

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Randwick Labor Club Limited (ACN 000 353 417) (Club) will be held at the premises of the Club, 135 Alison Road, Randwick New South Wales 2031 on 21st September 2025 at 12:00pm.

Business

1. To consider and, if thought fit, pass an Ordinary Resolution (set out below) declaring the Club's Alison Road, Randwick premises to be "non core" for the purpose of section 41E of the Registered Clubs Act 1976.

Ordinary Resolution

"That the ordinary members (as defined in section 4 of the Registered Clubs Act 1976) of Randwick Labor Club Limited (Club) declare the premises of the Club at 135 Alison Road, Randwick NSW 2031 comprising of title reference Lot 3 DP 549913 (being the area outlined yellow in Annexure A) to be "non core" property of the Club for the purpose of section 41E of the Registered Clubs Act 1976."

Explanatory Message to Members regarding the Ordinary Resolution

Background

Housing Delivery Authority Decision – 15 July 2025

On 15 July 2025, the NSW Housing Delivery Authority (HDA) considered an Expression of Interest (EOI) lodged on behalf of Randwick Labor Club Limited for a proposed redevelopment of the Club's site at 123–139 Alison Road (including the Club's premises at 135 Alison Road, Randwick) and 11 Elizabeth Lane, Randwick (**Club Land**). The proposal is intended to deliver:

- A mixed-use development of 115 apartments,
- 15% affordable housing,
- An 11-storey building with ground floor commercial uses, and
- A new registered club premises incorporated into the development.

HDA Outcome

The HDA resolved to recommend to the NSW Minister for Planning and Public Spaces that the Club's proposal be declared a State Significant Development (SSD) under section 4.36(3) of the *Environmental Planning and Assessment Act 1979* (EP&A Act), giving the Club's proposal SSD status.

Reasons for the HDA's Recommendation

The HDA formed the view that the Club's proposal:

- Meets the published HDA SSD criteria for major residential projects with a significant affordable housing component;
- Will deliver housing supply, including affordable housing, in a well-located urban area;
- Supports mixed-use development integrating community facilities with residential uses; and
- Aligns with NSW Government objectives to increase housing supply in key locations.

Considerations for the Next Stage

While the HDA supports the project in principle, the Club was advised that:

- Proposed height and floor space ratios (**FSR**) will need to be assessed in the context of the Randwick Junction Town Centre Planning Proposal, which is currently under consideration by Randwick City Council and the Department of Planning;
- Final development standards, building design, and apartment numbers may change as a result of the merit assessment process; and
- All SSD applications undergo rigorous environmental, traffic, infrastructure, and design assessments before a determination is made.

State Significant Development Declaration Order

On 23 July 2025, the NSW Minister for Planning and Public Spaces, Paul Scully MP, made State Significant Development Declaration Order (No 11) 2025 under section 4.36(3) of the EP&A Act (**Order**).

What is a State Significant Development Declaration?

Under the EP&A Act, certain development projects are considered to be of “*state significance*” because of their size, economic value, complexity, or potential environmental and social impacts. These projects are declared State Significant Developments by the NSW Government, and their assessment and approval is handled directly by the Department of Planning, Housing and Infrastructure (and ultimately determined by the Minister or the Independent Planning Commission), rather than by the local council.

Inclusion of land within an SSD declaration means that any proposed development on that land which meets the relevant criteria will be assessed under the SSD provisions of the EP&A Act.

Why has the land been included?

The NSW Government identifies land for SSD declarations where it anticipates large-scale redevelopment, infrastructure, or urban renewal projects that will contribute to state-wide planning objectives. This often occurs in areas earmarked for major residential, commercial, or mixed-use developments, and may be linked to broader government strategies such as housing supply targets, transport corridor renewal, or precinct revitalisation.

What does this mean for the Club?

1. Planning Pathway Changes

- o Development applications meeting SSD thresholds will bypass normal local council processes.
- o The environmental impact assessment process is more comprehensive, requiring detailed studies and community consultation.
- o Final approval will rest with the Minister or Independent Planning Commission, not the local council.

2. Opportunities

- o The SSD pathway can enable the Club (or developers working with the Club) to propose larger or more complex developments than might be possible under local planning controls alone.
- o It can provide greater certainty of process for major redevelopment plans, as assessment is centralised at State level.

