



**CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED
ACN 000 202 826**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 60th Annual General Meeting of **CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED** will be held on **Thursday, 23 March, 2017 at 7:00pm** at the premises of the Club, 461 Captain Cook Drive, Woolooware, 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 Thursday 31 March 2016.
2. To receive and consider the Year Ended 31 October 2016 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 set out below in relation to directors' expenses.
5. To consider and vote upon the Special Resolutions set out below seeking to amend the Club's Constitution.
6. To consider the following nomination for Life Membership of the Club as endorsed by the Board of Directors at the Board Meeting held on Wednesday, 1st February 2017:

Mr. Brian Quinn.
7. To deal with any other business of which due notice has been given to members.
8. To receive by way of general business recommendations and comments for the incoming Board.

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 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.

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 ClubsNSW, 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 meeting 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.”
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FIRST SPECIAL RESOLUTION

That the Constitution of Cronulla-Sutherland Leagues Club Limited be amended by:

- (a) **deleting** the words, “and/or the Cronulla-Caringbah Junior Rugby Football Club Inc.” from Rule 50 (a) (i); and
- (b) **deleting** Rule 54 (c) which provides as follows:

“Notwithstanding Rule 54(a):

- (A) *the Board or a committee of the Board shall be entitled to identify appropriate candidates for election to the Board and advise members of such candidates; and*
 - (B) *the conduct referred to in Rule 54(c)(i) shall not constitute electioneering or a breach of Rule 54(a).”*
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SECOND SPECIAL RESOLUTION

That the Constitution of Cronulla-Sutherland Leagues Club Limited be amended by:

- (a) **inserting** into Rule 5(a) the following definitions:

*“**Gaming Machines Act**” means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.*

*“**Liquor Act**” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.*

*“**Registered Clubs Act**” means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.”*

- (b) **inserting** into Rule 6(k) after the words, “any part of the property of the Club subject to” the words, “the Liquor Act and”;
- (c) **deleting** from Rule 6(r) the words “Certificate of Registration under the Registered Clubs Act” and in lieu thereof **inserting** the words, “club licence under the Liquor Act”;
- (d) **deleting** from Rule 12 the words, “a Certificate of Registration under Part II of the Registered Clubs Act” and in lieu thereof **inserting** the words, “a club licence under the Liquor Act”;
- (e) **deleting** from Rule 12 the words, “such a certificate” and in lieu thereof **inserting** the words, “such a licence”;

- (f) **inserting** the following new Rule 21(d)(iii):
- “(iii) attend and vote at any general meeting on any issue where the Registered Clubs Act or the Gaming Machines Act provides that ordinary members (as defined in the Registered Clubs Act) are permitted to vote on the resolution.”
- (g) **inserting** at the beginning of Rule 21(e)(i) the words, “Subject to Rule 21(d)(iii)”;
- (h) **inserting** the following new Rule 22(e)(iii):
- “(iii) attend and vote at any general meeting on any issue where the Registered Clubs Act or the Gaming Machines Act provides that ordinary members (as defined in the Registered Clubs Act) are permitted to vote on the resolution.”
- (i) **inserting** at the beginning of Rule 22(f)(i) the words, “Subject to Rule 22(e)(iii),”;
- (j) **inserting** the following new Rule 23(e)(iii):
- “(iii) attend and vote at any general meeting on any issue where the Registered Clubs Act or the Gaming Machines Act provides that ordinary members (as defined in the Registered Clubs Act) are permitted to vote on the resolution.”
- (k) **inserting** at the beginning of Rule 23(f)(i) the words, “Subject to Rule 23(e)(iii)”;
- (l) **inserting** into Rule 29(d)(i) after the words, “the name in full” the words “or the surname and initials”;
- (m) **deleting** Rules 29(d)(iii) and 29(d)(iv);
- (n) **inserting** into Rule 31(f)(i) after the words, “the name in full” the words, “or the surname and initials”;
- (o) **deleting** Rule 31(f)(iii) and **renumbering** the remaining provision accordingly;
- (p) **inserting** at the beginning of Rule 32(a) the words, “Subject to Rules 21(d)(iii), 22(e)(iii) and 23(e)(iii),”;
- (q) **inserting** at the end of Rule 39(d) the following words:
- “This register shall set forth in respect of each of those guests:
- (i) the name in full or the surname and initials;
- (ii) the address;
- (iii) the date on which the entry of the guest’s name in the register is made;
- (iv) the signature of the member introducing the guest.”
- (r) **inserting** into Rule 43 after the words, “the Board” the words, “or the Secretary (independently of the Board)”;
- (s) **inserting** the following new Rule 43A:
- “43A. (a) Subject to Rules 43A(b) and 43A(c), a member who:
- (i) incurs a debt to the Club; and
- (ii) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof,
- may, by resolution of the Board, be suspended or expelled from membership.
- (b) A member shall be notified, by notice in writing sent by post to the member’s last known address, at least fourteen (14) days before the meeting of the Board at which the resolution is to be considered of the Board’s intention to suspend or expel the member pursuant to Rule 43A(a).

