RYDE-EASTWOOD LEAGUES CLUB LTD
NOTICE OF ANNUAL GENERAL MEETING

RYDE-EASTWOOD LEAGUES CLUB LIMITED ABN 77 000 431 792

NOTICE IS HEREBY GIVEN that the 63rd Annual General Meeting of Ryde-Eastwood Leagues Club Ltd ("the Club") will be held in the Club premises, 117 Ryedale Road, West Ryde. On **Thursday 26th November 2026 at 7.00pm**

BUSINESS

1. Apologies.
2. Confirmation of Minutes of the 62nd Annual General Meeting held on Thursday 27th November 2025.
3. To receive, consider and adopt the Annual Financial statement for the year ended 30/06/2026. Copies of these reports may be viewed on the Club's website within the "Member Login" page at https://relcg.redeemx.net/RX/index.php/mp/login.
4. Declaration of the results of the election of Directors for 2026 to 2028
5. To consider and if thought fit, pass each of the Ordinary Resolutions contained in this notice under the heading "Notice of Ordinary Resolutions".
6. To consider and if thought fit, pass the Special Resolution which is contained in this notice under the heading "Notice of Special Resolution"
7. For the purposes of clause 10 of the Registered Clubs Regulation 2025 (NSW), notice will be given of any amalgamation offers received by the Club in the previous 12 months.
8. General Business
9. Any business pertaining to the affairs of the Club. Members are requested to advise the Secretary, in writing seven (7) days prior to the date of the Annual General Meeting of any query relating to the affairs of the Club in respect of which research of the books and records of the Club will need to be undertaken in order to give a proper reply.

FULL FINANCIAL REPORT

Members can access a copy of the 2025 Annual Report by going to the club's website www.releagues.com.au under the members section or by contacting the Club at info@releagues.com.au.

'Full AGM resolutions and Financial Annual Report available for members at reception'

BALLOT FOR BOARD OF DIRECTORS

Nominations have been received for the election of the Board of Directors for Ryde-Eastwood Leagues Club for 2026 - 2028.

"Clause 49 (b) of the Club's constitution provides that at least seven of the Directors of the Club shall be financial members of the committee of the Ryde-Eastwood District Rugby League Football Club". As only seven members of that committee have been nominated for election, no ballot is necessary for those seven nominees. They will be declared elected by the Chairman at the Annual General Meeting.

They are:

J. F. (Jim) McClymont, H. (Harry) Bell, M. L. (Malcolm) Chapple, G. (Graeme) Aggett, J. (John) O'Brien, S. (Stephen) Broughton and L. (Laurie) Strada.

The Election Ballot to elect two Directors from the remaining nominees, for a period of two years, will take place on:

- Thursday 19 November 2026, 12.00 noon to 7.00pm
- Friday 20 November 2026, 12.00 noon to 7.00pm
- Saturday 21 November 2026, 12.00 noon to 7.00pm

They will take place in the Function Centre at Ryde Eastwood Leagues Club and Club Lounge at Club Thirroul

The remaining nominees are listed below.



SEAN MERHI

- Local resident for over 50 years
- Dedicated family man, husband and father of three children
- National Asset Manager for a family-owned retail property group
- Member of the Leadership & Acquisitions Team
- Former Director, Richardson & Wrench Balmain (2005-2013)
- Committed to strong governance, transparency and serving the interests of all members



KAREN ALDEN*
(WAUD) OAM

- Director of Ryde Eastwood Leagues 2025-2026
- OAM Awarded in 2022
- Member of Building and Projects Committee
- President of Eastwood Ryde Netball Association
- President of West Ryde Rovers Sports and Social Club
- Board Member of North West Sydney Football
- Life Member ERNA (2004), NWSF and WRRSSC
- Patron of Senior's Club
- Employed as Disability Support Worker



PAUL MOUJALLI*

- Director of Ryde-Eastwood Leagues 2003-2026
- Retired Banking & Finance Professional of 40 years' experience
- Life Member of Ryde-Eastwood Leagues
- President North Western Metropolitan Region of ClubsNSW
- Member of Audit, Risk and Governance Committee
- Patron of Ryde-Eastwood Euchre Club
- Treasurer of Ryde Sports Foundation
- Director of Bendigo Bank North Ryde
- Australian Wheelchair Rugby League
- Member Australian Institute of Company Directors

