CLUBMARCONI

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Annual Financial Report 30 June 2026
can be downloaded at **www.clubmarconi.com.au**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Club Marconi Limited ACN 000 196 832 (**Club**) will be held at the Club's premises at 121–133 Prairie Vale Rd, Bossley Park at **10:00 am** on **Sunday, 22 November 2026**.

BUSINESS

1. To confirm the minutes of the previous Annual General Meeting held on Sunday, 23 November 2025.
2. To consider and, if thought fit, to pass the resolutions under rule 27 of the Club's Constitution conferring Honorary Life Membership on members nominated by the Board. These resolutions are set out under the heading "Honorary Life Membership Resolutions."
3. For the purposes of clause 10 of the *Registered Clubs Regulation 2025* (NSW), notice will be given of amalgamation offers received by the Club in the previous 12 months (if any).
4. To consider and, if thought fit, to pass the Ordinary Resolutions set out under the heading "Ordinary Resolutions".
5. To consider, and if thought fit, to pass the Special Resolutions set out under the heading "Special Resolutions".
6. To receive and consider the Financial reports, Directors' report and Auditor's report.
7. General Business.

HONORARY LIFE MEMBERSHIP RESOLUTIONS

FIRST HONORARY LIFE MEMBERSHIP RESOLUTION

"That pursuant to rule 27 of the Club's Constitution, **Mr Vince Foti, OAM (Membership No.1392)** is elected to Honorary Life Membership of the Club."

SECOND HONORARY LIFE MEMBERSHIP RESOLUTION

"That pursuant to rule 27 of the Club's Constitution, **Mr Mario Soligo (Membership No.1741)**, is elected to Honorary Life Membership of the Club."

Explanatory Notes to Members regarding the Honorary Life Membership Resolutions

1. To be passed, the Honorary Life Membership Resolutions must each receive votes in their favour from a majority of members who are present and entitled to vote. Refer to the General Notes below regarding members eligible to vote.
2. The Board recommends that **Mr Vince Foti, OAM** and **Mr Mario Soligo** be elected as Honorary Life Members for their outstanding service to the Club.

ORDINARY RESOLUTIONS

Members will be asked to consider and, if thought fit, to pass each of the following resolutions, which are proposed as Ordinary Resolutions:

FIRST ORDINARY RESOLUTION

"That pursuant to the *Registered Clubs Act 1976* (NSW):

(a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding $120,000 (excluding any Goods and Services Tax) until the next Annual General Meeting of the Club for the following activities:

(i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time;

(ii) Reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;

(iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors which activities and the expenses therefrom are approved by the Board, and subject to production of invoices, receipts or other proper documentary evidence of such expenditure and any approved policy of the Board;

(iv) The exclusive use by Directors and past Presidents of the Corporate Facility in Marconi Stadium for the purposes of promoting the Club, including entertaining guests of the Club, officials of other Football clubs, representatives of the Football NSW and local and international dignitaries. The Corporate facility will not otherwise be available to members;

(v) The provision of a designated car parking space for the exclusive use of each Director;

(vi) The use of the Diamond Suite and its amenities by Directors of the Club and their guests when carrying out their duties as Directors, such as conducting or hosting meetings and functions and facilitating Club related business subject to the requirements of any approved policy approved by the Board;

(vii) The use of a corporate box at Marconi Stadium and its amenities by Directors of the Club and their guests;

(viii) The provision of Club blazers, ties, slacks, skirts, and casual jackets for the use of Directors in representing the Club; and

(ix) The reasonable cost of the Directors, the Chief Executive Officer and their partners attending Club functions as approved by the Board.

(b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors of the Club and those persons (being members of the Club) who are directly involved in the above activities."

