



NOTICE OF MEETING

NOTICE is hereby given that the Annual General Meeting of Members of Club Jervis Bay Ltd ABN 16 001 023 132 (**Club**) will be held at the Club's premises, 8 Currambene Street, Huskisson at **10:00 a.m. on Sunday, 16th of November 2025**. Members, please note that the doors of the meeting will close at 10:00 a.m. SHARP and the meeting will start at that time.

AGENDA:

- ITEM 1.** Chairman to open the meeting followed by the recitation of the Ode of Remembrance.
- ITEM 2.** To confirm the Minutes of the Annual General Meeting held on the 27th of October 2024. **
- ITEM 3.** To receive and consider the Directors' Report, Financial Statements and the Auditors Report for the year ending 30th of June 2025. *
- ITEM 4.** To consider and if thought fit, to pass the Ordinary Resolutions appearing under the heading "Ordinary Resolutions".
- ITEM 5.** To consider and if thought fit, to pass a Special Resolution appearing under the heading "Special Resolution".
- ITEM 6.** For the purposes of clause 4(4) of the *Registered Clubs Regulation 2015 (NSW)*, notice will be given of any expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club in the previous 12 months (if any).

In accordance with clause 4(4) of the *Registered Clubs Regulation 2015 (NSW)*, the Club advises members that in the past 12 months it was invited to respond to an Expression of Interest (EOI) for amalgamation issued by another registered club. While that club expressed interest following our response, no amalgamation has proceeded at this time

ITEM 7. To declare the result of the ballot for the positions on the Board of Directors for 2025/26.

ITEM 8: General Business.

ORDINARY RESOLUTIONS:

1. That pursuant to the *Registered Clubs Act 1976 (NSW)*, the members hereby approve and agree to the members of the Board during the period preceding the 2026 Annual General Meeting receiving the following benefits and the members further acknowledge that the benefits outlined in sub-paragraphs (i) to (ix) are not available to members generally but only to those members who are elected Directors of the Club or appointed by the Board to fill a casual vacancy.
 - (i) A reasonable meal and refreshments to be associated with each Board Meeting of the Club;
 - (ii) The right for Directors to incur reasonable expenses in travelling to and from Director's meetings or to other constituted meetings as approved by the Board from time to time on the production of invoices, receipts, or other proper documentary evidence of such expenditure;
 - (iii) The reasonable cost of two Directors attending the Clubs NSW Annual General Meeting;
 - (iv) 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;

- (v) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and the method of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
 - (vi) The provision of apparel for the use of the Club Directors when representing the Club;
 - (vii) The provision of car parking spaces adjacent to the Club for the President and Duty Director;
 - (viii) The reasonable costs of the provision of a meal for each Duty Director whilst on duty and such meals be allowed to be removed from the premises; and
 - (ix) The reasonable costs of Directors, Life Members and invited guests attending an Annual Dinner.
2. That pursuant to the *Registered Clubs Act 1976* (NSW), the members hereby approve and agree to payment of a total amount of \$26,400 (plus any superannuation contributions to be made by the Club at a level sufficient to ensure that the Club is compliant with superannuation guarantee legislation) as honoraria to the Board of Directors in respect of the Directors' services for the period preceding the 2025 Annual General Meeting, such total amount to be divided/allocated amongst the Directors as determined by a resolution of the Board and to be paid in equal monthly instalments so that the honorarium of each Director is paid in full by 30 June 2026.

SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Club Jervis Bay Ltd be amended by **deleting** Rule 31(a) and inserting the following new Rule 31(a):

- (a) *Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time by the Board by By-law pursuant to this Constitution;*

Explanatory Message to Members regarding the Ordinary Resolutions

1. Section 10(1)(i) and (j) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit or advantage to any member unless it is offered equally to all members of the Club.
2. Section 10(6A)(b) of the Registered Clubs Act 1976 allows a member to receive a benefit if the benefit conferred is not in the form of money (ie is in the form of meals, drinks, car parking spaces etc) and those benefits are approved by an ordinary resolution of the members of the Club in general meeting prior to the benefit being provided.
3. Section 10(6) provides an exception to section 10(1)(i) and (j) where the benefit comprises an honorarium conferred on Directors of the Club.
4. The first Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6A)(b) of the Registered Clubs Act 1976, the conferral of non-monetary benefits on Directors and specific members as specified in the resolution.
5. The second Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, the conferral of \$26,400 (plus any superannuation contributions to be made by the Club at a level sufficient to ensure that the Club is compliant with

superannuation guarantee legislation) (ie honorarium) on the Directors of the Board in recognition of their services as members of the Board.

