



2025 AGM NOTICE

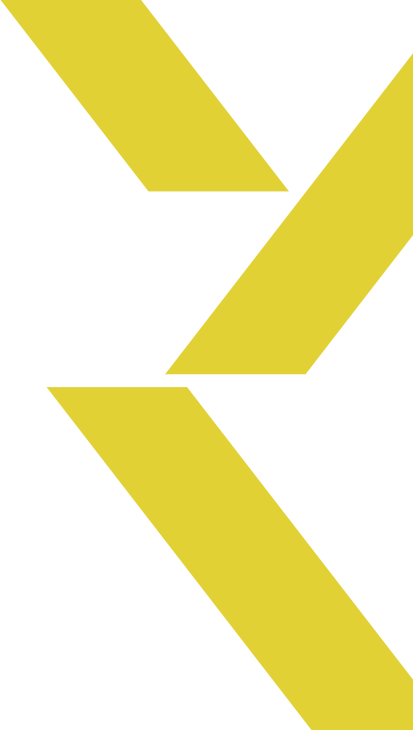


Fraternity Club Limited
A.C.N 001005545

Notice is hereby given of the Annual General Meeting of Fraternity Club Ltd to be held at the Club, 11 Bourke St Fairy Meadow on

Monday, 24 November 2025
7.00pm

AGENDA



1. Confirmation of Quorum
2. Apologies
3. Receive the minutes of previous annual meeting
4. Business arising from minutes
5. Adoption of minutes
6. Receive and consider the Directors Report, Auditor's Report and Financial Report for the financial year ending June 30 2025
7. President's Report
8. Election of Officers- President and 3 Directors
9. To consider and if thought fit, pass the First and Second Ordinary Resolutions in relation to Director's benefits as set out below
10. To consider and if thought fit, pass the First and Second Special Resolutions as set out below
11. General Business

ORDINARY RESOLUTIONS

FIRST ORDINARY RESOLUTION

Pursuant to the Registered Clubs Act, the members hereby approve the following payments and benefits which are not available to members generally but only to those who are members of the Board of the Club and the other persons referred to below:

- a) The reasonable expenses incurred by members of the board for travelling in relation to and from their duties as members of the Board and as approved by the Board from time to time provided such expenses are supported by the production of invoices, receipts or other proper documentary evidence of such expenditure.
- b) The reasonable cost of members of the Board attending the Annual General Meeting and Conference of ClubsNSW and separately the Trade Show of ClubsNSW and such other seminars, lectures, trade displays, online training and other similar training as may be determined by the Board from time to time as being beneficial to the Club or as is required to satisfy the compulsory training required of Directors under the Registered Clubs Act.
- c) The reasonable cost of members of the Board attending other registered Clubs for the purpose of viewing and assessing the facilities of those clubs and methods of operation, provided such attendances are approved by the Board as being necessary in the interests of the Club.
- d) The provision of a suitably inscribed Club blazer and uniform for each member of the Board, as may be required by each new director.
- e) Each Director of the Board being entitled to the use of a designated car parking space provided in the Club's carpark.
- f) The reasonable cost of a meal and refreshments for each Director of the Board immediately before, during, or immediately after a Board or Sub Committee meeting provided such meeting occurs at a normal meal time.
- g) The reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
- h) The reasonable costs of each member of the Board and their spouse/partner attending a dinner and other Club or Club Industry functions where appropriate and required by the Board to represent the Club. The above remains unchanged from last year.

SECOND ORDINARY RESOLUTION

Pursuant to the Registered Clubs Act, the members hereby approve the following payments and benefits which are not available to members generally but only to those who are members of the Board of the Club and the other persons referred to below:

RESOLUTION

That the members hereby approve the payment of the following honorariums for the period between the Annual General Meeting on 24 November 2025 and the Annual General Meeting in 2026:

