

Notice of Annual General Meeting

CASTLE HILL R.S.L. CLUB LIMITED

ACN 001 043 910

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Castle Hill R.S.L. Club Limited ACN 001 043 910 (**Club**) will be held in the Sovereign Room of the Club's premises at 77 Castle Street, Castle Hill at **8:00pm on Tuesday, 7 December 2021.**

POSSIBLE HOLDING OF THE ANNUAL GENERAL MEETING USING TECHNOLOGY DUE TO COVID-19 LOCKDOWN AND/OR OTHER COVID-19 RELATED RESTRICTIONS – MEMBERS SHOULD REGULARLY CHECK FOR UPDATES ON THE CLUB'S WEBSITE

1. The Annual General Meeting is being held later than it would have otherwise been held, because of the latest COVID-19 outbreak and lockdowns affecting Greater Sydney and the State of New South Wales. Pursuant to policy statements issued by the Australian Securities and Investments Commission (**ASIC**) and recent amendments to the *Corporations Act 2001* (Cth) (**Corporations Act**), the Club is permitted to delay holding its 2021 Annual General Meeting.
2. As at the date of this Notice, the current COVID-19 restrictions are progressively being eased.
3. The Board therefore consider it prudent to have a contingency plan for holding the Annual General Meeting using technology should a physical meeting not be permissible or practicable on 7 December 2021.
4. In the event that the COVID-19 lockdown and/or restrictions prevent the Club holding a physical meeting on 7 December 2021, the meeting will be held by using technology (without having a meeting at the Club) in accordance with rule 79(b) of the Club's Constitution and in accordance with recent changes to the Corporations Act.
5. Members should regularly check the Club's website at <https://www.chrg.com.au/> prior to 7 December 2021 for any updates given by the Club regarding the holding or conduct of the Annual General Meeting, as it may be affected by any new Government imposed COVID-19 lockdowns or restrictions.
6. **If the Annual General Meeting will be held virtually using technology, information about how to attend and participate virtually at the Annual General Meeting (using technology) will be given via the Club's website at <https://www.chrg.com.au/>.** If the Annual General Meeting will be held using technology, the Club will Zoom and members will need to download the Zoom app on their computer, mobile device or tablet or log into www.zoom.us/join prior to the meeting. Members will need to follow the instructions provided via the Club's website.
7. However, unless the Club's website advises prior to 7 December 2021 that the Annual General Meeting will be held using technology, members should assume that a physical meeting at the Club's premises will be held on that date, as specified at the beginning of this notice.
8. In the event of the Annual General Meeting being held using technology, all resolutions will be decided on a poll. Members would be able to vote and ask questions at the Annual General Meeting using technology.
9. The Board apologises for any inconvenience which may be caused to members if it becomes necessary to hold the Annual General Meeting virtually using technology. Use of technology to hold the Annual General Meeting may be necessary to ensure the health and safety of the Club's staff and members.

Notice of Annual General Meeting

BUSINESS

1. Apologies.
2. To receive and confirm the minutes of the previous Annual General Meeting held on Tuesday 27th October 2020.
3. To receive and consider the financial accounts for the year ended 30 June 2021 together with the Director's report, Director's statement and Auditor's report thereon. Specific questions relating to the financial accounts must be received not less than 48 hours prior to the meeting.
4. To consider, and if thought fit, to pass the Ordinary Resolutions set out under the heading "Ordinary Resolutions".
5. To consider and if thought fit, to pass the Special Resolutions set out under the heading "Special Resolutions".
6. For the purposes of clause 4(4) of the *Registered Clubs Regulation 2015* (NSW), the Chairman will give notice of expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club from other registered clubs in the previous 12 months.

As at the date of this Notice, the Club has only had amalgamation discussions and correspondence with Castle Hill Bowling Club Ltd (ACN 000 932 758) of 79 Castle Street, Castle Hill. At the Annual General Meeting, the Chairman will give notice of any other expressions of interest or unsolicited merger offers which may be received after the date of this Notice.

