

GYMEA MIRANDA BOWLING AND SPORTS CLUB LIMITED

ACN 000 234 800

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Gymea Miranda Bowling and Sports Club Limited (Club) will be held at the Club premises, 691 Kingsway, Gymea NSW 2227, on Sunday 20 September 2026 commencing at 9.30am.

Election and AGM timetable

Item	Date / time
Call for nominations	Monday 10 August 2026
Nominations close	Friday 28 August 2026 at 6.00pm
AGM Notice / Annual Report available to members	Tuesday 4 August 2026
List of candidates posted	Monday 31 August 2026
Annual General Meeting	Sunday 20 September 2026 at 9.30am
Secret ballot, if required	Sunday 20 September 2026 at the AGM
Declaration of ballot, if required	Sunday 20 September 2026 at the AGM

Note: The list of candidates is to be posted on the next business day after nominations close.

Business of the meeting

1. To confirm the minutes of the Annual General Meeting held on 14 September 2025 and the General Meeting held on 15 February 2026.
2. To receive and consider the Reports of Officers.
3. To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 May 2026.
4. Election of the following Board positions, in accordance with Rule 29 of the Constitution of Gymea Miranda Bowling and Sports Club Limited:
 - Ordinary Director - Rule 28 Triennial Election
 - Social and Sports Director - Rule 28 Triennial Election
5. Declaration of ballot by the Returning Officer, if a ballot is required.
6. To consider and, if thought fit, pass the Ordinary Resolutions set out below.
7. To consider and, if thought fit, pass the Special Resolution set out below.
8. To transact any other business which may be brought forward in conformity with the Constitution.

Ordinary Resolutions - Member approvals

The Ordinary Resolutions are proposed to authorise the expenditure or provision of benefits described in each resolution for the period from the close of this Annual General Meeting until the close of the

next Annual General Meeting, unless otherwise stated. Amounts are inclusive of GST where applicable. Expenditure must be reasonable, properly incurred, recorded in the accounts of the Club and otherwise comply with the Registered Clubs Act 1976, Registered Clubs Regulation 2025, the Constitution and any applicable law.

Ordinary Resolution 1 - Director refreshments

That, for the purposes of section 10(6A)(b) of the Registered Clubs Act 1976, the members approve and authorise the Club to provide reasonable food and refreshments to Directors during, immediately before, or immediately after Board meetings, committee meetings, Board training sessions and other official Board duties undertaken for the Club.

Ordinary Resolution 2 - Volunteer recognition

That, for the purposes of section 10(6A)(b) of the Registered Clubs Act 1976, the members approve and authorise expenditure not exceeding \$8,500.00 for non-cash Club food and beverage benefits, vouchers or similar in-kind recognition for Club volunteers, at the discretion of the Board of Directors, provided that such benefits are not redeemable for cash, gaming play, gaming credits or cash equivalent.

Ordinary Resolution 3 - Director development and Board-related expenses

That, for the purposes of section 10(6A)(b) of the Registered Clubs Act 1976, the members approve and authorise expenditure not exceeding \$10,000.00 for reasonable costs and expenses incurred by Directors in connection with professional development, mandatory or recommended training, industry events, strategic planning sessions, seminars, conferences, uniforms or name badges where necessary, and other costs reasonably associated with the performance of Directors' duties for the Club.

Ordinary Resolution 4 - Annual Board Christmas dinner

That, for the purposes of section 10(6A)(b) of the Registered Clubs Act 1976, the members approve and authorise expenditure not exceeding \$3,000.00 for reasonable costs associated with Directors and their partners or spouses attending an annual Christmas dinner or similar Club-hosted end-of-year function.

Explanatory note for Ordinary Resolutions

- The Ordinary Resolutions are intended to obtain member approval for expenditure and benefits connected with the governance, administration, volunteer support and operation of the Club.
- Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A)(b) of the Registered Clubs Act 1976 allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

- The approval is sought because the benefits or expenditure may not be available equally to every member of the Club, or may involve expenditure relating to Directors, and should therefore be expressly approved by members.
- The Ordinary Resolutions do not authorise a Director to receive salary, wages or other remuneration for acting as a Director. They authorise only the limited expenditure described in each resolution.
- All expenditure remains subject to Board approval, proper recording, budgetary control, the Constitution, the Registered Clubs Act 1976, the Registered Clubs Regulation 2025 and any applicable law.

Special Resolution - Constitutional corrections, compliance updates and modernisation amendments

To consider and, if thought fit, pass the following resolution as a Special Resolution:

That, for the purposes of section 136(2) of the Corporations Act 2001 and Rule 49.1 of the Constitution, the Constitution of Gynea Miranda Bowling and Sports Club Limited be amended with effect from the close of the Annual General Meeting As follows:

1. Definitions and interpretation

Rule 3.1 is amended by inserting the following new definitions in alphabetical order and renumbering the existing definitions as required:

"Applicable Governance Laws" means the Corporations Act, the Registered Clubs Act, the Registered Clubs Regulation, the Liquor Act, the Gaming Machines Act, any applicable regulation made under those Acts, the Registered Clubs Accountability Code, and any other law, regulation, code or mandatory regulatory requirement applying to the governance, management, accountability or operations of the Club from time to time.

