

ELECTION NOTICE AND NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 56th ANNUAL GENERAL MEETING OF THE MILTON ULLADULLA EX-SERVOS CLUB LIMITED ACN 000 858 364 ("Club") WILL BE HELD IN THE MAIN AUDITORIUM, 212-222 PRINCES HIGHWAY ULLADULLA NSW 2539, ON SUNDAY 8th NOVEMBER 2026 AT 9.30AM.

The business of the Annual General Meeting will be as follows:

- Returning Officer Report on Elections – please see below election notice
- Confirmation of the minutes of the 55th annual general meeting held on Sunday 2nd November 2025
- To receive and consider the President's report
- To receive and consider the Secretary Manager's report
- To receive and consider the Financial Report, Directors Report and Auditor's Report for the year ended 30 June 2026
- To consider proposed resolutions - Ordinary and Special - see below
- Club Property Report
- Amalgamation Expressions of Interests received / Unsolicited Merger Offers Received
- Life Member nomination
- General Business

William Drury - President

PLEASE NOTE:

Members can view the Annual Report (including the reports referred to in the agenda above) on the Club's website https://www.ulladullaexservos.com.au/files/reports/Annual_Report_A5_2026_Final.pdf. 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.

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.

TRIENNIAL ELECTION NOTICE

Trevor Schofield is the Returning Officer for this election.
Nominations open at 9.30am on Monday 5th October 2026 and close on Sunday 18th October 2026 at 6pm.

NOMINATIONS

Nominations are invited for:

- **1 x Vice President**
- **1 x Ordinary Board Member (Director) (3 years)**

Nominations will be in accordance with Article 24 of the Club's constitution.

Candidates must complete the following forms:

1. A nomination form, which must be signed by the candidate and at least two financial Ordinary or Life members of the Club (other than the candidate)
2. A statutory declaration form
3. A candidate profile form

The above forms are available from the Executive Assistant: phone 02 4455 1444 or email: enquiries@ulladullaexservos.com.au.

LODGEMENT OF NOMINATIONS

If a ballot is required, this will be advised via notice in the Club on Monday 19th October 2026 and will be open until 9am Sunday 8th November 2026 (the AGM date).

Any enquiries regarding the election should be directed to Darryl Bozicevic: phone 02 4455 1444.

NOTICE OF RESOLUTIONS

To consider proposed resolutions:

- (i) That pursuant to the Registered Clubs Act, Members to pass Resolution 1 which approves and agrees to expenditure by the Club in the sum of not exceeding \$10,000 until the next Annual General Meeting for expenses of the Directors;
- (ii) That pursuant to the Registered Clubs Act, Members to pass Resolution 2 which approves and agrees to expenditure by the Club in the sum of not exceeding \$20,000 until the next Annual General Meeting for professional development and education of the Directors;
- (iii) Members to consider and, if thought fit, pass Resolution 3 (set out below) to declare honoraria to the positions named and for the sums referred, in respect of services rendered to the Club to those members who are Directors of the Club;
- (iv) Members to consider and, if thought fit, pass Resolution 4 (set out below) as a special resolution to amend the Constitution of the Club to update the Constitution to reflect recent changes the Registered Clubs Act, Corporations Act, Registered Clubs Regulations, Registered Clubs Accountability Code and make some other minor changes to the Constitution.

RESOLUTIONS:

RESOLUTION 1 – ORDINARY RESOLUTION – DIRECTOR EXPENSES

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 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 a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting.
 - (ii) Reasonable expenses incurred by Directors within the Club or elsewhere in relation to such other duties including entertainment of special guests to the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure.
 - (iii) Reasonable expenses for the members of the Board of Directors and their partners to attend an end-of-year dinner.
 - (iv) The Club providing each Director with a uniform of a blazer, trouser or skirt, shirt or blouse, and a jumper.
- (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 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 for expenses incurred by Directors in the performance of their duties.

Procedural Matters in Relation to the proposed Ordinary Resolution

- 1. Resolution 1 must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
- 2. 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, vote in person at the meeting.
- 3. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.
- 4. Employees of the Club are not eligible to vote under the Registered Clubs Act and the Constitution of the Club.
- 5. The Board of Directors of the Club recommends that members vote in favour of Resolution 1.