7. To consider and if thought fit, pass an ordinary resolution for the purposes of Rule 41 of the Club's Constitution confirming the following existing holders of the office of Patron of the Castle Hill RSL Group/Club will be returned, namely:
 - (a) The Federal Member for Mitchell for the duration of the office;
 - (b) The State Member for Castle Hill for the duration of office;
 - (c) The State Member for Hawkesbury for the duration of the office;
 - (d) The Mayor of the Hills Shire Council for the duration of office.
 - (e) State Member for Parramatta for the duration of office;
 - (f) Federal Member for Parramatta for the duration of office;
 - (g) Lord Mayor of Parramatta for the duration of office.
8. Any other business of which due notice has been given.

Please direct any questions about the Special Resolutions to the Group Chief Executive Officer, if possible at least 7 days before the Annual General Meeting.

The 2021 Castle Hill RSL Group Annual Report, including details of resolutions and explanations, is available online at www.chrg.com.au.

Ordinary Resolutions

Members will be asked to consider, and if thought fit, to pass the following resolutions, which are proposed as Ordinary Resolutions:

ORDINARY RESOLUTION NO. 1

“(a) That until the next Annual General Meeting, pursuant to the provisions of the Corporations Act 2001 (Cth) and section 10(6)(b) of the Registered Clubs Act 1976 (NSW), the members authorise the payment from the Club’s funds of a total sum not exceeding \$144,600 (excluding any Goods and Services Tax) as honoraria, this amount is to include all superannuation guarantee levy payments entitled to be paid to the eligible Directors in accordance with the law, such sum being distributed amongst the members of the Board as follows:

- (i) As to the President:
\$18,200 Honorarium
 - (ii) As to each of the Vice Presidents, Treasurer and Directors
\$15,800 Honorarium
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors of the Club.”

ORDINARY RESOLUTION NO. 2

“(a) That until the next Annual General Meeting, pursuant to the provisions of the Corporations Act 2001 (Cth) and sections 10(6)(d) and 10(6A) of the Registered Clubs Act 1976 (NSW), the members hereby approve and agree to the expenditure by the Club of a sum not exceeding \$90,000 (excluding any Goods and Services Tax) for the professional development and education of any Director, as the Directors shall by resolution approve where such sum is:

- (i) applied in or towards the reasonable cost of food, travel, accommodation, registration fees or subscriptions incurred in attending such trade shows or displays, seminars, conferences, meetings, or visiting the premises

of other registered clubs, gaming venues and hospitality venues to view or assess their facilities or operational systems, domestically and/or abroad; and

(ii) approved by resolution of Directors as being reasonably incurred for the betterment of the Club.

(b) The members acknowledge that the benefits in paragraphs (a) above are not available to members generally but only for those who are Directors of the Club and those persons who are members of the Club and directly involved in the above activities.”

ORDINARY RESOLUTION NO. 3

“(a) That until the next Annual General Meeting, pursuant to the sections 10(6)(b), 10(6)(d) and 10(6A) of the Registered Clubs Act 1976 (NSW), the members approve the continuation of, and the provision of, the following rights and benefits to Directors, and such other persons if those persons are members of the Club at the relevant time, as from time to time the Directors shall authorise or approve:

- (i) the provision of designated/reserved car parking spaces for the use of Directors, including Life members, disabled persons (being members or guests of members), or such other persons as the Directors may, by resolution, from time to time authorise;
- (ii) each member of the Board be provided with the necessary tools of trade to professionally facilitate their roles and responsibilities as a Director;
- (iii) the use and enjoyment of the Club Boardroom and Bar therein for Directors and to entertain guests of the Club in such Boardroom and that all beverages served therein be at the Club’s expense;
- (iv) the right to provide any member elected as a Life member in accordance with the Club’s Constitution, with a Club blazer upon their election to Life membership;

Ordinary Resolutions

(v) the provision from Club funds of the reasonable cost of providing for each Director a Club corporate uniform and formal wear in accordance with the Board’s branding policy to be worn at Club functions and whilst attending to or carrying out any duties in relation to the Club whether at the premises of the Club or elsewhere;