Explanatory Notes to Members regarding the Special Resolution

6. The Special Resolution proposes an amendment to Rule 31(a) to remove the requirement that a temporary member must live outside of 5km from the Club's premises.
7. The amendment is required following amendments to the Registered Clubs Act 1976, one of which removed the '5km rule'.
8. The amended Rule still confers power on the Board to adopt a By-law imposing a minimum distance for temporary members if the Board considers necessary.

Explanatory Notes to Members regarding the EOI for Amalgamation

In compliance with clause 4(4) of the *Registered Clubs Regulation 2015 (NSW)*, the Club must notify members of any expressions of interest in amalgamation, or unsolicited merger offers, received in the past 12 months.

During the period, Club Jervis Bay was invited to respond to an Expression of Interest (EOI) issued by another registered club regarding a potential amalgamation. After receiving our response, that club indicated interest in progressing discussions; however, the amalgamation has not proceeded at this stage.

This disclosure is provided to ensure transparency. Should any future developments arise, members will be advised in accordance with statutory requirements.

General Notes to Members

1. All Life Members, and financial Ordinary Members (except employees of the Club) are entitled to vote on the Ordinary Resolutions and the Special Resolution.
2. To be passed, the Ordinary Resolutions 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. To be passed, the Special Resolution must receive votes in its favour from not less than three-quarters (75%) of those members who being eligible to do so, vote in person at the meeting.
4. As a result of the provisions of the Corporations Act 2001, the Ordinary Resolutions and Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
5. Members should read the Explanatory Message to Members following the Ordinary Resolutions and Special Resolution which explains the nature and effect of each.
6. Please direct any question or concerns about the Ordinary Resolutions or Special Resolution to the Chief Executive Officer of the Club, if possible before the meeting.
7. Members of the Club, who are employees of the Club, cannot vote on the Ordinary Resolutions or Special Resolution.
8. Proxy Votes are not allowed under the Registered Clubs Act 1972.

9. Members are asked to respectfully submit any questions they may have regarding the Financial Report, Directors Report and the Auditor's Report, in writing at least seven (7) days in advance of the meeting to the Chief Executive Officer, so informed responses can be provided at the meeting.

NOTICE TO MEMBERS:

Questions at the Annual General Meeting

*Members are asked to submit any questions they have 7 days in advance of the meeting to the Chief Executive Officer or President so that informed responses can be given at the meeting.

Nominations for election of President (1) and Directors (2) and conduct of the election

Nominations for the election of President and Director positions on the Board of Directors must be in writing and signed by the Proposer and Secunder, and the Nominee to signify their consent to the nomination. The Nominee must also complete the Statutory Declaration on the reverse of the Nomination Form and include a brief Resume stating the nominee's skills, qualifications and experience and a short statement. Nomination forms can be collected by the Chief Executive Officer or, in the absence of the Chief Executive Officer, the Manager on Duty.

Please note: All nominees should apply for a Director Identification Number (**DIN**) prior to the Annual General Meeting, as it a requirement of Part 9. 1A of the *Corporations Act 2001* (Cth) for a person who is appointed as a Director either to have their DIN or to have applied for their DIN by the time of their appointment. Nominees can apply online using the myGovID app to log in to ABRS (Australian Business Registry Services) online.

Nominations must be in my hands no later than 10:00 a.m. on Sunday, 2nd of November 2025. Nomination Forms may be obtained from me upon request. Election of the Board of Directors shall take place at the premises of the Club during the three (3) days immediately prior to the date set for the Annual General Meeting.

Voting will be conducted on the following dates:

THURSDAY, 13th of November 2025 (10am to 7pm)

FRIDAY, 14th November 2025 (10am to 7pm)

SATURDAY, 15th November 2025 (10am to 6pm)

2024 AGM Minutes

**Please note a copy of the unconfirmed 2024 AGM Minutes can be obtained at the office.

Dated 17th of October 2025 - By Direction of the Board of Directors



JOHN WEST, Chief Executive Officer