**Current Director*

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

NOTICE OF ORDINARY RESOLUTIONS

Notice is hereby given that at the Annual General Meeting of the Club, members will be asked to consider and, if thought fit, pass the following resolutions which are proposed as Ordinary Resolutions:

1. FIRST ORDINARY RESOLUTION

That pursuant to the *Registered Clubs Act 1976* (NSW) the members hereby approve and agree to payment of the following honoraria for members of the Board of Directors until the next Annual General Meeting:

I. President $21,000 per annum;
II. Eight (8) other Directors $19,000 each per annum; and.
III. The Honoraria are to be payable monthly in arrears. (N.B. Under the superannuation guarantee legislation superannuation at 12% is payable to all Directors).

2. **SECOND ORDINARY RESOLUTION**

a) That pursuant to the *Registered Clubs Act 1976* (NSW) the members hereby approve and agree to expenditure by the Club in a sum not exceeding $70,000 until the next Annual General Meeting of the Club for the following activities:
   I. An annual dinner or lunch for Foundation Members and partners, as well as other special guests determined by the Board to be important to the foundation of the club;
   II. An annual Appreciation dinner or lunch for Sub-Club Executive Committee Members;
   III. Grants and subsidies to the sub-clubs;
   IV. Two free meals and beverages per fortnight for each Life Member of the Club that is not a director of the Ryde-Eastwood Leagues Club Limited (not to exceed $175 for each meal);
   V. Presentations to members and other persons acknowledging services deemed by the directors as being of benefit to the Club.

b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only those members who fall within the various categories of membership referred to.

3. THIRD ORDINARY RESOLUTION

a) That pursuant to the *Registered Clubs Act 1976* (NSW) the members hereby approve and agree to expenditure by the Club in a sum not exceeding $160,000 for the following benefits, professional development and education of directors until the next Annual General Meeting and being:
   I. The reasonable cost of directors attending the ClubsNSW and Leagues Clubs Australia quarterly and annual general meetings and the reasonable costs of directors attending formal functions to represent the club including but not limited to functions and dinners conducted by ClubsNSW, and Leagues Clubs Australia and including costs associated with the directors' partners where attendance is expected and required.
   II. The reasonable cost of directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time as being of benefit for Club and the education of directors;
   III. The reasonable cost of directors attending or hosting other registered clubs for the purpose of viewing and assessing their facilities and methods of operation or for the purpose of meeting and exchanging ideas with the governing bodies of those other clubs provided such attendances are approved by the Board as being necessary for the betterment of the Club;
   IV. Nine car parking spaces for the exclusive use of directors;
   V. Duty directors, while on duty, shall be entitled to the use of a table in the Club auditorium without charge;
   VI. Blazers and associated apparel for each director as may be necessary for new directors, and to replace those of existing directors which may need replacing;
   VII. The reasonable cost of a meal and beverage for each director immediately after a Board or Committee meeting on the day of that meeting where that meeting coincides with a normal meal time;
   VIII. The reasonable cost of meal and beverage for each duty director and his or her partner when the duty director is on duty in the Club or within a reasonable period of that date;
   IX. The reasonable cost of directors attending the Club's holiday units to inspect them or to assess other holiday units for purchase by the Club provided such attendances and cost thereof are approved by the Board.
   X. The reasonable cost of directors, senior management and their partners attending an annual dinner; including a token of appreciation for partners. The total value of tokens of appreciation not to exceed $2,200.
   XI. The reasonable cost of directors of the Club attending an organised intrastate, interstate or overseas tour as determined by the Board of the Club for the purpose of viewing and assessing the facilities of casinos, hotels and entertainment venues and determining trends in relation to entertainment, decor, gaming, marketing and promotion and thereafter for such director to make a detailed written report thereon to the Board of the Club;
   XII. The reasonable expense incurred by directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by directors which activities and the expense there from are approved by the Board, on production of receipts, invoices or other proper documentary evidence of such expenditure;
   XIII. The reasonable use by directors of the Club's facilities when in attendance.
   XIV. That the members approve that directors and other members be entitled to represent the Club at sponsored sports events by invitation.
   XV. The reasonable cost of providing directors with computer hardware as well as internet access to access a secure website for Board meeting minutes and agenda items

b) The members acknowledge that the benefits in paragraph (a) above, are not available to members generally, but only to those who are directors of the Club and partners of directors who are members and senior management and their partners who are members.

