

RICHMOND CLUB LIMITED

ACN 001 034 911

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the RICHMOND CLUB LIMITED will be held on Wednesday, 26 November 2025 commencing at the hour of 8:00 pm at the premises of the Club, Cnr Francis & East Market Streets, Richmond, New South Wales.

BUSINESS

1. To receive and confirm the minutes of the 52nd Annual General Meeting of the Richmond Club held on 20 November 2024.
2. To receive and consider the reports of the Board of Directors and Chief Executive Officer for the year ended 30 June 2025.
3. To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the year ended 30 June 2025.
4. To consider and, if thought fit, to pass the Ordinary Resolution set out in this Notice.
5. To consider and, if thought fit, to pass the Special Resolution set out in this Notice.
6. To declare the results of the election of the Directors.
7. To notify members in accordance with the Registered Clubs Regulation 2025 (NSW) of any amalgamation offers received by the Club from any other registered club in the previous 12 months prior to the Annual General Meeting (if any have been received).
8. To deal with any other general business that the meeting may deal with, without notice to the members of that business.

MEMBERS' QUESTIONS FOR ANNUAL GENERAL MEETING

Members are asked to submit to the Club any questions they may have regarding the Financial Statements, Directors Report and Auditors Report for the financial year ended 30 June 2025 at least seven (7) days prior to the date of the Annual General Meeting to allow the Club time to prepare a response. This does not prevent members asking questions without notice at the meeting, but if your question is not submitted by the time above, it may not be possible to answer your question at the meeting.

ANNUAL REPORT

The Annual Report containing the reports of the Board of Directors, the Financial Statements and Auditor's report, for the financial year ended 30 June 2025 will be available on the Club's website and noticeboard at least 21 days prior to Annual General Meeting.

Members who have previously elected in writing to receive annual reports will receive the reports directly in the manner selected by them (either in hard copy or electronically).

Members who have not previously elected to receive the reports directly can access them on the Club's website or by requesting a copy of the reports at the Club's reception or by writing to the Club and requesting a copy be sent in hard copy or electronically. A written request for the reports is a standing request and will apply into the future.

PROCEDURAL MATTERS FOR ORDINARY RESOLUTION

1. To be passed, the Ordinary Resolution below must receive votes from not less than a simple majority (i.e. 50% + 1) of those members who, being eligible to do so vote in person on the Ordinary Resolution at the Meeting.
 2. Life members and Financial Ordinary members are eligible to vote on the Ordinary Resolution.
 3. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
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ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve expenditure by the Club of a sum not exceeding \$60,000 for the professional development and education of Directors and other costs relating to Directors until the Annual General Meeting in 2026 including:
 - (i) The reasonable cost of Directors attending the ClubsNSW Annual General Meeting and trade show;
 - (ii) The reasonable cost of Directors attending meetings of other associations of which the Club is a member;
 - (iii) The cost of a reasonable meal and beverage for each Director at a reasonable time before or after a Board or committee meeting on the day of that meeting;
 - (iv) Reasonable expenditure on a Richmond Club Blazer, tie, and slacks for each Director who does not possess such items of clothing;
 - (v) The reasonable cost of Directors attending 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;
 - (vi) The reasonable cost of Directors undertaking training as required by the Registered Clubs Act and Regulations;
 - (vii) The reasonable cost of Directors attending functions with their partners where appropriate and required to represent the Club.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those who are Directors of the Club and their partners.