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 for the professional development and education of Directors until the next Annual General Meeting and being:
 - (i) The reasonable cost of Directors attending the ClubsNSW Annual General Meeting.
 - (ii) The reasonable cost of Directors attending legislated training, 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.
 - (iii) Attendance at Functions with spouses where appropriate and required to represent the Club.
- (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 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. Resolution 2 must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
2. 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, vote in person at the meeting.
3. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.
4. Employees of the Club are not eligible to vote under the Registered Clubs Act and the Constitution of the Club.
5. The Board of Directors of the Club recommends that members vote in favour of Resolution 2.

RESOLUTION 3 – ORDINARY RESOLUTION - HONORARIA

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:

(a) payment of an amount equal to the sum of:

1. 50% of the member price of all food purchased by the Director at the Club premises during the period; and
2. 20% of the member price of all beverages purchased by the Director at the Club bottle shop during the period
subject to a cap of \$100 (inclusive of GST) being paid to the Director in connection with food or beverage purchased in any one week of the period."

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. Resolution 3 must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
2. 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, vote in person at the meeting.
3. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.
4. Employees of the Club are not eligible to vote under the Registered Clubs Act and the Constitution of the Club
5. The Board of Directors of the Club recommends that members vote in favour of Resolution 3.

RESOLUTION 4 – SPECIAL RESOLUTION – UPDATING CONSTITUTION

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

“That the Constitution of Milton Ulladulla Ex-Servos Club Limited ACN 000 858 364 is amended as follows:

1. Amend Rule 3 (Definitions) as follows:

- (i) delete the definition of “Act”;
- (ii) insert the following new definitions in their correct alphabetical positions:

“AML/CTF Act” means the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) as amended or replaced from time to time.

“AML/CTF Program” means the Anti-Money Laundering and Counter-Terrorism Financing Program adopted and maintained by the Club from time to time in accordance with the AML/CTF Act.

“Club Licence” means a club licence held by the Club under the Liquor Act, and where the Club holds, or applies for, more than one such licence, includes each and any such licence in respect of each of the Club’s premises.

“Corporations Act” means the Corporations Act 2001 (Cth). Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

“Liquor Accord” means any liquor accord under the Liquor Act (including any local, community event or precinct liquor accord) to which the Club is a party or by which the Club is bound, as in force from time to time.

- (iii) in the definition of “Authorised Person”, replace “sections 77(1)” with “section 77(1)”;
- (iv) in each of the definitions of “Gaming Machines Act”, “Liquor Act”, “Registered Clubs Act”, “Registered Clubs Regulation” and “Smoke-Free Environment Act”, insert “(NSW)” immediately after the year of the Act or Regulation;
- (v) delete the definition of “Ordinary Member” and insert:
“Ordinary Member” means an ordinary member within the meaning of the Registered Clubs Act, being a person elected to membership of the Club in accordance with Rule 15 or the corresponding rule of the Club in force at the time of the person’s election.
- (vi) delete the definition of “Registered Clubs Accountability Code” and insert:
“Registered Clubs Accountability Code” means the code having that name as set out in the Registered Clubs Regulation 2025 (Sch 1, prescribed by clause 34) under section 41C of the Registered Clubs Act.
- (vii) in the definition of “Special Resolution”, replace “the Act” with “the Corporations Act”;
and
- (viii) in the definition of “Sub-Club”, replace “Rule 27.10” with “Rule 26.10”.