"Registered Clubs Regulation" means the Registered Clubs Regulation 2025 and any regulation made under the Registered Clubs Act that replaces, amends or modifies that Regulation from time to time.

"Registered Clubs Accountability Code" means the accountability code prescribed under the Registered Clubs Act or the Registered Clubs Regulation from time to time.

Rule 3.1 is further amended by correcting typographical numbering errors, including replacing "(j)" with "(j)" and "(l)" with "(l)", and by renumbering the balance of Rule 3.1 accordingly.

2. Club functions authorisation

Rule 9.1 is amended by deleting the final sentence and replacing it with:

This Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function conducted under a club functions authorisation granted to the Club under section 23 of the Registered Clubs Act.

3. Life member terminology

Rule 10.2(b) is amended by deleting the words "Honorary Life members" and replacing them with "Life members".

4. Perpetual member and junior member wording

Rule 10.14(b) is amended by deleting "amalgamation between the club's" and replacing it with "amalgamation between the clubs".

Rule 10.14(c) is amended by deleting "has had their name entered" and replacing it with "have had their name entered".

Rule 10.21 is deleted and replaced with: Upon a Junior member attaining the age of eighteen (18) years, he or she shall cease to be a Junior member of the Club and will be transferred by the Board to Bowling membership as a Bowling Member.

5. Transfer between classes of membership

Rules 11.5 and 11.6 are deleted and replaced with:

11.5 Upon a member being transferred to another class of membership of the Club, the Secretary shall cause notice of such transfer to be given to the member.

11.6 If a member's application for transfer to another class of membership is not approved, the Secretary shall cause any additional subscription paid by that member in connection with the application to be returned to the member.

6. Board office terminology

The Constitution is amended throughout by replacing "Chairman" with "Chairperson".

The Constitution is amended throughout by replacing "Deputy Chairman" and "Vice Chairperson" with "Deputy Chairperson" where the context requires.

7. Election of Board

Rule 29.1(b) is deleted and replaced with:

Nominations shall close at the date and time determined by the Board, but in any case no later than 6.00pm on the day that is at least twenty-one (21) days before the date fixed for the Annual General Meeting. Nominations must be delivered to the Secretary on or before the date and time fixed for the close of nominations.

Rule 29.1(i) is amended by deleting "Social (v) member" and replacing it with "Social (V) member".

8. Appointment of directors by the Board

Rule 30.2 is deleted and replaced with:

If the Board elects to make an appointment under Rule 30.1, the appointment must comply with the any Applicable Governance Laws, including any requirements relating to eligibility, term of office, disclosure, notice to members, payments or declarations of ineligibility.

9. Mandatory training for directors

The heading to Rule 31 is amended by deleting "MANDANDATORY TRAINING FOR DIRECTORS" and replacing it with "MANDATORY TRAINING FOR DIRECTORS".

Rules 31.1 to 31.5 are deleted and replaced with:

31.1 A Director must complete and maintain evidence of completion of any mandatory training required by any Applicable Governance Laws, or any regulatory requirement applying to directors or governing body members of registered clubs.

31.2 Any mandatory training must be completed within the period prescribed by the relevant law, regulation, code or regulatory requirement.

31.3 The Club must make information concerning compliance with director training requirements available to members to the extent required by any Applicable Governance Laws.

31.4 Mandatory director training required under this Rule shall be undertaken at the expense of the Club, unless the Board determines otherwise in respect of training that is not mandatory.

31.5 A Director who fails to comply with this Rule may be in breach of this Constitution and may be dealt with in accordance with this Constitution and any Applicable Governance Laws.

10. Sub clubs and by-laws

Rule 32.13(b) is deleted and replaced with: submit copies of all minutes, financial records and other records to the Board as required by the Board for Board oversight, governance, compliance, financial control and record keeping purposes.

Rule 32.18(d) is amended by deleting "d}" and replacing it with "(d)".

11. Director interests, conflicts and related-party arrangements

Rules 34, 35 and 36 are deleted and replaced with the following:

34. DECLARATIONS OF INTERESTS, GIFTS, BENEFITS AND CONFLICTS

34.1 Each Director must comply with all disclosure, conflict of interest, gift, benefit, remuneration, financial interest, accountability and related-party requirements imposed by any Applicable Governance Laws.

34.2 Without limiting Rule 34.1, each Director must disclose any material personal interest, direct or indirect interest, pecuniary interest, financial interest in a hotel, gift, remuneration, benefit, conflict of interest, close associate interest, related-party interest, or other matter that is required to be disclosed under any Applicable Governance Laws.

34.3 A disclosure required under this Rule must be made as soon as practicable after the relevant facts come to the Director's knowledge and in the manner required by the relevant law, regulation, code or Board policy.

