Vice President, and Ordinary Director.”
31. Amending Rule 48(a) (now Rule 44(a)) by deleting the words “each of the various” before the words “positions on the Board”, deleting the word “this” after the words “subject to”, and deleting the words “to the relevant position” after the words “to be duly elected”.
32. Delete Rule 48(c) (now Rule 44(c)).
33. Amend Rule 48(b) (now Rule 44(b)) by deleting the words “the position referred to in rules 49A(I) and 49A(ii)” and replaced with the words “a position on the Board”. Delete the words “to the relevant position. Provided however, that if a candidate who is declared elected to a higher position has nominated for more than one position referred to in Rule 49A then his or her name shall be eliminated from the lower” and replaced with the word “that”.
34. Amend Rule 49(d) (now Rule 45(d)) by deleting the words “counted on the “First Past the Post” system but subject to the terms of Rules 49A to 49F inclusive” and adding the words “conducted separately for each position on the Board. For the position of President and the position of Vice President, the candidate receiving the highest number of votes for that position shall be declared elected. For the five (5) Ordinary Director positions, the five (5) candidates receiving the highest number of votes shall be declared elected. If a candidate is elected to more than one position, they shall be deemed elected to the highest position for which they were elected (in order of: President, then Vice President, then Ordinary Director), and the candidate with the next highest number of votes for the lower position(s) shall be declared elected to that position.”
35. Amend Rule 49(e) (now Rule 45(e)) by deleting the words “for each position referred to in Rule 49A”.
36. The insertion of a new Rule 46, which includes the “Triennial Rule” as set out in Schedule 4 of the Registered Clubs Act.
37. The deletion from Rule 55(a) (now Rule 51(a)) the words “at least once in each calendar” and the insertion of the words “not less than once in each quarter (being each period of 3 months ending 31 March, 30 June, 30 September and 31 December)”.
38. Amend Rule 56 (now Rule 52) by adding the words “, the Vice President shall preside. If

neither the President nor Vice President is present or both are unwilling or unable to act," before the words "then the directors present shall".

39. Delete Rule 63 (now Rule 59) and replace as follows:
"59. Where a Director of the Club makes a declaration of interest pursuant to Rule 62 the requirements of Section 39 of the Registered Clubs Act shall be implemented in accordance with the Registered Clubs Accountability Code, a director, Top Executive or employee of the Club must disclose the following matter to the Club to the extent they relate to the director, Top Executive, or employee:.
- (a) a material personal interest that the director has in a matter relating to the affairs of the Club;
 - (b) a personal or financial interest of the director or Top Executive in a contract with the Club relating to the procurement of good or services or any major capital works of the Club;
 - (c) a financial interest of the director or Top Executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (d) a gift (including money, hospitality, or discounts) valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, received by the director, Top Executive or employee from an affiliated body of the Club (as defined in the Registered Clubs Accountability Code) or from a person or body that has entered into a contract with the Club; and
 - (e) any other matters required to be disclosed by the director, Top Executive or an employee of the Club under the Registered Clubs Act or the Act."
40. The inclusion of new Rules 61-70, which includes the "Disclosures By Directors and Employees" in accordance with the Registered Clubs Accountability Code. These Rules are as follows:

"Register of Interests

61. The Club must keep a register, in an approved form, containing details of the disclosures to the Club made pursuant to Rule 59 and pursuant to the requirements of the Registered Clubs Accountability Code.
62. Rule 59 does not limit the provisions of the Registered Clubs Act.

Prohibition on Directors or Top Executives

63. In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

Contracts with Directors or Top Executives

64. In accordance with the Registered Clubs Accountability Code, the Club must not enter into a contract with a director or Top Executive, or with a company or other body in which a director or Top Executive has a Pecuniary Interest ((as defined in the Registered Clubs Accountability Code), unless the proposed contract is first approved by the Board of the Club.
65. The Board must ensure that the Club complies with all requirements relating to the provision of information to members of the Club as required by the Registered Clubs Accountability Code including (without limitation) clause 10 (Provision of Information to Members) and clause 11 (Financial Statements) of the Registered Clubs Accountability Code.