(vi) the provision from Club funds of the reasonable cost of Directors attending, at the Club or elsewhere as representatives of the Club, such community, charity, special functions or occasions as the Board shall from time to time authorise and determine as being reasonably incurred in the course of their respective duties in relation to the Club;

(vii) the provision from Club funds of tickets to be issued without charge and for the reasonable expenditure on provision of food and beverages provided to Directors and their guests (which expression shall include a Club member and a partner), where the Directors and their guests attend the Club in any function room including the Boardroom for any ANZAC Day celebrations or any other purposes in relation to the Club as the Directors shall, by resolution, approve upon production of such documentary evidence as the Directors deem sufficient in support of such expenditure being reasonably incurred in relation to the Club;

(viii) the provision from Club funds of the reasonable expenditure on meals and beverages provided for each Director both immediately before or after any meeting of Directors including any sub-committee and in the case of meals where such meeting corresponds with a normal meal time and upon production of or in accordance with such invoices, vouchers, receipts or other properly written records evidencing the same and which is authorised by a current resolution of the Board as being reasonably incurred;

(ix) the provision to each and every Director

and Life Member of the Club for use without charge the facilities of the Club’s Castle Hill Fitness & Aquatic Centre; and

(x) the provision to each and every Director of the Club for use without charge of the other sports facilities of the Club.

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

ORDINARY RESOLUTION NO. 4

“That until the next Annual General Meeting, pursuant to section 10(6A) of the Registered Clubs Act 1976 (NSW), the members approve the provision of annual dinners for Life and/or those Veteran Members/40+ Year members who qualify for the annual dinner for the years 2020 and 2021 (which have been postponed due to COVID-19/ Coronavirus trading and functions restrictions) at premises of the Club and an invited guest without charge for the reasonable expenditure of food and beverage.”

ORDINARY RESOLUTION NO. 5

“That until the next Annual General Meeting, pursuant to section 10(6A) of the Registered Clubs Act 1976 (NSW), the members approve expenditure by the Club for a discount or discounts off the price of goods or services provided by the Club or a non-cash gift or non-cash gifts as deemed appropriate for all full members of the Club that have had military service and who qualify as a veteran service member of the Australian armed forces.”

ORDINARY RESOLUTION NO. 6

“That until the next Annual General Meeting, pursuant to section 10(6A) of the Registered Clubs Act 1976 (NSW), the members approve that, in respect of Life Members who have passed away and whose wake is held at the Club, the estate of the relevant Life Member will be entitled to up to

Ordinary Resolutions

\$500 contribution towards the cost of the same.”

EXPLANATORY NOTES TO MEMBERS REGARDING ORDINARY RESOLUTIONS NOS. 1 TO 6

1. Ordinary Resolution No. 1 is to have the members approve a sum not exceeding \$144,600 (excluding GST) for the expenditure by the Club until the next Annual General Meeting in relation to Directors' honoraria. A sum of money paid to a member in respect of his services as a member of the Club's Board has to be approved by a resolution passed at a General Meeting at which the persons entitled to vote are the same as those entitled to vote on the election of Directors.

At the last Annual General Meeting, the sum of \$144,600 was approved to cover Directors' honoraria.

2. Ordinary Resolution No. 2 is to have the members approve a sum not exceeding \$90,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting for Directors to attend trade shows, displays, seminars, conferences, meetings, and to attend other registered clubs, gaming venues and hospitality venues to assess their facilities or operations, all of which enable the Board to keep abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.

3. Ordinary Resolution No. 3 is to have the members approve certain additional rights and benefits to Directors and such other persons (if those persons are members of the Club) as the Directors may authorise or approve. These additional rights and benefits are directly related to the operation of the Club and to the activities of Directors incurred in relation to the Club.

4. Ordinary Resolution No. 4 is to have members approve certain additional rights and benefits to Life and/or those Veteran Members/40+ Year members who qualify over the next year that are not extended to any other member or class of membership unless they are a Life or a Veteran

member. The 2020 and 2021 annual dinners for qualifying Life and/or Veteran members/40+ Year members have been postponed due to COVID-19/Coronavirus trading and functions restrictions. Note that if Special Resolution 6 is passed, then the class of Veteran membership will be renamed as 40+ Year membership. Therefore, both the current name and proposed name of that membership class are used in Ordinary Resolution 4 and in this explanatory note.