SECOND ORDINARY RESOLUTION

"That pursuant to the *Registered Clubs Act 1976* (NSW):

(a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding $40,000 (excluding any Goods and Services Tax) for:

(i) The professional development and education of Directors and officers of the Club until the next Annual General Meeting and being:

A. The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending the Registered Clubs Association of NSW's Annual General Meeting and Conference, the Club Managers Association Australia Annual Conference and Annual General Meetings and Conferences of other associations of which the Club is a member;

B. The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending seminars, conferences, lectures, trade displays, organised study tours, fact- finding tours and other similar events, in Australia or overseas as may be determined by the Board from time to time;

C. The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending other registered clubs and hospitality and gaming venues 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;

D. The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending industry related functions where required to represent the Club; and

E. The reasonable cost of Directors attending training sessions in relation to their roles and responsibilities under the *Registered Clubs Act 1976* (NSW), the *Corporations Act 2001* (Cth) and any other relevant legislation.

(ii) Induction training of nominees for election to the Board as may be required under rule 55(c)(v) of the Club's Constitution.

(b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors and those persons (being members of the Club) who are directly involved in the above activities."

THIRD ORDINARY RESOLUTION

"That pursuant to the *Registered Clubs Act 1976* (NSW):

(a) The members hereby approve and agree to reasonable expenditure by the Club until the next Annual General Meeting, and being for reasonable expenditure as approved by the Board, in providing meals, bouquets and other presentations to members of the Club, in appreciation for the contribution and efforts they have made to the Club from time to time.

(b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those persons (being members of the Club) who are directly involved in the above activities."

FOURTH ORDINARY RESOLUTION

"That pursuant to the *Registered Clubs Act 1976* (NSW):

(a) The members hereby approve and agree to reasonable expenditure by the Club until the next Annual General Meeting, and being for reasonable expenditure as approved by the Board, in providing Honorary Life Members, Past Presidents and Foundation Members of the Club with an invitation to Club functions at no cost and providing those persons with meals and beverages at those functions, in appreciation for the contribution and efforts they have made to the Club in the past.

(b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those persons (being members of the Club) who are directly involved in the above activities."

FIFTH ORDINARY RESOLUTION

"That pursuant to the *Registered Clubs Act 1976* (NSW):

(a) The members hereby approve and agree to provision by the Club until the next Annual General Meeting a select number of designated car parking spaces for the exclusive use of Honorary Life Members, Past Presidents, VIPs, visiting guests and dignitaries who may be invited to attend the Club.

(b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those persons (being members of the Club) who are directly involved in the above activities."

Explanatory Notes to Members Regarding the First to Fifth Ordinary Resolutions

1. To be passed each Ordinary Resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person on the resolution.
2. Under section 10(1)(i) of the Registered Clubs Act 1976 (NSW) **(Registered Clubs Act)**, a member of the Club is not entitled to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club except with (in the case of the subject matter of these resolutions) the authorisation of the members of the Club in general meeting under section 10(6A)(b) of the Registered Clubs Act.
3. The First Ordinary Resolution is to have the members approve a sum not exceeding $120,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting in relation to duties performed primarily by the Club's Directors and the Chief Executive Officer.
4. The Second Ordinary Resolution is to have the members approve a sum not exceeding $40,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting for Directors, the Chief Executive Officer, and their partners, where appropriate, to attend the Registered Clubs Association of NSW Annual General Meeting and Conference and the Club Managers Association Australia Annual Conference, to attend seminars, conferences, lectures, trade displays and other similar events (whether in Australia or overseas), and to attend other clubs, hospitality and gaming venues to assess their operations, all of which enable the Board and the Chief Executive Officer to keep abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
5. The Third Ordinary Resolution is to have the members approve the Club providing meals, bouquets and other presentations to members of the Club, in appreciation for the contribution and efforts they have made to the Club from time to time. The Board believes this benefit is appropriate and well deserved.
6. The Fourth Ordinary Resolution is to have the members approve the Club providing Honorary Life Members, Past Presidents and Foundation Members of the Club with an invitation to Club functions at no cost and providing those persons with meals and beverages at those functions, in appreciation for the contribution and efforts they have made to the Club in the past. The Board believes this benefit is appropriate and well deserved.
7. The Fifth Ordinary Resolution is to have the members approve the Club providing a select number of designated car parking spaces for the exclusive use of Honorary Life Members, Past Presidents, VIPs, visiting guests and dignitaries who may be invited to attend the Club. The Board believes this benefit for Honorary Life Members and Past Presidents is appropriate and well deserved. The Board also believes it is appropriate to allocate car parking spaces for VIPs, guests and dignitaries who may be invited to attend the Club.