2. Throughout the Constitution, replace each reference to “the Act” (being a reference to the Corporations Act 2001 (Cth)) with “the Corporations Act”, replace “Section” with “section” in references to statutory provisions, delete the words “1976” and “2001 (Cth)” where they follow the defined terms “Registered Clubs Act” and “Corporations Act”, and replace “club licence” with “Club Licence” where it refers to the Club Licence, including in Rules 2.3, 2.4, 8.2, 8.6(a), 8.6(b), 8.6(d), 9.1, 9.5, 9.6, 10.19(e), 20.2(b), 20.5, 21.3, 24.7(d), 24.9(b), 26.2, 28.1(e), 28.4, 31.3, 32.1(b), 32.1(f), 33.9, 33.24, 33.25, 36.1, 36.2, 36.3(a), 36.3(b), 37.1, 38.1, 41.2, 41.5(a), 41.5(b), 42.1, 42.2 and 45A.1.
3. Make the following typographical and drafting improvement:
 - (i) Rule 4.1 (d): replace “association” with “associated”;
 - (ii) Rule 7.3: replace “affect” with “effect”;
 - (iii) Rules 9.5 and 9.6: replace “subsection 2” with “subsection (2)” (and, in Rule 9.5, insert a space between “(2)” and “of”);
 - (iv) Rule 20.2: insert “to” after the word “pursuant”;
 - (v) Rule 24.6 (closing words): replace “holder of an officer” with “holder of an office”;
 - (vi) Rule 28.1 and Rule 28.1(d): replace “Registered Club Accountability Code” with “Registered Clubs Accountability Code”; and
 - (vii) Rule 33.10: delete the word “and” after the words “as a whole,”.
4. Update the following cross-references:
 - (i) Rule 10.19(e): replace “Rule 24.4(a)” with “Rule 24.5(a)”;
 - (ii) Rule 20.12: replace “paragraph (b) of this Rule 20” with “Rule 20.2”;
 - (iii) Rule 24.4: replace “Rules 24.4, 24.5 and 24.6” with “Rules 24.5, 24.6, 24.7 and 24.8”;
 - (iv) Rule 25.14(b): replace “Rule 25.13” with “Rule 25.14”;
 - (v) Rule 25A.2: replace “paragraph (a) of this Rule 25A” with “Rule 25A.1”;
 - (vi) Rule 32.1(i): replace “Rule 25.5” with “Rule 24.6(d)”;
 - (vii) Rule 32.4(a): replace both references to “Rule 24.4” with “Rule 24.5”; and
 - (viii) Rule 33.30: replace “Rule 33.24” with “Rule 33.29”.
5. Delete Rule 8.3 and insert the following new Rule 8.3:

“8.3 Subject to the provisions of section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the ownership or occupation of the premises of the Club unless the profit, benefit or advantage is in the form of:

 - (a) reasonable and proper interest paid to a lender on any loan made to the Club that is secured against the premises of the Club; or
 - (b) reasonable and proper rent or occupation fees paid to the owner of the premises of the Club,

being, in either case, a payment arising out of dealings reasonably carried out, or contracts reasonably made, with the Club in the ordinary course of its lawful business.”
6. Amend Rule 9.4 by inserting the words “or the keeping or operation of approved gaming machines in the Club” at the end of the Rule, immediately before the final full stop.
7. Amend Rule 12.1 by replacing the words “a nomination form” with the words “an application form”, and by replacing the words “the nomination form” with the words “the application form”.
8. Amend Rule 12.2 by deleting the words “within six (6) weeks from” and inserting the words “by the conclusion of the second Board meeting following”. Delete the word “of” after the word “date” and insert the words “on which”. Replace the word “nomination” before the word “form” with the word “application”. Delete the word “being” before the word “given” and insert the word “is”. Delete the words “(whichever is the sooner) that person shall” and insert the words “before then, the person shall, on the first of those events to occur, automatically”. After the word “subscription” insert the words “(if any)”, and replace the word “nomination” after the words “submitted with the” with the word “application”.

9. Insert new Rule 12.3 as follows:

“12.3 For the purpose of assessing an application for election to membership as a Club Member, an applicant must record a minimum spend of twenty dollars (\$20.00) at any one or more of the Club’s premises, and spend recorded at different premises will be aggregated for this purpose. The applicant’s satisfaction of that requirement shall be assessed over the first and second Board meetings following the date on which the application form is given to the Secretary. An applicant is eligible to be included in the list of applicants submitted for consideration for election to membership as a Club Member at either of those Board meetings only if, at least seven (7) days before that meeting, the applicant has recorded the minimum spend. If the applicant has not recorded the minimum spend at least seven (7) days before the second Board meeting, the applicant shall not be eligible for consideration for election to membership and the applicant’s Provisional membership shall automatically lapse at the conclusion of that meeting, and the joining fee (if any) and any subscription paid (if any) by the applicant shall be returned in accordance with Rule 12.2.”
10. Amend Rule 14.1 by deleting paragraph (a) and inserting:

