

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 67th Annual General Meeting of CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED (the "Club") will be held on Wednesday 27 March 2024 at 6:30pm 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 29 March 2023.
2. To receive and consider the Year Ended 31 October 2023 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.
6. To deal with any other business of which due notice has been given to members.
7. To receive by way of general business questions and comments from members in relation to management of the Club.

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 FOR ORDINARY RESOLUTION

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:

EXPLANATORY NOTES

- The amendments to the Constitution result in the Constitution being updated to create specific criteria around eligibility for Life membership and creating an additional separate member category for Life member – Ex-Player.
- Additionally, the current constitution requires two-thirds (2/3rds) majority of the members present and voting at an annual general meeting to approve a life member nomination for that person nominated to become a life member. The below changes to the constitution reduce the number of members that must vote in favour of the nomination for it to pass to a simple majority, being 50%+1, of members present and eligible to vote at the annual general meeting. This change will apply to both the Life member and Life member – Ex -Player categories if the above special resolution is passed.

SPECIAL RESOLUTION

1. That the Constitution of the Club be amended as follows:
 - (a) Rule 5(a) is amended by addition of definitions “Ex-Player” and “Football Club” following the definition “Club Notice Board” as follows:

““Ex-Player” means a member who was previously registered as a Rugby League player with the governing body of the organisation responsible for the administration of the sport of Rugby League in Australia from time to time or the governing body of the organisation which is responsible for the administration of the sport of Rugby League under which the Club’s Rugby League football teams are playing from time to time whichever in the opinion of the Board is applicable.

“Football Club” means Cronulla-Sutherland District Rugby League Football Club Limited.”
 - (b) Rules 6(b) and 9(a)(ii) are amended by deletion of reference to “Cronulla-Sutherland District Rugby League Football Club Limited” and by replacement of the same with “Football Club”.
 - (c) Rule 18 is amended by addition of a new sub-category “(h)” as follows:

“(h) Life members – Ex-Player members”
 - (d) Rules 21(c)(vii), 21(e)(vi), 21A(c)(v), 21A(f)(vi), 21B(c)(v), 21C(c)(vii), 21C(e)(vi), 22(d)(vii), 22(f)(vi), 23(d)(vii) and 23(f)(vi) are amended by addition of the words “, Life member – Ex-Player membership” following the words “Life membership”.

(e) Rule 24 is deleted in entirety and replaced with new Rules "24 to 35" as follows:

"24. The following persons shall be eligible for election to Life membership of the Club:

- (a) A member who has satisfied any of the following criteria:
 - (i) a member who has been a member for 25 or more consecutive years and who has demonstrated distinguished service to the Club;
 - (ii) a member who is a prior employee, or prior member of the Board, and who has demonstrated distinguished service to the Club;
 - (iii) a member who has made a significant financial contribution to the Club;
 - (iv) a member who has made an outstanding voluntary contribution to the Club for a period of twenty-five (25) years or more;
 - (v) a member who has made a special contribution to sport and community within the Sutherland Shire Local Government Area;
 - (vi) a member of the General Committee of the NSW Rugby League Ltd or the governing body of the organisation responsible for the administration of the sport of Rugby League in Australia or New South Wales from time to time or the unincorporated association formerly known as Cronulla Sutherland District Rugby League Football Club; or
 - (vii) a person whose service to the Club or to the NSW Rugby League Ltd or to the governing body of the organisation responsible for the administration of the sport of Rugby League in Australia or New South Wales in any capacity is eligible for election to Life membership of the Club.

25. Any issue as to the eligibility of a member for election to Life membership shall be determined by the Board.

26. Nominations for election to Life membership shall be in writing in a form determined by the Board and shall bear the signature of the proposer and seconder who must be full members of the Club and must be accompanied by a statement in relation to the nominee as to his qualification for election as a Life member of the Club.

27. Nominations for life membership shall be able to be lodged with the Club at any time up to and including the last Board meeting held before notices of an Annual General Meeting are required to be sent to members.