NOTES TO MEMBERS ON THE ORDINARY RESOLUTION

1. The Ordinary Resolution relates to the costs of professional development and education of Directors and other costs and expenses relating to directors.
2. Directors need to keep up to date with current developments in the club industry, including the numerous statutes that affect club operations. It is important that Directors keep abreast of their responsibilities to members, employees, suppliers and the community. Also certain training for directors is mandatory under the Registered Clubs Act and Regulations.
3. If passed the Ordinary Resolution allows the Club to pay for the costs of Directors attending various meetings of associations of which the Club is a member.
4. Approval of the members is required for Directors to receive reasonable benefits that are not offered equally to other Club members. The passing of the Ordinary Resolution by members will confirm and set an upper limit on the amount that can be expended.
5. The amount of \$60,000 is the same upper limit as approved by the members at Annual General Meetings going back many years, including last year.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, the Special Resolution must receive votes in its favour from at least a three quarters majority (i.e. 75%) of those members present and voting who, being eligible to do so, vote on the Special Resolution.
2. In accordance with the Club's Constitution, Financial Ordinary members (except for Junior members) and Life members are entitled to vote on the Special Resolution.
3. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
4. The Special Resolution and proposed new Constitution must be considered as a whole and the substance of the resolution cannot be amended by motions from the floor of the meeting.

SPECIAL RESOLUTION

That:

1. the Memorandum of Association and Articles of Association of Richmond Club Limited ABN 14 001 034 911 (Club) be repealed; and
2. the Constitution, in the form presented to this Annual General Meeting and signed by the Club President for the purpose of identification, be adopted as the Club's new Constitution.

EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION

About the Special Resolution

- 1 The Club has proposed a number of improvements to its Memorandum of Association (**Memorandum**) and Articles of Association (**Articles**) (together, **Existing Constitution**) this year. For simplicity, the Club is presenting the changes to the Existing Constitution as a single resolution, rather than the several detailed resolutions which would otherwise be required. The new document is also being presented as a unified Constitution, rather than a separate Memorandum and Articles.
- 2 The resolution to adopt a new Constitution will be put to members for consideration as a special resolution in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**).
- 3 If the Special Resolution is passed, then the Club's Existing Constitution will be entirely replaced by the proposed new Constitution.
- 4 A hard copy of both the Existing Constitution, and the proposed new Constitution which will be presented to the members at the Annual General Meeting (**AGM**), is available to members upon request. Members may collect copies during the Club's normal office hours, or request a copy by email. Otherwise, members can review the copy of each document made available on the Club's website: <https://richmondclub.com.au/about/memorandum-and-articles-of-association/>
- 5 The main purpose of the proposed new Constitution is to update the Club's articles to reflect current law and best practice applicable to registered clubs and the Club's operations.
- 6 The primary reason for proposing the changes as one new Constitution is to address the many different changes, both substantive and less substantive (such as formatting, typographical errors and more minor corrections) under the one special resolution. Otherwise it would require an extensive number of special resolutions to be considered and passed at this AGM. Whilst the Club has made minor changes to its Existing Constitution from time to time, the Club has not undertaken a substantial update of its Existing Constitution for some years and therefore the Board determined it was more appropriate to undertake a comprehensive update and propose this as an updated Constitution to replace the existing one.
- 7 The Board encourages members to read the proposed new Constitution carefully and attend the AGM to vote on this important resolution for our Club.

Summary of important matters in the proposed new Constitution

- 8 These explanatory notes provide a non-exhaustive overview of the proposed changes to the Existing Constitution. Not all changes are set out in these explanatory notes, including those which are of a more administrative nature. Only the more significant matters for consideration by members in relation to the proposed new Constitution are addressed, including those matters set out below. Notwithstanding this summary, the Board encourages members to carefully read through both the Existing Constitution and the proposed new Constitution to familiarise themselves with all proposed changes.

Administrative changes

- 9 The amendments include some updates with reference to current legislation and more modern language to make the Club's Constitution more suitable for members. For example:
- (a) gender-specific references have been removed and gender-neutral language has been adopted noting all classes of membership are open to all genders;
 - (b) rules have been streamlined, and certain rules that reflect obligations under the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**) or Corporations Act which do not need to be included in the Club's Constitution have been omitted; and
 - (c) there has been an improvement to formatting, so that rules are easier to read and understand.

