

BATHURST RSL CLUB LIMITED

ABN 66 001 031 947

ANNUAL GENERAL MEETING 2026

President's Report

Once again, it is my privilege to present the president's report for 2025-2026. It has been a challenging and rewarding year for the board and management. The amalgamation with Portland RSL in October 2025, and the acquisition of the Cityfit Fitness Club business in February this year were major highlights, seeing our club family extended with many new staff and new members. It has been a great pleasure to oversee that growth, and with it, the responsibilities and duties of the board have increased dramatically. The extra workload placed on management has also increased significantly, and I would personally like to thank everyone concerned for going above and beyond.

It has been great to see the renovations to the ground floor of the Portland RSL Club mostly completed. The Club looks great now, with a brand-new bar; carpet; furnishings; gaming room layout; and, very significant back of house works including significant upgrades to refrigeration and air-conditioning. New Audio-Visual systems have been installed, centralising control of AV systems including TAB displays, as well as the introduction of an automated ODE player with accompanying video player. Fire systems have been improved, and bathrooms and accessible facilities have been fully renovated and brought up to standard. The work is not finished yet though, and we have commenced planning some renovations of the shop front property at 9 Wolgan St, with a budget set aside for that work. We thank the Portland community for their faith in us, and we are excited about the future of this great community.

We are also very excited about the acquisition of the Cityfit business. We are proud to bring this iconic Bathurst Fitness Club into our Club family, having purchased the building back in 2018. The acquisition of the Cityfit business brings the Club 'full circle' to have complete ownership and control of the facility we built in 1973/74.

We continue to work towards our vision to be the "Heart of the Community" and we are proud to have made donations and sponsorships of just under \$200,000 this year. Our commitment to our community was recognised last year, as we won the Mental Well-Being Category of the 2025 ClubsNSW Clubs & Community Awards, for our work with Defence Community Dogs. It is a great honour for our Club to win such an award, especially when you consider the wonderful contributions so many Clubs make to their communities in NSW.

With the support of both the Bathurst and Portland communities we will continue to grow and cement our place as a leading club in the Central West.

Ian Miller
President

CEO's Report

It is with great pleasure that I provide my report for the Club's financial year 2025/26. As Club President Ian Miller mentioned in his report, it has been a challenging, but very rewarding year. I am genuinely very proud of our achievements this year, as the Club has continued to grow. Despite considerable economic uncertainty, persistently high inflation and significant cost of living pressures, the Club has been able to grow our assets, revenue, and our business, through the continued loyalty and support of the Bathurst and Portland communities.

The amalgamation with Portland RSL Club in October last year was a key moment for the Club, and received overwhelming support from both Portland and Bathurst members. Ian has already written about the improvements delivered through the renovation. However, we have also implemented significant systems improvements, such as improved cash handling security and systems and banking processes. We have

invested in staff training, both on processes and systems, as well as on service standards and supervisor development. We have seen staff from Portland work at Bathurst, and on occasion staff from Bathurst working at Portland. Our purchasing systems and buying power have also resulted in improved efficiencies as well as some cost savings. However, staffing costs have increased somewhat, as a part of our review of operational requirements. Overall, I am really pleased with how Portland is operating at this point, and look forward to continuing to add value to the Portland Club.

The acquisition of the Cityfit Fitness Club business was also a pivotal moment for the Club, as we continue to look for opportunities to diversify our Club business, and reduce our reliance on traditional Club revenues such as food, beverage and gaming. We have significantly invested in the business, and the Cityfit building, with improvements to the structure of the Cardio Studio floor, re-painting the pool, and the installation of a brand-new air conditioning system. Not to mention, the investment in new and improved gym equipment to return the facility to its premier status in Bathurst. We introduced a full suite of upgraded Cardio equipment, with Treadmills, Cross Trainers, Stair Climbers and stationary bikes. We have already replaced some key pieces of strength training equipment, including the addition of a new hip adduction machine, and a new shoulder press, as well as brand new dumbbells. We have introduced new group fitness programs such as HYROX and Les Mills Shapes, and new equipment on the group fitness floor, including new ski-ergs, weight plates and accessories. The membership has responded really well, and we look forward to continuing to deliver incremental improvements to the Cityfit business over time.

