NOTICE OF ANNUAL GENERAL MEETING
2025/2026

NOTICE is hereby given that the sixty-fifth (65th) Annual General Meeting of **Maroubra Seals Sports & Community Club Limited (ACN 000 396 663)** will be held on Wednesday, 18 November 2026 and will commence at 6:30pm at the premises of the Club, 212 Marine Parade, Maroubra NSW 2035.

BUSINESS

The business of the meeting will be to consider and if thought fit pass:

1. Apologies.
2. Confirmation of Minutes of the 64th Annual General Meeting.
3. Correspondence.
4. Presentation and Adoption of the 65th Annual Report and Financial Statements.
5. To consider, and if thought fit, pass the Ordinary Resolutions set out below.
6. To consider, and if thought fit, pass the Special Resolution set out below.
7. General Business as brought forward in conformity with the Constitution.

PROCEDURAL MATTERS

1. Under Rule 8A(b) of the Club's Constitution, Foundation Life members, Foundation Ordinary members, Elected Life members and:
    a. Ordinary members admitted before 29 November 2017; and
    b. Ordinary members admitted after 29 November 2017 who have three (3) years membership of the Club, are the only members eligible to attend and vote at the Annual General Meeting.
2. To be passed the Ordinary Resolutions require votes from a simple majority (50% plus one) of those members who being eligible to do so are present and vote on the Ordinary Resolution at the meeting.
3. To be passed the Special Resolution require votes from at least three-quarters (75%) of those members who being eligible to do so are present and vote on the Special Resolution at the meeting.
4. Under the *Registered Clubs Act* 1976, members who are employees are not eligible to vote and proxy voting is prohibited.

FIRST ORDINARY RESOLUTION

"That in accordance with section 10(6)(b) of the Registered Clubs Act 1976 the ordinary members of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) hereby approve and agree that:

a. each member of the Board of Directors be paid an honorarium in respect of his or her services as a member of the Board of Directors until the next Annual General Meeting of the Club as follows:
    i. for the President/Chairman, $16,378 plus the amount equal to the CPI declared in the September 2027 quarter, plus superannuation guarantee levy.
    ii. for the Vice President and Treasurer, $13,101 plus the amount equal to the CPI declared in the September 2027 quarter plus superannuation guarantee levy
    iii. for each ordinary Director $9,826 plus the amount equal to the CPI declared in the September 2027 quarter plus superannuation guarantee levy.
b. in the event of a Director or the President/Chairman ceasing to hold office prior to the next Annual General Meeting the Director or President/Chairman as the case may be, the Club shall be entitled to have returned to it an amount of the honorarium that is the pro rata equivalent to the period of time not served in office.
c. the payment of these honorariums is in addition to the reimbursement or payment by the Club of expenses incurred by Directors and the President/Chairman in the performance of their duties.

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d. the benefits in paragraph (a) above are not available to members generally but only for those who are either Directors of the Club."

SECOND ORDINARY RESOLUTION

"That in accordance with section 10(6A) of the Registered Clubs Act 1976 the ordinary members of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) hereby approve and agree to the expenditure of a sum not exceeding $30,000 until the next Annual General Meeting of the Club for the following expenditure and benefits for Directors:

a. The reasonable cost of a meal and/or beverage for each Director immediately before, during or immediately after a Board or Committee Meeting on the date of that meeting.
b. The reasonable cost of a meal and/or beverage for Directors engaged in the provision of hospitality to dignitaries visiting the Club.
c. The provision of clothing so that whilst on duty and on official occasions the Director can professionally represent the corporate image of the Club.
d. The reimbursement of the cost of attending approved official functions to represent the Club.

The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are either Directors or officials of the Club."

THIRD ORDINARY RESOLUTION

"That in accordance with section 10(6A) of the Registered Clubs Act 1976 the ordinary members of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) hereby approve the reasonable cost until the next Annual General Meeting of the Club for the professional development and education of Directors, including but not limited to:

a. The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
b. The reasonable cost of Directors attending other registered clubs and like facilities for the purpose of assessing their amenities and methods of operation, provided such attendances are approved by the Board as being necessary for the betterment of the Club.
c. The reasonable cost of Directors attending the Annual General Meetings of bodies such as ClubsNSW and the Club Managers' Association.