Memorandum of Association

- 10 The articles set out in the Club's Memorandum are now consolidated within the proposed new Constitution.
- 11 The proposed objects of the Club are materially the same as the objects currently set out in the Existing Constitution (see article 3 of the Memorandum).
- 12 There is no change in the proposed new Constitution to:
- (a) the maximum member's guarantee of \$4 (which would only be payable if the Club is ever wound up); or
 - (b) each member's limited liability and the mechanism for distributing the Club's property on winding up.
- 13 The wording of the income and property rules have been updated; however, these rules retain the same restrictions on distributing the Club's property or money to members.

Membership classes

- 14 The Club currently has two (2) classes of Ordinary membership, being "Ordinary members" and "Junior members". To avoid any confusion of having the same name, it is proposed that the class of "Ordinary members" be renamed as "Club members". The class of "Junior members" will remain unchanged. See rule 7.2 of the proposed new Constitution.
- 15 There is otherwise no change to the number or nature of the Club's membership classes, which have been carried across into the proposed new Constitution.
- 16 Article 31A of the Existing Constitution was relevant to the Club's amalgamation with the former Richmond Golf Club Limited in July 2013. This article prescribed the requirements and processes for members of the former Richmond Golf Club Limited to become members of the Club as part of that amalgamation. As it has been more than 12 years since this amalgamation, and this article is no longer relevant, article 31A of the Existing Constitution has been deleted.

- 17 Article 26(b)(i) of the Existing Constitution contains a restriction preventing persons whose permanent place of residence is within 5 kilometres of the Club (or such greater distance as may be determined from time to time by the Board by By-Law) from becoming a Temporary member of the Club. This 5-kilometre restriction has been removed from the corresponding rule in the proposed new Constitution (rule 7.9(a)(i)) to align with the NSW Government's 2024 'Vibrancy Reforms' legislative changes. Proposed new rule 7.9(a)(i) includes some flexibility for a minimum distance to be specified by By-Law if this is considered appropriate by the Board at a later point in time (without having to seek a further change to the Club's Constitution).
- 18 The eligibility criteria for temporary membership have also been expanded to include an interstate or overseas visitor, or a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club who at the invitation of the Board or a Full Member attends on any day at the Club's premises for the purpose of participating in an organised sport or competition to be conducted by the Club on that day. See rule 7.9(a) of the proposed new Constitution.

Cessation of membership

- 19 New rule 9(d) clarifies that a person is barred from all privileges of membership and ceases to be a member if, their entrance fee or subscription (or any part thereof) remains unpaid within 30 days of its due date, and the member fails to make payment within 14 days of the written notice provided by the Secretary to the member. The corresponding article in the Existing Constitution (article 35) referred to a member being "debarred from all privileges of membership" and erroneously stated that the member's name would be removed from the register of members of the Club.
- 20 New rule 15.1(a) contains clearer circumstances around when a person's membership will cease, namely upon: resignation, death, or failure to pay subscriptions or other money owed to the Club. Persons will otherwise cease to be a member if they are expelled by the Board as part of the Club's disciplinary proceedings.
- 21 New rule 15.1(b) also clarifies that the Board, Secretary, or Senior Employee each have the ability to terminate the membership of an Honorary Member or Temporary member at any time.

Registers of members

- 22 New rule 12(a) removes the requirement for the Club to record the occupation of members in the register of Full Members. This is not a requirement under the Corporations Act or Registered Clubs Act. Removing this obligation better protects the privacy of members in the event that a member requests a copy of the member register. The Club is still able to collect information about the occupation of persons when they apply for membership, however this will be maintained in a separate database.

Disciplining of members

- 23 New rule 13 regarding member disciplinary proceedings contains a number of recommended changes to the corresponding article 40 in the Existing Constitution.

For example:

- (a) it is now clear that:
 - (i) new rule 13.1 deals with the power of the Board to reprimand a member, suspend them from any or all privileges of membership for such period as it considers fit, expel the member or accept their resignation; and
 - (ii) new rule 13.2 specifies the process of issuing a notice of charge and conducting the disciplinary process;
- (b) the articles have been clarified to make it abundantly clear that if a member is found guilty of a charge and has attended the meeting, then the Board must give the member an opportunity to address the Board on penalty (see rule 13.2(a)(iv) of the proposed new Constitution);
- (c) the Secretary or the Senior Employee are now expressly permitted to assist the Board in conducting a disciplinary meeting (but must not vote); and
- (d) where a notice of charge has been issued, the Board, the Secretary, or the Senior Employee has the power to immediately suspend that member from any or all rights and privileges of membership until: the charge is heard, or a period of five (5) weeks, whichever is the sooner (see rule 13.2(b) of the proposed new Constitution).