At Bathurst RSL Club, our Catering team continue to deliver amazing results. I could not be more proud of the innovation and quality that comes out of our kitchen, which was recognised again in 2025 winning the highly coveted **ClubsNSW Perfect Plate** competition for our region. The winning dish was a red miso-glazed New Zealand Snapper with broccolini, almonds, soba noodles, and a pickled vegetable and micro herb salad. This is the third win in the last four years, so a big shout out to our Catering team! It was also a huge honour to win the Mental Well-Being Category of the **ClubsNSW Clubs & Community Awards in 2025**, acknowledging our work with Defence Community Dogs. Something that we are all very proud of.

The Club realised a profit of \$6,677,512 for the financial year, which is an extraordinary result. It should be noted that the figure was positively impacted by the amalgamation, which is set out in further detail in the financial statements. However, it was incredibly pleasing to see revenue growth of over \$3m for the year, especially showing significant growth in food and beverage revenues. It is also really pleasing to see the improvement in the Club's net assets from \$19,516,346 to \$26,193,858. With over \$5.8m of that represented by cash and financial assets, and effectively no debt, I am confident that the Club is in a very strong financial position.

Apart from continuing work at Portland RSL Club and Cityfit, we will of course continue to re-invest in the Bathurst Club House throughout 2026/27. In the 2025/26 year, we undertook a significant refurbishment of the Club's Gaming Room. Moving forward, we are doing some renovations to the men's toilets between the Courtyard Room and Gaming Room. We are also looking at other improvements in other key areas of the Club, which are yet to be announced. However, rest assured, we will continue, as we have in the past, to continue to reinvest the Club's earnings into our facilities to ensure the best possible member experience.

I would like to take this opportunity to again thank our Board of Directors, who have maintained a steadfast commitment to our Club and our Community; and, also to our amazing team, management and staff who have worked so hard over the last year, particularly as the business has grown. Thanks also to you, our loyal members, for continuing to support your Club. As always, I look forward to seeing you again soon, in the Club.

Peter Sargent
Chief Executive Officer

BATHURST RSL CLUB LIMITED

ABN 66 001 031 947

ANNUAL GENERAL MEETING 2026

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Bathurst RSL Club Limited is to be held in the combined Auditorium & Heritage Room of the Bathurst RSL Club, at 114 Rankin Street Bathurst on Saturday 8th August at 2.30pm.

AGENDA

1. Confirmation of the Minutes of the 2025 Annual General Meeting
2. To receive and consider the report by Directors
3. To receive and consider the financial report of the company for the year ending 31 March 2026
4. To receive and consider the Returning Officer's Report as to the ballot for the position of Directors and to elect the Board for the ensuing 2 years in accordance with such report
5. Deal with the following Ordinary Resolutions as previously circulated to members
6. Deal with the following Special Resolutions as previously circulated to members
7. Deal with any other General Business of which prior notice has been given

Notes: Members with questions on the Annual Report or Accounts are asked to submit those questions in writing to the Secretary by 2.30pm Saturday 1st August 2026, to enable the appropriate research to be undertaken on the question.

Members are entitled to ask questions at the Annual General Meeting without giving this notice. However, if you do not submit your questions in writing seven (7) days before the meeting, it may not be possible to provide you with an answer to your question at the meeting.

Ordinary Resolution No 1

That pursuant to the Registered Clubs Act, the members hereby approve and agree to the Members of the Board during the twelve (12) month period following the 2026 Annual General Meeting receiving the following benefits:

- (i) A reasonable meal and refreshments to be associated with each Board Meeting of the Club
- (ii) The reasonable cost of Directors attending at the Clubs NSW Annual General Meeting, Conference and Trade Show and the RSL & Service Clubs Association Annual Conference and Clubs NSW Regional Meetings
- (iii) The reasonable cost of Directors and their partners attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time
- (iv) The reasonable cost of Directors attending other Registered Clubs for the purpose of viewing and assessing their facilities and methods of operation, provided such attendances are approved by the Board as being necessary for the betterment of the Club
- (v) The reasonable cost of Directors and their partners attending functions when representing the Club and for the entertainment of Life Members and their partners at Official Club functions
- (vi) The reasonable costs of an annual Director's dinner with Management and for other special occasions held during each year
- (vii) The reasonable cost of providing Directors with a Christmas Gift

Note: The members acknowledge that the benefits as listed above are not available to members generally but only for those who are Directors of the Club in accordance with the Registered Clubs Act Sections 10 (6) and 10 (6A).

