

Brothers Leagues Club (Cairns) Ltd Notice of Annual General Meeting

to be held at
6 pm on Tuesday 24 March 2026
at
99-107 Anderson Street Cairns

The ordinary business of the meeting will be:

1. To confirm the minutes of the previous Annual General Meeting.
2. To receive and accept the Board's and Auditor's reports upon the audited accounts of the company for the financial year ended 31 December 2025.
3. To consider, and if thought fit, to pass the proposed special resolution to adopt the new Constitution to replace the Club's existing Memorandum and Articles of Association. The special resolution and explanatory notes are set out below.
4. Appointment of the auditor(s) for 2026.
5. To elect three directors of the Board in accordance with Clauses 16, 17 & 18 of the Club's Articles of Association.



Edward Camilleri

Secretary

by authority of the Board of Directors on the 19/02/2026

Nominations for Director

In accordance with Clause 16 (3) (iii) and 17(a) of the constitution the following directors are required to retire at the coming annual general meeting.

- Craig Cygler, Daryl Doolan, Deanne Baker

A retiring director is eligible for re-election.

In accordance with Clause 16 (2) of the Club's Articles of Association, nominees for two of the three vacant director positions must be financial members of both Brothers Rugby League Football Club (Cairns) Inc. and Brothers Leagues Club (Cairns) Ltd. Nominees for the third vacant position must at least be a financial a member of Brothers Leagues Club (Cairns) Ltd.

Nominations for the position of director shall be made in writing to the Secretary and signed by two financial members of the Brothers Leagues Club (Cairns) Ltd and by the nominee to signify his consent to the nomination. If there are more nominees than positions vacant, an election by ballot of members will be conducted between the hours of 11.00 am and 8.00pm from Thursday, 19 March to Sunday, 22 March 2025. Nominations close at 5pm on Tuesday 3 March 2025.

(Director Nomination forms are available to financial members of Brothers Leagues Club (Cairns) Ltd from Monday to Friday between 8am and 4pm at the Administration Office, Mezzanine Floor, Brothers Leagues Club)


Special Resolution

"That with effect from the time period set out in section 79(1)(b)(ii) of the *Liquor Act 1992* (Qld) and subject to any disallowance by the Commissioner for Liquor and Gaming/Office of Liquor, Gaming and Racing, the Constitution of Brothers Leagues Club (Cairns) Limited (**Club**) in the form presented to the Annual General Meeting and signed by the Chairperson of the meeting for identification, be adopted as the Club's new Constitution in substitution for and in replacement of the Club's existing Memorandum and Articles of Association."

Explanatory notes regarding the Special Resolution

1. Copies of the Club's existing Memorandum and Articles of Association, the proposed new Constitution and a comparative table showing highlighting the main differences between each document are available on request and from reception at the Club's premises at Cairns and Edmonton.
2. If the Special Resolution is passed, the Club will adopt a new Constitution which will replace the current Memorandum and Articles of Association subject to the time period set out in section 79(b)(1)(ii) of the *Liquor Act 1992* (Qld) (**Liquor Act**). Under section 79(1)(b) of the Liquor Act:
 - (a) if a special resolution to amend a club's constitution (or to adopt a new one) is passed by members, the Club's Secretary must within 14 days give a certified copy of the proposed amendment/new constitution to the Commissioner of Liquor and Gaming/Office of Liquor, Gaming and Racing (**Commissioner**); and
 - (b) the amendment/new constitution takes effect at the end of 28 days after receipt by the Commissioner and Racing receives the certified copy of the amendment/new constitution, unless within that period, the Commissioner disallows the amendment by written notice to the Club's Secretary.
3. Under section 79(1)(a) of the Liquor Act, the rules of a club holding a community club licence must comply with the schedule contained in the Liquor Act, except as otherwise authorised in writing by the Commissioner. The proposed new Constitution includes all the matters relevant to the Club as set out in the schedule to the Liquor Act. Therefore, it is anticipated there will be no disallowance of the new Constitution by the Commissioner.
4. The proposed new Constitution updates the current Memorandum and Articles of Association to comply with current legal requirements and to express the Constitution in a clearer form.
5. As far as practicable, the provisions of the existing Memorandum and Articles of Association are in substance similar to those in the proposed new Constitution. However, listed below is a summary of the material differences.
6. The general objectives of the new Constitution are:
 - (a) to combine the existing Memorandum of Association and Articles of Association into a single document called the Constitution. Since 2001, companies can have a single constitution document instead of memorandum of association and separate articles of association;



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- (b) to include amendments which reflect the current provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**), *Liquor Act* and *Gaming Machine Act 1991* (Qld) (**Gaming Machine Act**) and to generally update references to sections of current legislation;
 - (c) to add some ancillary objects while retaining the main object of encouraging sport, specifically Rugby League Football and supporting Brothers Rugby League Football Club (Cairns) Inc. (**Football Club**);
 - (d) to include more comprehensive provisions on various matters where appropriate, including with respect to the conduct of Board meetings and General Meetings;
 - (e) to include more comprehensive provisions regarding disciplinary proceedings to ensure procedural fairness/natural justice is observed when a notice of disciplinary charge is issued to a member;
 - (f) to update the manner in which the Club may execute legal documents e.g. not just by using its common seal but also where two Directors, or one Director and the Secretary sign a document as permitted under section 127 of the Corporations Act; and
 - (g) to remove gender-specific references.
7. Other significant and specific differences between the existing Memorandum and Articles of Association and the proposed new Constitution are:
- (a) the ability of members to call a general meeting is in accordance with the current requirements of the Corporations Act, namely if 5% of all members who can vote at a General Meeting petition the Board, then the Board must call a General Meeting;
 - (b) removal of redundant classes of membership, being Special Members and Country Members as the Club has no one in these classes of membership;
 - (c) the Club now holds a community club licence under the Liquor Act, not a certificate of registration and holds gaming machine licence and entitlements under the Gaming Machine Act. The new Constitution refers to a community club licence rather than a certificate of registration, which is the redundant form of statutory licence required to operate a community club and is referred to in the existing Memorandum and Articles of Association;
 - (d) updating the list of matters which cause a Director to lose office (i.e. causing a casual vacancy on the Board) e.g. becoming an employee of the Club; and
 - (e) updating the ability of members to remove directors by reference to the relevant provisions of the Corporations Act.
8. The new Constitution is consistent with the Corporations Act and Liquor Act requirements for providing access to annual reports/financial reports to members and for sending to members notices of General Meetings, including Annual General



9. Meetings. Under the current Corporations Act provisions, annual reports are sent to those members who request them, in accordance with the requested mode of delivery (e.g. whether by electronic means or by post). In relation to notices of General Meeting, including Annual General Meeting, the Club will send notices by post to a member unless a member selects electronic communication as a preferred mode of delivery of notices
10. The new Constitution expressly allows the Board to adopt and enforce responsible conduct of gambling and responsible service of alcohol policies.
11. The new Constitution contains provisions for involuntary exclusion of members, for example, if they have in their possession on Club premises any prohibited plant or prohibited drug.
12. The new Constitution does not change existing voting rights of members or ability to hold office on the Board. The requirement for at least 6 Directors out of the 9 Directors on the Board to also be members of the Football Club is retained.
13. These explanatory notes are not to be taken in any way as affecting the wording of the proposed Constitution, but are provided to inform members of what is proposed and to draw attention to matters of particular concern to members. Members are encouraged to read the draft new Constitution and accompanying comparative table and raise any questions with the Club's Chief Executive Officer prior to the Annual General Meeting if practicable.