“(a) any person of or above the age of eighteen (18) years whose permanent place of residence in New South Wales is not within such distance (if any) of the premises of the Club being visited as may be determined from time to time by the Board by By-Law pursuant to this Constitution;”

and by deleting paragraph (c) and inserting:

“(c) any person of or above the age of eighteen (18) years whose permanent place of residence is outside New South Wales.”
11. Amend Rule 15.1 by deleting the word “A” and inserting the words “Subject to Rule 12.3, a”. Before the word “unless” insert the words “or entitled to exercise any rights of membership”. After the words “committee of the Club” insert the words “, and that person’s name is entered in the Register of Members”.
12. Amend Rule 15.9 by replacing the words “the nomination form” with the words “the application form”.
13. Insert a new Rule 15.10 immediately after Rule 15.9 (and renumber the existing Rules 15.10 to 15.13 as Rules 15.11 to 15.14 respectively) as follows:

“15.10 A person shall not be included in the list of applicants submitted for consideration for election to membership as a Club Member, and shall not be elected to membership, unless each of the following requirements has been satisfied: (a) the person’s full name has been posted in accordance with Rule 15.8; (b) the interval required by Rule 15.9 has elapsed; and (c) the person has satisfied the minimum spend requirement in Rule 12.3.”
14. Amend Rule 15.13 (to be renumbered 15.14) by inserting the words “, including because the person’s Provisional membership lapses in accordance with Rule 12.2 or Rule 12.3,” after the word “membership”, and by inserting the words “(if any)” after the words “joining fee”.
15. Amend Rule 20.1 (B) by deleting the words “(as defined by the Liquor Act)”.
16. Amend Rule 20.2(d) by inserting the words “The member charged shall be entitled to” at the beginning of the paragraph.
17. Amend Rule 20.8 by deleting the word “fine,”.

18. Insert a new Rule 20.15 immediately after Rule 20.14 as follows:
“20.15 Despite any other provision of this Rule 20 (including Rules 20.2, 20.5, 20.11 and 20.12):
(a) nothing in this Rule 20 requires or permits the Club, the Board, a Club premises Disciplinary Committee or any officer or employee of the Club to disclose the identity of an eligible whistleblower, or information that is likely to lead to the identification of an eligible whistleblower, in contravention of Part 9.4AAA of the Corporations Act;
(b) an eligible whistleblower must not be required to attend a meeting, give evidence or be questioned under Rule 20.11 or Rule 20.12 unless the eligible whistleblower consents; and
(c) the Board or Disciplinary Committee may determine a charge on the evidence before it, including evidence from which information identifying an eligible whistleblower has been removed.

In this Rule 20.15, “eligible whistleblower” has the meaning given by section 1317AAA of the Corporations Act.”