Ordinary Resolution No 2

- a. That pursuant to the Registered Clubs Act and subject to paragraph (b) the members hereby approve the payment of an honorarium of \$2,500 for each director of the Club until the next Annual General Meeting (total cost to Club \$17,500)
- b. Each honorarium in paragraph (a) is to be paid in the form of a Club account card issued to each director which can only be used to purchase goods and services at the Club.

Note: The members acknowledge that the benefits in paragraphs (a) and (b) are not available to members generally but only for those who are Directors of the Club in accordance with the Registered Clubs Act Sections 10 (6) and 10 (6A).

Notice to Members about the Annual Financial Reports

Members are advised that section 316A of the Corporations Act provides that if members want copies of the financial report, the Directors report and the Auditor's report for the financial year to be sent to them they need to notify the Club in writing. The Club will not be posting out these reports to every member, but only to those members who have given written notice to the Club that they require copies to be sent to them either by post or by email at the email address provided to the Club.

Notice to Members on WGEA Reporting

In accordance with the requirements of the Workplace Gender Equality Act 2012 (Act), we confirm that on 13th May 2026, Bathurst RSL Club Limited lodged its annual public report with the Workplace Gender Equality Agency. A copy of the report can be found at <https://www.bathurstsl.com.au/about-us---member-notices>

By direction of the Board:



Peter Sargent
Chief Executive Officer

NOTICE OF SPECIAL RESOLUTION

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in its favour from not less than three-quarters of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
2. The Special Resolution should be read in conjunction with the notes to members which follow the Special Resolution.
3. Only Life members, financial RSL members and financial Associate category 1 members are eligible to vote on the Special Resolution.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
5. Amendments to the Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

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

That the Constitution of Bathurst RSL Club Limited be amended by:

- (a) **inserting** in Rule 2 at the end of the definition of “*Financial member*” the words “*or in the case of a Ordinary membership where there is no subscription, the member has renewed their membership in accordance with requirements determined by the Board.*”
- (b) **inserting** in Rule 2 at the end of the definition of “*Non financial member*” the words “*or in the case of Ordinary membership where there is no subscription, the member has not renewed their membership in accordance with requirements determined by the Board.*”
- (c) **inserting** the following new Rules

“4A A reference to a person being present or participating in a meeting “*in person*” includes attendance by virtual or electronic means.

4B A reference to a document or in writing includes a soft or electronic copy.

4C. Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.

4D. The Constitution 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.”

- (d) **deleting** from Rule 25(a) the words “*of 5 kilometres radius from the Club or such greater distance*” and **inserting** the words “*from the Club’s premises*”.
- (e) **deleting** from Rule 27(b) the words “*within six weeks from the date of lodging the nomination form with the Secretary*”.
- (f) **renumbering** the current Rules 32(b)(i) and (ii) as 32(b)(ii) and (iii) respectively and **inserting** the following new Rule 32(b)(i):

the Club’s policies in connection with the Anti Money Laundering Counter Terrorism Financing Act (as adopted and amended by the Board from time to time).

- (g) **deleting** Rules 36 and 37 and inserting the following:

“36. (a) Every application for membership of the Club shall be in writing, either in hard copy or created electronically and shall be in such form as the Board may from time to time prescribe but shall contain the following particulars:

- (i) the full name of the applicant; and
- (ii) the residential the address of the applicant;
- (iii) the date of birth and age of the applicant;

