MINGARA RECREATION CLUB LTD
T/as Mingara Leisure Group
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NOTICE OF ANNUAL GENERAL MEETING 2025
The Annual General Meeting of the members of Mingara Recreation Club Limited will be held in The Show Room at the Club's premises at Mingara Drive, Tumbi Umbi, NSW, on **Sunday November 23, 2025** commencing at **9.30am** or as soon after that as reasonably possible after allowing any reasonable further time for members present at the premises to register and access the room.

Members are asked to turn their mobile phones fully off for the duration of the meeting; and recording is not permitted.

The Chairperson will not call for a mover or seconder for any of the proposed resolutions but will open the meeting up for discussion before each proposed resolution is put to the vote.

EXPLANATORY NOTE – ATTENDANCE AND VOTING

Only Ordinary, Special and Life members are entitled to attend. An unfinancial member is not entitled to attend if the club has suspended their right of attendance because they are unfinancial.

Members in any other category are not permitted to attend. Not least, Junior members and other minors are not permitted to attend.

Ordinary and Special members who attend the meeting are not entitled to contribute to any debate or vote on any proposed resolution or vote in a ballot for the election of directors, unless up to that time they have continuously been a member in one of those classes ***for at least five years*** *(and where a person has broken periods of membership, only the current period is considered and previous broken periods of membership do not count).*

Each member attending who is entitled to vote, will be issued with a voting paddle on the day when they register their attendance.

In accordance with modern corporate practice, the Chair will not call for a resolution to accept apologies or to acknowledge receipt of the annual reports. However, of course both will be open for discussion.

Subject to the discretion of the Chair, the Meeting Standing Orders set out in Attachment 4 of the Club's constitution, apply to the conduct of this meeting.

BUSINESS

1. **Opening**

2. **Attendance and quorum**

3. **Apologies**

4. **Receipt and consideration of reports of the Board and management**

5. **Receipt and consideration of the Financial Report, the Directors' Report, and the Auditor's Report, for the year ended 29 June 2025**

6. **Auditor's report.** If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

7. **Election of directors**. An election will take place by ballot at the meeting, if there are more than the required number of nominations to fill the two vacancies on the board of directors due to the rotational retirement of directors in accordance with the Constitution. The board has appointed Complete Election Service NSW as the Returning Officer to conduct the election, if an election is required.

8. Ordinary Resolution 1 - Chairperson's Honorarium

> *EXPLANATORY NOTE – HONORARIUM FOR THE CHAIRPERSON*
>
> *The Chairperson is elected by the directors from amongst their own number, following the AGM.*
>
> *The proposed resolution will approve of an honorarium for the Chairperson, in the amount and payable as specified.*
>
> *The rate of the honorarium proposed is the same as approved by members for periods up to the date of this AGM.*
>
> *If this proposed resolution is approved, the Chairperson will not also get the honorary proposed for other directors under the following resolution.*
>
> *For the general context, see also the explanatory note for the following resolution.*

To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of $24,000 to the Chairperson of the Club in respect of their services in that position until the next Annual General Meeting.

9. Ordinary Resolution 2 – Directors Honorariums

> *EXPLANATORY NOTE – DIRECTORS' HONORARIUMS*
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> *Directors are volunteers. However, they as a Board are ultimately responsible for the management and administration of all of the Club's extensive and complex operations and assets; and they each have all of the legal obligations and responsibilities of a public company director, as well as additional specific obligations as a director of a registered club.*
>
> *Under legislation, directors are not entitled to be remunerated for their service in that capacity.*
>
> *However, with the approval of a resolution of members passed at a general meeting, a director may receive an honorarium from the club in acknowledgement of services rendered or to be rendered.*
>
> *The proposed resolution will approve of an honorarium for each director, in the amount and payable as specified.*
>
> *The rate of the honorarium proposed is the same as approved by members for periods up to the date of this AGM.*
>
> *Each honorarium is proposed on the basis that it will be paid by equal instalments monthly in arrears and prorated on a daily basis for any broken period of less than a calendar month at the start or end of the term of the officer concerned.*
>
> *The payment of an honorarium may require the Club to pay a superannuation guarantee contribution for the benefit of the recipient, in addition, at the minimum prescribed rates (currently 12%).*

To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of $18,000 to each director, (other than the Chairperson, if the preceding resolution is passed), in respect of their services as a director until the next Annual General Meeting.

10. Ordinary Resolution 3 – Directors Expenses and Benefits

EXPLANATORY NOTE – DIRECTORS' EXPENSES AND BENEFITS

Directors' out-of-pocket expenses reasonably incurred in the course of carrying out their duties, can already be authorised by the Board. However, the proposed resolution in the interest of transparency makes disclosure of some of the types of expenses likely to be incurred.

To the extent that the resolution involves the payment of certain specific out-of-pocket expenses, the resolution will acknowledge that expenses of the types proposed are prima facie reasonable; and there is or will be a current resolution of the Board authorising the payment of expenses of the kind listed.

