

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

NOTICE IS GIVEN that the 2021 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 23 January 2022
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 CEO's Report.
- 4 To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2021.
- 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 Life Membership Resolution 1 to elect Peter O'Brien to Life membership of the Club.
- 9 To consider and, if thought fit, to pass Life Membership Resolution 2 to elect Brian Fulmer to Life membership of the Club.
- 10 To consider and, if thought fit, to pass Life Membership Resolution 3 to elect Mark Dowel to Life membership of the Club.
- 11 To consider and, if thought fit, to pass Life Membership Resolution 4 to elect Paul Pollard to Life membership of the Club.
- 12 To consider and, if thought fit, to pass each of Special Resolutions 1, 2, 3 and 4 to amend the Club's Constitution.
- 13 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).
- 14 To conduct the biennial election of the Board (if required under the Club's Constitution) and declare the election of the Board.
- 15 Any other business of which notice has been duly given.

NOTES:

Members can view and download the Club's Annual Report for the financial year ending 30 June 2021 on the Club's website www.magpieswaitara.com.au by clicking on 'Publications'. The Club will send a copy of the Annual Report by email or post to any Full Member who makes a written request to the CEO.

Members can choose to receive Notices of Annual General Meetings and special General Meetings, along with associated materials such as Board election information, by email. If you would like to receive these documents by email, please notify the Club in writing and nominate your preferred email address.

The Club will be holding the Annual General Meeting at its Magpies Waitara premises and will be adhering to any restrictions on gatherings in force at the time of the Annual General Meeting.

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 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, and 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 CEO taking into account the number of persons attending, length of membership and the contribution to the Club by the member.
 - (e) The CEO 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 CEO considers it 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.
 - 3 Acknowledge that the benefit in paragraph 1 is subject to any restriction on gatherings imposed by the NSW and/or Commonwealth government in force at the time of the member's passing.

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.

Life Membership Resolution 1

That pursuant to Rule 25 of the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 (Club), Peter O'Brien be elected to Life membership of the Club.

Explanatory Notes – Life Membership Resolution 1

- 1 The Board received a nomination to elect Mr Peter O'Brien as a Life member of the Club, and resolved to put this nomination to the Club's membership at the Annual General Meeting.
- 2 The Board recommends the election of Peter O'Brien as a Life member for his exceptional service to the Club.
- 3 Life Member Resolution 1 will be passed if at least a three-quarters majority of those present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution by way of a ballot.

Life Membership Resolution 2

That pursuant to Rule 25 of the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 (Club), Brian Fulmer be elected to Life membership of the Club.

Explanatory Notes – Life Membership Resolution 2

- 1 The Board received a nomination to elect Mr Brian Fulmer as a Life member of the Club, and resolved to put this nomination to the Club's membership at the Annual General Meeting.
- 2 The Board recommends the election of Brian Fulmer as a Life member for his exceptional service to the Club.
- 3 Life Member Resolution 2 will be passed if at least a three-quarters majority of those present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution by way of a ballot.

Life Membership Resolution 3

That pursuant to Rule 25 of the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 (Club), Mark Dowel be elected to Life membership of the Club.

Explanatory Notes – Life Membership Resolution 3

- 1 The Board received a nomination to elect Mr Mark Dowel as a Life member of the Club, and resolved to put this nomination to the Club's membership at the Annual General Meeting.
- 2 The Board recommends the election of Mark Dowel as a Life member for his exceptional service to the Club.
- 3 Life Member Resolution 3 will be passed if at least a three-quarters majority of those present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution by way of a ballot.

Life Membership Resolution 4

That pursuant to Rule 25 of the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 (Club), Paul Pollard be elected to Life membership of the Club.

Explanatory Notes – Life Membership Resolution 4

- 1 The Board received a nomination to elect Mr Paul Pollard as a Life member of the Club, and resolved to put this nomination to the Club's membership at the Annual General Meeting.
- 2 The Board recommends the election of Paul Pollard as a Life member for his exceptional service to the Club.
- 3 Life Member Resolution 4 will be passed if at least a three-quarters majority of those present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution by way of a ballot.

Special Resolution 1

That the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 be amended by deleting rule 15 in its entirety and replacing it with the following new rule 15:

- "15. The number of Ordinary members of the Club shall consist of or include not less than such number of Ordinary members as prescribed by the Registered Clubs Act.*

Explanatory Notes – Special Resolution 1

- 1 Special Resolution 1 proposes a housekeeping amendment to Rule 15 of the Constitution, to better reflect the requirements under the Registered Clubs Act.
- 2 The current Rule 15 states that the number of Full members of the Club (i.e. Ordinary members and Life members) must not exceed the maximum prescribed under the Registered Clubs Act. However, the Registered Clubs Act, as at the date of this meeting, does not prescribe a maximum number of Full members for any registered club.
- 3 Rather, section 12 of the Registered Clubs Act prescribes a minimum number of Ordinary members for registered clubs. Proposed new Rule 15 will therefore be tidied up consistent with the minimum limits for Ordinary membership under the Registered Clubs Act.