- (iv) *the email address of the applicant and the telephone number of the applicant;*
 - (v) *a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;*
 - (vi) *the signature of the applicant and, in the case of a Junior member, the signature of the parent or guardian of the applicant;*
 - (vii) *such other particulars as may be prescribed by the Board from time to time.*
- (b) *Every form of application for membership made in hard copy application shall be signed by the applicant and shall be presented by the applicant in person to an authorised officer of the Club together with:*
 - (i) *the entrance fee (if any) and the first annual subscription for the class of membership applied for;*
 - (ii) *photo identification such as (without limitation) a current driver's licence or a current passport held by that applicant.*
- (c) *The authorised officer of the Club to whom the application is presented shall compare the particulars of the applicant as appearing on the application with the particulars and identity of that person as appearing in the photo identification presented by the applicant and if that officer is satisfied that the particulars of the applicant in the application and those in the form of identification correspond the officer shall sign a statement to that effect on the application form and shall cause the application to be sent to the Secretary.*
- (d) *A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (a) of this Rule and who has paid to the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for shall become a Provisional member and shall be issued with a membership card which until such time as the application for membership has been determined by the Board shall entitle such member to only the rights and privileges of Provisional membership.*
- (e) *A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present to an authorized officer of the Club:*
 - (i) *the entrance fee and the appropriate annual subscription if any; and*
 - (ii) *identification such as (without limitation a current driver's licence or a current passport) held by that applicant.*
- (f) *The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application and in the form of identification correspond, the authorised officer shall note the forms of identification and cause the application to be sent to the Secretary.*
- (g) *A person whose online application has been referred to the Secretary in accordance with paragraph (t) of this Rule and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member.*
- (h) *The name of each applicant for membership shall be placed by the Secretary on the Notice Board in a conspicuous place at the premises of the Club and*

shall remain so posted for not less than seven days before the person named in the application is elected to membership of the Club.

- (i) *At a time not less than fourteen days from the date of receipt by the Club of an application for membership that has been signed in accordance with paragraph (a) of this Rule the name of the applicant shall be submitted to a meeting of the Board for consideration and a ballot by the Board. An applicant for membership shall be duly elected if the applicant receives a majority of the votes of the Board members present at such meeting.*
- (j) *Every person admitted to membership shall be bound by the Constitution of the Club and by the Club's By-laws from time to time in force and the payment by the member of the entrance fee (if any) and any subscription shall be conclusive evidence of such agreement.*
- (k) *In the event that a person who has applied for membership shall fail to be elected to membership all moneys paid by that person by way of entrance fee and annual subscription shall be forthwith refunded to that person.*
- (l) *If an applicant has made application for membership electronically, and has not become a Provisional member, the election by the Board for that person to be a member shall not have any effect unless and until the person provides to the Club the forms of identification as required by this Rule to verify their identity.*

37. *A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or the Board."*

(h) **inserting** the following new Rule 40(c):

"Where the Board does not charge a subscription for a member, the member must renew their membership by the date determined by the Board. If the member does not renew the membership by the due date, the member shall be an unfinancial member and will cease to enjoy the privileges of membership, If the membership is not renewed within one month of the due date, the member may be removed from membership by resolution of the Board in which case the provisions of Rule 45 shall not apply."

(i) **deleting** from Rule 43 the word "an officer of".

(j) **inserting** the following new Rule 44(b1):

(i) *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:*

(i) *is unbecoming of a member; or*

(ii) *is prejudicial to the interests of the Club,*

then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

(ii) *In respect of any suspension pursuant to Rule 44(b1), the requirements of Rule 44(a) shall not apply.*

(iii) *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 44(b1)), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

(A) *the member has been suspended as a member of the Club; and*

- (B) *the period of suspension;*
 - (C) *the privileges of membership which have been suspended; and*
 - (D) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary that the matter be dealt with by the Board pursuant to Rule 44(a).*
- (iv) *If a member submits a request under Rule 44(b1)(iii)(D)*
 - (i) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
 - (ii) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 44(a).*
 - (v) *The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate)."*
- (k) **deleting** from Rule 50B words *proposed date of election or* and in their place inserting the words *close of nominations or proposed date of*.
 - (l) **deleting** the last sentence of Rule 51(b) and in its place **inserting** the following:
"A nomination may be withdrawn by the nominee at any time up until voting commences."
 - (m) **deleting** the first sentence from Rule 51(d) and inserting:
"If the number of candidates nominated is insufficient to fill all positions on the Board, those candidates who have nominated will be declared elected and the remaining vacancies will be casual vacancies to be filled by the Board following the Annual General Meeting. If no candidates nominate for election, nominations may with the consent of the nominee be made at the Annual General Meeting."
 - (n) **inserting** in Rule 55(n)(i) after the words "To create" the words "and dissolve".
 - (o) **inserting** the following new Rule 55(n)(vii):
"Any section must conform to any regulation or restriction that the Board may impose."
 - (p) **deleting** from Rule 56 the words "calendar month" and in their place **inserting** the words "quarter, where quarter means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December in each year,"
 - (q) **deleting** the words in Rule 65 and inserting the following:
"A meeting of the Board may be called or held using technology."
 - (r) **inserting** the following new Rule 74(a1):
"The Board shall determine when, where and how all general meetings of the Club will be held provided the time of the meeting is reasonable and such meetings may be held:
 - (a) *at one or more physical venues;*
 - (b) *at one more physical venues using virtual meeting technology; or*
 - (c) *using virtual meeting technology."*
 - (s) **Inserting** in Rule 75(b)(C) the word "and" following the semicolon.

