NOTICE OF AGM

NOTICE is hereby given that the 68th Annual General Meeting (AGM) of Parramatta Leagues' Club Ltd ACN 000 218 655 (Leagues Club or Club) will be held on Tuesday 24 February 2026 commencing at the later of 7:00pm or conclusion of the Club's Extraordinary General Meeting, at Jacks Cucina, Parramatta Leagues Club, 1 Eels Place, Parramatta NSW 2150.

The AGM will be held following the conclusion of the Club's Extraordinary General Meeting (EGM) scheduled for 6:30pm on Tuesday, 24 February 2026. If the EGM is not concluded by the time scheduled above for the start of this AGM, the commencement of this AGM will be delayed until, and will commence immediately after, the conclusion of the EGM.

ANNUAL REPORT

The 2025 Annual Report for the Financial Year ending 31 October 2025 can be downloaded at www.parraleagues.com.au/annual-report/ and Minutes of the 67th Annual General Meeting can be downloaded at https://www.parraleagues.com.au/about-us/our-constitution/.

AGM AGENDA

1. **WELCOME BY PRESIDENT, PARRAMATTA LEAGUES' GROUP**

   Confirmation of quorum and introduction of Directors and Management.

2. **MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING**

   To receive and consider the Minutes of the 67th Annual General Meeting held on Tuesday, 25 February 2025.

3. **PRESENTATION BY PARRAMATTA LEAGUES' GROUP CEO**

   Presentation made by the Leagues Club Chief Executive Officer, Chris Dimou.

4. **PRESENTATION BY PARRAMATTA NATIONAL RUGBY LEAGUE CLUB PTY LIMITED (PNRL)**

   Presentation made by the PNRL Chief Executive Officer, Jim Sarantinos.

5. **2025 ANNUAL REPORT AND FINANCIAL STATEMENTS**

   To receive the 2025 Annual Report of the Leagues Club, including the Financial Statements, Directors' Report and Auditor's Report for the twelve (12) month period ended 31 October 2025.

6. **ORDINARY RESOLUTIONS**

   To declare the direct votes (electronic and postal) of the Ordinary Resolutions (set out under the heading 'Ordinary Resolutions') conferring benefits on Directors and Members.

7. **LIFE MEMBER RESOLUTIONS**

   To declare the direct votes (electronic and postal) of the Special Resolutions electing Life Members (set out under the heading 'SPECIAL RESOLUTIONS – Life Members Election').

8. **MEMBER-PROPOSED SPECIAL RESOLUTIONS**

   To consider, and if thought fit, pass each of the Special Resolutions proposed by a group of petitioning members to amend the Club's Constitution (set out under the heading 'SPECIAL RESOLUTIONS – Member-Proposed Special Resolutions').

9. **DECLARATION OF ELECTION FOR THE BOARD OF DIRECTORS**

   The Returning Officer to declare the direct votes (electronic and postal) of the elected Directors for the ensuing three (3) years in accordance with clauses 1.1, 8, 9.2, 9.3, 9.5 and 9.6 of the Club's Constitution for election of Directors.

10. **QUESTIONS ON NOTICE**

    The Leagues Club Chief Executive Officer to address questions received on notice.

    (In order to provide informed and properly researched responses, Members are requested to lodge questions to the Chief Executive Officer in writing at AGM@parraleagues.com.au or by post PO Box 2428 North Parramatta, NSW 1750 by 17 February 2026 (being not less than seven (7) days prior to the AGM). Questions without notice may be addressed in part after the agenda has been completed, or in full after the AGM.)

11. EXPRESSIONS OF INTEREST

The Leagues Club Chief Executive Officer to notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months prior to the AGM (if any have been received).

12. GENERAL BUSINESS

To transact any other business in accordance with the Club's Constitution.

13. CLOSE MEETING

ORDINARY RESOLUTIONS

Members are asked to consider and if thought fit, to pass the following resolutions:

Ordinary Resolution 1

That for the purposes of Section 10(6)(d) of the *Registered Clubs Act 1976* (NSW):

a) The Members agree to an amount of expenditure (unchanged since 2020) by Parramatta Leagues' Club Ltd (Leagues Club) to a total value not exceeding $150,000 (plus any GST) until the next Annual General Meeting of the Leagues Club for the following expenses for the Board of Directors, including meals, drinks, accommodation, entertainment, travel, parking, company apparel, merchandise, admission, and other reasonable expenses in connection with:

(i) Attending meetings of the Board of Directors;

(ii) Entertaining corporate partners, business associates, patrons, councillors, Members of State and Federal Parliament, other dignitaries, members or guests in the Boardroom of the Leagues Club, CommBank Stadium or other venues;

(iii) Attending meetings and functions, including community, charity, sporting or worthwhile functions at the Leagues Club or elsewhere, as an official delegate or representative of the Leagues Club (including the attendance of the Directors' partners where required or appropriate);

(iv) Attending rugby league matches of the Parramatta National Rugby League Club (PNRL) team in the National Rugby League (NRL) premiership competition, and any representative match conducted by the NRL, National Rugby League Women's Premiership, Australian Rugby League or NSW Rugby League, in Australia or overseas (including the attendance of the Directors' partners where required or appropriate); and

(v) Attending, as an official representative of the Leagues Club or PNRL, at any official pre-season, end of season, or other tour or function (including the attendance of the Directors' partners where required or appropriate).

b) The Members acknowledge that the benefits referred to in paragraph (a) above are not available to Members generally, but only for those who are Directors of the Leagues Club and those members directly involved in the above activities.

Ordinary Resolution 2

That for the purposes of Section 10(6)(d) of the *Registered Clubs Act 1976* (NSW):

a) The Members agree to an amount of expenditure (unchanged since 2020) by Parramatta Leagues' Club Ltd (Leagues Club) to a total value not exceeding $150,000 (plus any GST) until the next Annual General Meeting of the Leagues Club for the following expenses for the Board of Directors, being for professional development and education of Directors including meals, drinks, accommodation, entertainment, travel, parking, company apparel, merchandise, admission and other reasonable expenses, for:

(i) The reasonable cost of Directors attending meetings and seminars of Clubs NSW, Leagues Clubs Australia, and other associations of which the Leagues Club or relevant Director is a member;

(ii) 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;

(iii) The reasonable cost of Directors attending other venues (including clubs, casinos, hotels or other hospitality venues) for the purpose of observing their facilities and methods of operation, to obtain knowledge of the gaming and entertainment facilities, to plan future club extensions or to improve the quality of amenities and services to the members of the Leagues Club; and

(iv) Attendance at functions with partners where required or appropriate, to represent the Leagues Club.

b) The Members acknowledge that the benefits referred to in paragraph (a) above are not available to Members generally, but only for those who are Directors of the Leagues Club and those members directly involved in the above activities.

Ordinary Resolution 3

That pursuant to the *Registered Clubs Act 1976* (NSW), the Members hereby:

a) Approve pursuant to section 10(6)(b) of the *Registered Clubs Act 1976* (NSW):

(i) The following honoraria (with the amounts unchanged since 2020) to the Directors of Parramatta Leagues' Club Ltd (**Leagues Club**) for the period up to the next Annual General Meeting of the Leagues Club in a sum not exceeding $150,000:

- President - $30,000; and
- each other Director - $20,000,

payable in equal monthly instalments (and pro rata for any part period served);

(ii) The payment of statutory superannuation guarantee levy on behalf of each Director in respect of their honorarium;

b) Approve pursuant to section 10(6A)(b) of the *Registered Clubs Act 1976* (NSW), Directors receiving the same offers, discounts or promotions as are made available to employees of the Leagues Club from time to time (if determined reasonably appropriate by the Board in respect of each such offer, discount or promotion); and

c) The Members acknowledge that the benefits referred to in paragraphs (a) and (b) above are not available to Members generally, but only for those who are Directors of the Leagues Club.

Ordinary Resolution 4

That pursuant to section 10(6A)(b) of the *Registered Clubs Act 1976* (NSW), the Members hereby:

a) Approve:

(i) that:

a. Life Members, Foundation Members, Life Foundation Members and members recognised on the Register of Members as "Dural Life Members" of Parramatta Leagues' Club Ltd (**Leagues Club**); and

b. subject to completion of the amalgamation between the Leagues Club and The Pitt Town & District Sports Club Ltd (ABN 36 002 503 540) (**Pitt Town Sports**), which is to be considered and if thought fit approved by the Members at the Extraordinary General Meeting of the Leagues Club on 24 February 2026, members recognised on the Register of Members immediately prior to the amalgamation (if successful) as

"Pitt Town Sports Honorary Life members" (as elected by members of Pitt Town Sports, excluding perpetual membership),

receiving club apparel, invitations to Leagues Club functions at no cost to the member, attendance to Life Members' events and corporate level entertainment at all Parramatta National Rugby League Club Pty Limited home football matches, including car parking facilities where possible;

(ii) Where applicable, the invitations and benefits referred to in paragraph (a)(i) above will extend to the Members' spouse, partner, carer, guardian or other nominated person (as determined by the Board from time to time); and

(iii) Life Members, Foundation Members and Life Foundation Members receiving the same offers, discounts or promotions as are made available to employees of the Leagues Club from time to time (if determined reasonably appropriate by the Board in respect of each such offer, discount or promotion).

b) The Members acknowledge that the benefits referred to in paragraph (a) above are not available to Members generally, but only to Life Members, Foundation Members, and Life Foundation Members of the Leagues Club.