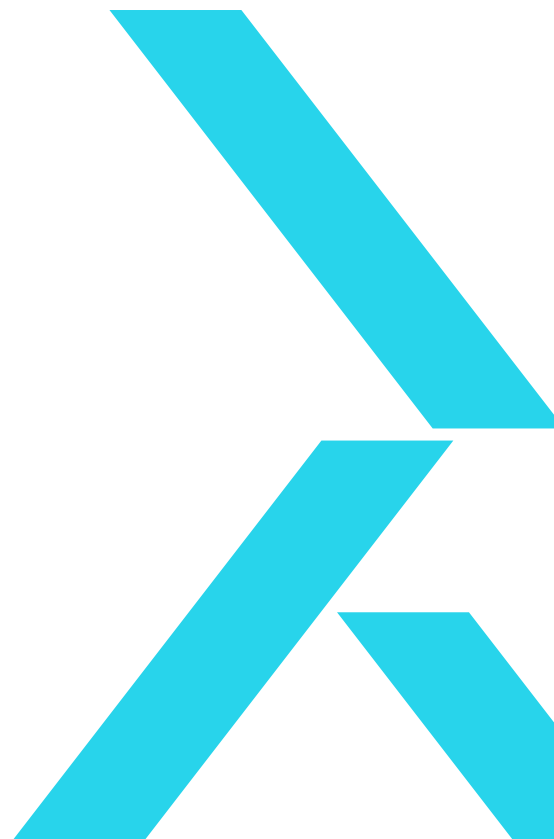
- a) Sum of \$8,500 to the President of the Board (which is also to cover his mobile phone expenses);
- b) Sum of \$1,000 to each of the other Directors of the Board

The above remains unchanged from last year.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Glenn Ward', is written over a light blue grid background.

Glenn Ward
Chief Executive Officer30/10/25



SPECIAL RESOLUTIONS

FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of FRATERNITY CLUB LIMITED to be held on Monday 24 November 2025 commencing at 7:00pm at the premises of the Club, 11 Bourke Street, Fairy Meadow, New South Wales, members will be asked to consider and if thought fit pass the Special Resolutions set out below.

PROCEDURAL MATTERS

1. To be passed, each Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
2. Under the Club's Constitution, only Life members, Foundation members and Fraternity members can vote on the Special Resolutions.
3. Under the Registered Clubs Act proxy voting is prohibited and members who are employees of the Club cannot vote on the resolutions.
4. The Board of the Club recommends that members vote in favour of each of the Special Resolutions.

FIRST SPECIAL RESOLUTION

That the Constitution of Fraternity Club Limited be amended by

- (a) deleting the definition of "Board Appointed Director" and inserting the following new definitions in Article 1A:

"AML/CTF Act" means the Anti-Money Laundering and Counter Terrorism 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.

"Director Identification Number" means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.

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

"Quarter" means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.

- (b) deleting Article 4 and inserting the following new Articles 4 and 4A:

"4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in these Articles.

4A. This Memorandum of Association and By-laws of the Club have effect as a contract between:

- (a) the Club and each member; and
- (b) the Club and each director;
- (c) each member and each other member,

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person".

(c) inserting the following new Articles 8(d) and (e):

"(d) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

(e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person".

(d) inserting the following new Articles 8A to 8C inclusive:

"8A. 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 verify the member or patrons' identity; and
- (d) may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.

8B. In Article 8A. "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.

8C. 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 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 39 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power".

(e) deleting Article 12 and inserting the following new Article 12:

"12. Deleted".

(f) deleting from Article 13 the word "annual".

(g) deleting from Article 16B(b) the words "within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner)".

(h) deleting Article 23(a)(ii) and inserting the following new Article 23(a)(ii):

"(ii) any person whose permanent place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time by the Board pursuant to these Articles"

(i) inserting the following new Article 23(b)(ii) and renumbering the remaining provisions of Article 23(b) accordingly:

"(ii) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Article shall only be required to enter their relevant details in the register of Temporary members on the first day that they enter the Club's premises during that period".

(j) deleting Article 24 and inserting the following new Article 24:

"24. The Board or the Secretary or any senior employee then on duty may at any time refuse a person admission to the Club as a Temporary member and/or remove a Temporary member from the premises of the Club at any time and/or cancel the membership of any Temporary member without notice and without assigning any reason therefore".

(k) deleting Article 28 and inserting the following new Article 28:

"28 Deleted"

(l) deleting Article 29(a) and inserting the following new Article 29(a):

(a) In respect of every nomination for membership made there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address, email address, telephone number and occupation (if required) of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club".

(m) deleting Article 29(b) and renumbering the remaining provisions of Article 29 accordingly.

(n) deleting from the existing Article 29(c) the words "address and occupation of the candidate and of his proposer and seconder" and inserting the words "of the candidate".

(o) deleting Articles 31 and 32 and inserting the following new Articles 31 and 32:

"31. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments payable by members of the Club.

32. Members' subscriptions shall be paid annually or for periods of three (3), or five (5) years in advance. The time and manner of membership renewals and/or payment of subscriptions and all other matters pertaining thereto not especially provided for by these Articles shall be as prescribed by the Board from time to time".

(p) deleting from Article 33 the word "nine" and inserting the word "six".

