

NOTICE IS HEREBY GIVEN THAT THE 55th ANNUAL GENERAL MEETING OF THE MILTON ULLADULLA EX-SERVOS CLUB LIMITED WILL BE HELD IN THE MAIN AUDITORIUM, 212-222 PRINCES HIGHWAY ULLADULLA, ON SUNDAY 2nd NOVEMBER 2025 AT 9.30AM.

Members to receive and consider the following:

- Election Results – please see below
- Confirmation of the minutes of the 54th annual general meeting held on Sunday 3rd November 2024
- To receive and consider the President's report
- To receive and consider the Secretary Manager's report
- To receive and consider the trading account, profit and loss statement, balance sheet, and auditor's report for the year ended 30th June 2025
- To consider proposed resolutions - Ordinary and Special - see below
- Club Property Report
- Amalgamation Expressions of Interests received / Unsolicited Merger Offers Received
- Life Member nomination
- General Business

William Drury - President

PLEASE NOTE:

The financial accounts presented to this Annual General Meeting, are the financial accounts of Milton-Ulladulla Ex-Servos Club Limited for the period 1st July 2024 to 30th June 2025.

The annual report can be accessed on the website (please check the link):

https://www.ulladullaexservos.com.au/files/reports/Annual_Report_2024_2025_1.pdf

The Club requests that any questions or matters members intend to ask or raise at the meeting be advised to the Club in writing at least seven (7) days prior to the meeting. This will allow the Club to be able to properly answer such questions, or comment on matters raised at the meeting.

TRIENNIAL ELECTION RESULTS

Following the close of nominations, I hereby declare the results as follows:

Nominations were received for the following positions:

- Vice President
Tony Ireland - Unopposed therefore elected to the position of Vice President
- 1 Ordinary Board Member (Director) (3 years)
John Broughton - Unopposed therefore elected to the position of Board Member

I declare that no ballot is required as all positions were unopposed as stated.

The Board of Directors is confirmed as:

- William Drury - President • Simon Law - Vice President • Tony Ireland - Vice President
- John Broughton - Director • Tony Ingold - Director • Dany Grusso - Director
- Stuart Bellingham DSC, AM, CSC - Director

Trevor Schofield - Returning Officer
13th October 2025

NOTICE OF RESOLUTIONS

To consider proposed resolutions:

- (i) That pursuant to the Registered Clubs Act, Members to pass Resolution 1 which approves and agrees to expenditure by the Club in the sum of not exceeding \$10,000 until the next Annual General Meeting for expenses of the Directors;
- (ii) That pursuant to the Registered Clubs Act, Members to pass Resolution 2 which approves and agrees to expenditure by the Club in the sum of not exceeding \$20,000 until the next Annual General Meeting for professional development and education of the Directors;
- (iii) Members to consider and, if thought fit, pass Resolution 3 (set out below) to declare honoraria to the positions named and for the sums referred, in respect of services rendered to the Club to those members who are Directors of the Club;
- (iv) Members to consider and, if thought fit, pass Resolution 4 (set out below) as a special resolution to amend the Constitution of the Club to update the Constitution to reflect recent changes the Registered Clubs Act, Corporations Act, Registered Clubs Regulations, Registered Clubs Accountability Code and make some other minor changes to the Constitution.

RESOLUTIONS:

RESOLUTION 1 – ORDINARY RESOLUTION – DIRECTOR EXPENSES

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in the sum not exceeding \$10,000 until the next Annual General Meeting of the Club. For the following expenses, subject to approval by the Board of Directors of the Club:
 - (i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting.
 - (ii) Reasonable expenses incurred by Directors within the Club or elsewhere in relation to such other duties including entertainment of special guests to the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure.
 - (iii) Reasonable expenses for the members of the Board of Directors and their partners to attend an end-of-year dinner.
 - (iv) The Club providing each Director with a uniform of a blazer, trouser or skirt, shirt or blouse, and a jumper.
- (b) The members acknowledge that the benefits in (a) above are not available to members generally but only for those who are Directors of the Club and those members directly involved in the above activities.

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 1

1. The purpose of Resolution 1 is to have the members in General Meetings approve an amount no greater than \$10,000 for expenses incurred by Directors in the performance of their duties.

Procedural Matters in Relation to the proposed Ordinary Resolution

1. Resolution 1 must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
2. To be passed, Resolution 1 must receive votes in its favour from not less than a simple majority (50%+1) of those members, who being entitled to do so, vote in person at the meeting.
3. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.
4. The Board of Directors of the Club recommends that members vote in favour of Resolution 1.