5. Ordinary Resolution No. 5 is to have members approve discounts and non-cash gifts to full members of the Club who had military service and who qualify as a veteran service member of the Australian armed forces.

6. Ordinary Resolution No. 6 is to have members approve certain additional rights and benefits to Life members who pass away that are not extended to any other member or class of membership unless they are a Life member.

GENERAL NOTES REGARDING THE ORDINARY RESOLUTIONS

1. All categories of members of the Club present at the Annual General Meeting, who may vote on the election of Directors, will be entitled to vote on Ordinary Resolutions Nos. 1 to 6 inclusive proposed at the Annual General Meeting.
2. Each of the Ordinary Resolutions must be passed as a whole and cannot be amended in substance from motions from the floor of the meeting or divided into two or more separate resolutions.
3. To be passed each Ordinary Resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.

SPECIAL RESOLUTION NO. 1

“That the Constitution of Castle Hill RSL Club Ltd (Club) is amended as follows:

- Adding the following new rule 78A immediately after rule 78:

Special Resolutions

78A. (a) A General Meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.

(b) A General Meeting called by the Board on the request of the members may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

(c) A General Meeting called by the members in accordance with the Corporations Act, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.”

- Adding new rule 100(d) immediately after rule 100(c) as follows:

“(d) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.”

so that rule 100 will read as follows:

100. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.

(b) Where a notice is sent under Rule 99(e), the notice is taken to have been given on the day following that on which the

member is notified that the notice is available.

(c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.

(d) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.”

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 1

Proposed rule 78A

1. Proposed new rule 78A(a) would allow the Board to postpone or cancel a general meeting after notices of general meeting have been sent to members. For example, if a general meeting is called to deal with a specific issue which is then resolved in the meantime, the Board may cancel the meeting to avoid inconvenience to members.
2. Under proposed rules 78A(b) and 78(c), if members call a general meeting which they then cancel, it is reasonable that those members should bear the cost of cancellation to avoid inconveniencing other members. However, the Board may resolve that the Club will meet the costs of a meeting cancelled by the members who called the relevant general meeting.

Proposed new rule 100(d)

3. At the 2020 Annual General Meeting, Rules 99 and 100 were replaced by the current rules 99 and 100. This was to bring the rules more into line with the sending of notices to members under section 249J(2) of the Corporations Act 2001 (Cth) (Corporations Act).



Special Resolutions

4. However, new rule 100 omitted a provision about reckoning of time when notices of meetings are sent to members. Proposed new rule 100(d) is identical to the provision regarding reckoning of time in the previous version of rule 100. Otherwise, rule 100 is unchanged and the 2020 changes to rule 100 are preserved.

5. Under proposed rule 100(d), if a notice of a general meeting is posted to a member, it is deemed to have been given the day after posting. For all other notices, the notice is deemed to be delivered in the ordinary course of posting. This is consistent with the previous version of rule 100 and with the constitutions of most other registered clubs.

SPECIAL RESOLUTION NO. 2

"That the Constitution of Castle Hill RSL Club Ltd (Club) is amended as follows:

- Deleting rule 48 and inserting instead the following new rule 48:

48. The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of Directors consisting of nine (9) Directors who will comprise a President, a Vice-President and seven (7) other Directors."

- Deleting rule 52(g) and inserting instead the following new rule 52(g):

"(g) After the election of the Directors is completed and the result is declared, the Directors so elected will from their own number elect the Club Executive, which will consist of the President and the Vice-President. Any one Director may nominate for the positions of President and Vice-President. If more than one Director is nominated for a position, a secret ballot will be held at the first meeting of the Directors, and such ballot will be under the control of the Returning Officer."

- Deleting rule 66 and inserting instead the following new rule 66:

"66. The President is entitled to preside as the Chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, then the Vice-President will be the Chairman of the meeting. If the Vice-President is not present or being present is unwilling or unable to act, then the members of the Board present may elect their own Chairman of the meeting."

