

NOTICE OF ANNUAL GENERAL MEETING ASQUITH RUGBY LEAGUE CLUB LIMITED ACN 000 610 542

NOTICE IS GIVEN that the 2020 Annual General Meeting of Asquith Rugby League Club Ltd ACN 000 610 542 (Club) will be held at
Location: 11 - 37 Alexandria Parade Waitara NSW 2077
Date: Sunday 29 November 2020
Time: 10.30am

Business

- 1 To confirm the Minutes of the previous Annual General Meeting.
- 2 To receive and consider the President's Report.
- 3 To receive and consider the General Manager's Report.
- 4 To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2020.
- 5 To consider and, if thought fit, to pass Ordinary Resolution 1 regarding Directors' benefits.
- 6 To consider and, if thought fit, to pass Ordinary Resolution 2 regarding professional and educational development.
- 7 To consider and, if thought fit, to pass Ordinary Resolution 3 regarding any contribution by the Club to the wake of a deceased Club member.
- 8 To consider and, if thought fit, to pass each of the Special Resolutions to amend the Club's Constitution.
- 9 To notify members of each expression of interest in an amalgamation and unsolicited merger offer that the Club has received from another club within the prior 12 months (if any).
- 10 Any other business of which notice has been duly given.

Ordinary Resolution 1

That pursuant to the *Registered Clubs Act 1976* (NSW):

- 1 The members hereby approve and agree to the reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following activities:
 - (a) the reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or committee meeting on the day of that meeting when that meeting corresponds with a normal meal time;
 - (b) reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (c) reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors, provided the expenses incurred are approved by the Board before payment is made on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (d) the provision of blazers and associated apparel for the use of Directors in representing the Club;
 - (e) the provision of marked car parking spaces for the use of Directors and other officers of the Club;
 - (f) reasonable costs of the Directors and their partners attending the annual dinner and other functions as approved by the Board; and
 - (g) the reasonable cost of each Director receiving a Christmas hamper provided that the value of such hamper is not more than \$400.00 per Director.
- 2 The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only for those who are Directors of the Club and those persons who are directly involved in the above activities.

Explanatory Notes – Ordinary Resolution 1

- 1 Under the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**), Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.
- 2 If Ordinary Resolution 1 is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting, in relation to duties performed by the Club's Directors and other persons such as committee members.

Ordinary Resolution 2

That pursuant to the *Registered Clubs Act 1976* (NSW):

- 1 The members hereby approve and agree to the reasonable expenditure by the Club for professional development and educational activities until the next Annual General Meeting of the Club, being:
 - (a) the reasonable cost of Directors and their partners attending the ClubsNSW Annual General Meeting and the Leagues Clubs Australia's Annual General Meeting;
 - (b) the reasonable cost of Directors and management employees approved by the Board attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time, provided that the attendances are approved by the Board as being necessary for the benefit of the Club; and
 - (c) the reasonable cost of Directors and their partners and management employees, where appropriate, attending other registered clubs, hospitality and gaming venues for the purpose of viewing and assessing their facilities and methods of operation, provided such attendances are approved by the Board as being necessary for the benefit of the Club.
- 2 The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only for those who are Directors and those persons who are directly involved in the above activities.

Explanatory Notes – Ordinary Resolution 2

- 1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.
- 2 If Ordinary Resolution 2 is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting for Directors and other relevant persons to participate in the listed professional development and education activities. This expenditure is considered necessary to keep the Club up to date with current trends and developments which may have a significant bearing on the Club's operations and the way in which the Club conducts its business, and, for the Club to play its role in the industry and community.

Ordinary Resolution 3

That the members hereby:

- 1 Approve and agree to the reasonable expenditure by the Club with respect to the holding of wakes for deceased members of the Club on the following basis:
 - (a) The Club shall make a reasonable contribution to the holding of a wake for deceased Life Members, current and past Directors of the Club.
 - (b) The contribution shall be in the form of room hire, refreshments and food.
 - (c) The wake must be held at the Club premises.
 - (d) The contribution to the wake shall be determined by the General Manager taking into account the number of persons attending, length of membership and the contribution to the Club by the member.
 - (e) The General Manager shall also be authorised to have the discretion to make a contribution on behalf of the Club to a wake held at the Club for a member who does not qualify under paragraph (a) herein, where the General Manager considers appropriate in the circumstances.
 - (f) Where the Club makes a contribution to the wake of a deceased member, the family (or relevant person organising the wake) shall be advised of the amount of the contribution prior to the holding of the wake.
- 2 Acknowledge that the benefit in paragraph 1 above is not available to members generally but only to those persons who qualify in accordance with the requirements of paragraph 1 above.

Explanatory Notes – Ordinary Resolution 3

- 1 Under the Registered Clubs Act, Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.
- 2 If Ordinary Resolution 3 is passed, it will authorise the Club to make a contribution to the wake of a deceased member in certain circumstances, by providing room hire and refreshments/food.