Removal of persons from the Club

- 24 New rule 14(a) addresses the powers already held by the Secretary, the Senior Employee and any other employee authorised by the Secretary to exercise such power (**Authorised Employees**) to refuse persons entry to (or remove them from) the Club. It expands the power of these Authorised Employees to remove members from the Club whose conduct, in the opinion of the Secretary or Senior Employee, may be prejudicial to the interests of the Club, unbecoming of a member, or may render the member unfit for membership.
- 25 New rule 14(b) enables the Secretary or the Senior Employee to immediately suspend a member from any or all privileges of membership for up to six (6) weeks or until any notice of charge is heard or determined by the Board (whichever is earlier) where that member has been removed from the Club in accordance with new rule 14(a).

Guests

- 26 New rule 16.1 increases the restrictions on persons that may be introduced as guests to the Club to also extend to persons: whose application for membership of the Club has been rejected, or who are a former employee of the Club who was dismissed for misconduct. The corresponding article in the Existing Constitution (article 45(a)) presently only restricts a person from being introduced as a guest to the Club where the person: has been expelled from the Club, is currently under suspension, or has been turned out or refused admission to the Club.
- 27 New rule 16.1(h) clarifies that the Board, Secretary, or the Senior Employee may refuse a guest admission to (or require them to leave) the Club's premises or any other property owned or occupied by the Club.

Board

- 28 The Board will continue to be comprised of six (6) Directors, being the Chairperson, the Vice Chairperson, and four (4) other Directors. Article 48(a) of the Existing Constitution which refers to the prior composition of the Board before the September 2023 General Meeting has been deleted, as it is no longer relevant.
- 29 The eligibility criteria to stand for election or to be appointed/elected to the Board will remain the same, other than a minor clarification that an Ordinary Member must be financial. See rule 17.2(a) of the proposed new Constitution.
- 30 New rule 17.2(b) proposes additional criterion which would make a person ineligible for election. For example, in addition to what is currently specified in the corresponding article of Existing Constitution (article 49I), new rule 17.2(b) proposes that a person is also ineligible for election to the Board if:
- (a) they are a former employee of the Club whose services were terminated by the Club for misconduct;
 - (b) they have at any time been bankrupt;
 - (c) they have at any time been convicted of an indictable offence;
 - (d) they have at any time been disqualified from managing a corporation or been found liable for (or admitted to) an offence involving corporate or financial misconduct (which has not been the subject of a successful appeal);
 - (e) any authority (including the Independent Liquor & Gaming Authority or Liquor & Gaming NSW) or a court or tribunal has:
 - (i) made a written finding, determination or declaration that they are not a fit and proper person to be a director of a registered club (i.e. any registered club) or any corporation or incorporated body; or
 - (ii) made a written finding, determination or declaration that they are not a fit and proper person to act as the secretary of a registered club or any corporation or incorporated body; or
 - (iii) has removed them from office as the secretary or as a director of a registered club or any corporation or incorporated body; or
 - (iv) made a written finding, determination or declaration that they are ineligible to stand for election to or be appointed to hold office as a director or a secretary of a registered club or any corporation or incorporated body, even if the period of ineligibility has expired; or
 - (v) made any other adverse written finding, determination or declaration which recommends against that person standing for election or being appointed to hold office as director or secretary.
 - (f) they have been convicted of an offence under one or more of the Registered Clubs Act, the *Liquor Act 2007* (NSW), the *Gaming Machines Act 2001* (NSW) or the *Gaming and Liquor Administration Act 2007* (NSW), and which has not been the subject of a successful appeal.
- 31 New rule 17.3(a) provides that the Board shall be elected biennially, which is consistent with the current election frequency of the Board. The historical reference to the Board being elected annually until the 2005 AGM has been deleted, as it is no longer relevant.