To the extent that the proposed expenses may involve the provision of benefits that are not in the form of money or a cheque and are provided to a specific class of member, that is permissible under current legislation only if there is a current authorisation from a general meeting.

The resolution also deals with the proposed non-cash benefits for only some members or for directors and their partners, where the benefit will not be equally available to all members. The Club is not permitted to provide any benefit to different classes of members without a current authorisation from a general meeting.

To the extent that the proposed expenses might otherwise be regarded as a profit, benefit or advantage that is not offered equally to every full member and able to be authorised as above, they are still permissible if the Authority is of the opinion that they are reasonable in the circumstances. The resolution seeks to acknowledge the types of expenses that are regarded by the members as being prima facie reasonable in the circumstances.

The proposed resolution takes into account the circumstances of the Club including the continuing increases in the size and complexity of the Club's operations.

To consider and if thought fit, pass with or without modification, the following resolution:

That the members authorise (and declare to be reasonable), payment or reimbursement by the Club for, or provision by the Club at the Club's expense of:

(a) for each director, the reasonable cost of clothing indicative of their position as a director;

(b) for each director, the reasonable cost of attendance at trade shows, industry seminars and meetings, conferences and training in relation to their role and responsibilities as a director;

(c) for each director, the reasonable cost of food and refreshments when attending the Club for board or committee meetings;

(d) for each director, the payment of the premium for directors' and officers' insurance cover;

(e) for each director, reasonable out-of-pocket expenses incurred when carrying out their duties in relation to the Club including (without limitation) the reasonable costs of attending study tours of other clubs and similar venues to inspect those venues and their operations provided that all such out-of-pocket expenses are approved by a current resolution of the board;

(f) for each director, a digital device (eg laptop, iPad etc) primarily to be used for matters concerning Club affairs to perform their duties as a director;

(g) car parking spaces at the Tumbi Umbi premises for the use of directors;

(h) for the Chairperson, a mobile telephone and a credit card, both of which are only to be used for matters concerning Club affairs, but disregarding incidental personal use of the telephone;

(i) the reasonable cost of attendance at national and international gaming, entertainment, leisure and recreation venues provided the attendance of directors at such venues will, in the opinion of the board, produce significant benefits to the planning and development of the Club, and provided also that the expenditure is assessed and approved in advance by the Board as being reasonable;

(j) a Directors' Dinner once in each year, and one other special function once in each year, with the persons in attendance to comprise of the directors and their partners and such other persons and their partners as may be chosen by the Chairperson being persons who have supported the Club over the past year and thereby promoted the success of the Club: the cost of each function is not to exceed $6,000; and

(k) for each director, if they choose, payment of a yearly One by Mingara Fitness membership, (valued up to $1,300 per person, Seniors 60+, $1,092 per person), with gratuitous membership to cease if the director ceases to hold office.

11. Amalgamation - Expressions of Interest

As required by legislation, notice will be given at the meeting of each expression of any interest in an amalgamation, and any unsolicited merger offer, that the Club has received from another club within the then previous 12 months.

12. Special Resolution 1 – Proposed Life Member

EXPLANATORY NOTE – SPECIAL RESOLUTION: LIFE MEMBERSHIP

The proposed resolution will appoint Paul Barnett as a Life member.

Paul has been Chief Executive Officer of the Club since December 28, 2002, and an Employee member since July 14, 1999.

Paul has announced that he will be stepping down from his position in January 2026. The following resolution is proposed on the basis that if passed, it will take effect from the time that Paul so steps down.

A qualification for consideration for Life membership is having been an Ordinary member for at least 10 consecutive years. The Board takes the view that, on the proper interpretation taking account of the intentions regarding the conferral of Life membership, and also taking account of the proposed deferred operation of the resolution, Paul meets that qualification.

The Board unanimously recommended the submission of the proposed resolution to elect Paul as a Life member, in acknowledgement of the distinguished, exceptional and valued service he has given to the Club over many years.

If elected to Life membership, and despite being a Life member, Paul will still not be entitled to vote at any general meeting or be elected or nominated as a director, within three years after stepping down from his position.

The proposed resolution requires the support of at least a 75% majority of those members present and voting, in order to be carried.

To consider and if thought fit, pass with or without modification, the following resolution:

That Paul Barnett be elected as a Life Member.

13. Special Resolution 2 - Single Interest Group Restrictions on the Board

EXPLANATORY NOTE – SPECIAL RESOLUTION: SINGLE INTEREST GROUP RESTRICTIONS ON THE BOARD

Currently, no more than two members from a defined Single Interest Group, are allowed to be on the Board at any time. That needs to be read with an extended definition of Single Interest Group the list set out in the Constitution which includes but is not limited to groups like internal clubs, affiliated clubs, and the group of members from a club with which this Club has amalgamated.

The proposed resolution would increase that restriction, so that no more than one member of any particular Single Interest Group can be on the Board at a time.