Contracts with Secretary or Manager

66. Subject to Rule 67, the Club must not enter into a contract with:
- (a) the Secretary or a Manager of the Club; or
 - (b) any Close Relative (as defined in the Registered Clubs Accountability Code) of the Secretary or a Manager of the Club; or
 - (c) any company or body in which the Secretary or a Manager of the Club, or a Close Relative of the Secretary or a Manager of the Club, has a Controlling Interest (as defined in the Registered Clubs Accountability Code).;
67. Rule 66 does not prevent the Club from entering into a contract with any of the above persons which is:
- (a) a contract of employment as permitted by the Registered Clubs Act; or
 - (b) otherwise permitted by the Registered Clubs Act.

Employment contracts with Top Executives

68. The Club must ensure that each Top Executive enters into a written contract of employment that deals with:
- (a) terms of employment;
 - (b) the role and responsibilities of the Top Executive;
 - (c) remuneration (including fees for service); and
 - (d) termination of the employment.
69. Contracts of employment with Top Executives:
- (a) will not have any effect until they are approved by the Board; and
 - (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.
70. Training requirements for Secretary and Managers of the Club:
- (a) The Secretary and any Manager of the Club must comply with any training requirements as required by the Registered Clubs Act or the Registered Clubs Regulation. ”
41. Amend Rule 66(d) (now Rule 72(d)) by adding the words at the end of the sentence “Any such resignation shall result in that person ceasing to hold all offices held as a director, including the office of President and Vice President if applicable.”
42. Amend Rule 67(now Rule 73) by adding the words “In relation to the Board:” before the words “The Board shall”, and make from the words “The Board shall” a subclause.
43. Amend Rule 67(a)(now Rule 73(a)) by adding the words “in accordance with the triennial rule set out in Rule 46” after the words “shall hold office”.
44. Add a new Rule 73(b) as follows:
“(b) If the President ceases to be a director for any reason (including resignation, removal, or disqualification), the Vice President shall automatically become President and shall hold that office until the next Annual General Meeting when the office of President is subject to election in accordance with the triennial rule set out in Rule 46.”
45. Add a new Rule 73(c) as follows:
“(c) Upon the election of a new President at that Annual General Meeting, the person who served as President pursuant to paragraph (b) shall resume the office of Vice President and continue to hold that office for the remainder of their original term as Vice President, subject to any earlier resignation, removal, disqualification or other cessation in accordance with this Constitution.”
46. Add a new Rule 73(d) as follows:
“(d) When the office of Vice President becomes vacant (whether by reason of that

person becoming President, ceasing to be a director, or otherwise), the Board shall meet as soon as practicable and appoint one of the existing directors to fill the Vice President position on an interim basis until the next Annual General Meeting at which the office of Vice President is subject to election in accordance with the triennial rule set out in Rule 46. The director so appointed shall hold both their elected director position and the interim Vice President position during this period.”

47. Add a new Rule 73(e) as follows:
“(e) For the avoidance of doubt, a resignation by a director from the office of President or Vice President shall be deemed to be a resignation as a director of the Club.”
 48. The deletion from Rule 71(c)(now Rule 77(c)) the words “in the case of a Biennial General Meeting” and the words “of directors that may be necessary”. Adding the words “positions of” after the words “election of” and “as may be required by this Constitution” after the words “further election”.
 49. Amend Rule 78 (now Rule 84) by adding the words “, the Vice President shall be entitled to Chair. If neither the President nor Vice President is present within fifteen minutes after the time appointed for holding the meeting or both are unwilling or unable to act, then the directors present” before the words “is unwilling or unable”.
 50. Deletion of Rules 91 and 92 in regards to Notices and replaced as follows:
“97. In addition to any other way allowed by the Act, a document, including without limitation any notice of or information about, a meeting or election of the Club, the Board or committee of the Club, may be given by the Club to any member either:
 - (a) in physical form:
 - (i) personally delivered; or
 - (ii) by leaving it at, or by sending it by post to, the address of the member recorded for that member in the Register of Members; or
 - (iii) if Rule 100 is satisfied - by sending by post to the address of the member recorded for that member in the Register of Members sufficient information in physical form to allow the member to access the document electronically; or
 - (b) in electronic form:
 - (i) if Rule 100 is satisfied - by sending the document in electronic form by means of an electronic communication; or
 - (ii) if Rule 100 is satisfied - by sending the member sufficient information in electronic form, by means of an electronic communication, to allow the member to access the document electronically; or
 - (iii) if Rule 100 and Rule 101 are satisfied - by making the document readily available in electronic form on a website.
98. Where a document is:
- (a) sent by post to a member in accordance with Rule 98(a) the document shall be deemed to have been received by the member:
 - (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (ii) in any other case, on the third (3rd) day following that on which the notice was posted.