SPECIAL RESOLUTIONS

Members will be asked to consider and, if thought fit, to pass each of the following resolutions, which are proposed as Special Resolutions:

FIRST SPECIAL RESOLUTION

That the Constitution of Club Marconi Ltd **(Club)** be amended by:

- In rule 2, replacing "2015" with "2025" in the definition of "Registered Clubs Regulation" so that the definition will read as follows:

  "*the Registered Clubs Regulation*" means the *Registered Clubs Regulation 2025 (NSW)*.

- Deleting rule 18 and inserting instead the following new rule 18:

  "18. At least 25% of Full members of the Club must at all times have the right to vote at the election of the Board unless otherwise varied in accordance with the Registered Clubs Act."

- Deleting rule 20 and inserting instead the following rule 20:

  "20. The eligibility of the classes of financial members referred to in Rule 19 to exercise the rights specified in Rule 19 shall be subject to the following qualification periods:

  (a) not less than 5 consecutive years of Full membership for eligibility to be elected to or appointed to hold office as a Director on the Board;

  (b) not less than 3 consecutive years of Full membership:

  (i) subject to Rule 55(f) regarding the closing of the roll of eligible voters prior to a relevant Annual General Meeting, to vote in Board elections;

  (ii) attend at General Meetings including Annual General Meetings, including on all resolutions, including Special Resolutions."

- Deleting rules 52(b) and 52(c) and inserting instead the following new rule 52(b):

  "(b) The Board shall consist of nine (9) Directors comprising a President, two (2) Vice-Presidents and six (6) other Directors."

- Deleting rule 55(c)(i) and inserting instead the following new rule 55(c)(i):

  "(i) must be signed by a proposer and seconder who, subject to the provisions of this Constitution, must each be:

  (A) a financial member for not less than 5 consecutive years; and

  (B) of one of the following classes of membership:

  (1) Foundation Life Member;

  (2) Honorary Life Member;

  (3) Financial Life Member; or

  (4) Club Member, and"

- Deleting rule 55(j)(vi) and inserting instead the following new rule 55(j)(vi):

  (vi) The system of election of each office of the Board shall be by "first past the post", whereby:

  (1) each member voting signifies a vote for only the number of candidates as required to be elected and as indicated on the ballot paper; and

  (2) the candidate who receives the greatest number of votes for a position is thereby elected, without the need for an absolute majority of votes.

  This means that the candidate who receives more votes than any other candidate for a position to be filled, that candidate is declared elected. If multiple positions are available, the candidates with the most votes, up to the number of positions, are elected.

- Adding new rule 57(e) after rule 57(d) as follows:

  "(e) The Board may make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters connected with any election."

Explanatory notes regarding the First Special Resolution

Rule 2

1. The *Registered Clubs Regulation 2015* (NSW) was repealed and replaced with the *Registered Clubs Regulation 2025* (NSW).
2. The Registered Clubs Regulation is referred to in rules 55(c)(ii)(B)(2) and 75(l).

Rule 18

3. Section 30(9) of the Registered Clubs Act and clause 29 of the *Registered Clubs Regulation 2025* (NSW) **(Registered Clubs Regulation)** allow a minimum majority of 50% or 25% of all Full Members to be able vote in Board elections. Full Members are members of any Ordinary membership class, and includes Honorary Life Members.
4. Where a majority of less than 50% of Full Members can vote in Board elections, then the Constitution needs to be amended to state the relevant percentage and is subject to compliance with any directions given by the Secretary of Department of Enterprise, Investment and Trade in relation to the rule. Currently, the Secretary of the Department of Enterprise, Investment and Trade has not made directions in relation to registered club constitutions which have a threshold of less than 50% of Full Members being eligible to vote in Board elections.
5. Many registered clubs have a lower threshold of 25% of Full Members able to vote in Board elections because of minimum periods of membership required for eligibility to vote in Board elections and because different rights attaching to various classes of membership.
6. Proposed new rule 18 will be consistent with section 30(9) of the Registered Clubs Act and will be more in line with the fact that the Club has a qualification period of Full membership before new members can vote in Board elections.