Significance for the Club

If approved through the SSD process, the proposed redevelopment is intended to:

- Deliver a modernised registered club facility;
- Provide ongoing operational sustainability for the Club;
- Offer significant community benefit through the delivery of affordable housing; and
- Contribute to the revitalisation of the Randwick Junction precinct.

Section 41E Approval

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”.

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).

“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.

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.

To enable the Club to pursue redevelopment opportunities, the Board recommends that members pass the Ordinary Resolution.

Why the Club is seeking member approval now.

A redevelopment of the Land in the nature envisaged under the Order, cannot be funded by the Club alone. The Club will be required to either choose a developer to undertake the whole project or join with a developer in a joint venture or similar arrangement to undertake the project.

The Club has considered the practical consequences and risks to the Club if it does not seek member approval for the declaration of “*non-core property*” in relation to the Club’s premises prior to advancing development opportunities for the Land.

Most importantly, a development of this nature requires detailed and expensive planning. When a developer is asked to spend large sums (which for a development of this nature could be in excess of \$1M) on preparing detailed and expensive planning documents including Environmental Impact Statement, construction documents, and to negotiate finance, the developer needs assurance that there is no impediment to the Club delivering the Land up for development. If the Land remains “*core property*” during the planning and approval process:

- the developer (and their financier) face the risk that, after approvals are obtained and costs committed, the members at a later general meeting may refuse to approve the disposal under s41E of the RCA; and
- that risk materially increases the developer’s financing cost, may prevent finance, or lead the developer to refuse to commit to the project on realistic commercial terms.

The practical consequence of the above is that either:

- the Club cannot find a developer for the project and the proposal fails; or
- the Club receives a much lower return from the development to reflect the ‘member veto risk’ the developer faces.

By contrast, if members first declare the Land to be “*non-core property*”, the statutory disposal hurdles in s41E of the RCA no longer apply to the Land — so a developer can obtain planning approvals and commit finance knowing that members have already approved of the land being “*non-core property*”.

Members are reminded that the “*non-core property*” declaration is not an instruction to the Board to dispose of or develop the Land — the declaration is a procedural step that allows the Board of the Club to consider flexible commercial arrangements for the development of the site (without having to comply with section 41E of the RCA) and to enter into necessary agreements with a third party or parties for that purpose.

After a “*non-core property*” declaration, the Club continues to hold a club licence in respect of the “*non-core property*” (if the “*non-core property*” is the licensed premises of the Club) and it retains its entitlement to trade for the benefit of its members and their guests from those premises in the usual course. The declaration has no impact on the operations of the Club.

Procedural Matters in Relation to the proposed Ordinary Resolution

The Ordinary Resolution is proposed in accordance with section 41E of the Registered Clubs Act 1976.

Section 41E requires the declaration of “non core” property to be by “a resolution passed by a majority of the members present at a general meeting of the ordinary members of the Club”

The words “ordinary members” of the Club is defined in section 4 of the Registered Clubs Act 1976 to mean:

“ordinary member” of a club means a person who is elected to membership of the club in accordance with the rule of the club referred to in section 30(1)(g)”

Section 30(1)(g) of the Registered Clubs Act 1976 provides that:

A person shall not be admitted as a member of the club, other than as a provisional member, honorary member or temporary member, unless the person is elected to membership at a meeting of the full members of the club or at a duly convened meeting of the governing body or election committee of the club, the names of whose members present and voting at that meeting are recorded by the secretary of the club.

In short, an “ordinary member” as referred to in section 41E and defined in section 4 of the Registered Clubs Act 1976 is any member of the Club who has been properly elected to membership of the Club. The “voting rights” contained in the Club’s Constitution do not override the requirements of section 41E. Accordingly, all members of the Club, except provisional, honorary and temporary members of the Club, are permitted to attend the General Meeting and vote on the Ordinary Resolution.

Notes to Members

1. All members including Life members, financial Club members and financial Social members (except provisional members, honorary members and temporary members) are entitled to vote on the Ordinary Resolution.
2. To be passed, the Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
3. Members should read the proposed Ordinary Resolution and the Explanatory Message to Members which explains the nature and effect of the resolution.
4. Members of the Club, who are employees of the Club, cannot vote at the meeting.
5. Proxy Votes are not allowed under the *Registered Clubs Act* 1976.
6. Please direct any question or concerns about the Ordinary Resolution to the Chief Executive Officer of the Club, if possible before the meeting.

By Direction of the Board

Andrew Crofts
Chief Executive Officer Dated: 26th August 2025

ANNEXURE “A”

