



ABN: 86 002 692 186

PO Box 2219, Taren Point, NSW, 2229

**CRONULLA-SUTHERLAND DISTRICT RUGBY LEAGUE FOOTBALL CLUB LIMITED**  
**ACN 002 692 186**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 63<sup>rd</sup> Annual General Meeting of **CRONULLA-SUTHERLAND DISTRICT RUGBY LEAGUE CLUB LIMITED** will be held on **Monday 30 March 2020** commencing immediately after the conclusion of the Annual General Meeting of the Cronulla Sutherland Leagues Club Limited (which will commence at 7:00pm) at the premises of Sporties @ Kareela Golf Club, 1 Bates Drive, Kareela, 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 21 March 2019.
2. To receive and consider the Year Ended 31 October 2019 Financial Report, Directors' Report and Auditors' report.
3. Declaration of Directors – to declare the names of directors for the ensuing year.
4. To consider and determine the Ordinary Resolution set out below in relation to directors' expenses.
5. To deal with any other business of which due notice has been given to members.
6. General Business.

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**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 Interim Chief Executive Officer, Mr Marc Liddell, 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.



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### ORDINARY RESOLUTION

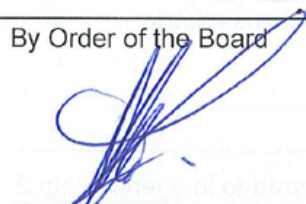
- “(a) That the members hereby approve of reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following:
- (i) The reasonable costs of directors attending seminars, lectures and other educational activities and training as determined by the Board from time to 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.”

### Procedural Matters


1. To be passed, the Resolution must receive a simple majority of votes from those members present and voting either in person or by proxy.

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By Order of the Board



**MARC LIDDELL**  
Interim Group Chief Executive Officer



**ELIE BASSIL**  
Secretary – Leagues Club

Dated this 2nd day of March 2020



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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 63<sup>rd</sup> Annual General Meeting of **CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED** ( the "Club") will be held on **Monday 30 March 2020 at 7:00pm** at the premises of Sporties @ Kareela Golf, 1 Bates Drive, Kareela, 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 21 March 2019.
2. To receive and consider the Year Ended 31 October 2019 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 ("Resolution 1") set out below in relation to directors' expenses.
5. To consider and determine the Special Resolution ("Resolution 2") set out below in relation to amending the Constitution to allow the Board to determine whether a past employee executive of the Club can stand and be elected to the Board.
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.

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**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 Interim Chief Executive Officer, Mr Marc Liddell, 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.

## **RESOLUTION 1:**

### **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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### **Explanatory Notes**

1. Under the *Registered Clubs Act 1976* (**Registered Clubs Act**) benefits can only be provided by the Club for Directors and other members, that are not offered equally to all Full Members of the Club, if approved by ordinary resolution of the members.
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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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## **RESOLUTION 2:**

### **SPECIAL RESOLUTION**

1. That the Constitution of the Club be amended by amending Rule 52(f) so that it will now read as follows:
  - “(f) was an employee:
    - (i) of the Club and/or the Football Club in an executive capacity within the period of three (3) years prior to nomination, election or appointment to the Board; and
    - (ii) has not received prior written approval of the Board permitting the person, notwithstanding (i) above, to nominate, stand for and be elected or appointed to the Board with respect to a specific election, or appointed for a specific period, as set out in the Board’s written approval;”
2. To make any formatting, cross referencing and numbering changes to the Constitution to give effect to the intention of prior resolutions.

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## **Explanatory Notes**

1. Resolution 2, if passed will allow for previous executive employees of the Club and/or Football Club to nominate for election, stand for election and to be elected or appointed to the Board, within the usual three (3) year post-employment restraint period for executive employees, if they have received the prior written approval of the Board.
2. The Board considers that it is appropriate that with its prior written approval that a prior executive employee of the Club and/or Football Club should be able to stand for election or be appointed to the Board. The Board considers that from time to time it would benefit the Club to be able to access the talent and skills of past executive employees.

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## **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. If members have questions on the Special Resolution they are respectfully requested to submit them to the Interim Chief Executive Officer, Mr Marc Liddell, at least seven (7) days before the Annual General Meeting.
6. The Board of the Club recommends the Special Resolution to members.

By Order of the Board



**MARC LIDDELL**

Interim Group Chief Executive Officer



**ELIE BASSIL**

Secretary – Leagues Club

Dated this 2nd day of March 2020