- (c) *The provisions of Rules 41 and 42 shall not apply to any member suspended or expelled pursuant to Rule 43A(a)."*
- (t) **deleting** from Rule 44 the words, "and 43" and in lieu thereof **inserting** the words, "43 and 43A",
- (u) **deleting** from Rules 45(a) and 45(c) the words, "section 67A of the Registered Clubs Act" and in lieu thereof **inserting** the words, "section 77 of the Liquor Act",
- (v) **inserting** at the end of Rule 45(a)(iii) the words, "or the Liquor Act",
- (w) **deleting** from Rule 47(a) the words, "Honorary members" and in lieu thereof **inserting** the words, "Junior members",
- (x) **inserting** into Rule 47(b) after the words, "address of the guest" the words, "; the date",
- (y) **deleting** from Rule 47(c) the words, "Rule 41(c)" and in lieu thereof **inserting** the words, "Rule 45",
- (z) **inserting** into Rule 47(i) after the words, "the Secretary" the words, "or senior employee then on duty",
- (aa) **deleting** Rule 49 and in lieu thereof **inserting** the following new Rule 49:
- "49. For the purposes of Rule 48, "responsible adult" means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
- (b) the minor's spouse or de facto partner;
- (c) for the time being, standing in as the parent of the minor."
- (bb) **inserting** into Rule 57(j) after the words, "unless the requirements of" the words, "the Liquor Act and",
- (cc) **deleting** from Rule 70 the words, "section 41G of the Registered Clubs Act" and in lieu thereof **inserting** the words, "clause 20 of the Regulations made under the Registered Clubs Act",
- (dd) **deleting** Rules 71 to 73 inclusive and in lieu thereof **inserting** the following new Rules 71 to 73:
- "71. Deleted.
72. Deleted.
73. Deleted."
- (ee) **inserting** at the end of Rule 79(f) the words, "or the Liquor Act",
- (ff) **deleting** Rule 83(d) and **renumbering** the remaining provisions accordingly.
- (gg) **deleting** Rules 98(b) to (d) inclusive and **inserting** the following new Rules 98(b) to (f):
- "(b) prepare, on a quarterly basis, financial statements that incorporate:
- (i) the Club's profit and loss accounts and trading accounts for the quarter; and
- (ii) a balance sheet as at the end of the quarter.
- (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.
- (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within forty-eight (48) hours of the statements being adopted by the Board.
- (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.

(f) *provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.*”

(hh) **deleting** Rule 100 and in lieu thereof **inserting** the following new Rule 100:

“100. (a) *The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.*

(b) *In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of October immediately prior to the Annual General Meeting:*

(i) *the financial report of the Club; and*

(ii) *the directors' report;*

(iii) *the auditors' report on the financial report.*”

(ii) **deleting** Rule 101 and in lieu thereof **inserting** the following new Rule 101:

“101. *Deleted.*”

NOTES TO MEMBERS AND PROCEDURAL MATTERS

First Special Resolution

1. Item (a) in the First Special Resolution will simply correct a slight error when a number of amendments were made to the Constitution in 2016 by removing reference to the Cronulla-Caringbah Junior Rugby Football Club Inc as an eligibility requirement for the Board.
2. Item (b) will remove rule 54 (c) from the Constitution which allows the Board to identify candidates for election to the Board who have the support of the Board. The Electoral Commission has indicated that in its view this provision could be seen as giving those candidates identified by the Board an advantage over other candidates which could involve the Club in breaching the equality rule set out in section 10 (1) (i) of the Registered Clubs Act. Rule 54 (c) was included with the members in mind to promote better corporate governance however because of the possibility of its use creating potential difficulties for the Club the Board have decided to ask members to vote to delete it from the Constitution.