SPECIAL RESOLUTIONS – Life Members Election

Special Resolution 1

That, pursuant to clause 3.2 of the Constitution of Parramatta Leagues' Club Ltd (**Club**), Janice Bryen (Member number 80823) be elected to Life Membership of the Club.

Special Resolution 2

That, pursuant to clause 3.2 of the Constitution of Parramatta Leagues' Club Ltd (**Club**), Lance Rudd (Member number 81559) be elected to Life Membership of the Club.

Your Board strongly supports the election of these two worthy members to Life Membership and urges Members to vote FOR to these Resolutions.

SPECIAL RESOLUTIONS – Member-Proposed Special Resolutions

Certain members have proposed the following FOUR (4) Special Resolutions which has been included in this Notice as obliged under the Corporations Act. Your Board is strongly opposed to all four proposals.

Your Board considers that the proposed Constitution changes will reverse changes previously made by members to protect the Club, that the Club has been very stable and strong under the current Constitution, and that these changes would risk taking the Club back to the instability of the past.

The Directors urge Members to Vote AGAINST all four Special Resolutions.

Member-Proposed Special Resolution 1 (See 'ANNEXURE D1' immediately below)

ANNEXURE D1

A proposed Special Resolution to amend the Constitution to replace Clause 8, requiring attendance ballots conducted by an independent Returning Officer.

That the Constitution of Parramatta Leagues Club Limited be amended by:

1. Inserting in Clause 1.1 (Definitions):

   'Returning Officer' means the NSW Electoral Commissioner, or a written nominee (including an officer or employee of the NSW Electoral Commission), engaged to conduct a Company ballot or election under this Constitution.

2. Deleting Clause 7.14 (Direct voting) entirely.

3. In Clauses 7.15 and 7.17, replacing reference to Clause 7.14 with "Clause 8".

4. Inserting "Subject to Clause 8," at the beginning of Clause 7.16.

5. In Clause 9.5(c), replacing reference to Clause 8.4(d) with "Clause 8.12(d)".

6. Deleting Clause 8 and in its place inserting the following:

8. BALLOTS

8.1 Use of Ballots

(a) Any resolution to appoint a Director must be determined by ballot conducted in accordance with this clause, unless the number of eligible candidates does not exceed the number of vacancies (in which case Clause 9.5(a) applies).

(b) The Board may determine that any other resolution to be put to Voting Members concerning the Company is to be determined by ballot.

(c) A ballot may be used for a special resolution.

8.2 Attendance Ballot Only

(a) A ballot is to be conducted as an attendance ballot.

(b) A Voting Member must cast their vote personally at a Polling Place during the Polling Period.

(c) Postal, proxy, telephone, online or other electronic voting is not permitted.

(d) The Board must specify a record date to determine eligible Voting Members.

(e) The Returning Officer is responsible for the detailed procedures necessary to give effect to this clause, provided they are consistent with the Constitution and applicable law.

8.3 Returning Officer

(a) The Returning Officer will conduct every ballot and election under this Constitution.

(b) The Company must provide all reasonable assistance and access to records needed to conduct the ballot or election.

8.4 Polling Places

The Polling Places are the following Company premises:

(a) Parramatta Leagues Club (main club),

(b) Vikings Sports Club, and

(c) Dural Country Club.

(d) Any other licensed premises operated by the Company.

The Returning Officer may designate and notify specific rooms at each Polling Place for the conduct of polling.

8.5 Polling Period

(a) Polling must be conducted between 2:00 pm and 8:00 pm on each of the 7th, 6th, 5th and 4th days before the date fixed for the annual general meeting (each a Polling Day).

(b) If a Polling Day falls on a day on which a Polling Place is closed or becomes unavailable, the Returning Officer may specify reasonably equivalent substitute polling hours or an alternative day within the week before the Annual General Meeting and must promptly notify members of any change.

8.6 Voter identification

(a) The Returning Officer (or an election official authorised by the Returning Officer) must verify the identity and eligibility of the Voting Member before issuing a ballot paper.

(b) A Voting Member must present their current membership card or satisfactory photo identification (Australian driver licence, NSW Photo Card or passport).

(c) The Returning Officer may issue a declaration (provisional) vote and determine its admissibility during the count if identity or eligibility cannot be immediately verified.

8.7 Ballot Papers and Security

(a) The Returning Officer must ensure secure custody of ballot papers and ballot boxes.

(b) Ballot papers must list candidates in the order determined under Clause 8.8 and include clear directions for voting.

(c) Ballot boxes must be sealed during polling, with seals inspected and recorded at opening and closure of each Polling Day.

8.8 Ballot Draw (Order of Candidates)

(a) At least five (5) days before the first Polling Day the Returning Officer must conduct a transparent ballot paper draw to determine the order in which candidates' names appear on the ballot paper.

(b) Each candidate or their nominated scrutineer may attend the draw.

8.9 Scrutineers

(a) Each candidate may appoint one Scrutineer for each Polling Place and one Scrutineer for the count.

(b) Scrutineers are entitled to be present at the ballot draw, to observe polling at the Polling Place to which they are appointed, and to observe the count.

(c) Scrutineers

(i) must comply with any reasonable directions of the Returning Officer,

(ii) must not handle ballot papers or interfere with polling or the count, and

(iii) may be removed by the Returning Officer for misconduct or disruption.

8.10 Campaigning at Polling Places

(a) No canvassing or distribution of electoral material is permitted within a polling room or within 6 metres of any polling room entrance.

(b) The Returning Officer shall designate an area immediately outside the polling room where candidates and their supporters may quietly distribute how-to-vote material, provided they do not obstruct or harass members.

8.11 Assistance to Vote

(a) A Voting Member who requires assistance (including because of disability or whose first language is not English) may request assistance from an authorised election official to mark the ballot paper in the member's presence according to the member's stated preferences.

(b) The Returning Officer may permit the member to be accompanied by an interpreter for this purpose.

8.12 Counting and Declaration of Result

(a) Following the close of polling on the final Polling Day, the Returning Officer must conduct the count as soon as reasonably practicable.

(b) Scrutineers are entitled to observe the count.

(c) In the event of an equality of votes for the last vacancy, the Returning Officer must determine the successful candidate by lot.

(d) An ordinary resolution is taken to be carried if a simple majority of votes are cast in favour.

(e) The Returning Officer must certify the result and notify the Board and their determination is final.

Member-Proposed Special Resolution 2 (See 'ANNEXURE C1' immediately below)

ANNEXURE C1

A proposed Special Resolution to amend the Constitution to replace Clause 9.3 setting out eligibility requirements for Directors.

That the Constitution of Parramatta Leagues Club Limited be amended by deleting Clause 9.3 and in its place inserting the following new clause:

CLAUSE 9.3 - ELIGIBILITY TO BE A DIRECTOR

A person shall not be eligible for election or appointment as a Director of the Club if the person:

(a) is under the age of eighteen (18) years;

(b) does not ordinarily reside in Australia;

(c) is or was an employee of the Club within three (3) years immediately prior to nomination or appointment, except where such employment was on a casual basis;

(d) has at any time been convicted of an indictable offence or offence involving dishonesty that has not been successfully appealed;

(e) has at any time been convicted of an offence under any of the Registered Clubs Act 1976 (NSW), the Liquor Act 2007 (NSW), the Gaming Machines Act 2001 (NSW), or the Gaming and Liquor Administration Act 2007 (NSW), which conviction has not been successfully appealed;

(f) is currently bankrupt, currently subject to a personal insolvency arrangement, or has been discharged from bankruptcy or personal insolvency within the period of ten (10) years immediately prior to nomination or appointment;

(g) has not been a Full Member of the Club for at least three (3) consecutive years as at the date of nomination or appointment, provided that this requirement does not apply to a director appointed under section 30(1)(b1) of the Registered Clubs Act.

Member-Proposed Special Resolution 3 (See 'ANNEXURE A1' immediately below)

ANNEXURE A1

A proposed Special Resolution to amend the Constitution of Parramatta Leagues Club Limited to create an independent Disciplinary Panel to adjudicate complaints of misconduct against Members.

