2026 PROPOSED CHANGES TO THE ST JOHNS PARK BOWLING CLUB LIMITED CONSTITUTION

ST JOHNS PARK BOWLING CLUB LIMITED (ACN 001 067 241)

Clause 9. OBJECTS

(g) Remove the words "Women's Bowls NSW". No longer valid.

(a) **inserting** into Rule 1(a) the following definition in alphabetical order:

"Executive Committee" means the Chairperson, Vice Chairperson and Deputy Vice Chairperson of the Board."

(b) **inserting** the following new Rules 97A.1 to 97A.8:

"MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE

97A.1 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.

97A.2 A quorum for a meeting of the Executive Committee shall be two (2) members.

97A.3 All decisions of the Executive Committee shall be recorded in minutes signed by the Chairperson and provided to the next meeting of the Board for noting or endorsement.

97A.4 The Chairperson shall preside at meetings of the Executive Committee, or in the Chairperson's absence, the Vice Chairperson shall preside.

97A.5 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 Chairperson 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.

97A.6 Subject to Rule 97A.7, 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.

97A.7 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 delegated such power in accordance with Rule 52; or

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

97A.8 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."

(c) making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross references of Rules and paragraphs in the Constitution.

NOTES TO MEMBERS ON THE PROPOSED SPECIAL RESOLUTION

The Board is proposing the introduction of a new set of Rules to formally establish an Executive Committee of the Club.

The purpose of these changes is to improve the Club's ability to deal with urgent or operational matters that may arise between meetings of the full Board, while ensuring that overall control and responsibility remains with the Board.

2026 PROPOSED CHANGES TO THE ST JOHNS PARK BOWLING CLUB LIMITED CONSTITUTION *CONTINUED...*

ST JOHNS PARK BOWLING CLUB LIMITED (ACN 001 067 241)

What is the Executive Committee?

The Executive Committee will comprise the Club's Chairperson, Vice Chairperson and Deputy Vice Chairperson as a small committee of the Board. It will meet only when required and could meet either in person or by electronic means.

The Committee's primary role would be to assist in the efficient administration of Club affairs between Board meetings, particularly where urgent decisions are required and it is not practical to convene a meeting of the full Board.

What would the Executive Committee be able to do?

The Executive Committee will be able to exercise only those powers that the Board specifically delegates to it from time to time.

Its functions would include:

- assisting with the implementation of Board decisions;
- providing guidance and oversight to the Chief Executive Officer on day-to-day operational matters;
- dealing with urgent matters where waiting for the next Board meeting may not be in the Club's best interests; and
- exercising any authority expressly delegated to it by the Board.

What safeguards are included?

Importantly, the proposed Rules include a number of safeguards to ensure that the Executive Committee remains accountable to the Board.

The Executive Committee:

- cannot exercise powers unless those powers have been delegated by the Board;
- must keep minutes of all decisions made;
- must report its decisions to the next Board meeting;
- remains subject to any directions given by the Board; and
- may have its delegated authority varied, restricted or revoked by the Board at any time.

In addition, the Executive Committee will not be permitted to:

- approve significant capital expenditure, contracts or financial commitments above limits set by the Board;
- appoint or dismiss the Chief Executive Officer;
- make or amend Club policies;
- take action that is inconsistent with a Board resolution or policy; or
- exercise membership disciplinary powers unless the Board has specifically delegated that authority in accordance with the Constitution.

Why is this change being proposed?

The Board considers that the introduction of an Executive Committee will provide greater flexibility and efficiency in the management of Club affairs, particularly where urgent issues arise between Board meetings. At the same time, the proposed Rules ensure that the Board retains ultimate control of the Club's governance and strategic direction.

The proposed Rules are intended to improve the Club's ability to respond quickly to operational issues while maintaining appropriate oversight, transparency and accountability through regular reporting to the Board.

PROCEDURAL MATTERS

1. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
2. To be passed, the Special Resolution requires votes from not less than three quarters (75%) of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
3. Under the Club's Constitution only Life Members and Full Members are eligible to vote on the Special Resolution.
4. Under the Registered Clubs Act proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
5. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.