NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Gymea Miranda Bowling and Sports Club Ltd (ACN 000 234 800) (**Club**) will be held at the premises of the Club, 691 Kingsway, Gymea NSW on Sunday 25 January, 2026 at 9.30am.

Business

1. To consider and, if thought fit, pass an Ordinary Resolution (set out below) declaring the Club's premises at 691 -693 Kingsway, Gymea NSW 2227 to be "non core" for the purpose of section 41E of the Registered Clubs Act 1976.

Ordinary Resolution

> *"That the ordinary members (as defined in section 4 of the Registered Clubs Act 1976) of Gymea Miranda Bowling and Sports Club Ltd (**Club**) declare the premises of the Club at 691 to 693 Kingsway, Gymea NSW 2227 comprising of title reference Lot D in DP 405660 and Lot 203 in DP 845467 (being the area outlined yellow in Annexure A) to be "non core" property of the Club for the purpose of section 41E of the Registered Clubs Act 1976."*

Explanatory Message to Members regarding the Ordinary Resolution

Background

<u>Housing Delivery Authority Decision – 22 October 2025</u>
On 22 October 2025, the NSW Housing Delivery Authority (**HDA**) considered an Expression of Interest (**EOI**) lodged on behalf of Gymea Miranda Bowling and Sports Club Ltd and Gymea Milburn Holdings Pty Ltd (**The Precinct Consortium**) for a proposed redevelopment of:

- the Club's site at 691 to 693 Kingsway, Gymea NSW 2227 comprising of title reference Lot D in DP 405660 and Lot 203 in DP 845467123 (**Club Land**); and

- Gymea Milburn Holdings Pty Ltd site at 52-60 Milburn Road, Gymea NSW 2227 comprising Lots 1, 4, 5, 6, 7 and 8 in DP 22346 (**Milburn Land**).

(together referred to as the **Proposal**)
The Proposal is intended to deliver:

- 120 residential apartments;

- 130 independent living units;

  (250 dwellings in total)
- upgraded bowling club including club, all-weather synthetic bowling green, all event/function space and recreation spaces; and

- 9% affordable housing.

The extent of the Proposal is shown in graphic form in Annexure B to this Notice.

<u>HDA Outcome</u>
The HDA resolved to recommend to the NSW Minister for Planning and Public Spaces that the Proposal be declared a State Significant Development **(SSD)** under section 4.36(3) of the *Environmental Planning and Assessment Act* 1979 (**EP&A Act**), giving the Club's proposal SSD status.

<u>Reasons for the HDA's Recommendation</u>
The HDA formed the view that the Proposal:

- adequately satisfied the objectives and criteria of the HDA Expressions of Interest;

- is of State significance as it satisfies the HDA State Significant Development criteria because s it is a major residential project as it satisfies the HDA SSD criteria established in the document *"HDA consideration of State significance under s4.36 of the EP&A Act."*

Considerations for the Next Stage

While the HDA supports the Proposal in principle, the Club was advised that:

- final development standards and dwelling yield (apartment numbers) may be lower that proposed in the EOI application as a result of the merit assessment process; and

- all SSD applications undergo rigorous environmental, traffic, infrastructure, and design assessments before a determination is made.

State Significant Development Declaration Order

By way of State Significant Development Declaration Order (No 15) 2025, on 21 October 2025 the NSW Minister for Planning and Public Spaces, Paul Scully MP, made a State Significant Development Declaration Order in respect of the Proposal, under section 4.36(3) of the EP&A Act (**Order**). A copy of the relevant parts of the Order are at Annexure C.

What is a State Significant Development Declaration?

Under the EP&A Act, certain development projects are considered to be of *"state significance"* because of their size, economic value, complexity, or potential environmental and social impacts. These projects are declared State Significant Developments by the NSW Government, and their assessment and approval is handled directly by the Department of Planning, Housing and Infrastructure (and ultimately determined by the Minister or the Independent Planning Commission), rather than by the local council.