That the Constitution of Parramatta Leagues Club Limited be amended by:

1. Replacing "Directors" in Paragraph (b) of Clause 4.12 with "Disciplinary Panel", and

2. Deleting "or for the purposes of Clause 4.16" from Clause 10.6(b), and

3. Deleting Clauses 4.16 and 4.17 and in their place inserting the following new clause:

4A. DISCIPLINARY PROCEEDINGS AGAINST A MEMBER

4A.1 Disciplinary Panel

(a) A Disciplinary Panel, independent of the Board, shall adjudicate disciplinary matters referred by the Board under Clause 4A.2.

(b) The Board shall appoint three individuals to the Disciplinary Panel, to ensure at least one qualified person is available when required. Each matter referred under Clause 4A.2 shall be adjudicated by a single panel member.

(c) To be appointed to the Disciplinary Panel a person must:

(i) Be a member of the Resolution Institute;

(ii) Be a barrister admitted to (or a former barrister of) the NSW Supreme Court; and

(iii) Accept their appointment in writing.

(d) Disciplinary Panel members shall be appointed for two-year terms and may be reappointed. If a panel member resigns or cannot complete their term, the Board shall appoint a replacement for the remainder of the term. The initial three panel members must be appointed within three (3) months of the adoption of these provisions.

(e) The Company shall bear the cost of remunerating panel members and reimbursing expenses incurred in the course of their duties.

(f) In this Constitution, "Disciplinary Panel" refers to its members individually, collectively, or to proceedings before the panel, as the context requires.

4A.2 Referral by Board

(a) The Board may refer allegations of misconduct against a Member **[the Referred Member]** to the Disciplinary Panel for adjudication.

(b) The Board may only refer misconduct that falls within one or more of these categories:

(i) willful and persistent refusal to comply with the provisions of this Constitution or the By-laws;

(ii) conduct which is significantly prejudicial to the interests of the Company or PNRL;

(iii) conduct unbecoming of a Member, including possession or use of prohibited drugs, acts of violence, verbal abuse, or indecency;

(iv) owing amounts to the Company or PNRL, that are outstanding beyond the Company or PNRL's trading terms;

(v) misconduct in breach of, or that would render the Company liable to penalty under, the Liquor Act 2007 (NSW).

(c) The Board may propose one of the following penalties be imposed:

(i) a formal reprimand **[Censure]**;

(ii) suspension of the rights and privileges of membership for a period of up to twelve (12) months **[Suspension]**;

(iii) permanent termination of Membership **[Expulsion]**.

(d) The Board shall prepare, or cause to be prepared, a document **[Referral Document]** to be provided to both the Disciplinary Panel and the Referred Member, that includes the following information:

(i) a description of the alleged misconduct, including the date, time, and location;

(ii) a description of the evidence supporting the allegations; and

(iii) the penalty proposed by the Board.

4A.3 Notice to Referred Member

(a) The Referred Member must be provided with at least twenty-one (21) days' written notice specifying the time, date, and location of the Disciplinary Panel hearing. The notice shall be accompanied by copies of:

(i) the Referral Document;

(ii) Clause 4A of this Constitution, marked clearly with **"YOUR RIGHTS – PLEASE READ CAREFULLY."**

(b) If a Referred Member's first language is not English, reasonable efforts must be made to communicate with them in that language.

4A.4 Disciplinary Panel Proceedings

(a) A single member of the Disciplinary Panel shall hear and adjudicate each matter referred to under Clause 4A.2.

(b) Proceedings are to be informal; the formal rules of evidence do not apply, but procedural fairness must be observed.

(c) The Board shall be represented by the Secretary, or the Secretary's nominee.

(d) A Referred Member may:

(i) represent themselves;

(ii) be legally represented at their own expense; or

(iii) be assisted by a support person who may speak on their behalf.

(e) The Referred Member, their legal representative or support person, and the Board's representative shall have the opportunity to:

(i) provide written and/or oral submissions regarding the allegations and what penalties, if any, should be imposed; and

(ii) present evidence and call witnesses.

(f) If the Disciplinary Panel finds the Board's allegations proven, in whole or in part, it may impose:

(i) the penalty proposed by the Board;

(ii) a lesser penalty; or

(iii) no penalty.

(g) Before imposing a penalty, the Disciplinary Panel must consider:

(i) any reasonable explanation, excuse, or apology offered by the Referred Member;

(ii) any lack of impartiality or objectivity by the Board in making the referral under Clause 4A.2; and

(iii) the proportionality of the penalty to the nature and severity of the proven misconduct.

(h) If a Referred Member fails to appear before the Disciplinary Panel, without reasonable excuse, the Disciplinary Panel may:

(i) find the allegations made against the Referred Member proven and impose the penalty recommended by the Board, or

(ii) adjourn the proceedings.

(i) For hearings involving a Referred Member whose first language is not English, the Company shall provide a National Accreditation Authority for Translators and Interpreters **[NAATI]** accredited translator to assist the Disciplinary Panel.

(j) Decisions made by the Disciplinary Panel shall be final and binding on both the Company and the Referred Member.

4A.5 Temporary Suspension

(a) If a Member engages in conduct at the Company's premises that, in the opinion of the Secretary (or the most senior employee present), falls within Clause 4A.2(b), the Secretary or employee may immediately suspend their membership and remove them from the premises.

(b) Any suspension imposed under Paragraph (a) continues until resolution under Clause 4A or six (6) weeks, whichever is earlier.

Member-Proposed Special Resolution 4 (See 'ANNEXURE B1' immediately below)

ANNEXURE B1

A proposed Special Resolution to amend the Constitution to replace Clause 4.3 concerning the admission of Ordinary Members and to make consequential amendments.

That the Constitution of Parramatta Leagues Club Limited be amended by

1. Deleting Clause 4.3 and in its place inserting the following new clause:

4.3 Admission as an Ordinary Member

(a) Notwithstanding any other provision of this Constitution, a person may only be admitted as an Ordinary Member if elected by a majority of the Directors present and voting at a properly convened meeting of the Board.

(b) An application to become an Ordinary Member under Clause 4.1 that is not approved in accordance with Paragraph (a) within two (2) months of the application date shall be deemed to have been rejected by the Board.

(c) Where an application is deemed to have been rejected by the Board under Paragraph (b), the Applicant must be notified in writing of the deemed rejection within seven (7) days of the deemed rejection.

(d) A notification made under Paragraph (c) must include:

(i) the reason or reasons for the rejection;

(ii) any information, advice, evidence, or belief considered by the Directors in connection with the Applicant and/or their application; and

(iii) a description of any procedural factors related to the deemed rejection.

(e) A person shall be admitted as a member of the Company pursuant to an amalgamation under the Registered Clubs Act, if that person:

(i) is a full member (as defined in the Registered Clubs Act) of a Registered Club which has amalgamated with the Company; and

(ii) has agreed in writing to:

A. be a member of the Company pursuant to the amalgamation; and

B. be bound by the Constitution and By-laws of the Company,

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in such form as approved by the Board from time to time.

(f) Any person who completes and signs the agreement referred to in Clause 4.3(e)(ii) and returns that agreement to the Company shall be admitted to Ordinary Membership of the Company, unless the person is already a Full Member of the Company or is at that time suspended or expelled from membership of the Company.

(g) To be considered as a Voting Member for the purposes of this Constitution, a person who is admitted to Ordinary membership of the Company in accordance with Clause 4.3(f) after 25 February 2025 must have been a Full Member of the Company for a continuous period of three years prior to the date of voting at a general meeting or the close of a ballot of Members (whichever is earlier).

2. Deleting Clause 4.4(c) and in its place inserting the following new Clause 4.4(c):

Whenever the Company, as the continuing club or parent club, completes an amalgamation in accordance with the Registered Clubs Act with another Registered Club as the dissolving club or the child club **[Amalgamating Club]**, each person who is admitted in accordance with Clauses 4.3(e) to 4.3(f) must for the purposes of section 17AC(2) of the Registered Clubs Act be identified in the Company's Register by a descriptor chosen by the Board that identifies them as a former member of the Amalgamating Club.

General Explanatory Notes

(To be read in conjunction with the Agenda and Resolutions set out in the Notice of AGM).

1 Each of the Resolutions will be considered and voted on separately.

2 To be passed, each Ordinary Resolution must receive votes in its favour from not less than a simple majority (50%+1) of those Members who are eligible and have cast a vote.

3 To be passed, each Special Resolution (including Life Member Special Resolutions and Member-Proposed Special Resolutions) must receive votes in its favour from not less than 75% of those Members who are eligible and have cast a vote.

4 Under the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**), Members who are employees of the Leagues Club are not eligible to vote at the meeting or via ballot.

5 Under the Leagues Club's Constitution, Members who have been financial Full Members for more than three (3) consecutive years are entitled to vote on the Ordinary Resolutions and Special Resolutions.

6 Proxy voting is prohibited by the Registered Clubs Act.

7 Members are reminded that, in accordance with the Constitution they must present for inspection their current Parramatta Leagues' Club Membership card to gain entry to the AGM.