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 2

1. If Special Resolution 2 is passed, the position of Treasurer on the Club's Board of Directors will be abolished. There will also be only one Vice-President instead of two Vice-Presidents. The Club Executive will be made up of the President and the Vice-President.
2. The Club has a professional management, including the Chief Executive Officer and Chief Financial Officer, who manage the Club's financial affairs. Therefore there is no need for a single Director to hold the position of Treasurer. That role is now largely symbolic.
3. Most registered clubs which employ sufficiently large management staff do not have a position of treasurer on their boards of directors. The designation of a Director as Treasurer for the Club is anachronistic and unnecessary, as the entire Board oversees the Club's management, including its financial management.
4. Similarly, there is no need for the Club to have two Vice-Presidents. Most registered club have one Vice-President.

SPECIAL RESOLUTION NO. 3

"That the Constitution of Castle Hill RSL Club Ltd (Club) is amended as follows:

- In rule 49(a), replacing the words "Rules 49(b) to 49(f)" with the words "this Rule 49", so that rule

Special Resolutions

49(a) will read as follows:

- "(a) Subject to this Rule 49 and any other restriction or qualification contained in this Constitution, only the following classes of members are eligible to be nominated for, elected to and hold office on the Board:
- (i) Category 1 members;
 - (ii) Life members;
 - (iii) Category 2 members;
 - (iv) Veteran members;
 - (v) Parramatta RSL members;
 - (vi) Parramatta RSL Sub-Branch members; and
 - (vii) Lynwood Country Club members (who have attained the age of 18 years)."

- Deleting rule 49(b) and inserting instead the following new rule 49(b):

"(b) No member shall be eligible to be elected or appointed to the Board unless they have been a Full Member for at least three (3) continuous years immediately prior to their nomination to a position on the Board."

- Deleting rules 49(c), 49(d) and renumbering rules 49(e) and 49(f) respectively as rules 49(c) and 49(d).

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION NO. 3

1. For the purposes of this explanatory note, Life or Veteran members who were Category 1 members immediately before becoming Life or Veteran members, shall be referred to as "eligible Life and Veteran members."
2. Currently, at least 6 positions on the Board must be held by Category 1 members or eligible Life and Veteran members. Rule 49 of the Constitution does not presently allow more than 3 members on the Board who are Category 2

members, Life and Veteran members (who are not eligible Life and Veteran Members), Parramatta RSL members, Parramatta RSL Sub-Branch members or Lynwood Country Club members ("non-Category 1 members).

3. If Special Resolution 3 is passed, there will be no reserved positions on the Board for Category 1 and eligible Life and Veteran Members. All positions on the Board will be open to the following classes of members:

- (a) Category 1 members;
- (b) Life members and Veteran members (i.e. there will be no distinction between whether or not they were Category 1 members immediately before they became Life or Veteran members)
- (c) Category 2 members;
- (d) Parramatta RSL members;
- (e) Parramatta RSL Sub-Branch members; or
- (f) Lynwood Country Club members.

4. At the 2020 Annual General Meeting, rule 49(c) was amended to increase the number of members who are not Category 1 members or who are not eligible Life and Veteran members from 2 to 3.

5. The election of the Board in 2020 is unaffected. If a casual vacancy occurs on or before the before the next Board election 2022, the Board can appoint a member from any one of the classes of membership listed in point 3 above.