Inclusion of land within an SSD declaration means that any proposed development on that land which meets the relevant criteria will be assessed under the SSD provisions of the EP&A Act.

Why has the land been included?

The NSW Government identifies land for SSD declarations where it anticipates large-scale redevelopment, infrastructure, or urban renewal projects that will contribute to state-wide planning objectives. This often occurs in areas earmarked for major residential, commercial, or mixed-use developments, and may be linked to broader government strategies such as housing supply targets, transport corridor renewal, or precinct revitalisation.

What does this mean for the Club?

1. **Planning Pathway Changes**

    - Development applications meeting SSD thresholds will bypass normal local council processes.

    - The environmental impact assessment process is more comprehensive, requiring detailed studies and community consultation.

    - Final approval will rest with the Minister or Independent Planning Commission, not the local council.

2. **Opportunities**

    - The SSD pathway can enable the Club and Milburn (or developers working with them) to propose larger or more complex developments than might be possible under local planning controls alone.

    - It can provide greater certainty of process for major redevelopment plans, as assessment is centralised at State level.

Significance for the Club

If approved through the SSD process, the proposed redevelopment is intended to:

- deliver a modernised registered club facility, inclusive of an all-weather synthetic bowling green and additional club carparking ;

- provide ongoing operational sustainability and long term financial viability for the Club; and

- offer significant community benefit through the delivery of seniors housing and residential apartments including affordable housing and recreation facilities (outdoor).

Section 41E Approval
Section 41E of the Registered Clubs Act and clause 19 of the Registered Clubs Regulation 2009 (NSW) (**Registered Clubs Regulation**) restrict the ability of a registered club to "dispose" of real property owned by the club without members' approval if the real property concerned is "core property".

Under section 41E(1), *"core property"* of a registered club means any real property owned or occupied by the club that comprises:

(a) the premises of the club, or

(b) any facility provided by the club for the use of its members and their guests, or

(c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the ordinary members of the club, to be core property of the club,

but does not include any property referred to in paragraphs (a)–(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the ordinary members of the club, not to be core property of the club (ie is declared to be "non core" property).

"Dispose" of property, for the purposes of section 41E of the Registered Clubs Act, means to sell, lease or licence or otherwise deal with the property in such a manner as may be prescribed by the Registered Clubs Regulation.

Section 41E(1) of the Registered Clubs Act requires that a Club must not dispose of any core property of the Club unless:

(a) the property has been valued by a qualified valuer, and

(b) the disposal has been approved at a general meeting of the ordinary members of the club at which a majority of the votes cast supported the approval, and

(c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer.

To enable the Club to pursue redevelopment opportunities, the Board recommends that members pass the Ordinary Resolution.

Why the Club is seeking member approval now.
A Proposal necessarily contemplates the redevelopment of the Land which cannot be funded by the Club alone. While the Club has joined with Milburn to make the Proposal, they will likely be required to either choose a developer to undertake the whole project or join with a developer in a joint venture or similar arrangement to undertake the project.
The Club has considered the practical consequences and risks to the Club if it does not seek member approval for the declaration of *"non-core property"* in relation to the Club's premises prior to advancing development opportunities for the Club Land.
Most importantly, a development of this nature requires detailed and expensive planning. When a developer is asked to spend large sums (which for a development of this nature could be in excess of $1M) on preparing detailed and expensive planning documents including Environmental Impact Statement, construction documents, and to negotiate finance, the developer needs assurance that there is no impediment to the Club delivering the Club Land up as part of the development. If the Club Land remains *"core property"* during the planning and approval process:

- the developer (and their financier) face the risk that, after approvals are obtained and costs committed, the members at a later general meeting may refuse to approve the disposal under s41E of the RCA; and

- that risk materially increases the developer's financing cost, may prevent finance, or lead the developer to refuse to commit to the project on realistic commercial terms.