Explanatory Notes to Ordinary Resolutions

Explanatory Notes – Ordinary Resolution 1

1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Leagues Club, if approval is given by the members under that Act.

2 If Ordinary Resolution 1 is passed, the members approve reasonable expenditure of up to $150,000 (plus any GST) by the Leagues Club until the next AGM, in relation to largely hospitality entitlements for Directors within the Leagues Club, CommBank Stadium and any other venues.

3 The capped amount of the benefits has been unchanged since the 2020 Annual General Meeting.

Explanatory Notes – Ordinary Resolution 2

1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Leagues Club, if approval is given by the members under that Act.

2 If Ordinary Resolution 2 is passed, the members approve reasonable expenditure of up to $150,000 (plus any GST) by the Club until the next AGM for the professional development and education of Directors including to ensure that Directors keep up to date with current Club Industry development and that the Club is represented by selected Directors at the various meetings of associations of which the Club is a member.

3 The capped amount of the benefits has been unchanged since the 2020 Annual General Meeting.

Explanatory Notes – Ordinary Resolution 3

1 Under section 10(6)(b) of the Registered Clubs Act, the Leagues Club can pay an honorarium to a Director provided the honorarium is approved by a resolution of those Members who are entitled to vote.

2 If Ordinary Resolution 3 is passed, the members approve the honoraria being paid to the President and other Directors.

3 Members are notified that additional superannuation contributions will be made by the Leagues Club in relation to the honoraria at a level sufficient to ensure that the Leagues Club is compliant with superannuation guarantee legislation, where required.

4 The capped amount of the benefits has been unchanged since the 2020 Annual General Meeting.

Explanatory Notes – Ordinary Resolution 4

1 Under section 10(6A) of the Registered Clubs Act, the Leagues Club can offer different benefits for different classes of Members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a General Meeting of the Members prior to the benefit being provided.

2 If Ordinary Resolution 4 is passed, the members approve the benefits to be received by the Life Members, Foundation Members, Life Foundation Members, members recognised on the Register of Members as 'Dural Life Members', and subject to the successful amalgamation between the Leagues Club and The Pitt Town & District Sports Club Ltd (ABN 36 002 503 540) (Pitt Town Sports), members recognised on the Register of Members as "Pitt Town Sports Honorary Life Members" (immediately prior to the amalgamation (if successful) with the Leagues Club)for the coming year. This will depend on the outcome of the resolutions being considered and if thought fit approved by the Members at the Extraordinary General Meeting of the Leagues Club on 24 February 2026.

Explanatory Notes to Life Members Election Special Resolutions

Explanatory Notes – Special Resolution 1

1 The Board has resolved to recommend Mrs Janice Bryen for election to Life Membership of the Club under clause 3.2 of the Club's Constitution in respect of her distinguished service to the Club.

2 Under clause 3.2 of the Club's Constitution an eligible Ordinary Member may be elected as a Life Member at a General Meeting of the Club if a resolution to that effect is carried by a Special Resolution of Voting Members.

3 Janice Bryen has been a member of the Club since November 2002 and for more than four decades, she has been a pillar of dedication, leadership and heart within the Parramatta Junior Rugby League community. Since the 1980s, Jan has demonstrated unwavering commitment through continuous volunteer service—showing up to support players, families, coaches and administrators across the district. Her influence extends far beyond administration. Jan is widely regarded as a mentor, advocate, compliance expert and community builder. She embodies the belief that *"It's all about the kids,"* and this philosophy has guided her every decision and every hour of service. Jan is not only deserving of this nomination—she exemplifies what it means to serve with humility, passion and heart.

Explanatory Notes – Special Resolution 2

1 The Board has resolved to recommend Mr Lance Rudd for election to Life Membership of the Club under clause 3.2 of the Club's Constitution in respect of his distinguished service to the Club.

2 Under clause 3.2 of the Club's Constitution an eligible Ordinary Member may be elected as a Life Member at a General Meeting of the Club if a resolution to that effect is carried by a Special Resolution of Voting Members.

3 Lance Rudd has been a member of the Club since June 1979. For more than 40 years, Lance has been an integral and much-loved member of the Parramatta Leagues Club team, dedicating his career to serving members, guests and the broader community with warmth, professionalism and genuine passion. While his contributions have been made in a professional capacity, Lance's impact has consistently extended far beyond his job

description. Lance's above-and-beyond attitude, long-standing dedication and heartfelt engagement have contributed significantly to the culture and community spirit of Parramatta Leagues Club. His four decades of service reflect not just loyalty, but a genuine passion for uplifting the people and community around him.

Explanatory Notes to Member-Proposed Special Resolutions

General Explanatory Notes

1 This Notice of AGM (including the Explanatory Notes and the Annexure/s) should be read in its entirety.

2 Under the *Corporations Act 2001* (Cth) (**Corporations Act**), either 5% of the Club's voting members or 100 such voting members may give the company notice of:

(a) a resolution that they propose to move at a general meeting under section 249N of the Corporations Act; and

(b) a statement by the members that is to be given to the company's members about a resolution that is proposed to be moved at a general meeting under section 249P of the Corporations Act.

3 The Corporations Act specifies certain requirements that must be met in order for a company to be obliged to provide a members' resolution or members' statement to its members.

4 On 4 December 2025, a member of the Club (on behalf of 150 members) delivered a box containing a covering letter, and a bundle of documentation purporting to comprise:

(a) notice of a members' request to the Club pursuant to section 249N of the Corporations Act, containing four member-proposed Special Resolutions to be considered at the next General Meeting of the Club occurring more than 2 months after the notice was given;

(b) notice of a members' statement to the Club pursuant to section 249P of the Corporations Act, containing four members' statements in support of each of the member-proposed Special Resolutions to be distributed to the Club's members; and

(c) an appointment of agent appointing Antonio (Tony) De Lutiis to act on the petitioning members' behalf.

5 The Club determined that the members' notices received on 4 December 2025 did not comply with the requirements of the Corporations Act and therefore was not required to present those member-proposed Special Resolutions or members' statements to the Club's members. However, in the interests of avoiding a separate General Meeting at a later date (which would cost the Club a significant amount of money), the Club notified the petitioning members and provided them an opportunity to resubmit valid notices in accordance with sections 249N and 249P of the Corporations Act.

6 After taking these steps, the Club issued a message from the President uploaded to the Member Notices page on the Club's website on 19 December 2025 (**President's Message**) which is available here: https://www.parraleagues.com.au/message-from-the-president-3/.

7 On 8 January 2026, the petitioning members resubmitted another bundle of documents, which contained generally the same member-proposed Special Resolutions, members' statements, and appointment of agent. 140 copies were received, each signed by a voting member of the Club.

8 With consideration to its directors' duties, the Board does **NOT** consider that the four Member-Proposed Special Resolutions are in the best interests of the Club's broader

membership. The Member-Proposed Special Resolutions were submitted by a small group of members proportionate to the Club's total voting membership. However, as required by the Corporations Act, the re-submitted Member-Proposed Special Resolutions and members' statements have been included in this Notice of AGM.

9 The Club specifically addresses each of the changes sought to the Club's Constitution by the petitioning members in the Explanatory Notes to each of the Member-Proposed Special Resolutions.

Club's Explanatory Notes – Member-Proposed Special Resolution 1

1 The Special Resolution titled 'ANNEXURE D' proposed by the petitioning members is set out above as Member-Proposed Special Resolution 1. **The Board DOES NOT endorse this Special Resolution as it restricts the democratic voice of the membership base. It makes voting difficult for nearly 9,000 remote and interstate members, dramatically reduces participation, and forces the Club to pay significant Electoral Commission fees every election. By reversing postal and online voting (as voted in by members in 2018) it will reduce the number of members that can vote, potentially allowing a small group of members to stack a meeting to push through change that does not benefit the broader membership base.**

2 In Member-Proposed Special Resolution 1, the petitioning members put forward a number of substantive changes to the Club's voting and election processes.

3 The petitioning members state that the purpose of Member-Proposed Special Resolution 1 is to replace clause 8 (ballots) with a new clause governing contested ballots and elections. The Board does not agree with the proposed approach.

4 In addition to proposing changes to clause 8, the petitioning members seek to delete clause 7.14, which provides for direct voting by post or electronic means. Instead, the petitioning members propose a strict, attendance-only voting regime by which persons can only vote at specific dates and times at the Club's premises. The Board does not agree with this.

5 The Club uses direct voting to enable a larger proportion of its membership base to vote on important matters. By enabling direct voting, if members cannot attend the Club's premises on specific days to vote in-person, they are still empowered to vote on resolutions via a postal or electronical ballot. Member-Proposed Special Resolution 1 therefore reduces flexibility and accessibility, making it more difficult for members to cast their vote.