- (b) sent by electronic means in accordance with Rule 98(b) the document shall be deemed to have been received by the member:
 - (i) in the case of an electronic communication which leaves an information system under the control of the Club or of the party who sent it on behalf of the Club, the day after it leaves such information system; and
 - (ii) in the case of an electronic communication which has not left an information system under the control of the Club or of the party who sent it on behalf of the Club, the day that such document was sent by the information system.

99. This Rule is satisfied if, at the time a document is sent, it is reasonable to expect that the document would be readily accessible as to be useable for subsequent reference.

100. This Rule is satisfied if the document:

- (a) is a report mentioned in Section 314 of the Act (annual financial reporting by companies, registered schemes and disclosing entities to members); or
- (b) is in a class of documents specified in regulations made for the purpose of Section 110D(3)(b) of the Act.

101. If a communication is given:

- (a) after 5.00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt, it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.”

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

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 5

1. This Special Resolution if passed will amend the Constitution. A draft amended Constitution of the Club incorporating all the proposed amendments from Resolution 5 (in mark-up) is available at reception of Toronto RSL Memorial Club (Toronto Diggers) and can be emailed to members upon request.
2. Resolution 5 if passed will amongst other things:
 - (a) Update the Constitution including deletion of references to provisions of the Registered Clubs Act and Corporations Act which no longer exist and replace or amend such rules to reflect current legislation including recent amendments made to the Registered Clubs Act and Corporations Act, including the removal of the 5 kilometre rule in relation to temporary members and the removal of the minimum \$2.00 subscription;
 - (b) Updating the definition section to improve the readability of the Constitution, and consequential amendments resulting from terms being defined, as well as updating of cross-referencing and formatting;
 - (c) Amendments required to clarify the Club’s commercial practices;
 - (d) Updates required because of changes in legislation requirements including allowing

the removal from the premises of members who the Club believe will benefit from a break in playing of the gaming machines, who smoke or vape while on any part of the premises that is smoke-free, or who engage in conduct in breach of rules of the gaming area;

- (e) Amendments to allow the Board to appoint up to two (2) Directors, in accordance with the Registered Clubs Act and Regulations in addition to the seven (7) elected Director positions;
- (f) Amendments to permit former employees whose employment with the Club ended at least three (3) years earlier to be nominated, stand for, be elected or be appointed to the Board; however, any member who is disqualified from managing corporations under the Corporations Act 2001 (Cth), or who does not hold a director identification number as required by that Act at the close of nominations or on the proposed date of appointment, is not eligible to nominate, stand or be elected to the Board;
- (g) Amendments to remove biennial election of the Board and adopt the Triennial Rule in Schedule 4 of the Registered Clubs Act 1976 (NSW), providing for the election of directors to three-year, staggered terms; and
- (h) Amend the Constitution to give effect to the Registered Clubs Accountability Code in relation to Directors and employees, specifically regarding disclosure of interests and gifts, approval and reporting of contracts, the maintenance of a register of interests, and applicable prohibitions.

Procedural Matters in Relation to the proposed Special Resolution

1. In order for the Special Resolution to be passed 75% or more of the financial Ordinary Members and Life Members who are present at the meeting must vote in favour of the Resolution.
2. Only financial Ordinary Members and Life Members being eligible to do so, and who are present, are eligible to vote on Resolution 5.
3. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 5.
4. Members can access the marked-up Constitution, showing all the changes to be made to the Constitution, at reception of the Club premises and can also request an email copy be sent to them.
5. Please direct any question or concerns about Resolution 5 in writing to the Club's CEO, if possible, before the Annual General Meeting.
6. Employees of the Club are not eligible to vote on Resolution 5.
7. Proxy voting is not allowed under the Registered Clubs Act or the Constitution of the Club.
8. The Board of Directors of the Club recommend that members vote in favour of Resolution 5.

By order of the Board



Matt Johnston
Chief Executive Officer
April 13, 2026

Annexure "A"

16th February 2026

The Board of Directors
Toronto RSL Memorial Club Limited
37 - 41 The Boulevard
Toronto
NSW 2283

Dear Directors

NOMINATION OF AUDITOR

Pursuant to Section 328B(1) of the Corporations Act, I hereby nominate PKF(NS) Audit & Assurance ABN 91 850 861 839 to be the auditor of the Toronto RSL Memorial Club ABN 77 001 068 079

Yours sincerely,



Jarad Sault
Member Number 7252