19. Amend Rule 21.1(g) by replacing the words “certificate of registration” with the words “Club Licence”.

20. Insert a new Rule 21A. as follows:

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

- 21A.1 The Club is a reporting entity for the purposes of the AML/CTF Act and provides designated services (including services relating to the operation of gaming machines) to members and other persons.
- 21A.2 The Club may require any member, any applicant for membership and any other person to whom the Club provides or proposes to provide any service:
(a) to provide, and to keep current, such information and documents as the Club requires to verify the person’s identity;
(b) where the Club considers it necessary or desirable, to provide information and documents concerning the person’s source of funds or source of wealth; and
(c) to answer such other enquiries as the Club considers necessary or desirable to comply with its obligations under the AML/CTF Act (including any obligation to carry out enhanced customer due diligence).
- 21A.3 The Club may decline to provide any service to a person (including the payment of any prize or other money) unless and until the person complies with a requirement made under Rule 21A.2.
- 21A.4 Despite anything else in this Constitution, the Club may take whatever action the Board or the Secretary considers necessary or desirable to comply with any law that applies to the Club (including the AML/CTF Act), or to give effect to the Club’s AML/CTF Program or any policy adopted by the Club concerning liquor, gaming or harm minimisation. Without limitation, the Club may on that basis:
(a) refuse any person (including a member) entry to, or require them to leave, the whole or any part of the Club’s premises (including any gaming area or gaming machine area, being any part of the Club’s premises in which approved gaming machines are located);
(b) decline, limit, suspend or cease the provision of any service to any person (including a member), including gaming machine services and the sale or supply of liquor; and
(c) with the approval of the Board, suspend or terminate a member’s membership.
- 21A.5 The Club is not required to disclose to any person (including the person affected and any member), and may withhold, any reason for, or any information concerning, the exercise of a power under Rule 21A, where the disclosure would, or in the opinion of the Board or the Secretary might, contravene any law (including any prohibition on disclosure under the AML/CTF Act) or prejudice the Club’s compliance with any law.
- 21A.6 Neither the Club nor any director, the Secretary or any employee of the Club is liable to any person for any loss, damage or inconvenience arising from the exercise of a power under Rule 21A.

- 21A.7 An exclusion, refusal, suspension, cessation or other measure imposed under this Rule 21A (including any refusal of entry to, or exclusion from, the whole or any part of the Club's premises, any gaming area or any gaming machine area, and any refusal, suspension or cessation of a service) may be imposed by the Board or the Secretary for such period as the Board or the Secretary determines, which may be a fixed period or indefinite, and continues in force until it is varied or revoked by the Board or the Secretary.
- 21A.8 The disciplinary provisions in Rule 20 of this Constitution do not apply to action taken under this Rule 21A, the rules of procedural fairness and natural justice are excluded to the extent permitted by law, and the Club is not required to give reasons."

21. Insert a new Rule 21B. as follows:

"21B. RESPONSIBLE SERVICE OF ALCOHOL AND GAMBLING

- 21B.1 The Club may, in accordance with the Club's responsible service of alcohol policy or responsible conduct of gambling policy (if any), exclude any member or any other person, either with or without that person's consent, from the whole or any part of the Club's premises (including any gaming area), for such period and on such conditions as the Club determines.
- 21B.2 Without limiting Rule 21B.1 or any other provision of this Constitution conferring powers under section 77 of the Liquor Act, the Secretary or an employee authorised by the Secretary, may refuse admission to, remove or exclude from the Club's premises (or any part of them) any member or other person whom they reasonably apprehend:
- (a) has excluded themselves from the whole or any part of the Club's premises, or of any other licensed premises, under any self-exclusion scheme or agreement; or
 - (b) has been excluded or banned from, or refused entry to, any other licensed premises under any gambling-related exclusion scheme (including any scheme established under the Gaming Machines Act); or
 - (c) is the subject of an exclusion, ban or barring notice under a term of a Liquor Accord, or is a person whom the Club is authorised or required, under a term of a Liquor Accord or the conditions of the Club Licence, to refuse entry to or remove from the Club's premises; and that power may be exercised whether or not the person is on the Club's premises at the time. The exercise of the power must be reported to the Board as soon as practicable.
- 21B.3 A member who enters or attempts to enter the Club's premises (or any part of them) in breach of an exclusion under this Rule, of a self-exclusion scheme or agreement to which the member is party, or of an exclusion, ban or barring notice under a Liquor Accord, engages in conduct prejudicial to the interests of the Club for the purposes of Rule 20.
- 21B.4 The Board may at any time vary or revoke an exclusion imposed by the Club under this Rule, but may not vary or revoke an exclusion arising under a Liquor Accord otherwise than in accordance with the accord.
- 21B.5 The disciplinary provisions in Rule 20 of this Constitution and the principles of procedural fairness and natural justice do not apply to the exercise of a power under Rule 21B, and neither the Club nor any director, the Secretary or any employee of the Club is liable to any person for any loss, damage or inconvenience arising from the exercise in good faith of a power under this Rule 21B."
22. Amend Rule 24.7 by replacing "Part 2D6" with "Part 2D.6" in paragraph (d), inserting "; or" at the end of paragraph (d), and inserting a new paragraph (e) as follows:
- "(e) is a person in respect of whom a declaration made under section 57H(2)(g) of the Registered Clubs Act is in force, whether the declaration relates to the Club or to any other registered club, and whether it relates to the position of secretary or of member of the governing body (or both)."