6 Member-Proposed Special Resolution 1 proposes that the definition of 'Returning Officer' is amended to mean the NSW Electoral Commissioner, or a written nominee. This entrenches the NSW Electoral Commissioner as the Club's Returning Officer in the Club's Constitution. It deprives the Board of any decision-making ability, removes flexibility, creates dependency on one organization, and doesn't allow for a replacement if that organisation is conflicted or cannot undertake the appointment. The proposed changes also provide the NSW Electoral Commissioner with the ability to determine the necessary procedures with respect to the casting of ballots, further limiting the Board's decision-making. It seems more appropriate and usual to have flexibility in who can be the Returning Officer.

7 The Club respects that members and guests have the right to access the Club's facilities without being lobbied. This is why the Club's By-Laws provide that, persons must not approach patrons with a view to distributing material (including how-to-vote material) or to otherwise interrupt patrons, and that electioneering and lobbying must not take place within 50 metres of the Club's premises. Instead, Member-Proposed Special Resolution 1 intends to overrule the Club's electioneering By-Laws, proposing to allow electioneering that occurs more than 6 metres from any polling room entrance. The Board does not

agree with this. It will create monitoring challenges for the Club, and submits patrons to a significantly increased likelihood of lobbying and electioneering in the Club's premises.

8 Existing clause 8 of the Club's Constitution appropriately balances a detailed election and ballot process with necessary flexibility. It already provides that any resolution to appoint a Director must be determined by ballot, and that the decision of the Returning Officer is final. Member-Proposed Special Resolution 1 does little to improve the ballot process, and instead introduces unnecessary rigidity, increased administrative burden and is likely to have the effect of reducing member participation.

9 The Members' Statement with respect to Member-Proposed Special Resolution 1 is set out below under the heading 'Members' statements – Member-Proposed Special Resolution 1'.

Club's Explanatory Notes – Member-Proposed Special Resolution 2

1 The Special Resolution titled 'ANNEXURE C' proposed by the petitioning members is set out above as Member-Proposed Special Resolution 2. **The Board DOES NOT endorse this Special Resolution, as it removes safeguards (voted in by members at last year's AGM) that prevent unsuitable individuals from running for the Board, opening the door for people previously deemed "not fit and proper" by regulators (including the Independent Liquor & Gaming Authority, and Liquor and Gaming NSW).**

2 In Member-Proposed Special Resolution 2, the petitioning members seek to amend the Club's Director eligibility requirements in clause 9.3 of the Club's Constitution.

3 At the 2025 AGM, the Club's members voted in favour of adopting more rigorous director eligibility requirements (see existing clause 9.3 of the Club's Constitution). In particular, a new criterion was inserted in clause 9.3 providing that a person is not eligible for election or appointment as a Director of the Club if any authority (including the Independent Liquor & Gaming Authority or Liquor & Gaming NSW) or a court or tribunal has made a written finding, determination or declaration that the person is not a 'fit and proper' person to be director or secretary of a registered club, or has removed that person from office as a director or secretary of a registered club. The Club's members voted in favour of including this criterion, sending a clear message about the standing and quality of persons that may be elected or appointed to the Club's Board.

4 The petitioning members submit that their proposed changes establish "some of the strictest, most objective standards in the club industry". To the contrary, Member-Proposed Special Resolution 2 dilutes the Club's existing Director eligibility criteria, including by walking back the changes made at the Club's 2025 AGM.

5 The petitioning members also seek to remove other entrenched eligibility criteria. For example, the petitioning members seek to remove the requirement that the person seeking election or appointment to the position of Director:

(a) has not 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);

(b) provides the Club with a signed statutory declaration containing the declarations specified in the Directors Handbook;

(c) is not a current employee, or a former employee in the last five years, of the Club or Parramatta National Rugby League Club Pty Limited (PNRL);

(d) does not have dealings with the Club or PNRL that would cause the person not to be considered eligible as set out in the Directors Handbook; or

(e) agrees to the electioneering requirements concerning appointment as a director as set out in the Directors Handbook.

6 Member-Proposed Special Resolution 2 does not enhance good governance of the Club. The Club's existing director eligibility criteria are crucial to ensuring that the Club maintains high governance standards, and that a person seeking to become a Director of the Club is fit (and willing) to perform the required duties. The Board does not agree with removing or reducing eligibility criteria; doing so will undermine the integrity and transparency of the Board election and appointment process, and does not reflect the required governance standards expected by the Club's members.

7 Clear and specific eligibility criteria ensure that suitable candidates stand for election or are appointed to the Board. The Club's disciplinary process (which the petitioning members seek to restrict) should not act as the "primary check" for whether a person is suitable or not (as suggested by the petitioning members).

8 The Members' Statement with respect to Member-Proposed Special Resolution 2 is set out below under the heading 'Members' statements – Member-Proposed Special Resolution 2'.

Club's Explanatory Notes – Member-Proposed Special Resolution 3

1 The Special Resolution titled 'ANNEXURE A' proposed by the petitioning members is set out above as Member-Proposed Special Resolution 3. **The Board DOES NOT endorse this Special Resolution, as it introduces expensive changes to disciplinary processes from a member elected Board to an external (non-member elected) panel leading to unbudgeted recurring legal costs that significantly increases privacy exposure.**

2 In Member-Proposed Special Resolution 3, the petitioning members seek to amend the Club's Constitution to delete existing clauses 4.16 and 4.17 with respect to the Club's existing disciplinary process, and introduce new clause 4A which includes an independent 'Disciplinary Panel'. In effect, the petitioning members propose that a third party hears member disciplinary proceedings, instead of the current process by which the Board (or a sub-committee of the Board) conducts the disciplinary proceedings. This is not common practice, and the Club is not aware of any other registered club that does this.

3 The wording of proposed clause 4A is ambiguous: some wording suggests that the Board is *obliged* to refer certain matters to the Disciplinary Panel, whereas other wording suggests that the Board has the ability (but not an obligation) to do so. It is not clear how the Club can properly comply with this conflicting wording if this special resolution is passed.

4 The petitioning members submit that the independent 'Disciplinary Panel' be comprised of three independent persons, with one panel member hearing the disciplinary proceedings. Furthermore, they submit that each of these panel members must both be a member of the Resolution Institute and a current barrister admitted to (or former barrister of) the Supreme Court of NSW. It is proposed that the Club shall bear the cost of remunerating those three current (or former) barristers and reimburse expenses incurred in the course of their duties. The Board does not agree with this onerous approach.

5 If implemented, this would be a significant new expense for which the Club would need to budget. This is based on the Board's knowledge of typical barrister fee rates, and the potential increase in complexity in how each disciplinary matter is handled by following such a process. Currently, the Board (or a sub-committee of the Board) is responsible for conducting the disciplinary process, which is generally held in connection with Board meetings and is a far more cost-efficient process.

6 Member-Proposed Special Resolution 3 does not further good governance of the Club. The Board is not expected to act as a court, tribunal or commission when conducting

disciplinary proceedings, but instead simply ensure procedural fairness and a level of rigour is applied when conducting the disciplinary process, that is reasonable and proportionate to the hearing body being a club. The measures proposed by the petitioning members extend far beyond this, and is unnecessarily burdensome for matters that can range from trivial to more significant.

7 In Member-Proposed Special Resolution 3, the petitioning members suggest some further changes to the Club's existing disciplinary process:

(a) They want to impose higher thresholds in order to commence disciplinary proceedings. For example:

(i) Presently, a member may be subject to disciplinary proceedings where they wilfully refuse or neglect to comply with the provisions of the Club's Constitution, By-law, policies or other standards prescribed by the Directors.

(ii) Under the proposed changes, a member would need to wilfully and persistently refuse to comply with the provisions of the Club's Constitution or By-laws before the Board could refer them to the proposed Disciplinary Panel for adjudication. This is impractical, as it makes it harder for the Club to deal with problematic behaviour in the Club.

(iii) Similarly, under the current disciplinary process, a member may be subject to disciplinary proceedings where they act in a manner which in the opinion of the Directors is prejudicial to the interests of the Company or PNRL.

(iv) The petitioning members propose that a member would only be referred to the Disciplinary Panel if they engage in conduct which is 'significantly' prejudicial to the interests of the Company or PNRL. This creates scope for ambiguity as to what amounts to 'significant' prejudice.

(b) It is unclear from Member-Proposed Resolution 3 how the Board will address 'smaller' matters that are not articulated in proposed clause 4A.2, because it provides that they cannot be referred to the Disciplinary Panel. This suggests that the petitioning members only want what they consider to be serious matters to be the subject of disciplinary proceedings to be referred to the Disciplinary Panel. All other conduct might not be subject to disciplinary proceedings (meaning such conduct will largely be unregulated).