RESOLUTION 2 – ORDINARY RESOLUTION – DIRECTOR PROFESSIONAL DEVELOPMENT & EDUCATION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in the sum not exceeding \$20,000 for the professional development and education of Directors until the next Annual General Meeting and being:
 - (i) The reasonable cost of Directors attending the ClubsNSW Annual General Meeting.
 - (ii) The reasonable cost of Directors attending legislated training, 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.
 - (iii) Attendance at Functions with spouses where appropriate and required to represent the Club.
- (b) The Members acknowledge that the benefits in (a) above are not available to members generally but only for those who are Directors of the Club and their spouses who may be members.

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 2

1. The purpose of Resolution 2 is to have the members in General Meetings approve an amount no greater than \$20,000 for the expenditure by the Club for Directors to attend legislated training, seminars, lectures, trade displays and other similar events including the ClubsNSW Annual General Meeting. Also, to enable the Club's governing body to be kept abreast of current trends and developments, which may have a significant bearing on the nature and the way in which the Club conducts its business. Included in the above would be the attendances at functions with spouses where appropriate and required to represent the Club.

Procedural Matters in Relation to the proposed Ordinary Resolution

1. Resolution 2 must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
2. To be passed, Resolution 2 must receive votes in its favour from not less than a simple majority (50%+1) of those members, who being entitled to do so, vote in person at the meeting.
3. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.
4. The Board of Directors of the Club recommends that members vote in favour of Resolution 2.

RESOLUTION 3 – ORDINARY RESOLUTION - HONARARIA

To consider and if thought fit, to pass the following ordinary resolution:

"That pursuant to the Registered Clubs Act 1976, the members hereby approve and agree to the members of the Board, during the period preceding the next Annual General Meeting, each receiving honoraria, for the sum referred to below, in respect of his or her services rendered to the Club as a member of the governing body and the members further acknowledge that the honoraria are not available to members generally but only to those members who are Directors of the Club:

(a) payment of an amount equal to the sum of:

1. 50% of the member price of all food purchased by the Director at the Club premises during the period; and
2. 20% of the member price of all beverages purchased by the Director at the Club bottle shop during the period
3. subject to a cap of \$100 (inclusive of GST) being paid to the Director in connection with food or beverage purchased in any one week of the period."

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 3

1. Pursuant to the requirements of the Registered Clubs Act the Club is required to have the honoraria for Directors approved by the members at the Annual General Meeting. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act.
2. To be passed, Resolution 3 must receive a simple majority (50%+1) of votes in its favour from those members present at the meeting who are eligible to vote and who vote on the Resolution.
3. Life Members, financial Voting Members and financial Premium Social Members are entitled to vote on the Resolution.
4. The Board recommends Resolution 3 to the meeting.

Procedural Matters in Relation to the proposed Ordinary Resolution

1. Resolution 3 must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
2. To be passed, Resolution 3 must receive votes in its favour from not less than a simple majority (50%+1) of those members, who being entitled to do so, vote in person at the meeting.
3. Proxy Voting is not allowed under the Registered Clubs Act nor the Constitution of the Club.
4. The Board of Directors of the Club recommends that members vote in favour of Resolution 3.

RESOLUTION 4 – SPECIAL RESOLUTION – UPDATING CONSTITUTION

To consider and if thought fit, to pass the following special resolution:

“That the Constitution of Milton Ulladulla Ex-Servos Club Limited ACN 000 858 364 is amended as follows:

1. The insertion and updating of defined terms into Rule 3 and corresponding updating of terms in the Constitution to reflect such defined terms to improve the readability of the Constitution as a whole;
2. The deletion from Rule 14 from sub-section (a) of the words “within a radius of five (5) kilometres from the Club or such other greater distance” with the words “a distance from the Club’s premises not less than that”;
3. The deletion from Rule 16.4 of the second sentence which says “During the month of June the Secretary shall give notice to all members advising them that subscriptions are due and payable on the first day of July next but the failure to give such notice or the non-receipt of such notice shall not relieve any member from the obligation to pay the subscription by the due date”
4. The replacement from Rule 16.5 of “30” with the words “ninety (90)”;
5. The replacement in Rule 20.1(g)(B) of the words “the Tomakin Sports & Social Disciplinary Committee” with the words “for each Club premises, with respect to which a Club Licence (as defined in the Liquor Act) is held by the Club, a Disciplinary Committee”, the deletion of “the venue manager of the Tomakin Sports & Social Club Premises and” and the deletion of “members or employees” with the word “managers”, and the insertion “of” after the word “comprise”;
6. The deletion of Rule 20.1(g)(B)(i), and the replacement of the words “Tomakin Sports & Social Club Premises” with “respective Club premises” in Rule 20.1(g)(B)(ii) and the replacement of the words “Tomakin Sports & Social Club Disciplinary Committee” with the words “Club premises Disciplinary Committee” in Rules 20.1(g)(b)(ii), (iii), (iv), (v) and (vi);
7. The deletion from Rule 20.1(g)(B)(v) of the word “majority” and replacing it with “unanimous”, and also the addition to Rule 20.1(g)(B)(vi) of the words “instead of the penalty as determined by the Club premises Disciplinary Committee”;
8. The addition to Rules 20.2(b) and 20.5, making the requirements of those clauses subject to the requirements of Part 9.4AAA (Protection for Whistleblowers) of the Corporations Act;
9. The insertion of a new Rule 21.1(i) as follows:
“(i) who has engaged in conduct in breach of rules of the gaming area applicable from time to time; or”.
10. The insertion of a new Rule 21.1(j) as follows:
“(j) who may, as a determined by an Authorised Person, benefit from a break in playing of the gaming machines on the premises for responsible gambling purposes.”