(q) deleting Article 34 and inserting the following new Article 34:

"34. Any person who has not renewed their membership or paid the entrance fee or subscription or any part thereof (if any) within a period of 60 days from the date upon which it shall fall due for payment shall from that date be debarred from all privileges of membership and an appropriate notation shall be made against the member's name in the register of members and by resolution of the Board may be removed from membership of the Club and the provisions of Article 39 shall not apply to such resolution".

(r) deleting Articles 38(a)(ii) and (iii) and inserting the following new Articles 38(a)(ii) and (iii):

(ii) the residential address;

(iii) the date on which he or she last paid the annual fee for membership of the Club".

(s) deleting Article 39(a) and inserting the following new Article 39(a):

(a) Such member shall be notified of:

(i) any charge against them pursuant to this Article;

(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member; and

(iii) the date, time and place of the meeting of the Board at which the charge is to be heard, in writing at least fourteen clear days before the meeting of the Board at which such charge is to be heard".

(t) inserting the following new Article 39(m) and renumbering the remaining provisions of Article 39 accordingly:

"(m) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting".

(u) inserting the following new Article 39AA:

"39AA. Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club".

(v) deleting Articles 42 and 42A and inserting the following new Article 42:

"42. The Board shall consist of eight (8) directors comprising a President, two (2) Vice Presidents and five (5) Ordinary Board members".

(w) deleting Articles 43(a) and (b) and renumbering the remaining provisions of Article 43 accordingly.

(x) inserting the following new Article 43(c):

"(c) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act".

(y) inserting at the end of the Article 43(b)(iv) the words "Liquor Act, Registered Clubs Act or any other applicable legislation".

(z)inserting the following new Article 43(b)(xi) and renumbering the remaining provisions of Article 43(b) accordingly:

“(b) does not hold a Director Identification Number on the proposed date of election or appointment to the Board; or”

(aa)deleting Article 43A and inserting the following new Article 43A:
“43A Deleted”.

(bb)deleting Article 43B and inserting the following new Article 43B:

“43B. With effect from and for the purposes of the election of the Board at the Annual General Meeting in 2010 and thereafter, the directors will hold office in accordance with the triennial rule which is set out in Schedule 4 to the Registered Clubs Act.”

(cc)deleting the heading “Mandatory Director Training” and Article 43F.
able opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time”.

(dd)inserting the following new Article 44A:

“44A. The election of the Board (including without limitation, the results of the election of the President, Vice President or any other director) shall not be invalidated or voided if the procedure set out in these Articles (including Articles 43C and 44) is not strictly complied with provided there is no substantive injustice to any candidate”.

(ee)inserting the following new Article 46(b)(vii) and renumbering the remaining provisions of Article 46(b) accordingly:

“(vii) The use of social media and other forms of electronic communication relating to the Club by members and guests of members”.

(ff)deleting from Article 48 the words “calendar month” and inserting the word “Quarter”.

(gg)deleting Article 53A and inserting the following new Article 53A:

“53A. A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time”.

(hh)inserting the following new Article 54(c):

“(c) If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Article 54(a):

(i) the director’s failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and

(ii) the Board may remove or have removed, the director from the Board meeting while the matter is being considered”.

(ii)deleting from Article 55 the words “Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not so removed” and inserting the words “Any person appointed to the Board pursuant to Article 55 shall hold office for the remainder of the term of office of the person they replace”.

(jj)inserting the following new Article 56(a)(xvi) and renumbering the remaining provisions of Article 56(a) accordingly:

“(xvi) does not hold a Director Identification Number (unless exempted from doing so)”.

(kk)deleting from Article 56(b)(ii) the words “three (3) calendar months” and inserting the words “ninety (90) days (calculated from the last meeting of the Board attended)”.

(ll)deleting Article 73 and inserting the following new Articles 73 and 73A:

“73. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.

73A. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:

(a) the financial report of the Club; and

(b) the directors' report;

(c) the auditors' report on the financial report”.

(mm) deleting Article 78(d) and inserting the following new Article 78(d):

“(d) by notifying the member either personally, by post, or electronically, that the notice is available and how the member can access the notice”.

(nn) deleting Article 79 and inserting the following new Article 79

“79. The Club shall determine the manner in which notices are to be given to members (unless it is legally required to give a notice to members in a specific manner, including if a member has made a written election to receive notices in a specific manner)”.

(oo) deleting from Article 80 the words “Article 77(a)” and inserting the words “Article 78(a)”.

(pp) deleting from Article 80A the words “Article 77(b)” and inserting the words “Article 77(b)”.

(qq) deleting from Article 80B the words “Article 77(d)” and inserting the words “Article 78(d)”.

