



24 December 2025

Frequently Asked Questions (FAQ) – Ordinary Resolution – Core to Non-Core Property

Foreword – Transparency, Purpose and Scope of this FAQ

Purpose of this FAQ

This Frequently Asked Questions (FAQ) document has been prepared to assist members in understanding the Ordinary Resolution to be considered at the General Meeting on 15 February 2026, which relates to the proposed declaration of part of the Club's land as *non-core property* under section 41E of the Registered Clubs Act 1976.

The purpose of this document is to explain:

- what members are being asked to vote on;
- what the resolution does and does not authorise; and
- the safeguards that apply if the resolution is approved.

This FAQ is intended to be informational and explanatory only. It does not replace the Notice of General Meeting or the Explanatory Message to Members, which remain the authoritative documents governing the vote.

Commitment to Transparency

The Board and Management of Gymea Miranda Bowling and Sports Club Ltd are committed to conducting this process lawfully, transparently, and in good faith.

Members are entitled to clear information about the resolution being voted on, and the Club has sought to ensure that all members receive one consistent set of information, provided formally and uniformly, rather than through fragmented or individualised correspondence.

At the same time, the Club must operate within:

- its Constitution;
- statutory governance and planning requirements; and
- legal constraints that apply to major development proposals at an early stage.

Limits on Detail at This Stage

Members are not being asked to approve:

- a final development design;
- a sale or lease of Club land;
- a commercial agreement; or
- a final financial outcome.

Because any future redevelopment remains subject to:

- detailed planning investigations,
- statutory assessment processes, and
- negotiations with third parties,

there are necessary limits on the level of detail that can responsibly or lawfully be provided at this stage.

Accordingly, this FAQ focuses on the motion itself, not speculative or unresolved development detail.

Questions and Ongoing Engagement

Members may direct questions relating to the resolution or this FAQ to the Chief Executive Officer at: ceo@gymeabowls.com.au

While the Club cannot guarantee that every question can be answered in detail, all correspondence will be considered in good faith and, where appropriate, responses will be provided or incorporated into future updates.

Frequently Asked Questions – The Motion

1. What is the purpose of the General Meeting?

The General Meeting has been called to allow eligible members to vote on a single Ordinary Resolution — whether part of the Club’s land should be declared non-core property under section 41E of the Registered Clubs Act 1976.

This vote does not approve a final development, sale, or agreement. It is a procedural decision required to allow the Club to continue exploring redevelopment opportunities.

2. What exactly are members being asked to vote on?

Members are being asked whether they approve the reclassification of a defined portion of the Club’s land from *core* to *non-core* property, as described in the Notice of General Meeting and Explanatory Message.

The motion includes specific limitations and safeguards, including exclusions for Bowling Greens 1 and 2 and the north-eastern car park.

3. What does “non-core property” mean?

Under the Registered Clubs Act, *core property* is land that cannot be sold, leased, or otherwise dealt with unless members approve each transaction.

Declaring land as *non-core* removes that restriction for that land only, allowing the Board to negotiate planning, development, or commercial arrangements more flexibly.

4. Does voting “Yes” mean the Club will sell the land?

No.

A “Yes” vote does not require the Club to sell, lease, or develop the land. It simply allows the Board to continue planning and negotiations without needing further member approval at every procedural step.

5. Does the Club retain ownership of the land if it becomes non-core?

Yes.

The Club retains ownership of the land throughout the planning process. Any future disposal or development would be subject to commercial agreements and legal requirements.

6. Which parts of the site are excluded from the non-core vote?

The resolution expressly excludes:

- **Bowling Greens 1 and 2** on the northern side of the site; and
- the **north-eastern car park**.

These areas remain *core property* and cannot be sold, leased, or otherwise dealt with without further member approval.

7. Can the Board change the redevelopment beyond what members have been told?

No.

The resolution limits any redevelopment to being substantially consistent with the proposal described in the Explanatory Message.

Any materially different use or outcome would require further member approval.

8. What happens once any redevelopment is completed?

Once redevelopment is practically completed, any parts of the property that meet the legal definition of *core property* under the Act will automatically revert to *core property*.

This restores member control over those assets for the future.

9. Why is the Club seeking this approval now?

Major redevelopment planning requires significant upfront investment by potential partners.

Without non-core status, developers face the risk that members could veto the project after substantial costs have already been incurred. This risk can make projects unviable or materially reduce returns to the Club.

Seeking approval now provides certainty while detailed planning is undertaken.

10. Is the Club in financial trouble?

No.

The Club is financially stable. However, like many bowling and licensed clubs, it faces long-term challenges due to changing demographics, gaming reform, and reliance on traditional revenue streams.

The Board is acting proactively to secure long-term sustainability rather than waiting until financial pressure forces decisions.

11. Will there be further consultation with members?

Yes.

Ongoing community and member consultation is a formal requirement of the State Significant Development planning process. Members will continue to be informed as the project progresses.

12. What happens if the resolution is not approved?

If the resolution is not approved, the Club will not be able to proceed with the current redevelopment pathway under the existing planning framework.

This would significantly limit available options and may result in the loss of current partners and approvals and likely landlocking from street frontage without partnerships with competitors.

13. Who is entitled to vote?

All *ordinary members* as defined under the Registered Clubs Act are entitled to attend and vote, except:

- provisional members;

- honorary members;
- temporary members; and
- Club employees.

Proxy voting is not permitted.

14. How will the vote be conducted?

The meeting and vote will be conducted strictly in accordance with the Club's Constitution and the Registered Clubs Act.

The resolution requires a simple majority (50% + 1) of votes cast by eligible members present.

Matters the Club Cannot Provide Detailed Answers On (and Why)

Members have raised a wide range of questions. Some matters cannot be answered definitively at this stage due to legal, procedural, and commercial constraints.

The Club cannot currently provide definitive answers on:

Final design, height, layout or staging

No detailed design has been finalised. Any future development is subject to environmental studies, planning controls and statutory approval.

Commercial terms or financial outcomes

Negotiations are ongoing and incomplete. Publishing indicative figures could prejudice the Club's negotiating position.

Developer or builder insolvency scenarios

No final development agreement exists. Addressing hypothetical insolvency scenarios at this stage would be speculative.

Detailed strata, maintenance or cost apportionment

These matters depend on final design and approval outcomes and cannot yet be determined accurately.

Alternative or hypothetical redevelopment models

The General Meeting is being asked to consider one procedural resolution only, not multiple development options.

Without Prejudice Status of HDA Planning Investigations

All investigations, discussions and submissions made to the Housing Delivery Authority (HDA) and other government bodies are undertaken:

- **without prejudice;**
- subject to ongoing assessment and change; and
- without any guarantee of approval or final outcome.

Information prepared as part of the HDA process:

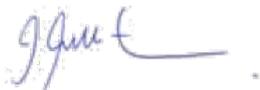
- may be refined, amended or rejected;
- cannot be treated as final or binding; and
- must not be represented as settled outcomes.

For these reasons, the Club must avoid publishing or committing to detail that could later change through statutory assessment.

Summary for Members

- This vote relates to **core to non-core property only**.
- A “Yes” vote enables planning and negotiation — it does not approve a sale or building.
- Certain questions cannot yet be answered because the project is at an early, regulated stage.
- The Club is committed to transparency, fairness and lawful process.
- Members are encouraged to engage respectfully and direct questions through the CEO so they can be addressed consistently.

By Direction of the Board



Jason Fullerton
Chief Executive Officer

Dated: 25 December 2025