

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 65th Annual General Meeting of CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED (the “Club”) will be held on Wednesday 30 March 2022 at 7:00pm [at the premises of Sharks @ Kareela, 1 Bates Drive, New South Wales].

BUSINESS TO BE TRANSACTED AT THE MEETING WILL BE AS FOLLOWS:

1. To confirm the Minutes of the previous Annual General Meeting held on Wednesday 31 March 2021.
2. To receive and consider the Year Ended 31 October 2021 Financial Report, Directors’ Report and Auditors’ report.
3. Election of Directors – to declare the results of the election of Directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 50 (b) of the Constitution.
4. To consider and determine the Ordinary Resolution (“Resolution 1”) set out below in relation to directors’ expenses.
5. To consider and determine the Special Resolution (“Resolution 2”) set out below in relation to amending the Constitution to reflect changes to the Corporations Act and Registered Clubs Act.
6. To consider and determine the Special Resolution (“Resolution 3”) set out below in relation to the proposed election of Mr Barry Russell to Life Membership of the Club.
7. To deal with any other business of which due notice has been given to members.
8. To receive by way of general business recommendations and comments for the incoming Board.

NOTE 1. Members can receive the Annual Report (including the reports referred to in agenda item 2 above) if they give a notice in writing to the Club requesting a copy of the report. Members who have previously requested a copy of the report will be sent a copy and do not have to make a further request. Alternatively, members can access the Annual Report on the Club’s website where it will be published not less than twenty-one (21) days before the Annual General Meeting.

NOTE 2. The meeting will be open to all full members of the Club. Voting privileges will only be extended to those members who have been financial members of the club for at least three (3) years or more. Members will be required to produce their current membership card to gain admission.

NOTE 3. If members have questions on the Financial Report they are respectfully requested to submit them to the Chief Executive Officer, Mr Dino Mezzatesta, at least seven (7) days before the Annual General Meeting so that if necessary the matter can be appropriately researched before the Annual General Meeting.

RESOLUTION 1: ORDINARY RESOLUTION

(a) That the members hereby approve of reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following:

- (i) The reasonable costs of directors attending seminars, lectures and other educational activities and training as determined by the Board from time to time.
- (ii) The reasonable cost of a meal and beverage for each director before and after a Board or Committee meeting on the day of that meeting when such meeting coincides with a normal meal time.
- (iii) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by Clubs NSW, the Club Managers Association and such other conferences and trade shows as determined by the Board from time to time.
- (iv) The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from directors meeting or other duly constituted meetings of any committee of the Board.

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

EXPLANATORY NOTES

1. Under the Registered Clubs Act 1976 (Registered Clubs Act) benefits can only be provided by the Club for Directors and other members, that are not offered equally to all Full Members of the Club, if approved by ordinary resolution of the members.

PROCEDURAL MATTERS

1. Only the following members can vote on the Ordinary Resolution:
 - (a) Club members who have been financial members of the Club for at least three (3) consecutive years; and
 - (b) Golf Members who have been financial members of the Club for at least three (3) consecutive years;
 - (c) Kareela Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - (d) Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - (e) Senior members who have been financial members of the Club for at least three (3) consecutive years; and
 - (f) Life members.

2. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.

RESOLUTION 2:

SPECIAL RESOLUTION

1. That the Constitution of the Club be amended as follows:

(a) Rule 5 is amended by adding the definition ““Registered Club Accountability Code” means the code set out in Schedule 2 of the Registered Club Regulations 2015 pursuant to clause 41C of the Registered Clubs Act.”

(b) Rule 5 is amended by adding the definition of ““Manager” of the Club means any person appointed under section 66 of the Liquor Act 2007 to manage a premises of the Club.”

(c) Rule 5 is amended by adding the definition of ““Top Executive” means (a) the Secretary; (b) a Manager; (c) any employee of the club who is nominated by the club as a top executive, (d) any employee of the club (other than a person referred to in paragraphs (a)–(c): a. who is one of the 5 highest paid employees of the Club, and b. whose remuneration package exceeds the high income threshold set by the Fair Work Commission under the Fair Work Act 2009 of the Commonwealth, and c. who is involved in the general administration of the Club or with its liquor and gaming operations.”