8 The petitioning members claim that under the current disciplinary structure decisions of the Board or disciplinary Committee are not final and binding, generating costly and time-consuming legal challenges, and diverting funds from member services and facilities. This is incorrect. Clause 4.16 of the Constitution provides that any decision of the Directors under that clause is final and binding on the Member. Members are not able to challenge the Board's decision in a disciplinary proceeding context. Any legal challenges would need to be made before the courts; in such uncommon situations, there would be expenditure by the Club. To the contrary, the appointment of three independent persons to a disciplinary panel and engagement of their services would actually divert Club funds (because currently, the Club does not regularly engage external advice in dealing with disciplinary matters).

9 The process suggested by Member-Proposed Resolution 3 is also inconsistent with regulatory expectations. Regulators like Liquor & Gaming NSW and AUSTRAC recognise that members have rights to procedural fairness, but they are increasingly wanting clubs to take more decisive and swifter action to expel or suspend members who engage in problematic gambling or money-laundering type activity, which can often be hindered by the disciplinary process. This appears antithetical to Member-Proposed Special Resolution 3 which would make the disciplinary process more complicated before a person can be expelled or suspended.

10 The petitioning members assert that the core flaw in the current system is that the investigation and adjudication of a disciplinary matter is conducted by the Board, which they allege amounts to a conflict of interest. This appears to misunderstand how the disciplinary process works. Typically, allegations of a member's misconduct are raised with the Board by the Club's staff for the purpose of arranging a disciplinary hearing. The Club's staff will collate the relevant evidence to be considered by the Board - e.g. CCTV footage, and any statements from relevant employees or members that observed the particular member's alleged misconduct. This information is then provided to the Board for consideration at the disciplinary hearing. The relevant member also has an opportunity to provide the Board with written and oral submissions on their conduct to be considered at the hearing.

11 The petitioning members also allege that under the current disciplinary process, members are denied basic procedural fairness. This is incorrect. The Club's disciplinary process offers members a level of procedural fairness that is consistent with what that expected of clubs. Prior to the Board determining a member's guilt, the member is entitled to give a written or verbal explanation as the member thinks fit, and is entitled to call witnesses in their defence. Furthermore, if it is determined that the member is guilty of the alleged offence, they are entitled to a further opportunity to make submissions as to the appropriate penalty. This is substantially similar to the process proposed by the petitioning members. The key problematic difference however is that the petitioning members want the disciplinary process to be heard by an external disciplinary panel member, at the Club's cost.

12 The Members' Statement with respect to Member-Proposed Special Resolution 3 is set out below under the heading 'Members' statements – Member-Proposed Special Resolution 3'.

Club's Explanatory Notes – Member-Proposed Special Resolution 4

1 The Special Resolution titled 'ANNEXURE B' proposed by the petitioning members is set out above as Member-Proposed Special Resolution 4. **The Board DOES NOT endorse this Special Resolution, as changes to member admission criteria forces the Club to provide detailed written reasons, creating heavy paperwork, increasing appeals and disputes, raising privacy risks, and exposing the Club to legal challenge each time an applicant is unsuccessful.**

2 In Member-Proposed Special Resolution 4, the petitioning members seek to amend the Club's Ordinary Member admission process as set out in clauses 4.3 and 4.4(c) of the Club's Constitution.

3 Presently, under clause 4.3(a) of the Club's Constitution, applications for admission to Ordinary Membership are considered by the Board or a sub-committee of the Board, and require a three-quarters majority of Directors present and voting to vote in favour of the membership application. This assists with fostering a quality membership base.

4 The petitioning members propose to water-down this requirement by reducing the voting threshold to a simple majority, which they state is to "align this process with the standard way that the Board decides all other matters". This comment fails to recognise that the admission of members is fundamentally different to ordinary operational decisions, as it directly affects the Club's culture, governance, and compliance with its regulatory obligations.

5 The petitioning members submit that, where an application is 'deemed' to have been rejected by the Board (i.e., not approved within two (2) months of the application date), the applicant must be provided with written notice of (and detailed reasons for) the rejection of their application, within seven (7) days of the deemed rejection. The Board does not agree with this, noting it is not common practice amongst clubs.

6 The petitioning members also suggest that an unsuccessful applicant be provided with any information, advice, evidence or belief that was considered by the Directors in connection with the application, as proposed by the petitioning members. The Club is not aware of any club that does this. The obligation to provide such detailed information to an unsuccessful applicant may not be permitted in certain instances (for example, if the Club performs a background check and a person is identified as high-risk under anti-money laundering laws), is unnecessarily onerous and rigid, and may expose the Club to privacy and confidentiality risks. It is also unclear from Member-Proposed Special Resolution 4 whether the Club is required to notify persons where their application has been rejected, or only where their application is deemed to have been rejected.

7 The petitioning members' proposal also seems antithetical to regulatory expectations of clubs, which would rather the Board have flexibility to determine at the outset whether a person is permitted to be a member of the Club or not, particularly to mitigate risks like money-laundering, criminal or problem gambling activity (rather than allowing an unsuitable person to become a member and then experiencing difficulty to remove them).

8 Member-Proposed Special Resolution 4 also seeks to amend the process by which members of another club (amalgamating club) become members of the Club under an amalgamation. Currently, members of the amalgamating club must lodge an application for membership of the Club, which is considered by the Board in the same way as a normal membership application. Under the proposed changes, the Board does not appear to have the ability to review those applications for membership, and instead those members of the amalgamating club would automatically be admitted to membership of the Club unless a particular individual is already a Full Member of the Club or at that time is suspended or expelled from membership of the Club. This would prevent the Board from applying the same rigour to applicants for membership where those persons are a member of the amalgamating club.

9 The proposed changes also create some uncertainty. For example, under Member-Proposed Special Resolution 4, it is unclear whether applications for membership can be considered by a sub-committee of the Board. It introduces an unnecessary complexity that membership applications be considered at a "properly convened" meeting of the Board, which may further prevent membership applications being considered by a duly appointed sub-committee of the Board.

10 The Members' Statement with respect to Member-Proposed Special Resolution 4 is set out below under the heading 'Members' statements – Member-Proposed Special Resolution 4'.

Petitioning Members' statements – Member-Proposed Special Resolution 1 (see 'ANNEXURE D2' immediately below)

ANNEXURE D2

A Statement in Support of a Special Resolution [as set out in **Annexure D1**] to amend the Constitution to replace Clause 8 and require attendance ballots conducted by an independent Returning Officer.

INTRODUCTION

This statement supports a proposed Special Resolution to amend the Constitution of Parramatta Leagues Club Limited ("the Club"). The purpose of this resolution is to replace the existing Clause 8 with a new, comprehensive clause governing all contested ballots and elections.

The goal of this reform is to provide a fair, reliable, and consistent framework for the Club's elections. It achieves this by mandating the use of the NSW Electoral Commission to conduct all ballots and by standardising the polling procedures, locations, and security protocols in the Constitution itself.

This reform will give members confidence and trust in the election outcomes. As this is a Special Resolution, it requires approval from at least 75% of members voting at the general meeting to be passed.

THE PROPOSED SOLUTION (NEW CLAUSE 8)

This resolution creates a single, clear, and robust framework for how all contested ballots are run. It deletes the old Clause 8 and inserts a new, detailed clause. It also makes minor consequential amendments, such as explicitly deleting the clause for "Direct voting" (Clause 7.14), to ensure consistency.

The new rules are practical and align with democratic best practice.

HOW THE NEW BALLOT PROCESS WILL WORK

The new Clause 8 introduces several key features to strengthen the transparency and consistency of the Club's elections.

1. A Mandated Independent Returning Officer (New Clause 8.3)

The new clause mandates that every ballot and election must be conducted by a Returning Officer. This person is explicitly defined as the New South Wales Electoral Commissioner or their nominated delegate (which may include an officer or employee of the NSW Electoral Commission).

This change places the conduct of the entire process in the hands of the NSW Electoral Commission, promoting independence. The Board is required to engage the Returning

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Officer and provide all necessary assistance, but the Board will have no role in the conduct of the ballot itself.

2. Attendance Ballot Only (New Clause 8.2)

The resolution confirms that all ballots are to be conducted solely as attendance ballots. Each vote must be cast personally by a Voting Member at one of the official Polling Places during the designated Polling Period.

To ensure clarity, the new clause explicitly states that "Postal, proxy, telephone, online and other electronic voting methods are not permitted for a ballot conducted under this clause". This means a member must physically attend a polling place if they wish to cast a vote.

3. Standardised and Accessible Polling (New Clauses 8.4 & 8.5)

The new clause removes all uncertainty about when and where members can vote by setting these details in the Constitution.

- Polling Places: Voting will be available at the Club's main licensed premises: Parramatta Leagues Club, Vikings Sports Club, and Dural Country Club. It also includes any other licensed premises the Company operates. This provision is included to ensure that if the Club amalgamates with or opens a new club located outside the main area, members at that new venue will automatically have access to a polling place, maintaining consistency and accessibility for all members.