(t) **inserting** the following new Rule 75(b)(D):

“if the general meeting is to be held with technology, information on how members can participate in the meeting by technology;”

(u) **inserting** at the end of Rule 77(a) the words “All members participating in such a meeting whether in person or virtually are taken for all purpose to be present in person at the meeting while so participating”.

(v) **inserting** the following new Rule 94A:

“A director or the secretary may sign a document pursuant to this Rule 94 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf the Club can sign different copies of the document and all use different methods to sign the document.”

Notes to Members on Special Resolution

1. The Special resolution proposes a number of amendments to the Club’s Constitution to update the document, ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act and to improve the drafting throughout the document, The Special Resolution also proposes a number of substantive amendments to the Constitution. These are highlighted in **bold** below.
2. **Paragraphs (a) and (b)** updates definitions of financial members.
3. **Paragraph (c)** inserts introductory Rules into the Constitution which reflect the status of the Constitution as a binding contract between members, clarify that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology and clarify that references to a document and in writing include writing electronic or soft copy form.
4. **Paragraphs (d)** updates the Rules in relation to temporary membership to reflect the Registered Clubs Act
5. **Paragraphs (e) and (g)** update the Rules in relation to applications for membership, allow application for membership to be lodged electronically, confirm the identification necessary to become a Provisional member and amend the Constitution to reflect the Club’s current practice.
6. **Paragraph (f)** inserts a new Rule to refer to the policies the Club is required to have under the Liquor Act, Gaming Machines Act and Anti-Money Laundering legislation. The rule also refers to the Club’s powers under those rules.
7. **Paragraph (h)** updates the Constitution in relation to subscriptions and the method of payment if the Board imposes subscriptions on members. It also reflects the amendments to the Registered Clubs Act which remove minimum subscriptions.
8. **Paragraph (j)** updates the Constitution in relation to resignation of memberships.
9. **Paragraph (j) includes new disciplinary powers to be exercised by the Secretary.** In summary, they provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based on the alleged conduct and the Board’s decision would be in substitution for the Secretary’s decision.
10. The amendments also clarify that the Board may delegate their powers to a disciplinary sub committee
11. **Paragraph (k)** will amend the Constitution to provide that a member who wishes to nominate for election must have a director identification number prior to the close of nominations or proposed date for appointment to the Board.

12. **Paragraph (l)** clarifies that a nomination for election to the Board can be withdrawn up to the time when voting commences.
 13. **Paragraph (m)** will amend the Constitution to provide that if there are any vacancies as at the close of nominations, these will be casual vacancies to be filled by the Board after the Biennial General Meeting.
 14. **Paragraphs (n) and (o)** update Constitution in relation to sections to confirm the Board's powers in relation to sections.
 15. **Paragraph (p)** updates the Constitution in relation to Board meetings to reflect the current requirements of the Registered Clubs Act. The Act no longer requires the Board to meet monthly.
 16. **Paragraph (q)** updates Constitution in relation to Board meetings held to confirm how directors can pass resolutions electronically by email.
 17. **Paragraphs (r) to (u)** will update the Constitution in relation to general meetings and Annual General Meetings to reflect current provisions of the Corporations Act and allow for the use of technology.
 18. **Paragraph (v)** will update the Constitution to allow the Club to execute documents electronically.
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Dated: 29th June 2026

By direction of the Board



Peter Sargent
Chief Executive Officer