(d) Rule 6(k) and Rule 57(j) are amended by replacing “Section 41J” with “Section 41E”.

(e) Rule 30 is amended by the addition of a new Rule 30(e) as follows “Any person who may also be a temporary membership of the Club as a result of an exception proscribed or provided for by the Registered Clubs Act from time to time subject to a determination by the Board by By-law pursuant to this Constitution that such persons may be made Temporary members of the Club.”

(f) Rule 34(e) is amended by the deletion of the words “and address”.

(g) Rule 36 is amended by the deletion of the words “provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act”.

(h) Rule 37 is amended by the deletion of the words “provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum prescribed under the Registered Clubs Act”.

(i) Rule 39(a)(ii) is deleted.

(j) Rule 39(a)(vi) is amended by addition at its beginning the words “if the member is required to pay a membership fee”.

(k) Rule 57(b) is amended by adding a new sub-clause as follows: “(vii) The method and means of holding virtual and electronic meetings including how any voting at such meetings may occur.”

(l) Rule 59 is amended by the addition of the words “each quarter, being each period of 3 months ending 31 March, 30 June, 30 September or 31 December, as”;



(m) Rule 69 is deleted and replaced with “ 69. DISCLOSURES BY DIRECTORS AND EMPLOYEES Any director, Top Executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, Top Executive, or employee:

(a) any material personal interest that the director has in a matter relating to the affairs of the Club, (b) any personal or financial interest of the director or Top Executive in a contract relating to the procurement of goods or services or any major capital works of the Club, (c) any financial interest of the director or Top Executive in a hotel situated within 40 kilometres of the Club’s premises, (d) any gift (including money, hospitality, or discounts) valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, received by the director, Top Executive or employee from an affiliated body of the Club (as defined in the Registered Club Accountability Code) or from a person or body that has entered into a contract with the Club.”

(n) Rule 70 is deleted and replaced with “70. The Club must keep a register, in an approved form, containing details of the disclosures to the Club made pursuant to Rule 70 and pursuant to the requirements of the Registered Clubs Accountability Code. “

(o) Rule 71 is deleted and replaced with “PROVISION OF INFORMATION TO MEMBERS 71. The Board must ensure that the Club complies with all requirements relating to the provision of information to Members of the Club as required by the Registered Clubs Accountability Code including without limitation sections 9 (Provision of information to Members) and 10 (Financial Statements) of the Registered Clubs Accountability Code.”

(p) Rule 76 is deleted and replaced with “76. The Club must not enter a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest (as defined in the Registered Clubs Accountability Code and not including interests exempted by the Registered Clubs Act), unless the proposed commercial arrangement or contract is first approved by the Board. “

(q) Rule 77 is amended by the addition of “AND MANAGERS to the heading, the addition to sub-clause (a)(i) of the words “or a Manager of the Club”, in sub-clause (a)(ii) “Act” is replaced with “Accountability Code” and “or a Manager of the Club” is added, in sub-clause (a)(iii) after ‘Secretary’ in both instances the words “or a Manager” is added and “Act” is changed to “Accountability Code”, in sub-clause (b)(i) the words “as permitted by the Registered Clubs Act” are added and “otherwise” is added are the beginning of sub-clause (b)(ii).

(r) Rule 83(e) is deleted and replaced with the following “(e) In accordance with, and subject to satisfying the requirements of, section 253Q of the Act the Club may hold a meeting of its members using virtual meeting technology provided the technology gives the persons entitled to attend the meeting, as a whole, a reasonably opportunity to participate without being physically present in the same place”.

(s) Rules 107A and 108 are deleted and replaced with new Rules 108 and 108A as follows: “Subject to compliance with the requirements of the Act including without limitation section 253Q and section 253RB, the Club, the Board or a committee of the Club or Board, may: (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or committee of the Club by electronic means, and (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending, and (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means. 108A. Any notice, notice of meeting, or information about, a meeting or election of the Club, the Board or a committee of the Club sent by electronic means is taken to be given on the business day after it is sent and may be given in a manner permitted by section 253RA of the Act.”