6. The reasons for the proposed change to rule 49(c) of the Constitution are as follows:

- (a) Category 1 members (and eligible Life and Veteran members) and the relatively small percentage of these members in respect of the total Club membership;
- (b) the likely further reduction in the percentage of Category 1 membership (and eligible Life and Veteran members) in respect of the total Club membership over time,



Special Resolutions

- (c) recommendations of the Independent Pricing and Regulatory Tribunal’s review of the Registered Clubs Industry (report dated June 2008) pertaining to lessening restrictions on Board membership (in order to widen the range of people who can become Board members); and
 - (d) providing a more balanced representation of the overall Club membership and the likely widening of the range of people who will seek to hold office on the Board.
7. The Board considers the proposed change to rule 49 to be progressive.
8. The position of Category 1 members (and eligible Life and Veteran members) of the Club generally in relation to the Club is not considered to be endangered by not restricting the number of members who are not Category 1 members or who are not eligible Life and Veteran members because:

- (a) the Club’s objects include promotion of the objects of the Returned and Services League of Australia (rule 10(b) of the Club’s Constitution);
- (b) under rule 105 of the Club’s Constitution, amendments to the Constitution require a special resolution passed by Category 1 members (and eligible Life and Veteran members).

SPECIAL RESOLUTION NO. 4

“That the Constitution of Castle Hill RSL Club Ltd (Club) is amended as follows:

- Deleting rule 20(a) and inserting instead the following new rule 20(a):
 - “(a) Unless and until otherwise determined by the Board, the classes of Ordinary membership are:
 - (i) Category 1 members;
 - (ii) Category 2 members;
 - (iii) Junior Sporting members;

- (iv) Veteran members; and
- (v) Staff members.”

- Adding the following new rule 20(d) immediately after rule 20(c):
 - “(d) Unless a member applies for and is transferred to another class of membership (subject to eligibility), each member from the existing class in the left column in the table below will be transferred to the class of Ordinary membership in the right column shown in the table, effective on and from the conclusion of the 2021 Annual General Meeting:

Existing class at the commencement of the 2021 Annual General Meeting	Class to which the existing class will be transferred on and from the conclusion of the 2021 Annual General Meeting
Parramatta RSL members	Category 2 members
Parramatta RSL Sub-Branch members	Category 2 members
Lynwood Country Club members (who have attained the age of 18 years)	Category 2 members
Lynwood Country Club members (who have not attained the age of 18 years)	Junior Sporting members

- Deleting rule 22(a) and inserting instead the following new rule 22(a):
 - “(a) Only Category 1 members and Category 2 members may be elected as Life members of the Club. To be eligible for election as a Life member, the member must have a minimum

Special Resolutions

of fifteen (15) years membership, ten (10) years of which must be outstanding service to the Club, and must be nominated and seconded by two (2) Category 1 members. The nomination must be submitted to the Board for approval. If approved, the Board will refer the nomination to the next Annual General Meeting of the Club for approval. If approved by a two-thirds majority of those financial Category 1 members and financial Category 2 members who are present and voting at the Annual General Meeting, that member will be elected as a Life Member.”

- In rule 24(b), deleting the words “financial Parramatta RSL member, financial Parramatta RSL Sub-Branch member and financial Lynwood Country Club member (who has attained the age of 18 years)” so that rule 24(b) will read as follows:
 - “(b) A financial Category 2 member is entitled to attend and to vote at any General Meeting on any Ordinary Resolution but not with respect to any Special Resolution.”
- Deleting rule 49(a) and inserting instead the following new rule 49(a):
 - “(a) Subject to this rule 49 and any other restriction or qualification contained in this Constitution, only the following classes of members are eligible to be nominated for, elected to and hold office on the Board:
 - (i) Category 1 members;
 - (ii) Life members;
 - (iii) Category 2 members; and
 - (iv) Veteran members.”
- Deleting rule 51 and inserting instead the following new rule 51:
 - “51. Financial Category 1 members, financial Category 2 members, financial Veteran members and Life members are entitled to vote in the election of the Board.”
- * If Special Resolution 3 is NOT passed, deleting

existing rules 49(c) and 49(d) and replacing them with the following new rule 49(c) and 49(d):

- “(c) At any one time, up to three (3) members of the Board may be Category 2 members. For the avoidance of doubt, Category 2 members may hold no more than three (3) Board positions as at any one time but nothing in this Rule 49(c) reserves any positions on the Board for Category 2 members.”
- (d) Category 2 members must have been Full Members for at least three (3) continuous years immediately prior to their nomination to a position on the Board. “

*If Special Resolution 3 is passed, existing Rules 49(c) and 49(d) are deleted, with existing rules 49(e) and 49(f) being renumbered respectively as 49(c) and 49(d) and in which case they will not be amended under this Special Resolution 4.

