

NOTICE OF ANNUAL GENERAL MEETING

Eastern Suburbs Leagues Club Ltd ABN 63 000 249 490

NOTICE is hereby given that the Annual General Meeting of Eastern Suburbs Leagues Club Ltd (“the Club”) will be held on **Thursday, 27 February 2020** at **6:00pm** at the Club’s premises at 93-97 Spring Street, Bondi Junction, NSW.

BUSINESS TO BE CONDUCTED

ORDINARY BUSINESS

1. Apologies.
2. To confirm the Minutes of the previous Annual General Meeting held on Tuesday, 26 March 2019.
3. To receive and consider the financial report, directors’ report and auditors’ report for the year ended 31 October 2019.*
4. To declare the results of the Board election.
5. To consider the nominations of Lee Mackay and Scott Bennetts for Life Membership of the Club as endorsed by the Board of Directors.
6. To consider and if thought fit, pass the Special Resolutions appearing under the heading “Special Resolutions” to amend the Constitution of the Club.
7. General business.

***NOTE:** Members who wish to raise any queries or seek information at the meeting about the financial report, directors’ report and auditors’ report, are asked to give the Chief Executive Officer notice in writing of their queries or requests by **at least 7 days before the Annual General Meeting**. This will enable properly researched replies to be prepared for the benefit of Members.

LIFE MEMBERSHIP RESOLUTIONS

- “1. That Lee Mackay #200752 is elected to Life Membership of the Club under rule 28(a) of the Constitution of Eastern Suburbs Leagues Club Ltd.”
- “2. That Scott Bennetts #35291 is elected to Life Membership of the Club under rule 28(a) of the Constitution of Eastern Suburbs Leagues Club Ltd.”

Explanatory message regarding the Life Membership Resolutions

1. The Life Membership resolutions are proposed pursuant to rule 28(a) of the Club’s Constitution.
2. To be passed, a majority of two thirds of those Members present and voting at the Annual General Meeting is required. In accordance with rules 22 and 27(b) only Life Members, financial Foundation Members and financial Executive Members are eligible to vote on the Life Membership resolutions.
3. Proxy voting is not permitted under the Registered Clubs Act.
4. The Board recommends that Members vote in favour of the Life Membership resolutions.
5. Members who are employees of the Club are not entitled to vote as this is prohibited by the Registered Clubs Act.

SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1

“That the Constitution of Eastern Suburbs Leagues Club Ltd is amended by deleting rules 29 and 30 and inserting instead the following new rules 29 and 30:

29. “PATRONS, HONORARY PRESIDENT AND HONORARY MEMBERS

(a) Patrons

- (i) The Members in a General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the Meeting.*
- (ii) If such Patron or Patrons are not Members of the Club they shall thereupon be deemed to be Honorary Members of the Club, and subject to this Constitution, shall remain Honorary Members while they remain Patron.*

(a) Honorary President

- (i) The Board may from time to time appoint an Honorary President. The Board may at any time revoke or terminate an appointment made under this Rule.*
- (ii) A person appointed as Honorary President must be a person who:
 - (A) is a Life Member of the Club and/or a Life Member of the Football Club; or*
 - (B) is a Full Member and who in the opinion of the Board:
 - (1) is or has been a highly respected prominent person in his or her particular field of endeavour in Australia and who is ordinarily resident in the State of New South Wales; or*
 - (2) has given exceptional or distinguished service to the Club.***
- (iii) The Honorary President may not be appointed as a Director or officer of the Club for as long as that person remains Honorary President.*
- (iv) The Honorary President may upon invitation of the Board attend a Board meeting but may not vote on any resolution.*
- (v) Subject to this Rule 29(b), the Board shall be responsible for determining the functions of the Honorary President which may include representing the Club at functions and events and acting as an ambassador for the Club.*

30. Honorary Members

- (a) The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:
 - (i) the Patron or Patrons for the time being of the Club; or*
 - (ii) any prominent citizen or local dignitary visiting the Club.**
- (b) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.*
- (c) Honorary Members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.*
- (d) The Board shall have power to cancel the Membership of any Honorary Member without notice and without being required to give reason.*
- (e) When Honorary Membership is conferred on any person, the following particulars shall be entered in the Club’s Register of Honorary Members:
 - (i) the name in full, or the surname and initials, of the Honorary Member;*
 - (ii) the residential address of the Honorary Member;*
 - (iii) the date on which Honorary Membership is conferred;*
 - (iv) the date on which Honorary Membership is to cease.**

