



CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED
ACN 000 202 826

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 62nd Annual General Meeting of **CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED** will be held on **Thursday 21 March 2019 at 7:00pm** at the premises of the Club, 461 Captain Cook Drive, Woollooware, 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 22 March 2018.
2. To receive and consider the Year Ended 31 October 2018 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 determine the Special Resolution set out below.
6. To deal with any other business of which due notice has been given to members.
7. 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.

Note 4. Voting for the Cronulla-Sutherland Leagues Club Ltd 2019 Election of the Board of Five (5) Directors will be conducted at the Club at the following times:

Saturday	16 March 2019	10am to 4pm
Sunday	17 March 2019	10am to 4pm
Monday	18 March 2019	2pm to 8pm
Tuesday	19 March 2019	2pm to 8pm
Wednesday	20 March 2019	10am to 4pm



CRONULLA SUTHERLAND LEAGUES CLUB

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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 Clubs NSW, 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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Procedural Matters

1. To be passed, the Resolution must receive votes from a simple majority of those members who being eligible to do so vote in person on the Resolution at the meeting.
 2. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
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NOTICE OF SPECIAL RESOLUTION

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, a 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.
2. The Special Resolution should be read in conjunction with the notes that follow the Special Resolution.



3. Only the following members can vote on the Special Resolution:
 - (a) Club members who have been financial members of the Club for at least three (3) consecutive years; and
 - (b) Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - (c) Senior members who have been financial members of the Club for at least three (3) consecutive years; and
 - (d) Life members.
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

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

- (a) **deleting** Rule 53(k) and in lieu thereof **inserting** the following new Rule 53(k):

“(k) Deleted.”
- (b) **deleting** Rule 53(m) and in lieu thereof **inserting** the following new Rule 53(m):

“(m) The ballot shall be conducted on such days and during such times as shall be determined by the Board from time to time provided that the ballot shall close at 4:00pm on the day preceding the date fixed for the Annual General Meeting.”

Notes to Members on the Special Resolution

1. The Special Resolution amends provisions of the Club’s Constitution relating to the voting times for the election of the Board.
 2. The Constitution currently provides that the ballot shall be open to members for at least thirty (30) hours and the ballot shall close at 4:00pm on the day preceding the date fixed for the Annual General Meeting.
 3. If the Special Resolution is passed, the ballot shall be conducted on such days and during such times as shall be determined by the Board (which may be more or less than thirty (30) hours) provided that the ballot shall continue to close at 4:00pm on the day preceding the date fixed for the Annual General Meeting.
 4. The Board recommends this amendment because it provides greater flexibility in respect of determining the voting times for the election of the Board.
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By Order of the Board

BARRY RUSSELL
Interim Group Chief Executive Officer

Dated this 27th day of February 2019