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 4

1. Currently the Club’s Ordinary membership is made up of the following classes:
 - (a) Category 1 members;
 - (b) Category 2 members;
 - (c) Junior Sporting members;
 - (d) Veteran members;
 - (e) Staff members;
 - (f) Parramatta RSL members;
 - (g) Parramatta RSL Sub-Branch members; and
 - (h) Lynwood Country Club members.
2. If Special Resolution 4 is passed:
 - (a) Parramatta RSL members, Parramatta RSL Sub-Branch members and Lynwood Country Club members (who have attained the age of 18 years) will be transferred to Category 2 membership, unless they seek transfer to



Special Resolutions

another class of membership for which they eligible; and

- (b) Lynwood Country Club members will be transferred to Junior Sporting membership.
- 3. The classes of Parramatta RSL, Parramatta RSL Sub-Branch and Lynwood Country Club membership were created following the Club's amalgamations with City of Parramatta Returned Ex-Servicemen's Club Ltd (now deregistered) (Parramatta RSL Club) and Lynwood Country Club Ltd (now deregistered) (Lynwood Country Club). Those classes have the same rights as Category 2 members regarding attendance and voting at General Meetings, voting in Board elections, and eligibility to hold office on the Board (except that in the case of Lynwood Country Club members, those members must have attained the age of 18 years as that class includes members who are under the age of 18 years).
- 4. Further, some former Lynwood Country Club members and Parramatta RSL Club members are Category 2 members anyway.
- 5. Therefore, it is unnecessary to have separate classes of Ordinary membership in relation to former members of Parramatta RSL Club and Lynwood Country Club. However, the Club will retain, in accordance with the requirements of section 17AC(2) of the Registered Clubs Act and rules 20(b) and 20(c) of the Club's Constitution, identification in the Club's membership register, registers of those members of Parramatta RSL Club and Lynwood Country Club who joined the Club at or shortly after completion of each of their amalgamations with the Club. These identifications does not mean they are separate classes of Ordinary membership of the Club – it just is just a matter of record within the Club's membership register.

SPECIAL RESOLUTION NO. 6

"That the Constitution of Castle Hill RSL Club Ltd (Club) is amended as follows:

- Renaming the ordinary class of membership known as "Veteran member" to "40+ Year member"; and
- Replacing the words "Veteran member" or "Veteran members" wherever they appear in the Constitution respectively with the words "40+ Year member" or "40+ Year members" and as appropriate, for example in rules 20(a)(iv), 21 and 49."

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 6

1. The purpose of renaming Veteran membership is to avoid confusion with being former service member of the armed forces, as may be the case with Category 1 membership.
2. As eligibility for Veteran membership is at least 40 years continuous or uninterrupted membership of the Club or its predecessor, the proposed new name for the class of membership of "40+ Year member" is appropriate.

GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS

1. Pursuant to Rules 24 and 105 of the Club's Constitution, only Category 1 members may vote on the Special Resolutions. Pursuant to Rules 21 and 22(d), Veteran members and Life members who were Category 1 members immediately prior to becoming a Veteran Member or a Life Member are also eligible to vote. Other than Life members, a member must be a financial member to be eligible to vote.

Special Resolutions

2. Pursuant to sections 9 and 136 of the Corporations Act and rule 105 of the Club's Constitution, to be passed the Special Resolutions must receive votes in their favour from not less than three quarters of those members, who being entitled to do so, vote in person at the meeting.
3. As a result of the special resolution provisions of the Corporations Act, the Special Resolutions must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
4. Members who are employees of the Club are not entitled to vote.
5. Proxy voting is prohibited by the Registered Clubs Act.
6. The Board recommends the Special Resolutions to the meeting.
7. Please direct any questions about the Special Resolutions to the Group Chief Executive Officer, if possible at least 7 days before the Annual General Meeting.

By order of the Board
David O'Neil
Chief Executive Officer
Date 13 October 2021