ST MARYS DIGGERS & BAND CLUB LIMITED

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of ST MARYS DIGGERS & BAND CLUB LIMITED (ABN: 14 000 589 060) will be held at the St Marys Diggers Club premises, cnr Mamre Road & Hall Street, St Marys, New South Wales on **Sunday 2 November 2025 at 10.00 a.m.**

BUSINESS

1. Apologies
2. Confirmation of minutes of 2024 Annual General Meeting held on Sunday 20 October 2024.
3. Officers' Reports.
4. Presentation and consideration of the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2025.
5. To consider and if thought fit pass the Ordinary Resolution (as below in this Notice).
6. To consider and if thought fit pass the two Special Resolutions (as below in this Notice).
7. Discussion and Recommendations to the Board.
8. Correspondence.
9. General Business.

You must register your attendance at the Annual General Meeting at Reception by 5.00 p.m. Sunday 26 October 2025, or by email to janet@smdbc.com.au

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QUESTIONS REGARDING REPORTS

Members who have questions in relation to the reports referred to in Item 4 of the Business (which will be available on *Friday 10 October 2025* at **www.smdbc.com.au** or on request via email or post), are requested to submit them to the Chief Executive Officer in writing **by 5.00 p.m. *Monday 20 October 2025.*** This will allow sufficient time for information to be gathered or research to be undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting. This does not prevent members from asking questions at the Annual General Meeting without notice, but it may be that answers to such questions cannot be given at the meeting itself.

PROCEDURAL MATTERS FOR ORDINARY RESOLUTION

1. To be passed, an Ordinary Resolution requires votes from not less than a majority (50% + 1) of those members, who being eligible to do so, vote in person on the Ordinary Resolution at the meeting.

2. Only financial Sub Branch members, financial Associate members, financial Band Club members and Life members are entitled to vote on the Resolution.

3. *The Registered Clubs Act* prohibits proxy voting and it also prohibits members who are employees of the Club from voting.

4. The Board of the Club requests that members vote in favour of the Resolution.

ORDINARY RESOLUTION

That, pursuant to the *Registered Clubs Act*, the members:

1. approve and agree to expenditure of the Club until the next Annual General Meeting for the following:

   (a) the reasonable cost of a meal and refreshments associated with each Board meeting of the Club where the meeting corresponds with a normal meal time;
   (b) the provision of blazers and associated apparel for the use of Club Directors when representing the Club.
   (c) reimbursement of reasonable expenses incurred by Directors in travelling to and from Directors' meetings or to other meetings, including seminars, lectures, trade displays or similar, as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure, as well as the reasonable cost of Directors attending the ClubsNSW Annual General Meeting, Trade Show and Conference.
   (d) an end of year function to be held, to be attended by Directors and their spouses/partners without charge, the cost of such function not to exceed $10,000 (inclusive of GST).
   (e) the reasonable cost of Directors attending other registered clubs for viewing and assessing their facilities and the methods of operation provided such attendance is approved by the Board as being necessary for the betterment of the Club.
   (f) the reasonable cost of Directors undertaking training as required by the Registered Clubs Act and Regulations.
   (g) the reasonable cost to the Club of providing Directors with iPads or similar devices for Directors' use at Board meetings and other purposes related to their duties as Directors.

Notes to Members in relation to the Ordinary Resolution

1. The Ordinary Resolution proposes for members to approve:
   (a) the Club undertaking the expenditure set out in paragraph 1 of the Ordinary Resolution; and
   (b) the Directors receiving certain benefits which are not available to all members.
2. The benefits are much the same as those approved last year and previous years.

SPECIAL RESOLUTIONS

FIRST SPECIAL RESOLUTION

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

That the Constitution of St Marys Diggers & Band Club Limited be amended as follows:

(a) by **deleting** Article 23.2(a)(i) and in its place **inserting** the following new Article 23.2(a)(i):

"(i) Any visitor to the Club who produces to the Club documentary evidence of their identity and ordinary place of residence in New South Wales and who has not been previously expelled from membership of the Club or been refused membership of the Club."

(b) by **deleting** Article 27 and in its place **inserting** the following new Article 27:

"27. The annual subscription shall be such amount as determined by the Board from time to time and the Board may determine that it be payable annually, half yearly, quarterly or for more than one (1) year but in each case in advance."