The practical consequence of the above is that either:

- the Club and Milburn will not find a developer for the project and the Proposal fails; or

- the Club receives a much lower return from the development to reflect the 'member veto risk' the developer faces.

By contrast, if members first declare the Club Land to be *"non-core property"*, the statutory disposal hurdles in s41E of the RCA no longer apply to the Club Land — so a developer can obtain planning approvals and commit finance knowing that members have already approved of the land being *"non-core property"*.

Members are reminded that the *"non-core property"* declaration is not an instruction to the Board to dispose of or develop the Club Land — the declaration is a procedural step that allows the Board of the Club to consider flexible commercial arrangements for the development of Club Land (without having to comply with section 41E of the RCA) and to enter into necessary agreements with a third party or parties for that purpose.

Procedural Matters in Relation to the proposed Ordinary Resolution

The Ordinary Resolution is proposed in accordance with section 41E of the Registered Clubs Act 1976.

Section 41E requires the declaration of *"non core"* property to be by *"a resolution passed by a majority of the members present at a general meeting of the ordinary members of the Club"*.

The words *"ordinary members"* of the Club is defined in section 4 of the Registered Clubs Act 1976 to mean:

> *"ordinary member" of a club means a person who is elected to membership of the club in accordance with the rule of the club referred to in section 30(1)(g)"*

Section 30(1)(g) of the Registered Clubs Act 1976 provides that:

> *A person shall not be admitted as a member of the club, other than as a provisional member, honorary member or temporary member, unless the person is elected to membership at a meeting of the full members of the club or at a duly convened meeting of the governing body or election committee of the club, the names of whose members present and voting at that meeting are recorded by the secretary of the club.*

In short, an *"ordinary member"* as referred to in section 41E and defined in section 4 of the Registered Clubs Act 1976 is any member of the Club who has been properly elected to membership of the Club. The *"voting rights"* contained in the Club's Constitution do not override the requirements of section 41E. Accordingly, all members of the Club, except provisional, honorary and temporary members of the Club, are permitted to attend the General Meeting and vote on the Ordinary Resolution.

Notes to Members

1. All members including Life members, financial Bowling Members, Social (V) Members, Social (N) Members, Perpetual Members (except provisional members, honorary members and temporary members) are entitled to vote on the Ordinary Resolution.

2. To be passed, the Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.

3. Members should read the proposed Ordinary Resolution and the Explanatory Message to Members which explains the nature and effect of the resolution.