The members acknowledge that the benefits in paragraph (b) above are not available to members generally but only for those who are Directors of the Club."

d. Explanatory Note - the adoption of these Resolutions by members will confirm and meet the disclosure requirements of the Registered Clubs Act.

FOURTH ORDINARY RESOLUTION

"That the ordinary members (as defined in section 4 of the Registered Clubs Act 1976) of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) declare the real property owned by the Club and comprised in title references 3/306040, 3/33768, 1/807314, B/347032, B/306922, 2/SP10120, 14/455771, 15/455771, 1/190072, 1/191331, 3/306040, 7/306040, 3/SP10120, 1/SP10120, 4/SP10120, A/347032, to be "non core" property of the Club for the purpose of section 41E of the Registered Clubs Act 1976. *This resolution does not include the Club's premises at Red Rock. Those premises will continue to be core property of the Club.*

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EXPLANATORY NOTES TO MEMBERS ON THE FIRST TO THIRD ORDINARY RESOLUTIONS

1. Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a profit, benefit or advantage to any member unless it is offered equally to all members of the Club.
2. The First Ordinary resolution is proposed under section 10(6)(b) of the Registered Clubs Act 1976 which allows a member to receive a profit, benefit or advantage if it consists only of a sum of money paid to the member in respect of his or her services as a member of the governing body (director) of the Club and that payment has been approved by a resolution passed at a general meeting.
3. The First Ordinary Resolution seeks the approval of the members of the granting of honoraria in respect of each director's services to the Club and in recognition of the time required in performing their duties to the standards by the Corporations Act 2001 and the Registered Clubs Act 1976.
4. The Second Ordinary Resolution and Third Ordinary Resolution are proposed under section 10(6A) of the Registered Clubs Act 1976 which allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.
5. The Second Ordinary Resolution seeks the approval of the members of expenditure by the Club to cover Board members in the execution of their duties as Directors of the Club.
6. The Third Ordinary Resolution seeks the approval of the members of expenditure by the Club to cover Board members with respect to professional development and education requirements.

EXPLANATORY NOTES TO MEMBERS ON THE FOURTH ORDINARY RESOLUTIONS

1. The Board has commenced a strategic review of the Club's long-term property requirements and future development opportunities. As part of that process, the Club has engaged third party consultants to investigate redevelopment opportunities and prepare a Master Plan for the Club's land and the surrounding precinct. The purpose of that work is to assess planning pathways, redevelopment opportunities, potential future land uses, development feasibility and options for enhancing the Club's facilities and long-term financial sustainability.
2. The Master Planning process is intended to explore ways of maximising the potential of the Club's property, diversifying the Club's revenue streams, improving member facilities and benefits, and identifying opportunities that may support the Club's future growth and sustainability.

   Section 41E of the Registered Clubs Act 1976
3. Section 41E of the Registered Clubs Act and clause 19 of the Registered Clubs Regulation 2009 (NSW) (Registered Clubs Regulation) restrict the ability of a registered club to "dispose" of real property owned by the club without members' approval if the real property concerned is "core property".
4. Under section 41E(1), "core property" of a registered club means any real property owned or occupied by the club that comprises:
   a. the premises of the club, or
   b. any facility provided by the club for the use of its members and their guests, or
   c. any other property declared, by a resolution passed by a majority of the members present at a general meeting of the ordinary members of the club, to be core property of the club, but does not include any property referred to in paragraphs (a)–(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the ordinary members of the club, not to be core property of the club (ie is declared to be "non core" property).

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5. *"Dispose"* of property, for the purposes of section 41E of the Registered Clubs Act, means to sell, lease or licence or otherwise deal with the property in such a manner as may be prescribed by the Registered Clubs Regulation.
6. Section 41E(1) of the Registered Clubs Act requires that a Club must not dispose of any core property of the Club unless:
   a. the property has been valued by a qualified valuer, and
   b. the disposal has been approved at a general meeting of the ordinary members of the club at which a majority of the votes cast supported the approval, and
   c. any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer.