The current Board propose the amendment because they see that it is important that the peak management body within Mingara Leisure Group, needs to be focused on all of the different interests across the whole group and without an excessive focus on any single group or interest, either amongst our members or across at different venues.

Although there is the existing limit of two directors from a particular group, out of six directors in title that still could represent one third of the directors at any time and 50% of a Board quorum.

If the proposed resolution is carried, there would still be the possibility under another existing provision in the Constitution, for a Board at a particular time in the future to grant an exemption to a particular member where it is thought that there are special circumstances. However, that would require the support of five out of six of the then directors.

The proposed reduction would further avoid any single group having an unfair say at Board level and further avoid any perception that might be happening.

The proposed resolution requires the support of at least a 75% majority of those members present and voting, in order to be carried.

To consider and if thought fit, pass with or without modification, the following resolution:

That without changing any of the other existing provisions, the following provisions in Attachment 3 of the Club's Constitution be replaced to read as follows:

8.1 (a) For any particular Single Interest Group, no more than one person who is a member of that Single Interest Group may be on the Board at any time. Subject to any condition on which the relevant exemption was granted, a member who has been granted an exemption from disqualification under this provision is to be disregarded for the purposes of this restriction whilst the exemption continues. A director who happens to be a member of a Single Interest Group, is nonetheless a director in their own right and at all times must act in the interests of the whole Club and not as a representative, or nominee, of that Single Interest Group.

(c) At any time when there is already a member of a particular Single Interest Group on the Board, no other member of that particular Single Interest Group may become a director.

8.4 At an election of the Board where more than one of the candidates come from the same Single Interest Group, only one of those candidates can be elected. The basic limit in regulation 8 applies and a candidate may not be elected in breach of that limit. This provision prevails to the extent of any inconsistency over any other provision of this Constitution.

8.6 This regulation 8.1 operates where there is a change in the circumstances of a particular director (the ***Affected director****) that triggers a breach of the basic limit in regulation 0 because that director becomes the second member of a particular Single Interest Group on the Board. In that case, it is the Affected director who becomes disqualified from continuing as a director.*

14. **Management**. The Chairperson will allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

By direction of the Board

August 28, 2025

NOTICE OF QUESTIONS OR REQUESTS FOR DETAILS - Members are requested to provide written notice of any questions, whether general or relating to specific legislative or financial matters, or to the Financial Statements, to the office of the Club's Chief Executive Officer at least 14 days prior to the Annual General Meeting, in order that the answers may be researched, if required, and a complete answer given.

NOTES - Details of attendance and voting rights appear at the start of this notice.

Members under suspension or in any other class of membership, are not entitled to attend.

Employee members also are not entitled to attend (except in a work capacity or with the consent of the meeting), or vote at the meeting.

Proxies are not permitted. A member must be present at the meeting at the time a vote is taken on a proposed resolution, to cast a valid vote on that proposed resolution.

VOTING – An ordinary resolution must receive votes in favour from at least 50% +1 of eligible members who cast a valid vote in person at the meeting when the vote is taken. A special resolution must receive votes in favour from not less than three quarters of eligible members who cast a valid vote in person at the meeting when the vote is taken. The chair always has the right to request a poll, including after a vote has been declared on a show of hands.

RESOLUTIONS – By law, no resolution can be considered at the meeting that is not on the notice paper, except of a procedural nature. For any proposed ordinary resolution, the chair may accept proposals for amendments that do not change the thrust of the proposal and that are not more adverse to the interests of the Club. For any proposed special resolution, the chair may only accept proposals for amendments to correct obvious errors and the like.

AUDITOR – Notice of the meeting is being given to the Club's Auditor, who is entitled to attend.

FINANCIAL STATEMENTS – From at least 21 days prior to the date of the meeting, members can access a copy of the financial and other reports for the year ended 29 June 2025 at www.mingaraleisuregroup.com.au.

DIRECTORS –The Directors in office at the commencement of the meeting continue in office until the conclusion of the meeting, despite the result of the election being declared at the meeting.

Explanatory Notes – Proposals for Honorariums

There are proposed resolutions for the awarding of honorariums to the Chairperson and each of the other directors, in recognition of their continuing service to the Club.

An honorarium may only be paid where approved by a resolution of the members of the Club passed at a general meeting.

The amounts of the proposed cash honorariums remain unchanged from the amounts that were last approved by members at the 2024 AGM.

Each honorarium is proposed on the basis that it will be paid by equal instalments monthly in arrears and prorated on a daily basis for any broken period of less than a calendar month at the start or end of the term of the officer concerned. However, an officer who is in their position for the whole of the period up to the next AGM is entitled to receive the full annual amount of the honorarium for that period.

The honorarium for directors is not proposed to also apply to the Chairperson, for so long as there is a resolution in force approving of a separate honorarium for them.

The payment of the honorariums may in certain circumstances require the Club to also pay a superannuation guarantee contribution for the benefit of the recipient, at the minimum prescribed rates (currently 12%).

Under the club's legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.