- Polling Period: The polling times are standardised and extended. Voting will be available from 2:00 pm to 8:00 pm on each of the four (4) days running from the 7th day to the 4th day before the Annual General Meeting.

This provides members with a consistent, reliable, and extended opportunity to vote in person.

4. Stronger Security and Voter ID (New Clauses 8.6 & 8.7)

To protect the reliability of the ballot, new rules for voter identification and ballot security will be enforced by the Returning Officer:

- Voter ID: Before being issued a ballot paper, a Voting Member must present their current membership card or satisfactory photo identification (such as an Australian driver licence, NSW Photo Card or a passport).

- Ballot Security: The Returning Officer is made responsible for the secure custody of all ballot papers and ballot boxes. The boxes must be sealed during polling, with seals inspected and recorded at the opening and closure of each Polling Day.

5. Clear Rules for Candidates and Scrutineers (New Clauses 8.8 & 8.9)

The new clause creates a transparent and fair process for candidates:

- Ballot Draw: The order of candidates on the ballot paper will be determined by a transparent ballot paper draw conducted by the Returning Officer at least five (5) days before polling begins.

- Scrutineers: Each candidate may appoint one scrutineer for each Polling Place and one for the final count. Scrutineers are entitled to observe the draw, observe polling, and observe the count.

6. Fair Campaigning and Assistance (New Clauses 8.10 & 8.11)

The rules ensure a fair environment at the polling stations. Canvassing or distribution of electoral material is prohibited within 6 metres of any polling room entrance.

Crucially, the new clause also ensures that assistance is available for any member who requires it (including because of disability or whose first language is not English). These members may request help from an authorised election official to mark their ballot paper according to their instructions.

CONCLUSION

This resolution is a practical and necessary reform that places the Club's democratic process in the hands of the NSW Electoral Commission.

By standardising the polling times, locations, security, and procedures, these new rules give members certainty and strengthen trust in the outcomes. The rules are practical, familiar, and accommodate assistance where needed, ensuring every eligible member can participate fairly.

Members are strongly encouraged to vote in favour of this resolution.

Petitioning Members' statements – Member-Proposed Special Resolution 2 (see 'ANNEXURE C2' immediately below)

ANNEXURE C2

A Statement in Support of a Special Resolution [as set out in **Annexure C1**] to amend the Constitution to replace Clause 9.3 setting out eligibility requirements for Directors.

INTRODUCTION

This statement supports a proposed Special Resolution to adopt a new, clear clause setting out the eligibility requirements for Directors.

This proposal is based on a clear philosophy: to balance the need for exceptionally high standards for Directors with the fundamental, democratic right of members to choose their own representatives.

The proposed new clause introduces a set of strict, objective, and factual eligibility criteria. It provides a fair and level playing field for all candidates and ultimately trusts members to make the final decision at the ballot box.

As this is a Special Resolution, it requires approval from at least 75% of members voting at the general meeting to be passed.

THE PROPOSED NEW STANDARD

This resolution establishes a clear, coherent clause based on two core principles:

1. Strict, Objective Safeguards: The eligibility rules for Directors must be strong. This new clause sets a very high, non-negotiable bar. It focuses on objective facts, such as criminal convictions and financial prudence, ensuring all candidates meet a high minimum standard.

2. Protecting Member Democracy: The rules must also be fair and objective. This new clause ensures that eligibility is a simple, factual check, and that the ultimate judgment of a candidate's suitability rests where it belongs—with the members.

This proposal is a sensible and necessary reform that strengthens the Club's governance by balancing these two principles.

HOW THE NEW RULES WILL WORK

The new Clause 9.3 establishes a set of strict, factual tests. A person is ineligible to be a Director if they fail any of these objective tests:

- Criminal and Dishonest Conduct: A person is permanently ineligible if they have at any time been convicted of an indictable offence or any offence involving dishonesty.

- Industry-Specific Misconduct: A person is permanently ineligible if they have at any time been convicted of an offence under the Registered Clubs Act, Liquor Act, Gaming Machines Act, or Gaming and Liquor Administration Act.

- Financial Prudence: A person is ineligible if they are currently bankrupt or insolvent, or if they have been discharged from bankruptcy or insolvency within the last 10 years.

These criteria are exceptionally strong and provide robust, objective safeguards for the Club.

A BALANCED GOVERNANCE FRAMEWORK

This resolution (C1) is one part of a complete governance framework. It is not, and should not be, the only mechanism to ensure the Club is led by suitable people. It works in conjunction with two other key safeguards:

1. Disciplinary Action for Members: The primary mechanism for dealing with misconduct is the Club's disciplinary process. The Club has the power under its constitution to discipline members who engage in serious misconduct, including the power to suspend or expel a person from membership. A suspended member is explicitly barred from nominating for the Board. An expelled member ceases to be a member and therefore cannot meet the constitutional membership tenure requirements to be eligible to nominate for the Board. This ensures that the disciplinary process acts as the primary check.

2. The Members' Vote: The most important safeguard is the members' vote. This new clause ensures that all eligible candidates—that is, members in good standing who meet the high, objective standards—can put their case to the members. It trusts the members to make an informed choice.

CONCLUSION

This resolution provides the Club with a modern, fair, and robust set of eligibility rules. It strikes the correct balance by establishing some of the strictest, most objective standards in the club industry, while simultaneously protecting the democratic right of members to elect the candidates of their choice.

It provides clarity for candidates, fairness for all, and places ultimate authority in the hands of the members.

Members are strongly encouraged to vote in favour of this resolution.

Petitioning Members' statements – Member-Proposed Special Resolution 3 (see 'ANNEXURE A2' immediately below)

ANNEXURE A2

A Statement in Support of a Special Resolution [as set out in **Annexure A1**] to amend the Constitution of Parramatta Leagues Club Limited to create an independent Disciplinary Panel to adjudicate complaints of misconduct against Members.

INTRODUCTION

This statement supports a proposed Special Resolution to amend the Constitution of the Parramatta Leagues Club Limited **[the Club]**. A Special Resolution requires approval from at least 75% of members voting at the general meeting.

The goal is to improve the way disciplinary matters involving Members are handled.

This resolution will replace the current disciplinary process (Clauses 4.16 and 4.17) with a new Clause 4A which establishes an independent Disciplinary Panel to adjudicate serious allegations of member misconduct.

This change provides a fair, transparent and accountable process aligned with best practice governance.

THE PROBLEM WITH THE CURRENT SYSTEM

At present, the Board conducts investigations, determines whether allegations are proven, and imposes penalties (including suspension or expulsion).

This makes the Board investigator, prosecutor and decision-maker, creating a risk of perceived or actual bias, even when Directors act with the best of intentions. Members subject to this process are denied basic procedural fairness, and decisions can appear inconsistent or arbitrary.

The structure has generated costly, time-consuming legal challenges and has been criticised by the NSW Supreme Court. Money spent defending decisions diverts funds from member services and facilities.

THE PROPOSED SOLUTION: AN INDEPENDENT PANEL (NEW CLAUSE 4A)

The proposed resolution addresses this conflict of interest by separating the Board's referral role from the role of adjudication.

The new Clause 4A establishes a Disciplinary Panel that is independent of the Board. Any member facing serious allegations will have their case heard and decided by a qualified, impartial expert.

HOW THE NEW PROCESS WILL WORK

1. Panel Appointment (Clause 4A.1)

The Board will appoint three individuals (not Directors) to the Disciplinary Panel.

Each appointee must:

- Be a member of the Resolution Institute of Australia; and
- Be a barrister admitted to (or a former barrister of) the NSW Supreme Court.

Disciplinary matters will be adjudicated by professionals with expertise in procedural fairness, evidence, and dispute resolution. Panel members will be appointed for two-year terms and remunerated by the Company, securing their independence. Three appointees ensure a panel member is always available to hear a matter without delay.

2. Referral by the Board (Clause 4A.2)

The Board retains a crucial role. It will still be responsible for investigating allegations of misconduct. If the Board forms the view that the allegations are serious, it may refer the matter to the Disciplinary Panel.

This referral power is limited to specific categories of serious misconduct, such as:

- Wilful and persistent refusal to comply with the Constitution or By-laws;
- Conduct significantly prejudicial to the Club's interests;
- Conduct unbecoming of a member (e.g., violence, abuse, indecency); or
- Breaches of the Liquor Act 2007 (NSW).

The Board must provide a "Referral Document" outlining the allegations, the supporting evidence, and the proposed penalty (Censure, Suspension, or Expulsion).

3. Procedural Fairness for Members (Clause 4A.3)

This is a major improvement for member rights.

- The referred Member receives **at least 21 days'** written notice of the hearing (up from seven days).
- The Member is given the Referral Document and a copy of Clause 4A, clearly marked: "YOUR RIGHTS – PLEASE READ CAREFULLY".
- The Member may:
  - represent themselves;

  - be legally represented at their own expense; or
  - be assisted by a support person (e.g., friend or relative).