- 32 New rule 18.1 recasts the existing wording of the corresponding article in the Existing Constitution (article 52) on the powers of the Board to clarify that the Board has the power to manage the business and affairs of the Club, and may exercise every right, power or capacity of the Club that is not required by law or the Club's Constitution to be exercised by the Club through its members in General Meeting. There is no material change to the powers that may be exercised by the Board.

Proceedings of the Board

- 33 New rule 19.6 enables a meeting of the Board to be called or held using any technology which is reasonable, and enables the Board meeting to be held at one or more physical venues. The corresponding article in the Existing Constitution (article 59A) requires that all Directors consent to the use of technology for a Board meeting, even where the meeting is to be a hybrid meeting (i.e., online and in-person), which has the potential to prevent a Director from virtually attending a meeting if one other Director does not consent to the use of technology to facilitate a Board meeting. The current article reflects the position under the Corporations Act prior to changes enabling virtual meetings, introduced as a result of the COVID-19 pandemic.

Disclosures

- 34 New rule 20.1 clarifies that "material personal interest" has the same meaning as in the Corporations Act, and clearly sets out the circumstances under which a Director must disclose a material personal interest to the Board.
- 35 Articles 63A to 63K in the Existing Constitution (which reflect the Club's obligations under the Registered Clubs Accountability Code of the *Registered Clubs Regulation 2025* (NSW)) have been deleted to streamline the Club's Constitution. The Club is still presently required to comply with these obligations under law.

Vacancies on the Board

- 36 New rule 17.7(b) makes it clear that the current circumstances under which the office of a Director is vacated in the corresponding article of the Existing Constitution (article 65) is in addition to the circumstances by which the office of a director becomes vacant by law or as otherwise specified in the Club's Constitution.
- 37 Furthermore, as Board meetings must be held at least once each quarter (but may be held more frequently as determined by the Board), new rule 17.7(b)(iii) also specifies that the office of a Director will be vacated if:
- (a) Board meetings are held every month and the Director is absent for a continuous period of three (3) months; or
 - (b) Board meetings are held every quarter and the Director is absent for two consecutive Board meetings.

General Meetings and Proceedings at General Meetings

- 38 Articles 68(b)-(i) of the Existing Constitution have been deleted so that the Constitution is more consistent with sections 249D, 249E and 249F of the Corporations Act. These matters are addressed in new rules 21.2(b) and 21.2(c).
- 39 Articles 72, 73 and 74 of the Existing Constitution have been deleted so that the Constitution is more consistent with sections 249N, 249O and 249P of the Corporations Act
- 40 New rule 21.5(a) clarifies that the business of an Annual General Meeting may include certain matters, even if they are not referred to in the notice of Annual General Meeting. For example: to confirm the minutes of the previous Annual General Meeting, to receive and

consider the financial reports, to declare the results of a Board election, etc.


- 41 Articles 93 and 93C of the Existing Constitution have been deleted, which addressed members nominating the medium by which they wanted to receive a notice of Annual General Meeting (e.g., electronically or by post). Recent amendments to the Corporations Act mean that the default position is that the Club can send electronic communications to members unless they have elected to receive communications by post. The Club now displays a notice on its website about electronic notices.

Indemnity to officers

- 42 New rule 26 sets out the indemnities offered to the officers of the Club (including the Directors and Secretary) permissible under the Corporations Act. This new rule places greater restrictions on the Club's obligation to indemnify an officer or former officer of the Club so that the Club is no longer obligated to indemnify an officer or former officer that has not acted in good faith, or where they are liable for a pecuniary penalty under the Corporations Act (including for failing to comply with their director's duties under the Corporations Act).

Dated: 9/10/2025

By direction of the Board



Kimberley Talbot
Chief Executive Officer