34.4 A Director who has a material personal interest, conflict of interest or other interest in a matter being considered by the Board must not vote on the matter or be present while the matter is being considered if prohibited from doing so by any Applicable Governance Laws.

34.5 The Club must maintain any registers, records, returns or disclosures required by the Applicable Governance Laws.

34.6 This Rule does not limit any obligation imposed on a Director or the Club by law.

35. CONTRACTS AND COMMERCIAL ARRANGEMENTS INVOLVING DIRECTORS

35.1 The Club must not enter into any contract, commercial arrangement, transaction or dealing with a Director, a close associate of a Director, a related party of a Director, or any company, trust, partnership, entity or body in which a Director has an interest, unless the contract, arrangement, transaction or dealing is permitted by and complies with any Applicable Governance Laws.

35.2 Without limiting Rule 35.1, the Club must ensure that any required disclosure, approval, recording, reporting, notice or member approval is obtained or completed before entering into the relevant contract, arrangement, transaction or dealing.

35.3 The Board may require a Director affected by this Rule to absent himself or herself from any Board discussion or decision concerning the matter, except to the extent permitted by law.

36. CONTRACTS AND COMMERCIAL ARRANGEMENTS INVOLVING THE SECRETARY

36.1 The Club must not enter into any contract, commercial arrangement, transaction or dealing for the provision of goods or services with the Secretary, a close relative of the Secretary, a close associate of the Secretary, or any company, trust, partnership, entity or body in which the Secretary or a close relative or close associate of the Secretary has a controlling interest or other relevant interest, unless the contract, arrangement, transaction or dealing is permitted by and complies with this Constitution and any Applicable Governance Laws.

36.2 Rule 36.1 does not prevent the Club entering into a contract of employment or other contract with the Secretary where that contract is permitted by law and all required approvals, disclosures and records have been completed.

12. Financial year reporting inconsistency

Rule 41.4 is deleted and replaced with:

In accordance with section 317 of the Act, the Board shall lay before each Annual General Meeting, in respect of the financial year of the Club immediately preceding that Annual General Meeting:

- (a) the financial report of the Club;
- (b) the directors' report; and
- (c) the auditor's report on the financial report.

13. Notices

Rule 46.2 is amended by deleting "deemed to have been received by the members" and replacing it with "deemed to have been received by the member".

14. General

By making such other consequential amendments including updating Rule numbering and cross referencing throughout the Constitution to give effect to the amendments proposed above.

Explanatory Note to Members - Special Resolution

This Explanatory Note does not form part of the Special Resolution.

The purpose of the Special Resolution is to make targeted amendments to the Constitution to correct typographical errors, remove obsolete legislative references, correct internal inconsistencies and update governance language.

The proposed amendments do not change the Club's name, objects, Board size, membership structure, voting structure for Board elections, or the requirement that Constitutional amendments be passed by Special Resolution.

The key amendments are:

- Financial year correction - Rule 41.4 is amended so that the financial reports tabled at each AGM relate to the Club's financial year immediately preceding that AGM.
- Director training update - Rule 31 is updated by removing outdated references to the Registered Clubs Regulation 2009 and historical transitional training dates.
- Director interests and contracts - Rules 34 to 36 are modernised to reflect the requirements of applicable governance laws.
- Board-appointed directors - Rule 30.2 is updated to align with current legislative and regulatory requirements.
- Terminology and drafting corrections - the amendments correct terminology relating to Chairperson, Deputy Chairperson, Life members, Social (V) members, Sub club records and minor typographical issues.
- Election administration - Rule 29.1(b) is corrected so that the nomination closing rule is clear and consistent.

Voting notes

In accordance with the Constitution, only members who are financial at the date of the meeting and entitled to vote on the relevant resolution may vote.

Ordinary Resolutions: Subject to the Constitution and applicable law, financial members in the following classes are eligible to vote on the Ordinary Resolutions set out in this Notice:

- Bowling Members
- Social (V) Members

- Social (N) Members
- Perpetual Members
- Life Members

Special Resolution: In accordance with Rule 49.1 of the Constitution, only Life Members and financial Bowling Members are eligible to vote on a Special Resolution to amend the Constitution.

A Special Resolution must receive at least 75% of the votes cast by members eligible to vote on the Special Resolution.

Rule 39.19 of the Constitution prohibits proxy voting at any General Meeting, including the Annual General Meeting, and at any election of the Board of Directors.

Financial statement questions

Members are requested to submit any questions regarding the Club's financial statements to the Club's Chief Executive Officer not less than seven (7) days before the meeting to allow time for the Club and its Auditor to provide a suitably researched response.

Annual Report

The Club has opted to distribute its Annual Report by making it available electronically, unless a member requests that a printed copy be sent to them. The Annual Report is available for members to access and download by visiting the Club's website at www.gymeabowls.com.au and selecting the Annual Report link. If a member elects to receive a printed copy of the Annual Report, free of charge, the member should contact the Club's office in person or by telephone on (02) 9524 4688.

By Authority of the Board of Directors

3 August 2026



Jason Fullerton
Chief Executive Officer