(c) by inserting after Article 46 the following new Article 46A and heading:

"REGISTERED CLUBS ACCOUNTABILITY CODE

46A. The Club, and all Directors and "top executives" (as defined in the Registered Clubs Accountability Code) must comply with the requirements of the Registered Clubs Accountability Code as amended from time to time."

(d) by **inserting** after Article 8 the following new Article 8A:

"8A. In relation to a Junior Bowling member in addition to the matters referred to in Article 8 the application for membership must be signed by the parent or guardian of the applicant consenting to the applicant becoming a member of the Club and participating in the bowling activities of the Club."

Notes to members on First Special Resolution

1. The First Special Resolution makes a number of unrelated amendments to the Club's Constitution, which by reference to each of the paragraphs in the Special Resolution are as follows:

(a) This amendment replaces the five (5) kilometre rule for temporary membership which was repealed from the Registered Clubs Act last year. Now there is no longer a requirement for non-members to reside more than five (5) kilometres from the Club in order to be eligible for temporary membership. However it would be seen from the proposed amendment that certain people will not be eligible irrespective of where they live.

(b) The existing Article 27 provides for a minimum subscription payable by members of Two dollars ($2.00) per annum. This was the minimum prescribed under the Registered Clubs Act. However that minimum subscription has also been repealed and now boards of clubs can set any subscription (or no subscription) as they may determine from time to time and this amendment allows that to occur.

(c) This amendment introduces a reference to the Registered Clubs Accountability Code which is a schedule to the Registered Clubs Regulation 2025. The Accountability Code contains important provisions for the governance and administration of the Club and it is included in the Constitution as a reminder of its existence.

(d) This amendment relates only to Junior Bowling members. It requires an applicant for Junior Bowling membership to provide the written consent of the parent or guardian of that applicant (who is under the age of eighteen (18) years) to become a member of the Club and participate in the bowling activities of the Club.

SPECIAL RESOLUTIONS

SECOND SPECIAL RESOLUTION

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

That the Constitution of St Marys Diggers & Band Club Limited be amended by:

(a) **inserting** in the correct alphabetical position in Article 1.1 the following definition:

"AML/CTF Act" *means the Anti-Money Laundering and Counterterrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing amending or modifying the AML/CTF Act however that provision may be amended in that legislation."*

and by **inserting** the following further definitions in the correct alphabetical positions in Article 1.1:

"AML/CTF Policy" *means any determination or policy made by the Club for the purpose of complying with its obligations under the AML/CTF Act."*

"Liquor or Gaming Policy" *means any determination or policy made by the Club for the purposes of implementing and/or enforcing gaming or liquor harm minimisation."*

(b) **inserting** after Article 17 the following new Article 17A:

"17A.1 *Under the AML/CTF Act the Club:*

(a) is a reporting entity;

(b) provides a designated service to its members and patrons;

(c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to to verify a member or a patron's identity.; and

(d) may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.

17A.2. In Article 17A.1 "enhanced due diligence" means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.

17A.3. Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:

(a) its obligations under the AML/CTF Act; and

(b) any AML/CTF Policy;

(c) any Liquor or Gaming Policy,

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Article 17 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power."

Notes to members on Second Special Resolution

1. Members will probably be aware of press reports concerning the prosecution by Austrac of Mt Pritchard Community Club ("the Mounties") due to alleged breaches of the Anti-Money Laundering and Counterterrorism Financing Act.
2. The Second Special Resolution is to put in place constitutional provisions which will allow the Club the means to exercise controls over members and patrons in circumstances where there is a risk that their conduct is in breach of that Act.
3. The consequences of a breach of the Anti-Money Laundering and Counterterrorism Financing Act can result in massive monetary penalties which could impact the viability of any registered club that is found guilty of a breach.

Procedural matters for Special Resolutions

1. To be passed each Special Resolution requires votes from not less than a seventy five percent (75%) majority of those members who being eligible to do so vote in person on each Special Resolution at the meeting.
2. Only financial Sub-Branch members, financial Associate members, financial Band Club members and Life members are entitled to vote on the Special Resolutions.
3. The Registered Clubs Act prohibits proxy voting and also prohibits members who are employees of the Club from voting.
4. The Board of the Club requests that members vote in favour of each Special Resolution.

Dated: 29 September 2025

By direction of the Board



Marlene Shipley
CHIEF EXECUTIVE OFFICER