23. Amend Rule 24.9(a) by replacing the words “Registered Clubs Act” with the words “Registered Clubs Regulation”, and amend Rule 24.9(b) by deleting the word “obtain” and inserting the words “have, or have applied for (before being elected or appointed)”.
24. Amend Rule 25.1 as follows:
- (i) delete paragraph (a) and insert:
“(a) Nominations for election to positions on the Board to be elected that year in accordance with the Triennial Rule set out in Rule 24A shall be made in writing and signed by a proposer and a seconder who shall be Club or Life Members, and by the nominee who shall signify their consent to the nomination. The nomination must also:
 - (i) state the nominee’s director identification number or, if the nominee does not yet have one, confirm that the nominee has applied for one under section 1272A of the Corporations Act; and
 - (ii) include a statutory declaration by the nominee stating whether the nominee has ever been the subject of a declaration made under section 57H(2)(g) of the Registered Clubs Act and, if so, giving details of it.
- A nominee who has been the subject of such a declaration is not eligible to stand for election unless it is disclosed in accordance with this Rule 25.1(a) before nominations close.”
- (ii) in paragraph (c), delete the final full stop and insert the words “, together with any disclosure made under Rule 25.1(a)(ii), which must also be displayed on the Club website and remain displayed for at least seven (7) days before the election.”; and
 - (iii) in paragraph (f), delete the final full stop and insert the words “, provided that a person who has ever been the subject of a declaration made under section 57H(2)(g) of the Registered Clubs Act may not be nominated orally.”
25. Amend Rule 25.15 by deleting the second occurrence of the word “made” and inserting the word “may”.
26. Amend Rule 32.1(f) by inserting, before the final semicolon, the words “, or becomes a person in respect of whom a declaration made under section 57H(2)(g) of the Registered Clubs Act is in force (whether relating to the Club or to any other registered club, and whether relating to the position of secretary or of member of the governing body, or both)”.
27. Amend Rule 33.5(c) by deleting the words “who have provided the Club with a valid email address on their latest membership application form” and inserting the words “whose email address is recorded in the Register of Members or has otherwise been nominated by the member to the Club”.
28. Amend Rule 33.6 by inserting a new paragraph (b) as follows, and re-lettering existing paragraphs (b) and (c) as (c) and (d):
“(b) if the meeting is to be held at two or more places, or using virtual meeting technology, set out sufficient information to allow the members entitled to attend the meeting to participate in the meeting by means of the technology;”
29. Amend Rule 33.17 by replacing both occurrences of the words “the Vice President” with the words “a Vice President”.
30. Amend Rule 33.18 by deleting the words “Subject to Rule 33.26,” and replacing the word “every” with “Every”.
31. Insert a new heading and new Rules 33.36 to 33.38 immediately after Rule 33.35 as follows:

“TECHNICAL DIFFICULTIES AT GENERAL MEETINGS

33.36 If, before or during a General Meeting held wholly or partly using virtual meeting technology, a technical difficulty occurs which, in the opinion of the chairperson, prevents the members entitled to attend, as a whole, from having a reasonable opportunity to participate in the meeting, the chairperson may:

- (a) suspend the meeting for a reasonable period until the difficulty is remedied; or
- (b) adjourn the meeting in accordance with Rules 33.32 to 33.35; or
- (c) where a quorum remains present and the members attending, as a whole, continue to have a reasonable opportunity to participate, continue the meeting and transact the business of the meeting.