4. Members of the Club, who are employees of the Club, cannot vote at the meeting.

5. Proxy Votes are not allowed under the *Registered Clubs Act* 1976.

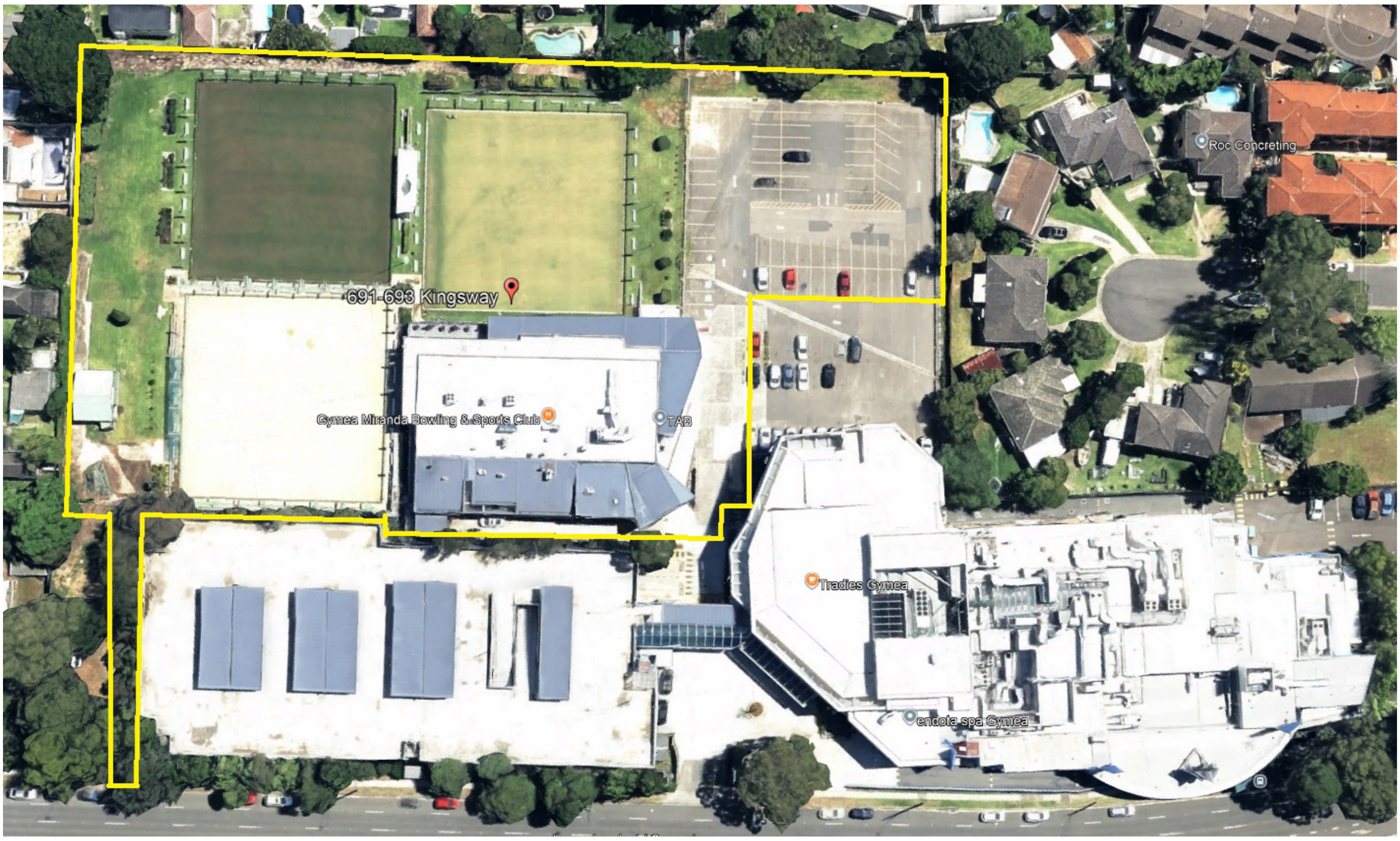
6. Please direct any question or concerns about the Ordinary Resolution to the Chief Executive Officer of the Club, if possible before the meeting.