Second Special Resolution

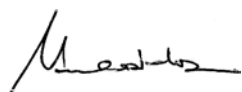
1. The Second Special Resolution proposes a number of amendments to the Constitution to ensure the Constitution:
 - (a) reflects and is consistent with current legislation; and
 - (b) is up to date and in good working order.
2. Paragraph (a) inserts appropriate definitions of the *Gaming Machines Act*, *Liquor Act* and *Registered Clubs Act*, which are used throughout the Club's Constitution.
3. Paragraph (b), (v), (bb) and (ee) insert appropriate references to the *Liquor Act*.
4. Paragraphs (c) to (e) inclusive delete references to the Certificate of Registration which was previously held by the Club and insert references to the club licence which is now held by the Club.
5. Paragraphs (f), (g), (h), (i), (j), (k) and (p) insert new provisions relating to the voting rights of those Club members, Perpetual members and Senior members that have been financial members of the Club for less than three (3) consecutive years. These amendments reflect the existing rights of these members to attend and vote at a meeting of the Club on a limited range of matters set out in the *Gaming Machines Act* and *Registered Clubs Act*. Accordingly, these amendments will not result in any change to these members' existing voting rights under the Constitution.

6. Paragraphs (l), (m), (n), (o) and (q) amend existing provisions relating to the register of Honorary members, Temporary members and guests to bring those provisions into line with the *Registered Clubs Act*.
7. Paragraph (r) amends an existing provision relating to disciplinary proceedings to provide the Club's Secretary with the right to immediately suspend any member that has been charged in respect of a disciplinary matter. Currently, the Board is only entitled to exercise this right. However, this amendment reflects the good practice adopted by many clubs.
8. Paragraphs (s) and (t) insert new provisions relating to disciplinary proceedings to allow the Board to suspend or expel from membership any member who incurs a debt to the Club and fails to discharge that debt. In these circumstances, the Club is not required to follow the disciplinary procedure set out in Rules 41 and 42 of the Constitution. This is a common clause in club constitutions.
9. Paragraphs (u) and (cc) update cross-references to the *Liquor Act* and *Registered Clubs Regulation*.
10. Paragraphs (w), (x), (z) and (aa) amend existing provisions relating to guests of members to bring the Constitution into line with best practice, the *Liquor Act* and the *Registered Clubs Act*.
11. Paragraph (y) corrects a cross-reference in the Constitution.
12. Paragraphs (dd) and (ii) delete provisions that reflect the former requirements of the *Registered Clubs Act* that no longer apply.
13. Paragraph (ff) deletes Rule 83(d) for the following reasons:
 - (a) it is inconsistent with Rule 83(a). Rule 83(a) provides only twenty-one (21) days' notice of an Annual General Meeting is required and is consistent with the *Corporations Act*; and
 - (b) the remainder of Rule 83(d) is not required because the requirement to post a notice of the last day for receiving nominations on the Club Notice Board at least fifty (50) days before the date of the Club's AGM is replicated in Rule 53(a).
14. Paragraphs (gg) and (hh) insert new provisions relating to the accounting and reporting requirements of the Club to bring the Constitution into line with the *Corporations Act* and *Registered Clubs Regulation*.

Procedural Matters

15. To be passed each 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.
16. Under the Registered Clubs Act:
 - (c) members who are employees of the Club are not entitled to vote; and
 - (d) proxy voting is prohibited.
17. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
18. The Board of the Club recommends both Special Resolutions to members.

By Order of the Board



MARCELO A. VELOZ
Chief Executive Officer

Dated this 10th day of February 2017.