Explanatory notes regarding the First, Second and Third Ordinary Resolutions

1. These notes are to be read in conjunction with the proposed Ordinary Resolutions. The First, Second and Third Ordinary Resolutions are put to members for the purposes of section 10(6) and 10(6A) of the *Registered Cubs Act 1976* (NSW) (**Registered Clubs Act**) which require members in General Meeting to approve certain benefits granted to specific members or classes of members not provided to other members of the Club.
2. The First Ordinary Resolution is to approve honoraria to be paid to Directors of the Club until the next Annual General Meeting.
3. The Second Ordinary Resolution is to approve benefits which have traditionally been provided in the Club but which are not equally available to all members.
4. The Third Ordinary Resolution is to approve an amount no greater than $160,000 for the expenditure by the Club in relation to duties performed in or about the Club by directors and expenditure for directors to attend seminars, lectures, trade displays and other similar events including the Clubs NSW Annual General Meeting and to visit other clubs 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 way in which the Club conducts its business. This resolution also includes an option for directors to participate in organised intrastate, interstate or overseas trips to view and assess facilities. This option has been included in our Annual General Meeting Agenda for the last twenty years and has been used only twice. However prior approval is required by members to ensure the club complies with relevant legislation. Part (i) of the resolution to include reasonable expenses of partners of directors is to allow the availability of directors to attend meetings that are expected or required for their development and knowledge and are often held in distant locations.

NOTICE OF SPECIAL RESOLUTION

Notice is hereby given that at the Annual General Meeting of the Club, members will be asked to consider and, if thought fit, pass the following resolution which is proposed as a Special Resolution:

SPECIAL RESOLUTION

That the Constitution of Ryde-Eastwood Leagues Club Ltd (**Club**) by:

- In rule 2, deleting the definition of "By-Laws" and inserting instead the following new definition:
  *""**By-Laws**" shall mean and include by-laws made and adopted by the Board and shall include rules, regulations and policies."*
- In rule 10(d), adding a comma after each of the words "give", "sell", "mortgage", "exchange", "hire" and "lease" so that the rule will read as follows:
  "(d) To give, sell, mortgage, exchange, hire, lease (not being premises covered by club licence held under the Liquor Act) or otherwise dispose of the property of the Club or any parts or parts thereof.
- In rule 10(f), adding a comma after each of the words the "make", "draw", "accept", "endorse", "discount", "lading" and "warrants" so that the rule will read as follows:
  "(f) To make, draw, accept, endorse, discount, execute and issue promissory notes bills of exchange bills of lading, warrants , debentures and other negotiable or transferable instruments."
- In rule 20, replacing the words "both sexes" with the words "all genders" so that the rule will read as follows:
  "20. All classes of membership are open to all genders."
- In rule 45(a)(i), replacing the words "as a prepaid letter posted to the member's last known address" with the words "to the member in accordance with Rule 93" so that rule 45(a)(i) will read as follows:
  "(i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent to the member in accordance with Rule 93 at least seven clear days before the meeting of the Board or meeting of the Board's duly constituted disciplinary committee at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge."
- Deleting rule 45(h).
- Deleting rule 69(j) and inserting instead the following new rule 69(j):
  " (j) If he or she fails to complete any training for a registered club director that the person is required to complete, within the relevant prescribed period, pursuant to the Registered Clubs Act, Registered Clubs Regulation, Gaming Machines Act and Gaming Machines Regulation 2019 (NSW) or is otherwise mandatory training for a director of the Club as a member of an industry association (provided that this Rule 69(j) shall not apply to any Director who is exempt from completing such training a relevant provision of the legislation or relevant code of practice)."
- Deleting rule numbered "15" and the word "Deleted" beside it, and consecutive renumbering all subsequent rules as 15, 16 and so on and amending cross references to rules within the Constitution accordingly. For example:
  - As rule 24 will be renumbered as 23, the reference in rule 24(b) (to be renumbered 23(b)) to rule 24(a) will be amended to refer to rule 23(a);
  - Rule 28(c) will be renumbered 27(c), and the current reference in rule 29(f) (to be renumbered 28(f)) to rule 28(c) will be amended to refer to rule 27(c);
  - Rule 29(g) will be renumbered 28(g), and internal references to 29(f) and 29(g) will be amended to 28(f) and 28(g) respectively,

