

North Ryde R S L Community Club Ltd.

Notice of Annual General Meeting

Notice is given that the Fifty Fourth Annual General Meeting of members of North Ryde RSL Community Club Ltd. will be held on Sunday 24 May 2026 commencing at 10.00 a.m. in the auditorium at the Club premises at Magdala Rd (cnr Pittwater Rd) North Ryde.

Members will see below the proposed resolutions that will be put to the meeting.

The Chair will not call for movers or seconders but will open the meeting up for discussion before each resolution is put to the vote.

The Chair will not call for resolutions to acknowledge apologies or to receive or approve of the minutes of the previous AGM or the annual reports. They will be open for discussion but they will be taken as received.

All of that follows modern corporate practice.

The Club's Meeting Standing Orders in the Club's Constitution, apply to the conduct of the meeting.

Business

1. Opening.
2. Attendance and quorum.
3. Apologies.
4. Receipt of the minutes of the previous Annual General Meeting.
5. Receipt and consideration of the Club's Financial Report, the Directors' Report and the Auditor's Report, for the year ended 31 December 2025.
6. **Auditor.** If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
7. **Ordinary Resolution: Honorarium - President.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of \$15,000, payable by equal instalments monthly 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, to the President of the Club in respect of their service on the Board until the next Annual General Meeting.

Explanatory Note – Ordinary Resolution: Honorarium – President

*An honorarium may only be paid where approved by a resolution passed at a general meeting.
Under the Clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.
The present Board unanimously recommend the proposed resolution.*

8. **Ordinary Resolution: Honorarium - Directors.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of \$12,000, payable by equal instalments monthly 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, to each Director (other than the President, for so long as there is a resolution in force approving of a separate honorarium for the President) of the Club in respect of their service on the Board until the next Annual General Meeting.

Explanatory Note – Ordinary Resolution: Honorarium – Directors

*An honorarium may only be paid where approved by a resolution passed at a general meeting.
Under the Clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.
The present Board unanimously recommend the proposed resolution.*

9. **Ordinary Resolution: Expenditure - Directors.** To consider and if thought fit, pass with or without modification, the following resolution:

That expenditure up to an amount of \$200,000 during the period to the next AGM be approved, for provisions and benefits for directors and, at the discretion of the Board, other members, including but not limited to – attendance at Club functions; membership fees for intra-club, honorary and Club Life members; food and drink for intra-club committees after committee meetings; blazers and monthly meals for Club Life members; food, drink and entertainment for directors and other members invited by the Board to attend the Annual President's Lunch; education, training and professional development for Directors, including reasonable meals, drinks, telephones, transport and accommodation; reasonable food and drinks for directors immediately before, during or immediately after any Board or committee meeting; reasonable food, drinks, transport and accommodation (including interstate where reasonably appropriate), for directors and any other members invited by the Board, in the course of any activity to foster relations with key suppliers to or supporters of the Club, or any activity in support of the Club Movement, or meeting with or entertaining special guests whether at the Club's premises or elsewhere.

Explanatory Note – Ordinary Resolution: Expenditure - Directors

This is a resolution of members in accordance with section 10(6A) of the Registered Clubs Act to approve expenditure on non-monetary provisions and benefits for directors and possibly other members. Any such provisions or benefits will be "in kind". The Board is of the view that at least some of the proposed expenditure does not require prior member approval but in accordance with Club tradition, authorisation is being sought anyway so that members are fully informed. The Board anticipates that other expenditure will also be incurred with respect to members of the Club, and expenses will be reimbursed to members of the Club, in other situations not covered by this resolution. However, the Board will satisfy itself that those other costs and the reimbursement of those other expenses do not in law require prior member authorisation. One example is the range of welfare costs which the Board proposes that the Club will continue to incur.

The aggregate amount of expenditure proposed to be approved, has not increased from the previous year.

The present Board unanimously recommend the proposed resolution.

10. **Amalgamation – Expressions of interest.** For the purposes of clause 4(4) of the Registered Clubs Regulation 2015 (NSW), notice will be given of any expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club in the previous 12 months (if any).
11. **Elections.** Declaration of the results of the elections of the Directors in accordance with the report of the Returning Officer.
12. **Management.** A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.

By authority of the Board
J. L. Kelly
Secretary and CEO
14 April 2026

IMPORTANT NOTES

Notice of questions or requests for details

Members who wish to raise any queries or seek any information, including questions in relation to the accounts or reports or specific legislative or financial matters, are asked to provide written notice of the question to the office of the Chief Executive Officer at least 14 days prior to the meeting, so that answers may be researched, if required.

Eligibility

Life Ordinary and Thiry Year members have the right to attend and vote at the meeting, ** and to vote in relation to the resolutions at Item 7 and Item 8. However, an Ordinary member may not contribute to any debate regarding, or vote on any proposed special resolution for, any amendment of the Constitution until they have continuously been a member in that category for at least three years.

Employee members are not entitled to attend the meeting except by invitation and are not entitled to vote at the meeting.

Under the registered clubs legislation, proxies are not permitted.

A member must be physically present at the meeting and vote on a resolution at the time when a vote is called for, if their vote is to count.

Notice of the meeting is being given to the Club's Auditor, who is entitled to attend.

Voting

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

A special resolution must receive votes in favour from not less then 75% of eligible members who cast a valid vote in person at the meeting.

Amendments; and business of the meeting

It is a requirement under corporations law that any motion proposing a special resolution must be considered as a whole and cannot be altered by any other motion at the meeting (except to correct grammatical or clerical errors or to make changes of no substance).

It is also a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting except for certain motions of a procedural nature that may be accepted by the Chair.

Annual Report

The Club's annual report for the year ended 31 December 2025 can be accessed at <https://northrydersl.com.au/wp-content/uploads/2026/04/17.04.26-NRRSL-FS-2025-.pdf> or on the Club website under the Governance section.