- 33.37 A technical difficulty which affects the ability of one or more, but not all, members to attend or participate in a General Meeting using virtual meeting technology does not, of itself, affect the validity of the meeting or of any resolution passed at it.
- 33.38 Where notice of an adjourned meeting is required under Rule 33.35 and the adjourned meeting is to be held wholly or partly using virtual meeting technology, the notice must include sufficient information to allow the members to participate in the adjourned meeting by means of that technology.”
32. Amend Rule 34.8 by deleting the words “requesting the meeting” and inserting the words “who gave notice of the resolution”.
33. Amend Rule 36.1 by inserting at the end the sentence “The Club shall also keep any sustainability records it is required to keep under the Corporations Act.”
34. Amend Rule 36.3 as follows:
- (i) in paragraph (a), replace “five (5) months” with “four (4) months”;
 - (ii) in paragraph (b), insert a new sub-paragraph (ii) “if the Club prepares a sustainability report for that financial year, the sustainability report;” and re-number existing sub-paragraphs (ii) and (iii) as (iii) and (iv);
 - (iii) delete the word “and” at the end of sub-paragraph (iii) (the directors’ report), and insert “; and” at the end of sub-paragraph (iv) (the auditor’s report on the financial report); and
 - (iv) insert a new sub-paragraph (v) “any auditor’s report on the sustainability report.”
35. Delete Rules 36.4, 36.5 and 36.6 and insert the following new Rule 36.4:
- “36.4 A member may, by notifying the Club (whether or not in writing), elect to receive:
- (a) the financial report, the directors’ report and the auditor’s report on the financial report for a financial year and, if the Club prepares a sustainability report for that financial year, the sustainability report and any auditor’s report on it that the Club obtains.
 - (b) An election made in a financial year is made for that financial year and is a standing election for each later financial year until the member changes it. The Club must send a copy of each report referred to in this Rule 36.4, free of charge, to each member who has made an election for that financial year within the time required by Rule 36.3(a).”
36. Amend Rule 41.2 by inserting the following as closing words at the end of the Rule (after paragraph (b)(iii)):
- “Where a member has made an election under section 110E of the Corporations Act as to the form in which documents are to be sent, the Club will give documents to that member in accordance with the election.”
37. Amend Rule 42.1 by inserting the words “, including but not limited to liability incurred” before the words “in defending”, and by inserting the words “, and legal costs reasonably incurred in responding to or participating in any inquiry, investigation or other action by a regulatory authority (including AUSTRAC, the Independent Liquor and Gaming Authority, Liquor & Gaming NSW and the Australian Securities and Investments Commission) arising out of that person’s capacity as an officer of the Club” after the words “whether civil or criminal”.
38. Insert a new Rule 42.3 as follows:
- “42.3 This Rule 42 does not authorise any indemnity, payment or insurance premium that is prohibited by sections 199A, 199B or 199C of the Corporations Act, and is to be read down to the extent necessary to comply with those sections.”
39. The making of any cross-referencing, numbering or other changes required to give effect to the above amendments.”