  and so on throughout the Constitution.

Explanatory notes regarding the Special Resolution

1. If passed, the Special Resolution will make general tidy ups and updates to the Club's Constitution. These are explained below.
2. The proposed new definition of "By-Laws" in rule 2 is intended to ensure that references to by-laws includes regulations and policies adopted by the Board from time to time. The current definition of By-Laws does not expressly refer to policies of the Club. The new definition makes it clear that policies may be enforced under the Constitution. For example, the Club has responsible service of alcohol and responsible conduct of gambling policies adopted by the Board which are enforced by the Club. By-Laws and their enforcement are referred to in various parts of the Constitution, such as rule 45 (Disciplinary Proceedings) and 47(c) (Guests), and the Club's responsible service of alcohol and responsible conduct of gambling policies are referred to in rules 45(c)(viii) and 45(g).
3. The proposed additions of commas to rules 10(d) and 10(f) are for grammatical purposes only.
4. Rule 20 presently refers to all membership classes being open to both sexes. Given modern general recognition of more than two genders, it is proposed to update the rule so that it refers to all genders, rather than both sexes.
5. Rule 45(a)(i) states that notice of a disciplinary charge is to be sent by prepaid post to a member. However, recent changes to the *Corporations Act 2001* (Cth) (**Corporations Act**) and Registered Clubs Act, the Club can send notices by electronic means to its members, subject to the ability of a member to select the post as a means of receiving notices. This is reflected in rule 93 of the Constitution. The proposed change to rule 45(a)(i) will allow the Club to send notices of disciplinary charge to members by electronic means, subject to the ability of a member to elect to receive notices of disciplinary charge by post.
6. Rule 45(h) is a duplication of rule 45(g) and may be deleted.
7. Rule 69(j) presently refers to the *Registered Clubs Regulation 2015* (NSW). That Regulation was replaced by the *Registered Clubs Regulation 2025* (NSW). In addition, the existing rule refers to the ClubsNSW Gaming Code of Practice which has been repealed. The current *Registered Clubs Regulation 2025* (NSW) is defined in rule 2 of the Constitution. Therefore rule 69(j) is to be replaced by using the term "Registered Clubs Regulation" which is defined in rule 2 as the current regulation, being the *Registered Clubs Regulation 2025* (NSW) and by removing reference to the Gaming Code of Practice. The *Gaming Machines Regulation 2019* (NSW) sets out training requirements for directors.

GENERAL NOTES REGARDING THE ORDINARY RESOLUTIONS AND SPECIAL RESOLUTION

1. Pursuant to rules 24 and 98 of the Club's Constitution, only Life Members, financial Foundation Life Members and financial Club Members who have at least 5 years standing as Full Members may vote on the Ordinary Resolutions and Special Resolution.
2. To be passed, the Ordinary Resolutions must receive votes in their favour from not less than a simple majority of those members who, being entitled to do so, vote in person at the meeting.
3. Pursuant to sections 9 and 136 of the Corporations Act and rule 98 of the Club's Constitution, to be passed the Special Resolution must receive votes in its favour from not less than three quarters of those members, who being entitled to do so, vote in person at the meeting.
4. As a result of the special resolution provisions of the Corporations Act, the Special Resolution must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
5. Members who are employees of the Club are not entitled to vote.
6. Proxy voting is prohibited by the Registered Clubs Act.

Dated 14 October 2026 **By direction of the Board**
C. Pozzato - Chief Executive Officer