By Authority of the Board of Directors

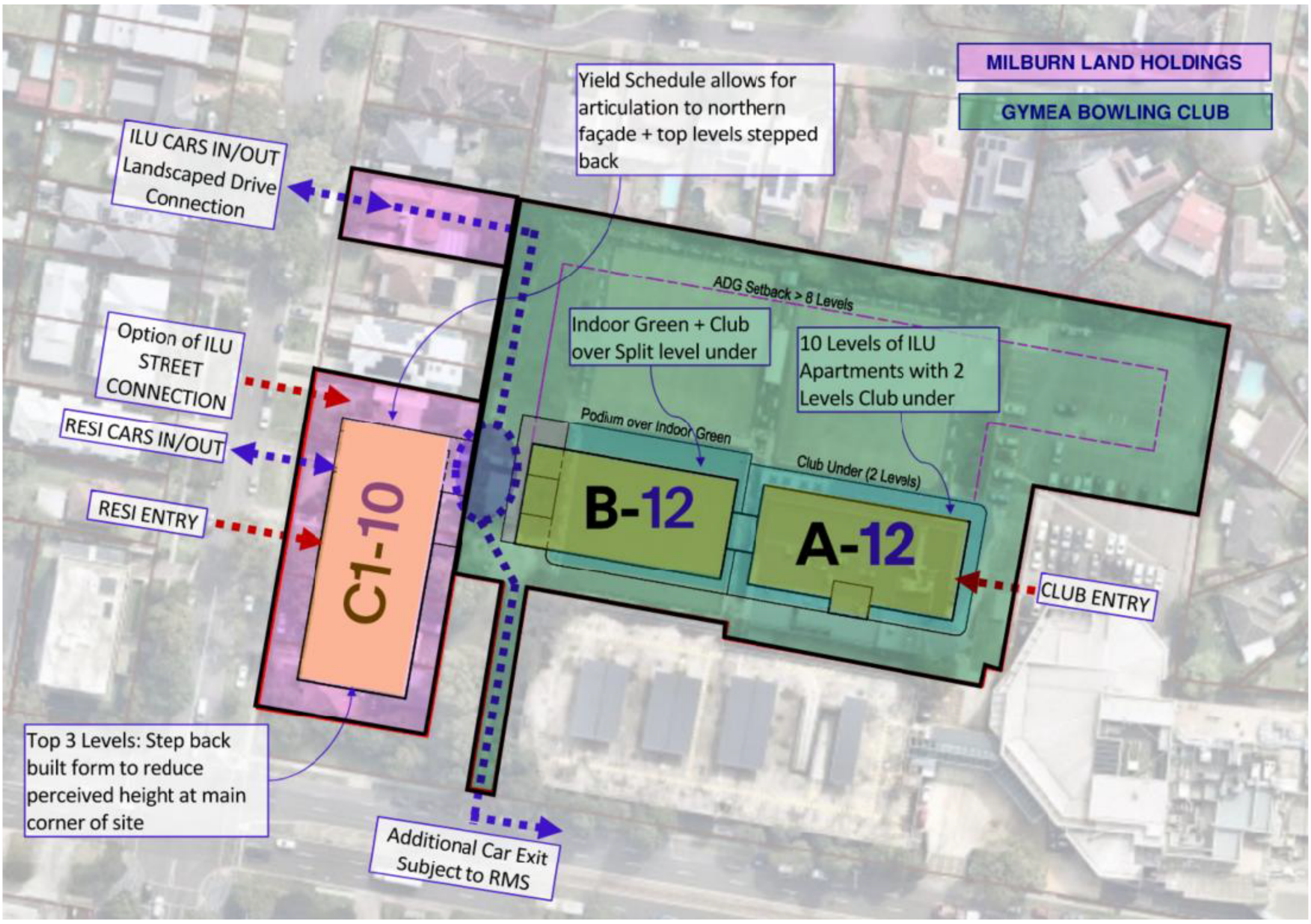
21 November, 2025

Jason Fullerton
<u>Chief Executive Officer</u>

ANNEXURE "A"


691-693 Kingsway
Gymea Miranda Bowling & Sports Club
TAB
Roc Concreting
Tradies Gymea
endota spa Gymea

Annexure B



MILBURN LAND HOLDINGS
GYMEA BOWLING CLUB
Yield Schedule allows for articulation to northern façade + top levels stepped back
ILU CARS IN/OUT Landscaped Drive Connection
ADG Setback > 8 Levels
Indoor Green + Club over Split level under
10 Levels of ILU Apartments with 2 Levels Club under
Option of ILU STREET CONNECTION
RESI CARS IN/OUT
Podium over Indoor Green
Club Under (2 Levels)
RESI ENTRY
B-12
A-12
C1-10
CLUB ENTRY
Top 3 Levels: Step back built form to reduce perceived height at main corner of site
Additional Car Exit Subject to RMS

Annexure C

State Significant Development Declaration Order (No 15) 2025

under the

Environmental Planning and Assessment Act 1979

I, the Minister for Planning and Public Spaces, in pursuance of section 4.36(3) of the *Environment Planning and Assessment Act 1979*, make the following Order.

Dated this 21st day of October 2025.

PAUL SCULLY MP
Minister for Planning and Public Spaces