11. The insertion of a new Rule 24.3 as follows:
“The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 24.1 subject to the following provisions which shall apply in respect of Board Appointed Directors:
(a) The provisions of the Registered Clubs Act and Registered Clubs Regulation shall apply in respect of Board Appointed Directors;
(b) A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulation to be appointed to the Board and does not have to satisfy any eligibility requirements in the Constitution; and
(c) The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.”
12. The insertion of a new Rule 24.5(d) as follows:
“(d) not a person who ordinarily resides within postcode 2538 or 2539, unless such member has been endorsed by the Board by resolution as being exempt from this Rule 24.6 for possessing specific skills or for any other reason.”
13. The insertion of a new Rule 24.9(b) as follows:
“(b) obtain a director’s identification number as required by the Act.”
14. Deletion in Rule 26.3(p) of the words “such organisations including sporting bodies” before the words “as the Board may determine”, and delete the words “provided that the Board may not make a donation or donations of more than ten thousand dollars (\$10,000.00) in any twelve (12) month period to any one organisation or one sporting body without first obtaining the approval of members at a general meeting of the Club.” Further, the insert of the words “or payments to organisations,” after the words “To make donations”.
15. The making of any cross-referencing, numbering or other changes required to give effect to the above amendments.

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 4

1. This Special Resolution if passed will amend the Constitution. A draft amended Constitution of the Club incorporating all the proposed amendments from Resolution 4 (in mark-up) is available at reception of Milton Ulladulla Ex-Servos Club and Tomakin Sports and Social Club and can also be emailed to members upon request.
2. Resolution 4 if passed will amongst other things:
 - (a) update the Constitution including deletion of references to provisions of the Registered Clubs Act and Corporations Act which no longer exist and replace or amend such rules to reflect current legislation including recent amendments made to the Registered Clubs Act and Corporations Act, including the removal of the 5 kilometre rule in relation to temporary members;
 - (b) updating the definition section to improve the readability of the Constitution, and consequential amendments resulting from terms being defined, as well as updating of cross-referencing;
 - (c) clarifying that membership applications may be in electronic form and must now also include an email and telephone number;
 - (d) amendments required to reflect the Club’s commercial practices as well as including the removal of the \$10,000 cap on any one donation made by the Club as the establishment of disciplinary committees for both Club premises, not just Tomakin Sports and Social Club;
 - (e) updates required because of changes in legislation and common law requirements for disciplinary matters, including also amendments allowing the removal from the premises of members who the Club believe will benefit from a break in play;
 - (f) amendments to allow the Board to appoint up to two (2) Directors, in accordance with the Registered Clubs Act and Regulations in addition to the seven (7) elected Director positions; and
 - (g) update the Constitution to provide that members who do not reside within postcode 2538 or 2539, unless specifically nominated by the Board for possessing particular skills or for any other reason as determined by the Board are not eligible to stand for, be elected to, be appointed to, or stay on, the Board.

Procedural Matters in Relation to the proposed Special Resolution

1. In order for the Special Resolution to be passed 75% or more of the financial Club Members and Life Members who are present at the meeting must vote in favour of the Resolution.
2. Only Life members and Club members being eligible to do so, and who are present and financial, are eligible to vote on Resolution 4.
3. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 4.
4. Members can access the marked-up Constitution, showing all the changes to be made to the Constitution, at reception of the Club premises and can also request an email copy be sent to them.
5. Please direct any question or concerns about Resolution 4 in writing to Club's CEO, if possible, before the Annual General Meeting.
6. Employees of the Club are not eligible to vote on Resolution 4.
7. Proxy Voting is not allowed under the Registered Clubs Act or the Constitution of the Club.
8. The Board of Directors of the Club recommends that members vote in favour of Resolution 4.

By order of the board
Darryl Bozicevic
CEO