Rule 20

7. Rule 19 sets out the classes of members eligible to hold office on the Board and attend and vote at General Meetings, including Annual General Meetings but is stated to be subject to rule 20. Existing rule 20 sets out the qualification periods sets out a general qualification period of consecutive 5 years of full membership of the Club for all these rights. Existing rule 20 also contains transitional provisions which applied up to the time of its last amendment in 2018.
8. Proposed new rule 20 reduces the qualification period for eligible classes of members to vote in Board elections and attend and vote at General Meetings (including Annual General Meetings) from 5 to 3 consecutive years of full membership. The reason for this proposed reduction is to ensure that at least 25% of all full members of the Club qualify to vote in Board. However, the ability to vote in Board elections is subject to rule 55(f), which says that roll of members who will be eligible to vote in the election will close at the conclusion of the last day of the month preceding the last Board meeting prior to the Annual General Meeting. Proposed new rule 20 makes this clearer.
9. Under proposed new rule 20, it is proposed to make the 3 years consecutive membership a qualification to also attend and vote on all matters at a General Meeting (including Annual General Meetings) for consistency with the right to vote in Board elections.

Rule 52

10. Existing rules 52(b) and 52(c) contain provisions which apply to the size of the Board prior to the conclusion of the 2015 Annual General Meeting and after the conclusion of that meeting. Since 1 January 2017, pursuant to changes to the Registered Clubs Act at that time all New South Wales registered clubs were required to reduce the size of their boards to a maximum of nine (9) directors where they had greater than that number before that date.
11. Proposed new rule 52(b) does not have pre and post 2015 Annual General Meeting Board sizes as this distinction is no longer required. Proposed new rule 52(b) just says that the Board consists of nine (9) Directors comprising a President, two (2) Vice-Presidents and six (6) other Directors.

Rule 55(c)(i)

12. Existing rule 55(c)(i) sets out who may sign as a proposer and seconder for a member to be nominated for election or appointment as a Director. The existing rule is split between pre and post 2018 Annual General Meeting periods. Members who joined the Club prior to the 2018 Annual General Meeting required at least 12 months of full membership in order to propose or second an eligible member as a Director, whereas those member who joined the Club after the 2018 Annual General Meeting are required to have at least 5 years full membership in order to propose or second an eligible member as a Director. "Full membership" of the Club is any class of Ordinary membership, and includes Honorary Life membership.
13. As more than 5 years has elapsed since the 2018 Annual General Meeting, the different qualifying periods for eligible members to propose and second an eligible member as a Director can be removed. A qualifying period of 5 years full membership now applies to all eligible members to propose and second an eligible member as a Director.

Rule 55(j)

14. Existing rule 55(j)(vi) provides that the election for each office of the Board shall be by way of "first past the post".
15. Proposed replacement rule 55(j)(vi) adds an explanation about how "first past the post" operates and does not change the system of voting for the Board positions. "First past the post" is common for registered club elections.

Rule 57(e)

16. Proposed new rule 57(e) gives an express power to the Board to make By-Laws for the conduct of Board elections, subject to those By-Laws not being inconsistent with the Constitution.

SECOND SPECIAL RESOLUTION

That the Constitution of Club Marconi Ltd **(Club)** be amended by:

- Deleting rule 53 and inserting instead the following new rule 53:

"53. Subject to the provisions of this Constitution a member is eligible to be nominated for election or appointment to the Board of Directors if, at the date of nomination for election or appointment to the Board, the member:

(a) is a Foundation Life Member, Honorary Life Member, Financial Life Member or Club Member of the Club (subject to Rules 19 and 20);

(b) is not disqualified from managing any company under Part 2D.6 of the Act or is given permission to manage the Club under Sections 206F or 206G of the Act;

(c) is not of unsound mind or is not a person whose person or estate is liable to be dealt with any way under the law relating to mental health;

(d) is not prohibited from being a Director by reason of any order made under the Registered Clubs Act;

(e) is not an employee of the Club;

(f) is not occupying any part of the Club premises under a licence agreement, contract or otherwise for monetary gain;

(g) is not a director or officer of any other registered Club;

(h) is not a former employee of the Club whose services were terminated for misconduct at any time within the previous 5 years; or

(i) has not been convicted of an offence and sentenced to imprisonment, at any time within the previous 5 years."

