



NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shellharbour Workers' Club Limited will be held on 9 November, 2025 at 11am at The Shellharbour Club.

ANNUAL GENERAL MEETING AGENDA

- Welcome
- Confirm Minutes of the 2024 Annual General Meeting
- Presidents Report and Directors Report
- Chief Executive Officer Report 2024/2025
- Chief Financial Officer - Receive and Consider Financial Report 2024/2025
- Ordinary Resolutions
- Special Resolution - Change to Constitution
- Declaration of Board of Directors
- General Business

It is proposed that the following Resolutions will be put to and if thought fit, passed at the meeting:

ORDINARY RESOLUTIONS

1. Pursuant to the Registered Clubs Act and the Shellharbour Workers' Club Limited Constitution:

(A) The members agree to and approve expenditure by Shellharbour Workers' Club Limited to a sum not exceeding \$80,000 until the next AGM of the Club for the following activities of the Directors:

- Reimbursement of Approved Expenses incurred by Directors in relation to their responsibilities and representations as a Director of the Club;
- Payment of honorarium to Directors as determined by the Board of Directors, payable at the conclusion of one full year of service;
- Provision of allocated car parking spaces at the discretion of the Board of Directors for the use of Directors.

(B) That such decisions as to the expenditure outlined in the previous subclause shall be determined and verified by the Board from time to time.

(C) The members authorise the Board of Directors to issue a "60's Plus Card" to be used only by members who are 60 years of age and over who have been current members of the Club for a minimum of 12 months prior to their date of application for said card. The card entitles the member named on the card to concessions on

meals and the applicable conditions may be changed from time to time by the Board of Directors.

(D) That the members acknowledge that the benefits in paragraph 1(A)(a)-(c) above are not available to members generally and are only for Directors of the Club.

CORE AND NON-CORE PROPERTY

2. The Club hereby resolves by way of variation to the previous resolution of the Club pertaining to Core and Non-Core Property as follows:

That the land owned by the Club identified in blue on the Plan exhibited on the noticeboard at the Club premises for at least twenty-one (21) days prior to this meeting and available to view on the Club's website and distributed to Members with the Notice of Meeting and tabled at this Annual General Meeting on 9 November 2025 be declared as "Non-Core Property" and the remainder of the property coloured cream will remain and be designated as "Core Property" for the purposes of the Registered Clubs Act.

SPECIAL RESOLUTION

A. That the Constitution of the Club be amended as shown in the amended version made available to members on the Club's website and as set out in the Explanatory Memorandum accompanying this Notice, by:

- Adding a new clause 26A as follows:
"The Board may, by majority resolution, determine to discontinue the Clubs membership or association with the Shellharbour Liquor Accord on such basis as the Board considers appropriate"
- Amend clause 33 by deleting "paragraph 32 above" and substituting "this Constitution";
- Delete clause 38(d) as it refers to visitors - with the removal of the 5 km rule, this is no longer relevant.
- Deleting clauses numbered 47, 48, 49, 50 & 51 entirely;
- Amend clause 54 (to be 49) by changing "1 August" to "1 September";
- Amend clause 63 (to be 58) by changing the clause cross-reference to clause 58(c);
- Amend clause 64 (to be 59) by deleting "my" and substituting "may";
- Amend clause 86 (to be 81) by changing "50" to "30" members.

And thereby adopting the amended Constitution tabled at the meeting.
B. That the Directors are authorised by this special resolution to accept the amended Constitution by endorsing their signatures on the copy thereof tabled at this Annual General Meeting;

C. That the Chief Executive Officer is authorised to take all required action to inform ASIC, OLGR and any other authority as to the adoption of the amended Constitution.

NOTE TO MEMBERS

- Ordinary Resolution 1 requires a simple majority of members present and entitled to vote to pass the resolution;
- The Special Resolution requires a 75% majority of members present and entitled to vote, voting in favour, to be passed.

QUESTIONS REGARDING FINANCIAL ACCOUNTS

Members wishing to ask questions regarding the financial accounts at the Annual General Meeting are asked to convey those questions to the Chief Executive Officer by **Sunday 2 November 2025** via email: jpetrolo@shellys.com.au.

SHELLHARBOUR WORKERS' CLUB LTD. ELECTION NOTICE

The 2025 election of the Board of Directors for Shellharbour Workers' Club Limited will be determined at the Annual General Meeting (AGM) Sunday 9 November 2025.

There are three (3) positions vacant: being 3 x 3 year terms.

Nominations for the position of Director on the Board are invited from Friday 3 October 2025 to Friday 17 October 2025.

If you are interested in finding out more about being a Director of the Club, receiving a Candidate Nomination Pack or attending the Future Director Information Session to be held on Wednesday 1 October 2025 at 6pm, please contact Jason Petrolo, Chief Executive Officer on (02) 42967155 or via email at jpetrolo@shellys.com.au

Further information is available on the website: www.theshellharbourclub.com.au

Voting will be held on:
Friday 31 October 2025, 2pm - 8pm
Saturday 1 November 2025, 12noon - 5pm
Sunday 2 November 2025, 10am - 5pm

Chief Executive Officer
25 August 2025

ANNUAL REPORT 2025

A complete copy of the Shellharbour Workers' Club Ltd Annual Report will be made available online for all members. Members may access the report at www.theshellharbourclub.com.au. Members may also receive a printed version of the Annual Report free of charge. If you wish to take up this option, please complete the section at the bottom of this form with your name, address and membership number and return it to the Club and we will forward you out a printed copy. If you have any questions please contact the Club for further details.