PURPOSE OF THE FOURTH ORDINARY RESOLUTION

7. Although the Club is currently only at the Master Planning stage and no development proposal has been finalised, the Board considers it important to obtain the proposed "non core" declaration at this stage of the process.
8. The Club envisages the Master Plan will be significant, and the Club will be unlikely to fund any resulting development alone. Accordingly, the Club expects that it will be required to select a development partner, investor or joint venture participant to assist with any resulting development.
9. Experience within the registered club industry demonstrates that potential development partners, investors and joint venture participants are often required to commit substantial funds, which may amount to hundreds of thousands or even millions of dollars, towards due diligence investigations, planning studies, architectural and engineering design work, financial modelling, consultant reports and discussions with planning authorities before it can be determined whether a redevelopment proposal is feasible and capable of proceeding.
10. In these circumstances, potential development partners are generally reluctant to commit significant time and financial resources to investigating a redevelopment opportunity unless they have confidence that the Club's land is capable of being utilised as part of a future redevelopment proposal. The proposed "non core" declaration is intended to provide that level of certainty. Passing this resolution does not approve any particular redevelopment proposal or transaction. Rather, it enables the Club to engage meaningfully with potential development partners and to properly assess future opportunities that may enhance member facilities and strengthen the Club's long-term financial sustainability.
11. Members should not interpret the proposed reclassification as indicating that the Club has decided to sell its land or relocate its operations. The Club will continue to own and operate its existing premises in the ordinary course and members will continue to enjoy access to the Club's facilities and services. The Board's objective is to position the Club to take advantage of opportunities that may arise through the redevelopment and strategic planning process while continuing to act in the best interests of the Club and its members.
12. The Board recommends that members pass the Ordinary Resolution.

SPECIAL RESOLUTION

"That the Articles of Association of Maroubra Seals Sports & Community Club Limited be amended by:

a. inserting into Article 1 the following new definitions in alphabetical order:

"Executive Committee" *means the President, Vice President and Treasurer of the Board.*

*"**Swimming Club Financial Member"** means a person who is:*

i. a financial member of:

1. Maroubra Seals Winter Swimming Club Incorporated; and

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2. Maroubra Surf Life Saving Club Incorporated who is a Bronze Medallion (Surf) holder and who is eligible to vote at the Annual General Meeting of that Club; or

ii. a Life Member of the Maroubra Seals Winter Swimming Club Incorporated.

b. deleting Article 2 and inserting the following new Article 2:

2. No person under the age of eighteen (18) years shall be admitted as a member of the Club.

c. deleting the first sentence of Article 3(a) and inserting the following new first sentence of Article 3(a):

3.(a) Unless and until otherwise determined by the Board, the membership of the Club shall consist of the following classes:

d. deleting Article 16(c) in inserting the following Article 16(c):

(c). Not less than five (5) members of the Board of Directors including the President, Vice President and Treasurer must be Swimming Club Financial Members.

e. inserting after Article 23 the following new Articles 23A to 23H:

MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE

23A. The Executive Committee shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.

23B. A quorum for a meeting of the Executive Committee shall be two (2) members.

23C. All decisions of the Executive Committee shall be recorded in minutes signed by the President and provided to the next meeting of the Board for noting or endorsement.

23D. The President shall preside at meetings of the Executive Committee, or in the President's absence, the Vice President shall preside.

23E. The purpose of the Executive Committee is to:

a. facilitate the efficient management of the Club's affairs between meetings of the Board;

b. assist the President in ensuring that resolutions of the Board are implemented;

c. act in urgent situations where it is impracticable to convene a meeting of the full Board; and

d. provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.

23F. Subject to Article 23G, the Executive Committee may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive Committee.

23G. The Executive Committee shall not:

a. authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board from time to time;

b. appoint or terminate the Chief Executive Officer;

c. make or amend Club policy;

d. admit, suspend or expel any member unless the delegated the powers referred to in Article 57; or

e. take any action that is inconsistent with a resolution or policy of the Board.

23H. In urgent or exceptional circumstances, the Executive Committee may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board.

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f. **deleting** Article 44 and inserting the following new Article 44:

MEMBER DETAILS

44. Every applicant shall on becoming a member furnish to the CEO particulars of their contact details (including address, email address and telephone number) and must advise the CEO within seven (7) days of a change of those details.

g. **deleting** Article 56A and inserting the following new Article 56A:

56A. Any use of social media or other electronic communication by a member or their guest that is or can be construed by the Club as:

a. 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; or

b. impinging or intruding upon the privacy of any employees, officers, members or guests of the Club, will be conduct unbecoming a member of the Club.

h. by making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Article numbers and cross referencing of Articles and paragraphs in the Constitution.