- Where English is not the Member's first language, the Club will make reasonable efforts to communicate in their language and provide a **NAATI-accredited translator** for the hearing.

4. The Hearing and Decision (Clause 4A.4)

A single panel member will hear each case. The proceedings are informal (formal rules of evidence do not apply), but must observe procedural fairness.

Both the Club's representative and the member (or their representative) may make submissions, present evidence, and call witnesses.

After hearing the matter, the panel member will make a determination. They are not bound by the Board's proposal. The panel may impose:

- The penalty proposed by the Board;
- A lesser penalty; or
- No penalty at all.

5. Checks and Balances (Clause 4A.4(g))

Before imposing any penalty the panel member must consider:

- "any reasonable explanation, excuse, or apology offered by the Referred Member";
- "any lack of impartiality or objectivity by the Board in making the referral"; and
- "the proportionality of the penalty to the nature and severity of the proven misconduct".

This provides a direct, independent safeguard. The Disciplinary Panel's decision is final and binding on both the Club and the member. This provides certainty and avoids further costly legal appeals.

A BALANCED AND MODEST REFORM

These changes are modest but essential. The Board retains key responsibilities:

- Referral: The Board still decides which cases are serious enough to be referred.
- Rule-making: The Board still defines what constitutes misconduct via the By-laws.
- Appointment: The Board appoints the expert panel members.

- Temporary Suspension: Management retains the power under Clause 4A.5 to immediately suspend and remove a member from the premises to maintain safety and good order. This temporary power is now aligned with the new process, lasting for a maximum of six (6) weeks or until the panel hearing, whichever is earlier.

CONCLUSION

This resolution fixes the core flaw in the current system by separating the investigation of misconduct from its independent adjudication.

It provides members with robust procedural fairness and protects them from arbitrary or biased decisions. It introduces independence, accountability, and transparency, aligning the Club with best practice governance. By making decisions final and binding, it will significantly reduce the legal costs currently being incurred in disputes.

This is a practical and necessary reform that balances the rights of individual members with the Club's need to uphold its standards.

ANNEXURE B2

A Statement in Support of a Special Resolution [as set out in **Annexure B1**] to amend the Constitution to replace Clause 4.3 concerning the admission of Ordinary Members.

INTRODUCTION

This statement supports a proposed Special Resolution to amend the Constitution of Parramatta Leagues Club Limited **[the Club]**. As this is a Special Resolution, it requires approval from at least 75% of members voting at the general meeting to be passed.

The purpose of this resolution is to enhance procedural fairness for prospective members by introducing transparency and accountability into the application process.

The goal is to ensure that any applicant who is unsuccessful receives a fair and transparent outcome. This reform achieves this by requiring the Board to provide unsuccessful applicants with a timely, written notification that includes the reasons for the decision.

THE PROBLEM WITH THE CURRENT SYSTEM

The current constitution fails to provide any transparency to an unsuccessful applicant.

Under the current rules, if an application is rejected by the Board (or "deemed rejected" after six (6) weeks), the Club is under no constitutional obligation to:

1. Formally notify the applicant of this outcome; or
2. Provide any reasons whatsoever for the decision.

An applicant can be left in the dark, never knowing the status of their application or why it was not successful. This lack of transparency is unfair, arbitrary, and falls well short of modern governance standards.

THE PROPOSED SOLUTION (NEW CLAUSE 4.3)

The proposed resolution directly addresses this flaw by deleting the current Clause 4.3 and replacing it with a new, comprehensive clause that introduces accountability.

These new requirements ensure that any decision to reject an applicant is communicated fairly and with clear reasons.

The resolution changes the admission threshold for new members from a "three-quarters majority" to a "majority of the Directors present and voting", aligning this process with the standard way the Board decides all other matters.

The resolution also includes minor consequential amendments to Clause 4.4(c) and related sections to ensure the provisions for members joining via a club amalgamation are clear and consistent with the new clause.

HOW THE NEW PROCESS WILL WORK

The core of this reform is the introduction of two new sub-clauses that provide procedural fairness to unsuccessful applicants.

If an application is rejected (or "deemed rejected" under the new two-month rule), the Club's obligations will be:

1. Mandatory Written Notification (New Clause 4.3(c))

The Club must notify the applicant in writing of the rejection within seven days of the decision or deemed rejection, ensuring the applicant receives a timely and formal outcome.

2. Full Transparency and Accountability (New Clause 4.3(d))

This is the most critical enhancement. The written notification sent to the applicant must include comprehensive details:

- The reason or reasons for the rejection;
- Any information, advice, evidence, or belief that the Directors considered in relation to the application; and
- A description of any procedural factors related to the deemed rejection (e.g., that the two-month period expired without a vote).

This requirement for transparency is the heart of the reform. It provides procedural fairness to the applicant and holds the Board directly accountable for its decisions.

The new clause also clarifies the process for admitting members from another club following an amalgamation.

CONCLUSION

This resolution is a necessary governance improvement. It fixes a significant flaw in the current constitution by introducing transparency and accountability to the membership application process.

By requiring the Club to provide clear, timely, and reasoned explanations for any unsuccessful application, this reform ensures all prospective members are treated with procedural fairness. It aligns the Club's processes with best practice and strengthens member confidence in its governance by embedding the principles of transparency and Board accountability.

Members are strongly encouraged to vote in favour of this resolution.

Procedural Notes in relation to the ballot

Resolutions to be determined by a ballot

1 Pursuant to clause 8.1 of the Constitution, the Resolutions will be determined by a ballot. The ballot will be conducted by the Club's appointed returning officer Computershare on instructions from the Club.

2 Delivered with this Notice of AGM is a ballot. The ballot contains an abbreviated form of the Resolutions referred to in this Notice. The ballot will also contain the names of candidates for the Board election.

Eligibility to vote

3 Only Voting Members are eligible to vote in the ballot for the:

(a) Board election for the three (3) Director positions;

(b) Ordinary Resolutions; and

(c) Special Resolutions (including Life Member Special Resolutions and Member-Proposed Special Resolutions).

4 To be a Voting Member you must have been a Full Member of the Club for a continuous period of three (3) years as at the date of the close of the ballot (20 February 2026), or if voting at the AGM, then as at the date of the AGM (24 February 2026). Therefore, if you:

(a) intend to vote by ballot and became a Full Member of the Club after 20 February 2023; or

(b) intend to vote in person at the AGM (for the Special Resolutions only) and became a Full Member of the Leagues Club after 24 February 2023,

you are not a Voting Member for the purposes of this meeting.

Ballot process

5 In order to complete the ballot paper, please fill it out in accordance with the instructions set out on the ballot paper. Please place a tick or a cross in the box on the ballot paper showing "For" if you are in favour of the Resolution or in the box marked "Against" if you are not in favour of the Resolution. Please then sign the ballot paper in the space indicated on it and follow the instructions on the ballot paper as to how to return the ballot paper to the Club.

6 To lodge your vote online, please go to www.votingservices.com.au/parra. This will take you to the online voting service. You will need your Parramatta Leagues Club Member Number and an Online PIN to log in. Your Online PIN can be found in your email broadcast or on your voting form.

7 The ballot will open from **9:00am on Thursday 29 January 2026** and will close at **5:00pm on Friday 20 February 2026**.

8 The ballot for the Member-Proposed Special Resolutions (but not the ballot for the Board election of three (3) Director positions, Ordinary Resolutions or Life Member Special Resolutions) will reopen for those members who attend the AGM from 7:00pm on Tuesday 24 February 2026 until the close of debate on the Special Resolution in question (which will be determined by the chairperson of the meeting). Ballot papers relating to the Special Resolutions received after the close of the debate will not be included in the ballot.

9 For the avoidance of doubt, the ballot for the Board election of three (3) Director positions, Ordinary Resolutions and Life Member Special Resolutions will close at **5:00pm on Friday 20 February 2026**.

Voting at the AGM

10 If you wish to vote at the AGM on Tuesday 24 February 2026 on the Member-Proposed Special Resolutions, you will need to enrol with Computershare as you enter the meeting to receive a voting card.

11 If you have voted on the Member-Proposed Special Resolutions before the AGM via the ballot but wish to change your vote, you can do so, but you will have to attend the AGM to do so and you will need to speak to a Computershare representative before the commencement of the AGM.

12 At the AGM after the chairperson has closed the debate on a Member-Proposed Special Resolution, there will be a short adjournment on that item of business or a short adjournment of the meeting (as the case may be) for the purpose of counting the ballot. When the ballot count is completed, the item of business or the meeting (as the case may be) will resume and the chairperson will declare the result of the ballot.

By Order of the Board

Chris Dimou
Chief Executive Officer and Company Secretary
Parramatta Leagues' Club Ltd
Dated 22 January 2026