28. Provided there are at least four (4) directors present and entitled to vote considering a Life membership nomination or nominations a secret ballot will be conducted to determine whether any or all of the nominees shall be further considered for election to Life membership and only those receiving a majority of the votes of those present will be entitled to be so considered.

29. A further secret ballot will then be conducted in which each director present and entitled to vote may record a vote in the affirmative or negative in respect of each nominee entitled to be considered for Life membership.

30. The nominees then receiving affirmative votes that are equal to at least a majority of the number of directors voting shall subject to the approval of a majority of the members present and eligible to vote at the next annual general meeting of the Club be declared elected to Life membership of the Club.

31. A member elected as a Life member shall be presented with a suitable memento in recognition of his or her service to the Club.

32. Every Life member shall be exempt from payment of annual membership subscriptions to the Club.

33. Every Life member shall be entitled to all the rights and privileges of membership of a Club member.

34. Any person who upon the date of the special resolution adopting the Constitution was recorded in the Register of Members as a Life member shall continue as a Life member subject to these Rules.

35. A Life member when elected, is being elected to membership of the Club for life."

(f) New heading "LIFE MEMBER – EX-PLAYER" and new Rules "36 to 47" are added as follows:

"LIFE MEMBER – EX-PLAYER

36. The following persons shall be eligible for election to Life member – Ex-Player of the Club:

- (a) An Ex-Player who has been retired from playing for at least five (5) years and who satisfies at least four (4) of the five (5) eligibility criteria set out below:
 - (i) a member who has shown outstanding contribution on and off the field;
 - (ii) a member who has played not less than five (5) contracted NRL seasons;
 - (iii) a member with recognised representative honours;
 - (iv) a member who has been the recipient of a Club award (including without limitation Porter Gallen Medal, Tommy Bishop Player's Player);
 - (v) a member who played in a premiership winning team with the Club.

37. Any issue as to the eligibility of a member for election to Life member – Ex-Player membership shall be determined by the Board.

38. Nominations for election to Life member – Ex-Player membership shall be in writing in a form determined by the Board and shall bear the signature of the proposer and seconder who must be members of the Club and must be accompanied by a statement in relation to the nominee as to his qualification for election as a Life member – Ex-Player member of the Club.

39. Nominations for Life member – Ex-Player membership shall be able to be lodged with the Club at any time up to and including the last Board meeting held before notices of an Annual General Meeting are required to be sent to members.

40. Provided there are at least four (4) directors present and entitled to vote considering a Life member – Ex-Player membership nomination or nominations a secret ballot will be conducted to determine whether any or all of the nominees shall be further considered for election to Life member – Ex-Player membership and only those receiving a majority of the votes of those present will be entitled to be so considered.

41. A further secret ballot will then be conducted in which each director present and entitled to vote may record a vote in the affirmative or negative in respect of each nominee entitled to be considered for Life member – Ex-Player membership.

42. The nominees then receiving affirmative votes that are equal to at least a majority of the number of directors voting shall be subject to the approval of a majority of the members present and eligible to vote at the next annual general meeting of the Club be declared elected to Life member – Ex-Player membership of the Club.

43. A member elected as a Life member – Ex-Player member shall be presented with a suitable memento in recognition of his or her service to the Club.

44. Every Life member – Ex-Player member shall be exempt from payment of annual membership subscriptions to the Club.

45. Every Life member – Ex-Player member shall be entitled to all the rights and privileges of a Club member.

46. Any person who upon the date of the special resolution adopting the Constitution was recorded in the Register of Members as a Life member – Ex-Player member shall continue as a Life member – Ex-Player member subject to these Rules.

47. A Life member – Ex-Player member when elected, is being elected to membership of the Club for life."

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

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

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) Kareela Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - (c) Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - (d) Senior members who have been financial members of the Club for at least three (3) consecutive years; and
 - (e) Life members who satisfy the requirements under Club members for voting on Special Resolutions.



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

Justin Coulton
Secretary & General Manager - Leagues Club

Dated this 28th day of February 2024