(rr) deleting Article 80C.

(ss) inserting the following new sub heading and Articles 82 and 83:

AMENDMENTS TO ARTICLES OF ASSOCIATION

82. These Articles of Association can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members, Foundation members and Fraternity members shall be the only members eligible to vote on any Special Resolution to amend these Articles of Association.

83. For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends these Articles of Association is sufficient”.

(tt) deleting the terms “his” or “his or her” wherever they appear in the Constitution and inserting the words “their”.

(uu) deleting the word “him” wherever it appears in the Constitution and inserting the word “them”.

(vv) deleting the term “he is” and inserting the term “they are”.

NOTES TO MEMBERS ON FIRST SPECIAL RESOLUTION

1.The First Special Resolution proposes a series of amendments to the Constitution to bring it into line with best practice and the relevant law, including the Corporations Act, Liquor Act and Registered Clubs Act.

2.Paragraph (a) amends the definitions used in the Constitution.

3.Paragraph (b) clarifies that the replaceable rules set out in the Corporations Act are displaced or modified as set out in the Constitution. This paragraph also clarifies that the Constitution constitutes a contract between the Club and its members.

4.Paragraph (c) amends existing provisions relating to gaming to bring them into line with the Gaming Machines Act.

5.Paragraph (d) clarifies that the Club can implement and enforce anti-money laundering, liquor and gaming policies.

6.Paragraphs (e), (f), (w) and (aa) delete historical provisions in the Constitution which are no longer required.

7.Paragraph (g) amends existing provisions relating to Provisional membership to bring them into line with the Registered Clubs Act.

8.Paragraphs (h) to (j) inclusive amend existing provisions relating to Temporary membership to bring them into line with the Registered Clubs Act.

9.Paragraphs (k) to (n) inclusive amend existing provisions relating to applications for membership to bring them into line with best practice. In particular, the requirement for applicants to be proposed and seconded for membership has been deleted because it does not reflect the existing practice of the Club, and it is not legally required.

10.Paragraphs (o) to (q) amend existing provisions relating to the payment of entrance fees, annual subscriptions and levies to bring them into line with best practice and the Registered Clubs Act.

11.Paragraph (r) amend existing provisions relating to the register of members to bring them into line with the Registered Clubs Act.

12.Paragraph (s) clarifies the information which must be provided to members as part of disciplinary proceedings. This is consistent with best practice.

13.Paragraph (t) clarifies that the Secretary Manager or other persons can attend a disciplinary hearing to assist the Board with considering and dealing with the disciplinary charge, but they have no voting rights at the hearing.

14.Paragraph (u) clarifies that negative social media posts about the Club will constitute conduct which is prejudicial to the interests of the Club.

15.Paragraph (v) clarifies that the Board consists of eight (8) directors comprising the President, two (2) Vice Presidents and five (5) Ordinary Board members. This remains unchanged.

16.Paragraph (x) clarifies that directors must complete the mandatory director training prescribed by the Registered Clubs Act.

17.Paragraph (y) inserts appropriate references to the Liquor Act and Registered Clubs Act.

18.Paragraph (z) clarifies that a member must hold a Director Identification Number in order to be a director of the Club. This is consistent with the Corporations Act.

19.Paragraph (bb) clarifies that the Board is elected in accordance with Schedule 4 of the Registered Clubs Act (commonly referred to as the Triennial Rule).

20.Paragraph (cc) deletes provisions dealing with mandatory director training as those provisions have been moved to Article 43(c). In this regard, see paragraph (x) of the First Special Resolution and Explanatory Note 16.

21.Paragraph (dd) clarifies that the election of the Board will not be invalidated or voided if the procedure set out in the Constitution is not strictly followed, provided that there is no substantive injustice for any candidates. This reflects best practice.

22.Paragraph (ee) clarifies that the Board can make by-laws regarding the use of social media and other forms of electronic communication.

23.Paragraphs (ff) and (gg) amend existing provisions relating to board meetings to bring them into line with the Corporations Act and Registered Clubs Act.

24.Paragraph (hh) amends existing provisions relating to the disclosure of material personal interests by directors to bring them into line with best practice.

25.Paragraph (ii) amends existing provisions relating to the removal of directors on the Board to bring them into line with best practice and the Corporations Act.

26.Paragraphs (jj) and (kk) amend existing provisions relating to the circumstances in which vacancies arise on the Board to bring them into line with best practice and the Corporations Act.

27.Paragraph (ll) amend existing provisions relating to the reporting requirements of the Club to bring them into line with the Corporations Act.