- Deleting rule 75 and inserting instead the following new rule 75:

"75. The office of a member of the Board is immediately vacated, and a casual vacancy is thereby created, if that person:

(a) dies;

(b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;

(c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club ceases to be a Director by virtue of this Constitution;

(d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;

(f) by notice in writing given to the Club, resigns from office;

(g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;

(h) becomes an employee of the Club;

(i) is occupying any part of the Club premises under a licence agreement, contract or otherwise for monetary gain;

(j) is a director or officer of any other registered Club;

(k) ceases to be a member of the Club,

(l) fails to complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Registered Clubs Act, Registered Clubs Regulation (provided that this Rule 75(l) shall not apply to any Director who is exempt from completing such training, for example exemption under the Registered Clubs Regulation); or

(m) is convicted of an offence and is sentenced to imprisonment."

Explanatory notes regarding the Second Special Resolution

1. Existing rule 53 lists matters which exclude a member from being ineligible from being elected or appointed to the Board. Proposed new rule 53 lists the same matters but adds conviction for an offence and sentencing to imprisonment, at any time within the previous 5 years.
2. Existing rule 75 lists matters which cause a Director to lose office and create a casual vacancy on the Board. Proposed new rule 75 lists the same matters but proposed new rule 75 adds conviction for an offence and sentencing to imprisonment.
3. The proposed replacement rules 53 and 75 are intended to safeguard the integrity and effective governance of the Club by ensuring directors are of good character and standing.

THIRD SPECIAL RESOLUTION

That the Constitution of Club Marconi Ltd **(Club)** be amended by numbering existing rule 77 as "77 (a)" and adding new sub-rule "(b)", so that rule 77 will read as follows:

"77 (a) A general meeting called the annual general meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All general meetings other than annual general meetings shall be called general meetings.

(b) A general meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine."

Explanatory notes regarding the Third Special Resolution

1. Proposed new rule 77(b) would allow the Board to postpone or cancel a general meeting after notices of general meeting have been sent to members.
2. For example, if a general meeting is called to deal with a specific issue which is then resolved in the meantime, the Board may cancel the meeting to avoid inconvenience to members.

GENERAL NOTES TO MEMBERS REGARDING THE HONORARY LIFE MEMBERSHIP RESOLUTIONS, ORDINARY RESOLUTIONS AND SPECIAL RESOLUTIONS

1. Each of the resolutions must be passed as a whole and cannot be divided into two or more separate resolutions.
2. To be passed, the Ordinary Resolutions and Honorary Life Membership Resolutions must receive votes in their favour from not less than a simple majority (i.e. 50% plus 1) of those members who being eligible to do so at the meeting, vote in person at the meeting.
3. To be passed, the Special Resolutions must receive votes in their favour from not less than 75% of those members who being eligible to do so, vote in person at the meeting.
4. Pursuant to rules 19 and 20 of the Club's Constitution, the following classes of financial members who have at least 5 consecutive years of Full membership of the Club are entitled to vote on the Ordinary, Life Membership and Special Resolutions:
   (a) Foundation Life Members;
   (b) Honorary Life Members;
   (c) Financial Life Members; or
   (d) Club Members.
5. Members who are employees of the Club are not entitled to vote and proxy voting is prohibited by the Registered Clubs Act.
6. The Board recommends the Ordinary Resolutions, Life Membership Resolutions and Special Resolutions to members.

Matthew Biviano
Chief Executive Officer
By Order of the Board

7 October 2026