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 4

1. This Special Resolution if passed will amend the Constitution. A draft amended Constitution of the Club incorporating all the proposed amendments from Resolution 4 (in mark-up) is available at reception of Milton Ulladulla Ex-Servos Club and Tomakin Sports and Social Club and can also be emailed to members upon request.
2. Resolution 4 if passed will amongst other things:
 - (a) update the Constitution by introducing a defined term “Corporations Act” (and consistently replacing references to “the Act” with “the Corporations Act”), and by adding the jurisdictional descriptor “(NSW)” to references to the Gaming Machines Act 2001, Liquor Act 2007, Registered Clubs Act 1976, Registered Clubs Regulation 2025 and Smoke-Free Environment Act 2000, together with general standardisation of statutory references (for example, “Section” to “section”), to improve accuracy and readability;
 - (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;
 - (c) introduce a new Rule 21A dealing with compliance with laws and anti-money laundering and counter-terrorism financing, which recognises that the Club is a reporting entity for the purposes of the AML/CTF Act and provides designated services (including services relating to the operation of gaming machines), and which allows the Club to require identity, source of funds and source of wealth information, to decline or cease services, to refuse entry or remove persons, and to suspend or terminate membership where necessary to comply with the law or the Club’s AML/CTF Program;
 - (d) introduce a new Rule 21B dealing with the responsible service of alcohol and gambling, which allows the Club to exclude persons in accordance with its responsible service of alcohol and responsible conduct of gambling policies, and to refuse entry to or remove persons who have self-excluded or who are subject to an exclusion, ban or barring notice under a self-exclusion scheme, gambling-related exclusion scheme or Liquor Accord;
 - (e) amend the membership application and election provisions to replace the former six (6) week period with a requirement that an applicant be dealt with by the conclusion of the second Board meeting following the date on which the application form is given to the Secretary, to introduce a new Rule 12.3 requiring an applicant to record a minimum spend of twenty dollars (\$20.00) at the Club’s premises before being eligible for consideration for election, and to introduce a new Rule 15.10 providing that a person is not to be considered for, or elected to, membership unless the posting requirement in Rule 15.8, the interval requirement in Rule 15.9 and the minimum spend requirement in Rule 12.3 have been satisfied, with consequential amendments to Rules 15.1 and 15.13 (to be renumbered 15.14); and
 - (f) update Rule 8.3 to reflect the current wording of section 10(1)(j) of the Registered Clubs Act (no person other than the Club and its members may benefit from the ownership or occupation of the Club’s premises, apart from reasonable interest on a secured loan and reasonable rent), and extend Rule 9.4 so that no director, the Secretary or any employee may receive payments calculated by reference to gaming machine operations, as well as liquor, as required by section 10(1)(k);
 - (g) amend the temporary membership rules in Rule 14.1 so that the Board may, by By-Law, set a minimum distance (if any) from the premises being visited for New South Wales residents, add a separate category for persons whose permanent residence is outside New South Wales, and clarify the minimum age as eighteen (18) years or over;
 - (h) amend the disciplinary rules to remove the reference to fines in Rule 20.8, clarify the member’s right to call evidence in Rule 20.2(d), and insert a new Rule 20.15 protecting the confidentiality of whistleblowers under the Corporations Act in disciplinary proceedings;
 - (i) update the Board eligibility and election rules so that a person subject to a declaration of ineligibility under section 57H(2)(g) of the Registered Clubs Act (for any club or position) cannot be nominated and vacates office (Rules 24.7(e) and 32.1(f)); require nominees to provide their director identification number (or confirm an application) and a statutory declaration about any past declaration of ineligibility, which is displayed for at least seven (7) days before the election (Rule 25.1); remove the outdated training-material declaration; and refer director training to the Registered Clubs Regulation (Rule 24.9);

- (j) update the General Meeting rules so that notices are emailed to the address recorded in the Register of Members or nominated by the member (Rule 33.5(c)), notices contain the information members need to participate by technology (Rule 33.6(b)), either Vice President may chair in the President's absence (Rule 33.17), and the chairperson may suspend, adjourn or continue a meeting if technical difficulties occur (new Rules 33.36 to 33.38);
- (k) update the financial reporting rules in Rule 36 to reflect the Corporations Act for companies limited by guarantee, with provision for sustainability reports only if the Club is required to prepare them;
- (l) confirm that the Club will give documents to a member in accordance with any election the member has made under section 110E of the Corporations Act (Rule 41.2); and
- (m) make typographical and cross-references and standardise statutory references updates throughout the Constitution;
- (n) broaden the officers' indemnity in Rule 42.1 to clarify that officers and former officers are indemnified to the full extent permitted by the Corporations Act against liability incurred in their capacity as officer, including but not limited to liability incurred in defending any proceedings whether civil or criminal, and to extend the indemnity to legal costs reasonably incurred in responding to an inquiry or investigation by a regulator (including AUSTRAC, the Independent Liquor and Gaming Authority, Liquor & Gaming NSW and ASIC), subject to a new Rule 42.3 confirming the indemnity does not extend beyond what the Corporations Act permits.

Procedural Matters in Relation to the proposed Special Resolution

1. In order for the Special Resolution to be passed, at least 75% of the votes cast by members present and entitled to vote on the Resolution must be in favour of the Resolution.
2. Only Life members and Club members being eligible to do so, and who are present and financial, are eligible to vote on Resolution 4.
3. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 4.
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 4 in writing to Club's CEO, if possible, before the Annual General Meeting.
6. Employees of the Club are not eligible to vote on Resolution 4.
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 recommends that members vote in favour of Resolution 4.

By order of the board
Darryl Bozicevic
CEO