

# NOTICE OF ANNUAL GENERAL MEETING

## ASQUITH RUGBY LEAGUE CLUB LTD

### ACN 000 610 542

**NOTICE IS GIVEN** that the 2024 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, 24 November 2024

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 2024.
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 Special Resolutions 1-4 to amend the Constitution 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. 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 2024 on the Club's website [www.magpieswaitara.com.au](http://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.

### **SPECIAL RESOLUTIONS** **Special Resolution 1**

That the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 is amended by inserting the words “eligible members” before the word “present” in Rule 25(b), so that the new Rule 25(b) will read as follows:

*"25(b) A General member who has rendered exceptional or unusual or distinguished service to the Club and has been elected as such by resolution carried by a three-quarters majority of those eligible members present and voting at a General Meeting, following the submission to such meeting of an appropriate recommendation from the Board, shall be a Life member. Notwithstanding Rule 85.(a), the vote on any such resolution will be by a ballot."*

### **Explanatory Notes – Special Resolution 1**

- 1 Under Rule 25(b) of the Club's Constitution, one of the prerequisites for Life membership is that any such candidate be elected as a Life member by resolution carried by a three-quarters majority of “those present and voting” at a General Meeting of the Club.
- 2 Not all membership classes under the Club's Constitution carry voting rights – for example, Employee members are not entitled to vote.
- 3 Accordingly, the changes contemplated by this Special Resolution 1 are being proposed to clarify that a person shall be admitted to Life membership on being elected by at least 75% of those members present at a General Meeting who are also eligible to vote under the Constitution.
- 4 Financial General members and Life members are entitled to vote on Special Resolution 1. To be carried, Special Resolution 1 requires a vote in favour by at least a 75% majority of such members present at this meeting.

### **Special Resolution 2**

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

- inserting new Rule 50(c) as follows:  
*"50(c) The nomination shall be in such form and contain such particulars as determined by the Board from time to time and may require certain information to be supported by a statutory declaration."*
- inserting new Rule 50B as follows:  
*"50B No member will be eligible to be nominated for election to the Board in an election year unless the member has completed a pre-nomination session held by the Club for that year. This eligibility requirement shall not apply to a current director of the Club who is standing for re-election and who has previously completed a pre-nomination session held by the Club."*
- inserting new Rule 51A as follows:  
*"51A Any failure to complete the nomination form correctly may result in a candidate being ineligible to be nominated for election to the Board. The Board may commence disciplinary hearings against any candidate whose nomination form contains a material misstatement or omission."*

## Explanatory Notes – Special Resolution 2

- 1 Proposed new Rule 50(c) provides that nomination forms for election to the Board shall be in such form and contain such particulars as determined by the Board. It also provides that members may be required to lodge a statutory declaration to support certain information relating to their nomination – this proposed requirement better preserves the integrity of the election process by discouraging false or misleading information in a nomination form.
- 2 Under proposed new Rule 50B, the Board proposes to document in the requirement for nominees for election to the Board to attend a mandatory pre-nomination session prior to each election. This requirement is already set out in the Club's By-Laws but this proposed special resolution will carry this across into the Constitution. This requirement ensures nominees have a basic understanding of their duties and obligations in anticipation of being elected to the Board. However, attendance at such a workshop shall not be mandated for directors who are standing for re-election and have previously completed a pre-nomination session held by the Club. This session will be supplemented by more comprehensive training courses to be undertaken by directors under the Registered Clubs Act.
- 3 Proposed new Rule 51A provides the Board with recourse against any member who incorrectly completes a nomination form. Similar to proposed new Rule 50B, this Rule 51A is being proposed to ensure that no unfair advantage is procured by a member seeking to be nominated for election to the Board based on false or misleading information.
- 4 Financial General members and Life members are entitled to vote on Special Resolution 2. To be carried, Special Resolution 2 requires a vote in favour by at least a 75% majority of such members present at this meeting.

## Special Resolution 3

That the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 is amended by inserting new Rule 55A as follows:

"55A No member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote" information or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club."

## Explanatory Notes – Special Resolution 3

- 1 Proposed new Rule 55A is being introduced to prevent the distribution of "how to vote" or other similar materials at the Club's premises or its surrounding precincts, as such behaviour may pose as a disturbance to members in attendance at the Club.
- 2 This requirement is largely reflected in the Club's current By-Laws but Special Resolution 3 proposes to carry this requirement across into the Constitution.
- 3 Financial General members and Life members are entitled to vote on Special Resolution 3. To be carried, Special Resolution 3 requires a vote in favour by at least a 75% majority of such members present at this meeting.

## Special Resolution 4

That the Constitution of Asquith Rugby League Club Ltd ACN 000 610 542 is amended by deleting existing Rule 60 and replacing it with the following new Rule 60:

"60 A person is ineligible to be a member of any section created under this Constitution unless he or she is:

- (a) a financial member of the Club;
- (b) at least 18 years of age; and
- (c) a player, participant, team official, committee person or ground official in respect of any game held on the Club's premises or in a competition or tournament of which the Club is a participant.

## Explanatory Notes – Special Resolution 4

- 1 The Board is proposing to introduce two new eligibility requirements for any prospective member of a committee/section of the Club. The first is that such a member be at least 18 years of age (i.e. an appropriate age to hold a position of this kind). Secondly, the person must be a player, participant, team official, committee person or ground official in respect of any game held on the Club's premises or in a competition or tournament of which the Club is a participant.
- 2 Financial General members and Life members are entitled to vote on Special Resolution 4. To be carried, Special Resolution 4 requires a vote in favour by at least a 75% majority of such members present at this 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 present and voting 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 who 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 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  
23 October 2024