Special Resolution 2

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

- Inserting new Rule 44A which reads as follows:

"44A. The powers of the Board under Rule 44 may be exercised by a disciplinary committee of at least three (3) persons (which must include at least two (2) Directors). A quorum of the disciplinary committee is three (3) committee members."
- Deleting Rules 44(f) and 44(g) and replacing them with the following new Rules 44(f) and 44(g):

"44 (f) After the Board has considered all the evidence put against the member, it shall come to a decision as to the member's guilt or innocence in relation to the charge. If the Board finds the member guilty of the charge:

 - (i) it must inform the member prior to considering any penalty, if the member has attended the meeting; or*
 - (ii) it may proceed to determine the penalty, if the member has not attended the meeting.*

- (g) *The member shall be given a further opportunity to address the Board in relation to the penalty appropriate to a charge of which the member has been found guilty if the member has attended the meeting, otherwise the Board may decide on the evidence before it."*

Explanatory Notes – Special Resolution 2

- 1 Special Resolution 2 proposes to insert a new Rule 44A and amend Rules 44(f) and 44(g) of the Constitution, to clarify the Club's rules relating to member disciplinary proceedings.
- 2 Proposed new rule 44A confirms that a disciplinary committee may conduct the disciplinary process. The Board has already been facilitating this for some years based on its ability to establish and delegate to committees. However, the proposed new rule seeks to confirm this. The Club considers that this will be a more efficient means of facilitating the disciplinary process as opposed to requiring the entire Board to do so.
- 3 In addition, the proposed changes to Rules 44(f) and 44(g) will better reflect the ClubsNSW Code of Practice and articulate more clearly that some of the disciplinary requirements only apply where a member has attended the disciplinary meeting.
- 4 Specifically, new Rule 44(f) confirms that if a member does not attend the disciplinary meeting at which the charge against that member is to be heard, the Board can decide on both the member's guilt/innocence and on the penalty to be imposed (if the member is found guilty). New Rule 44(g) confirms that a member found guilty (who has attended the meeting at which the charge was heard) will have a further opportunity to address the Board in relation to the Board's decision on an appropriate penalty.
- 5 Both changes generally reflect the processes already being undertaken by the Club's Board or disciplinary committee – however the Constitution is being updated for more clarity and to be more consistent with Rule 44(e).

Special Resolution 3

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

- Inserting new Rule 50A which reads as follows:
"50A. *The Secretary will determine the closing date and time for the receipt of nominations, which will be no less than 7 days before the date of the Annual General Meeting at which an election is required."*
- Deleting Rule 51 in its entirety and replacing it with the following new Rule 51:
"51. *As soon as reasonably practicable after nominations have closed, the Secretary will post the names of the duly nominated candidates on the Club Notice Board."*

Explanatory Notes – Special Resolution 3

- 1 Special Resolution 3 proposes to insert a new Rule 50A and amend Rule 51 of the Constitution to clarify the Club's rules relating to the Board nomination process.
- 2 Given that the existing Constitution does not appear to prescribe a closing period for the receipt of nominations, proposed new Rule 50A confirms that the CEO will determine the closing date and time for the receipt of nominations. This new requirement will ensure that nominations are received in a timely manner before that AGM.
- 3 Proposed new Rule 51 is a housekeeping amendment and requires that the CEO display the names of the nominated candidates on the Club Notice Board as soon as reasonably practicable after the nominations period closes.

Special Resolution 4

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

- Inserting new Rule 76(k), which reads as follows:
"76. (k) *fails to complete any training for a registered club director that the person is required to complete pursuant to the Registered Clubs Act within the prescribed period, provided that this clause shall not apply for any director who is exempt from completing such training under the Registered Clubs Act."*
- Deleting the word "or" at the end of Rule 76(i);
- Deleting the full stop at the end of Rule 76(j) and replacing it with "; or"

Explanatory Notes – Special Resolution 4

- 1 Special Resolution 4 proposes to insert a new paragraph (k) into existing Rule 76, which lists circumstances giving rise to a casual vacancy on the Board. Proposed new Rule 76(k) expands this list to provide that any member of the Board who does not complete their compulsory training under the Registered Clubs Act will immediately vacate their position.
- 2 The proposed new Rule 76(k) is a common provision included in registered club constitutions to confirm more expressly that such training is mandatory for all Board members, and which avoids non-compliance by the Club with the Registered Clubs Act.

General Notes for Members

- 1 To be passed, each Ordinary Resolution must receive votes in its favour from a simple majority of those members present and voting who, being eligible to do so, vote on the Ordinary Resolution.
- 2 To be passed, each Life Membership Resolution must receive votes in its favour from a three-quarters majority of those members present and voting who, being eligible to do so, vote on the Life Membership Resolution. The Life Member Resolutions shall be conducted by way of ballot.
- 3 To be passed, each Special Resolution must receive votes in its favour from a three-quarters majority of those members present and voting who, being eligible to do so, vote on the Special Resolution.
- 4 Life Members and financial General Members are entitled to vote on each Ordinary Resolution, each Life Membership Resolution and each Special Resolution.
- 5 Members who are employees of the Club are not entitled to vote and proxy voting is prohibited under the Registered Clubs Act.
- 6 Members will be given a reasonable opportunity to speak and ask questions about each resolution at the Annual General Meeting.
- 7 A copy of the current Constitution is available to members on request from the Club's office.
- 8 Members are requested to address questions on matters to be considered at the Annual General Meeting to the CEO 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

ANDREW VELDON

Company Secretary & Chief Executive Officer

27 October 2021

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