

NOTICE OF ANNUAL GENERAL MEETING

ASQUITH RUGBY LEAGUE CLUB LIMITED

ACN 000 610 542

NOTICE IS GIVEN that the 2023 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, 26 November 2023

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 2023.
- 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 Life Membership Resolutions 1-4 to elect Ian Jordison, Chris Caddey, Michael Mercer and Michelle Kelly as Life members of the Club.
- 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 To conduct the biennial election of the Board (if required under the Club's Constitution) and declare the results of the election.
- 11 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 2023 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.

ORDINARY RESOLUTIONS

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, 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, and management employees approved by the Board 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.

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 RESOLUTIONS

Life Membership Resolution 1

That pursuant to Rule 25 of the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 (**Club**), Ian Jordison be elected as a Life member of the Club.

Explanatory Notes – Life Membership Resolution 1

- 1 Under Rule 25(b) of the Club's Constitution, a General member who has rendered exceptional, unusual or distinguished service to the Club may be elected to Life membership.
- 2 To be carried, Life Membership Resolution 1 requires a vote (via ballot) in favour by at least a 75% majority of those members present and voting at the meeting. The Board recommends this resolution to the members in recognition of Ian's exceptional service to the Club.
- 3 Financial General members and Life members are entitled to vote on Life Membership Resolution 1.

Life Membership Resolution 2

That pursuant to Rule 25 of the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 (**Club**), Chris Caddey be elected as a Life member of the Club.

Explanatory Notes – Life Membership Resolution 2

- 1 Under Rule 25(b) of the Club's Constitution, a General member who has rendered exceptional, unusual or distinguished service to the Club may be elected to Life membership.
- 2 To be carried, Life Membership Resolution 2 requires a vote (via ballot) in favour by at least a 75% majority of those members present and voting at the meeting. The Board recommends this resolution to the members in recognition of Chris' exceptional service to the Club.
- 3 Financial General members and Life members are entitled to vote on Life Membership Resolution 2.

Life Membership Resolution 3

That pursuant to Rule 25 of the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 (**Club**), Michael Mercer be elected as a Life member of the Club.

Explanatory Notes – Life Membership Resolution 3

- 1 Under Rule 25(b) of the Club's Constitution, a General member who has rendered exceptional, unusual or distinguished service to the Club may be elected to Life membership.
- 2 To be carried, Life Membership Resolution 3 requires a vote (via ballot) in favour by at least a 75% majority of those members present and voting at the meeting. The Board recommends this resolution to the members in recognition of Michael's exceptional service to the Club.
- 3 Financial General members and Life members are entitled to vote on Life Membership Resolution 3.

Life Membership Resolution 4

That pursuant to Rule 25 of the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 (**Club**), Michelle Kelly be elected as a Life member of the Club.

Explanatory Notes – Life Membership Resolution 4

- 1 Under Rule 25(b) of the Club's Constitution, a General member who has rendered exceptional, unusual or distinguished service to the Club may be elected to Life membership.
- 2 To be carried, Life Membership Resolution 4 requires a vote (via ballot) in favour by at least a 75% majority of those members present and voting at the meeting. The Board recommends this resolution to the members in recognition of Michelle's exceptional service to the Club.
- 3 Financial General members and Life members are entitled to vote on Life Membership Resolution 4.

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 by way of ballot from a three-quarters majority of those members who being eligible to do so, vote on the Life Membership Resolutions. Life members and financial General members are entitled to vote on the Life membership resolutions.
- 3 Life Members and financial General Members are entitled to vote on each Ordinary Resolution and each 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 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

20 September 2023