EXPLANATORY NOTES TO MEMBERS ON THE SPECIAL RESOLUTIONS

The proposed amendments are intended to clarify and modernise the Constitution and to support the effective governance and administration of the Club.

In summary, the amendments will:

a. introduce a clearer definition of a Swimming Club Financial Member, including eligible members of the Maroubra Seals Winter Swimming Club Incorporated and Maroubra Surf Life Saving Club Incorporated. This will provide greater certainty when determining the eligibility requirements applying to particular Board positions;

b. remove the existing maximum limit of 20,000 members and confirm that membership of the Club is restricted to persons aged 18 years or over;

c. formally establish an Executive Committee, comprising the President, Vice President and Treasurer, to assist with the efficient management of the Club between Board meetings and to respond to urgent matters where it is impracticable to convene the full Board. The Executive Committee may exercise only those powers delegated to it by the Board and is subject to specified limitations and reporting requirements;

d. update the information members must provide to the Club by requiring current contact details, including their address, email address and telephone number, and requiring members to notify the Club of any changes within seven days; and

e. clarify that a member's use of social media or other electronic communications may constitute disciplinary conduct where it intrudes upon or impinges on the privacy of the Club's employees, officers, members or guests.

The amendments are intended to provide greater clarity, improve the Club's governance arrangements and ensure that the Constitution continues to meet the Club's current operational requirements.

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ANNUAL REPORT AND FINANCIAL STATEMENTS

In accordance with Rule 50(a) of the Club's Constitution, the 2026 Annual Report containing the Directors Report, Financial Statements for the year ending 30 June 2026 and the Auditor's Report is available to members:

- On the Club's website: www.maroubraseals.com.au
- From the Reception Desk at the Club
- Mailed on request:
  - by sending an email to the Club at: seals@maroubraseals.com.au; or
  - by telephoning the Club on: (02) 9349 2299

QUESTIONS FOR THE ANNUAL GENERAL MEETING

Members who wish to ask questions at the Annual General Meeting are requested to submit their questions in writing to the Chief Executive Officer at seals@maroubraseals.com.au no later than 5pm on Wednesday, 11th November 2026.

If questions are not submitted in this manner, the Club may not be able to provide an answer at the Annual General Meeting.

By direction of the Board



Mathew Harper
Chief Executive Officer
14th October 2026

2027 MEMBERSHIP RENEWALS

Membership renewals for the year 2027 will open on Monday 2nd November 2026 at 9am. Membership for the following year can be paid at reception at Maroubra Seals Club. If you check your membership card it will display the year your membership term ends. If you are unsure if you're membership is due for renewal you are more than welcome to come in or phone the club on 9349 2299 and give the receptionists your member number to check.

A LIST OF FEES ARE OUTLINED BELOW:

1 Year	ORD Membership $11.00
1 Year	SENIORS Membership $5.50

RENEWAL DISCOUNT OPTIONS

5 Years	ORD	$44.00
	ORD25	$22.00
	SENIORS	$22.00
10 Years	ORD	$82.00
	ORD25	$41.00
	SENIORS	$41.00

NAME _____

MEMBERSHIP NO _____ **DATE** _____

Membership Payment: (Please circle one)

Ordinary Member	$11.00	Ordinary 25 Year	$5.50
Ordinary Member (5 Years)	$44.00	Ordinary 25 Year (5 Years)	$22.00
Ordinary Member (10 Years)	$82.00	Ordinary 25 Year (10 Years)	$41.00
Senior (Over 60)	$5.50	Foundation	$2.00
Senior (Over 60) (5 Years)	$22.00	Foundation (5 Years)	$10.00
Senior (Over 60) (10 Years)	$41.00	Foundation (10 Years)	$20.00

PLEASE UPDATE YOUR DETAILS BELOW. IT IS VERY IMPORTANT THAT WE COLLECT YOUR MOBILE NUMBER AND EMAIL ADDRESS. AS PART OF LEGISLATION WE MUST CONTACT MEMBERS TO LET THEM KNOW THE DATE OF OUR AGM.

ADDRESS _____

SUBURB _____ **POSTCODE** _____

MOBILE _____

EMAIL _____