

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 68th Annual General Meeting of CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED (the "Club") will be held on Wednesday 26 March 2025 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 27 March 2024.
2. To receive and consider the Year Ended 31 October 2024 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 consider and determine the Special Resolution ("Resolution 3") set out below in relation to amending the Constitution.
7. To deal with any other business of which due notice has been given to members.
8. 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 meetings 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

- 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

- Only the following members can vote on the Ordinary Resolution:
  - Club members who have been financial members of the Club for at least three (3) consecutive years; and
  - Golf Members who have been financial members of the Club for at least three (3) consecutive years;
  - Kareela Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
  - Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
  - Senior members who have been financial members of the Club for at least three (3) consecutive years; and
  - Life members and Life Members – Ex -Player.
- Under the Registered Clubs Act:
  - members who are employees of the Club are not entitled to vote; and
  - proxy voting is prohibited.

## RESOLUTION 2:

### SPECIAL RESOLUTION

- That the Constitution of the Club be amended as follows:
  - "Rule 6(b) is amended by:
    - the deletion of the words ", and the Cronulla Caringbah Junior Rugby League Football Club";
  - Rule 9(a)(ii) is amended by:
    - the deletion of the words "the Cronulla Caringbah Junior Rugby League Football Club and failing that then to";
  - Rule 76(e) is amended by:
    - the deletion of the words "and/or the Cronulla-Caringbah Junior Rugby League Football Club Inc".
- To make any formatting, cross referencing, typographical, lettering and numbering changes to the Constitution to give effect to the intention of the prior resolutions.

## EXPLANATORY NOTES

- The proposed amendment to remove the reference to the Cronulla-Caringbah Junior Rugby League Club is to align with the Club's current operations and affiliations. Removing this specific reference to one Club eliminates any implied commitments and allows the Club to operate with greater flexibility with all junior Clubs in the local community.
- Further, the amendments proposed are to provide greater flexibility in the allocation of funds and assets in the event of dissolution. By removing the specific reference to a particular junior club this allows the Club to distribute assets to a broader range of beneficiaries and ensures that if the Junior Club ceases to operate the assets can still be distributed appropriately with less difficulty or uncertainty.

## PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

- 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.
- The Special Resolution should be read in conjunction with the notes that follow the Special Resolution.
- Only the following members can vote on the Special Resolution:
  - Club members who have been financial members of the Club for at least three (3) consecutive years; and
  - Kareela Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
  - Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
  - Senior members who have been financial members of the Club for at least three (3) consecutive years; and
  - Life members and Life Members – Ex -Player 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 Special Resolution 2 to members.

**RESOLUTION 3:**

**SPECIAL RESOLUTION**

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

“Rule 53(a) is amended by:

- a. Insertion of the word “is” between the words “residence” and “in”;
- b. Deletion the words “is not less than a distance of 5 kilometers radius from the Club or such other greater distance” and replacing with the words “provided such residence is not within any minimum distance from the Club’s premises”.

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.

**EXPLANATORY NOTES**

- The amendments to the Constitution result from recent amendments to the Registered Clubs Act in relation to the removal of the 5km radius rule for entry into registered clubs.

**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 and Life Members Ex-Players -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 Special Resolution 3 to members.

By Order of the Board



Dino Mezzatesta  
Group Chief Executive Officer



Justin Coulton  
Secretary & General Manager - Leagues Club

Dated this 31 day of [March] 2025