Special Resolution 1

That the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 be amended by:

- Deleting rule 46 in its entirety and replacing it with the following new rule 46:

“46.(a) A person will immediately cease to be a member:

 - (i) if the person resigns by notice in writing to the Club or by any other statement or act that in the reasonable opinion of the Secretary or Board or a disciplinary committee signifies that the member intends to resign, and such resignation takes effect on the date the notice is given to the Club or on the date in which the member's intention to resign can be made out;

- (ii) if the person returns their membership card to the Club and states (verbally or in writing) that such return constitutes their resignation as a member, and such resignation takes effect on the date the card is given to the Club;
 - (iii) if the person dies;
 - (iv) if the person is removed from the Register of Members;
 - (v) in accordance with Rule 39 of this Constitution; or
 - (vi) if the person is expelled from membership as a result of a disciplinary proceeding.
- (b) Every person ceasing to be a member of the Club (whether by any event referred to in paragraph (a) or otherwise) shall forfeit all rights as a member of the Club provided that such persons shall remain liable for any annual subscription and all arrears due and unpaid at the date of cessation of their membership of the Club and any other moneys due by them at the date of cessation of their membership of the Club or for which they are or may become liable under this Constitution.”

Explanatory Notes – Special Resolution 1

- 1 Rule 46 has been updated to better set out the circumstances that may give rise to a person’s membership ceasing.
- 2 Under proposed new Rule 46, a person will cease to be a member if they die, they have not paid any funds owing to the Club within the requirement timeframes, they are removed from the Club’s Register of Members, if they are expelled from membership due to a disciplinary proceeding, or if they resign.
- 3 The new rule clarifies that a member may resign in more ways than just writing, including by returning their membership card or giving verbal/written notice of resignation.

Special Resolution 2

That the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 be amended by:

- Adding a new Rule 66A as follows:
“66A. A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before a meeting.”

Explanatory Notes – Special Resolution 2

- 1 The Board are responsible, both by law and under this Constitution, for the management and business of the Club’s affairs. These responsibilities are exercised at Board meetings, which enable Board members to address issues affecting the Club and make important decisions on the Club’s affairs and future direction.
- 2 The COVID-19 pandemic has created some practical difficulties for the regular convening and conducting of Board meetings. There is an increased likelihood that Board members may not always be present at a physically-held meeting.
- 3 The proposed new Rule 66A will confirm that Board meetings can be called and held via technology to ensure that the Board’s capacity to manage the business of the Club is not unduly interrupted. The Corporations Act has for some time included the ability for Boards to have meetings by use of technology. The proposed new rule simply confirms this by specifying it in the Constitution.

Special Resolution 3

That the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 be amended by:

- Adding a new rule 79(g) as follows:
“79. (g) A General Meeting (including the Annual General Meeting) may be held at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.”

Explanatory Notes – Special Resolution 3

- 1 In light of the COVID-19 pandemic, some legislation was introduced by the Federal Government to temporarily allow companies to conduct virtual meetings or meetings which were hybrids between virtual and in-person. This was to enable all companies to benefit from these provisions, even when their constitution did not provide for it.
- 2 Some companies (including clubs) have already provisions in their constitutions to allow for general meetings to be held using technology.
- 3 Whilst it is not a preferred option to the in-person meeting, such a provision allows the Club flexibility in situations where it is not practicable or possible to hold an in-person general meeting. Many companies that were ordinarily required to hold their AGMs in the first half of the year needed the benefit of this temporary legislative relief to hold their AGMs via technology.
- 4 The use of technology may also be an opportunity to increase participation in the Club’s General Meetings.
- 5 Therefore, proposed new rule 79(g) enables for member meetings to be held through the use of technology. This can be exercised as a virtual meeting in its entirety or as a hybrid meeting that will incorporate the use of technology in a physically-held meeting.

General Notes for Members

- 1 To be passed, each Ordinary Resolution must receive votes in its favour from a simple majority of those members who, being eligible to do so, vote on the Ordinary Resolution.
- 2 To be passed, each Special Resolution must receive votes in its favour from a three quarters majority of those members present and voting, being eligible to do so, vote on the Special Resolution.
- 3 Life Members and financial General Members are entitled to vote on each Ordinary Resolution and Special Resolution.
- 4 Members who are employees of the Club are not entitled to vote and proxy voting is prohibited under the Registered Clubs Act.
- 5 Members will be given a reasonable opportunity to speak and ask questions about each resolution at the Annual General Meeting.
- 6 A copy of the current Constitution is available to members on request from the Club's office.
- 7 Members are requested to address questions on matters to be considered at the Annual General Meeting to the General Manager in writing at least 7 days before the Annual General Meeting, so that they can be addressed and drawn to the attention of the meeting as appropriate.

BY ORDER OF THE BOARD

RAY AGOSTINO ACCM

Company Secretary & General Manager

16th September 2020

The Asquith Rugby League Club Ltd Annual Report will be available at magpieswaitara.com.au or by request at Reception