(t) Rule 82 is deleted and replaced with: “82. In accordance with Registered Clubs Accountability Code the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest (as defined in the Registered Clubs Accountability Code and not including interests exempted by the Registered Clubs Act) unless the proposed commercial arrangement or contract is first approved by the Board.”

(u) New Rules 116 and 117 are added as follows “SPECIFIC LEGISLATION PREVAILS This Constitution is subject to the provisions of the Registered Clubs Act, the Liquor Act, the Gaming Machines Act and the Corporations Act, and if there is any inconsistency then to the extent necessary to conform with any mandatory provision of that legislation or any other legislation, then the provisions of the legislation prevail over the provisions of this Constitution and this Constitution must be read and applied with the minimum necessary changes to conform with the mandatory provisions of legislation. 117 If any part of this Constitution becomes unlawful under the provisions of the Registered Clubs Act, the Liquor Act or the Gaming Machines Act then this Constitution must be read as if the unlawful part is not part of this Constitution. This does not limit Rule 116.”

2. To make any formatting, cross referencing, typographical, cross-referencing and numbering changes to the Constitution to give effect to the intention of the prior resolutions.



EXPLANATORY NOTES

1. The amendments to the Constitution result in:

(a) The Constitution being updated to reflect and accommodate recent changes of the Corporations Act and the Registered Clubs Act 1976 (NSW) (including with respect to the introduction of the Registered Clubs Accountability Code and amendments made to the Registered Clubs Act by way of the Customer Service Legislation Amendments Act 2021 in November 2021) and to remove redundant legislative references; and

(b) the adopting of additional rules providing clarity that respective legislative provisions, which often change, take precedence to the extent of any inconsistency with the rules of the Constitution.

PROCEDURAL MATTERS

1. To be passed, a Special Resolution must receive votes in its favour 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 meeting.
2. The Special Resolution should be read in conjunction with the notes that follow the Special Resolution.
3. Only the following members can vote on the Special Resolution:
 - (a) Club members who have been financial members of the Club for at least three (3) consecutive years; and
 - (b) Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - (c) Senior members who have been financial members of the Club for at least three (3) consecutive years; and
 - (d) Life members.
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. If members have questions on the Special Resolution, they are respectfully requested to submit them to the Group Chief Executive Officer, Mr Dino Mezzatesta, at least seven (7) days before the Annual General Meeting.
6. The Board of the Club recommends the Special Resolution to members.

RESOLUTION 3: SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following resolution to elect Mr Barry Russell (Membership Number 648) as a Life Member of the Club:

“That Mr Barry Russell (Member Number 648) is elected to Life membership of the Club”

EXPLANATORY NOTES

1. The nomination of Mr Barry Russell (Member Number 6089) for Life Membership has been made in writing by member Peter Gow (Member Number 1) and seconded by Chris Weeks (Member Number 11409) in accordance with the Constitution of the Club.
2. The Board has resolved to approve the nomination of Mr Barry Russell for submission to members at this Annual General Meeting for consideration under Rule 24 of the Club’s Constitution in recognition of his outstanding service to the Club.
3. A Life Member of the Club is entitled to all the rights and privileges of a Club member and is relieved from payment of any subscription. The members of the Club proposing the nominating and seconding have the right to do so under the Constitution.

PROCEDURAL MATTERS

1. To be passed, this Special Resolution requires two-thirds majority of the members present and voting at that meeting to vote in favour of it.
2. The Special Resolution should be read in conjunction with the notes that follow the Special Resolution.
3. Only the following members can vote on the Special Resolution:
 - a. Club members who have been financial members of the Club for at least three (3) consecutive years;
 - b. Golf Members who have been financial members of the Club for at least three (3) consecutive years;
 - c. Kareela Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - d. Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - e. Senior members who have been financial members of the Club for at least three (3) consecutive years; and
 - f. Life members.
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. If members have questions on the Special Resolution, they are respectfully requested to submit them to the Group Chief Executive Officer, Mr Dino Mezzatesta, at least seven (7) days before the Annual General Meeting.
6. The Board of the Club recommends the Special Resolution to members.

By Order of the Board



Dino Mezzatesta
Group Chief Executive Officer



Elie Bassil
Secretary and General Manager Leagues Club

Dated this **7th** day of **March 2022**