Explanatory notes regarding the Special Resolution 1

1. If Special Resolution 1 is passed, then existing rules 29 and 30 will be replaced by proposed new rules 29 and 30 contained in the Special Resolution.
2. Existing rule 29 refers to a patron only as being eligible for Honorary Membership of the Club. It does not say how a Patron might be appointed. Proposed new rule 29(a) will provide that the Members may in a General Meeting appoint a Patron on the recommendation of the Board. If the person appointed as Patron is not a Member of the Club, then under new rule 29(a) they will be deemed to be an Honorary Member while they remain Patron.
3. Proposed new rule 29(b) will allow the Board to appoint as Honorary President:
 - (a) a Life Member of the Club and/or Life Member of the Eastern Suburbs District Rugby League Football Club Limited (**Football Club**); or
 - (b) someone who is a Full Member and who in the opinion of the Board:
 - (i) *is or has been a highly respected prominent person in his or her particular field of endeavour in Australia and who is ordinarily resident in the State of New South Wales; or*
 - (ii) *has given exceptional or distinguished service to the Club.*
4. The Honorary President will not be an officer of the Club and may not vote at Board meetings, but may upon the invitation of the Board attend Board meetings. The Honorary President's functions will be determined by the Board, which may include representing the Club at functions and events and acting as an ambassador of the Club.
5. The role of Honorary President will differ to that of a Patron. Whilst a Patron may be a local or other dignitary and may not necessarily be a Member of the Club or Football Club, or is not likely to have ever been a Board Member, the Honorary President will be:
 - (a) a Member who has a long standing association with the Club and/or Football Club (through Life Membership of either or both), or
 - (b) is a Full Member who has prominence within Australia in his or her standing in the community and resident in New South Wales, or who has given exceptional or distinguished service to the Club.
6. The Honorary President is intended to have shared values of the Club, is well informed of the Club's activities and objects and may have a public profile.
7. As a result of the proposed new rule 29, consequential changes are to be made to rule 30 regarding Honorary Membership. The Honorary Membership provisions in proposed new rules 29 and 30 are largely the same as those contained in the existing rules.

SPECIAL RESOLUTION 2

"That the Constitution of Eastern Suburbs Leagues Club Ltd is amended by:

- In rules 10(d) and 10(g), replacing the word "poker" before the word "machines" with the word "gaming";
- In rule 10(g), replacing "2002" with "2019" after the words "Gaming Machine Regulation",

so that rules 10(d) and 10(g) will read as follows:

"(d) To purchase, hire, make or provide and maintain all kinds of furniture, utensils, plates, linen, glasses, books, papers, periodicals, stationery, billiard tables, cards, games, implements, tools, machinery, gaming machines, television sets, video machines, stage and lighting equipment, cinema equipment, entertainment equipment and machinery generally and other things required or which may be conveniently used in connection with the Club House, Club Rooms and other premises of the Club by Members of the Club and their guests."

"(g) To apply for and hold a club licence under the Liquor Act or any other law for the time being operative and for such purposes of the sale of alcohol to Members and their guests and further the operation, management and control of gaming machines and any gaming device and any equipment as approved under the Gaming Machines Act 2001 and Gaming Machines Regulation 2019 and further for such purposes to appoint the Secretary to hold the club licence on behalf of the Club."

- Adding new rule 53(g)(xv) after rule 53(g)(xiv) as follows:

“(xv) Immediately following the conclusion of the Annual General Meeting at which the results of the Board election are declared, the Board shall meet and elect from its own number the Chairman of the Board of Directors, who must at all times be a Football Club Member.”

- In rule 72:
 - » deleting the word “or” at the end of rule 72(i);
 - » replacing the full stop at the end of rule 72(j) with a semi colon and adding the word “or” after the semi colon; and
 - » adding new rule 72(k) after rule 72(j) as follows:
 - » “(k) ceases to hold a qualification required by this Constitution to hold a position on the Board.””

Explanatory notes regarding Special Resolution 2

1. Special resolution 2 seeks to make relatively minor updates to the Constitution.
2. Replacing the term “poker machines” with “gaming machines” in rules 10(d) and 10(g) is consistent with the same change made to rule 9(c) at the 2019 Annual General Meeting and is the modern terminology used when referring to these devices.
3. The current regulation under the Gaming Machines Act 2001 (NSW) is the Gaming Machines Regulation 2019 (NSW). The change to rule 10(g) means it will refer to the current regulation.
4. The Chairman of Directors of the Club has always been elected by the Board following the declaration of results of the Board election. Rather than have this matter contained in a By-Law, it is preferable for it to be dealt with in the Constitution. New rule 53(g)(xv) will confirm the Board will elect from among its number the Chairman of Directors, who must at all times be a Football Club Member, following the conclusion of the relevant Annual General Meeting at which the Board is elected.
5. Proposed new rule 72(k) will ensure that if a Director ceases to hold a qualification required under the Constitution for a position on the Board, they will cease to hold office as a Director.

GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS

1. To be passed, the Special Resolutions must receive votes in their favour from not less than three-quarters of those Members who being eligible to do so, vote in person at the meeting. As a result of the Special Resolution provisions of the Corporations Act 2001 (Cth), each Special Resolution must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
2. In accordance with rules 22 and 27(b) and 104 of the Club’s Constitution, only Life Members, Foundation Members and Executive Members who are present at the Annual General Meeting are entitled to vote on the Special Resolutions.
3. Under the Registered Clubs Act and the Club’s Constitution:
 - (a) Members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
4. The Board recommends that Members vote in favour of the Special Resolutions.

By Order of the Board of Directors.



Scott Bennetts
Company Secretary

Dated: 31 January 2020