I WISH TO RECEIVE A HARD COPY OF THE ANNUAL REPORT -

Name _____ Membership No. _____ Date _____

Address _____

EXPLANATORY MEMORANDUM TO ACCOMPANY ORDINARY RESOLUTION 2 FOR DECLARATION OF "CORE" AND "NON-CORE" PROPERTY AT ANNUAL GENERAL MEETING 9 NOVEMBER 2025

1. In 2014, the Board of Directors sought and obtained the approval of the Membership for the establishment and declaration of certain parts of the Club's land as "Non-Core Property" to enable the better utilisation of that excess land then identified as the northern and southern Development Precincts.
2. Since that approval was granted, the Board and senior management have been reviewing the various options which would be best suited to the Club's ongoing development and which accord with the Club's Strategic Plan.
3. As a consequence, the Board of Directors has concluded that, to achieve optimum utilisation of the excess land owned by the Club, it is necessary to seek approval of Members to vary the previous resolution by designating and declaring Non-Core Property as the land coloured blue in the plan attached to the Notice of Meeting and Core Property as the land coloured cream in the plan.
4. Accordingly, the Board of Directors propose the resolution set out in the Notice of Meeting.
5. The plan to be adopted defining Core and Non-Core Property at this meeting has been exhibited on the Notice Board at the Club premises for at least twenty-one (21) days prior to this Annual General Meeting and has been distributed to Members with the Notice of Meeting.
6. Members are reminded that this resolution for declaration of Core and Non-Core Property is an Ordinary Resolution which requires a simple majority for approval by those members present and entitled to vote.

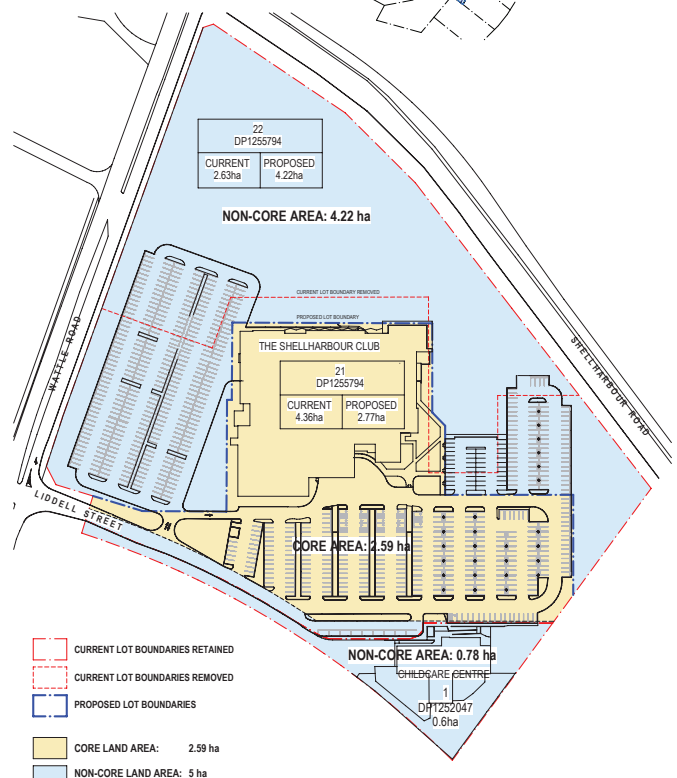
U. Roberts

Chief Executive Officer
25 August 2025

CORE & NON-CORE PROPERTY - CURRENT



CORE & NON-CORE PROPERTY - PROPOSED



EXPLANATORY MEMORANDUM FOR SPECIAL RESOLUTION TO AMEND CONSTITUTION AT ANNUAL GENERAL MEETING 9 NOVEMBER 2025

This memorandum is issued to members to assist in understanding the Special Resolution containing proposed amendments to the Constitution of the Club.

The Board of Directors determined that the existing Constitution required revision to ensure that it was current and appropriate for the continued good corporate governance of the Club.

This review has been undertaken by the Chief Executive Officer with John McEwan, Solicitor of Heard McEwan Lawyers, who has provided legal services to the Club for many decades.

This explanatory memorandum highlights the main features of the changes and reformatting to be introduced to the Constitution by Special Resolution of the Members at the Annual General Meeting.

A full copy of the revised Constitution is available to all members on request being made to the Chief Executive Officer or may be viewed on the Club website.

There have been very few substantive changes to the underlying principles of the existing Constitution and those changes are detailed below, together with a brief explanation.

- Clause 26A is added, giving the Board the right to resolve to discontinue its membership with the Shellharbour Liquor Accord should the Board decide at some future time that the Accord is no longer appropriate for the Club.
- Clause 33 is amended by deleting "paragraph 32 above" and inserting "this Constitution" so the provision properly refers to the overall Constitution.
- Clause 38(d) is deleted as it refers to **visitors** – with the removal of the 5 km rule, this is no longer relevant.
- Clauses 47, 48, 49, 50, and 51 are deleted as references to **visitors** are no longer relevant with removal of the 5 km rule.
- Clause 54 (now 49) is amended by changing the date for membership fees to be paid from 1 August to 1 September in any year.
- Clause 58 (previously 63), subclause (d)(ii) – change the reference to 58(c) to be consistent with renumbering of clauses.
- Clause 59 (previously 64), (i) – change "my" to "may" – typographical error.
- Clause 81 (formerly 86) – quorum changed from 50 to 30 members.

The Board of Directors commend to the Members the adoption of the revised and amended Constitution as set out in the Special Resolution in the Notice of Meeting.



Chief Executive Officer
25 August 2025