28.Paragraphs (mm) to (rr) inclusive amend existing provisions relating to the provision of notices to members to bring them into line with the Corporations Act.

29.Paragraph(ss) inserts new provisions relating to amending the Constitution to bring them into line with the Corporations Act.

30.Paragraphs (tt) to (vv) inclusive amend the terminology used in the Constitution so that the Constitution contains gender neutral terminology.

SECOND SPECIAL RESOLUTION

That the Constitution of Fraternity Club Limited be amended by inserting following new Articles 39AB and 39AC:

"39AB. In addition to the provisions set out in Article 39A above any person on the Club's premises, being a member or otherwise, who is involved in or commits any of the acts set out below, shall on the direction of the manager on duty leave the Club premises and be suspended from further entering the Club premises until the issue has been considered by the Board pursuant to the disciplinary provisions set out in Article 39:

- (a) introduce ineligible persons into the Club;
- (b) be under the influence of alcohol or introduce alcohol on the premises without permission;
- (c) use objectionable or obscene language;
- (d) damage Club property;
- (e) remove Club property without proper authority;
- (f) enter or remain on Club premises at unauthorised times;
- (g) disregard the instruction of the management on duty;
- (h) infringe the Articles or By-laws of the Club;
- (i) cause offence to any member of the Club by conduct which is prejudicial to the good order of the Club or to the conduct and welfare of any such member or members;
- (j) introduce unauthorised gambling into the Club;
- (k) take liquor from the premises without proper authority;
- (l) cause damage to gaming or amusement machines by abnormal play or abuse and to operate such machines illegally or fraudulently;
- (m) engage in the assault of another person or to fight with another person in any of the Club's premises or on any of the Club's land; or
- (n) engage in any inappropriate conduct towards staff including any act constituting a psychosocial hazard or which renders the Club or its officers liable to an offence under work health and safety or any other legislation.

39AC. If the person involved is a member then that member shall hand their membership card on request to the manager on duty suspending them at the time of the alleged incident or as soon as practical after the incident has taken place

NOTES TO MEMBERS ON SECOND SPECIAL RESOLUTION

1.The Second Special Resolution proposes to allow the Club to:

- (a)ask a person (including a member) to leave the Club's premises; and/or
- (b)prevent a person (including a member) from accessing and using the Club's premises pending a disciplinary hearing,

if they engage in any of the conduct referred to in the proposed new Article 39AB (which is set out in the text of the Second Special Resolution).

Dated: 30/10/25

By Order of the Board of Directors

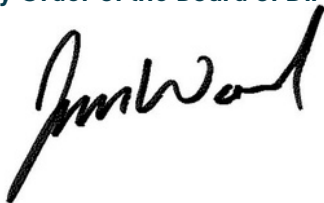


Glenn Ward
Chief Executive Officer

NOTE TO MEMBERS

1. Once the other business to the Annual General Meeting is concluded and if a ballot for the election of Directors is required, the meeting will adjourn to allow the ballot papers to be counted. Once this is completed, the meeting will reconvene to declare the results of the election.
2. Under the Registered Clubs Act, proxy voting is prohibited, and employees of the Club who are also members, are also prohibited from voting.
3. To be passed, each ordinary resolution must receive votes in their favour from not less than a simple majority of those members who are eligible to vote on the resolution in person at the meeting.
4. To be passed, each special resolution must receive votes in their favour from not less than three quarters (75%) of those members who are eligible to vote on the resolution in person at the meeting.
5. Annual Reports:
 - a. The annual report for the financial year ending 30 June 2025 will be provided in hard copy or by email to those members who have previously requested to receive the annual report in this manner.
 - b. Alternatively, members can access the annual report on the Club's website www.fraternityclub.com.au/annual-reports/
6. Core Property and Non-Core Property
In accordance with Section 41J of the Registered Clubs Act, the core property of the Club is the whole of the physical premises and land to the North, South, and East of the Club building at 11 Bourke Street, Fairy Meadow. At the General Meeting of members on 8 November 2011, the Club's main carpark was declared non-core property.
7. In relation to the resolution for proposed honorariums, a Director may elect to not receive the payment or to receive only part of that payment, at his or her discretion. Any amount paid and not taken up in the 12-months period commencing from the AGM will become forfeit – that is, a Director cannot make any claim in respect of any unpaid honorariums in respect of a prior year. The honorarium is only applicable for the year approved by the resolution of the members.
8. Financials – Any questions of a financial nature should be directed to the Chief Executive Officer and received no less than 7-days prior to the date of the AGM.

By Order of the Board of Directors



Chief Executive Officer
30/10/25