

# 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, 24 February 2022 at 4.30pm** at The Sydney Cricket Ground Members Pavilion, Moore Park (access via Gate A, Driver Avenue, Moore Park).

It is possible that the Annual General Meeting will need to be either postponed or held using technology because of COVID-19 related restrictions which may be imposed by government authorities. Members should regularly check for updates on the Club’s website prior to the date of the Annual General Meeting. In the event that a COVID-19 lockdown and/or restrictions prevent the Club holding a physical meeting, the meeting will be held by using technology, or the meeting may need to be postponed pursuant to rule 76B(a) of the Club’s Constitution. If the Annual General Meeting will be held using technology, information about how to attend the meeting virtually (using technology) will be given via the Club’s website. Unless, the Club’s website provides any additional information, members should assume the physical meeting at the above venue on the above date and time will be proceeding.

## **BUSINESS TO BE CONDUCTED**

### **ORDINARY BUSINESS**

1. Apologies.
2. To confirm the Minutes of the previous Annual General Meeting held on Thursday, 25 February 2021.
3. To confirm the Minutes of the previous Extraordinary General Meeting held on Thursday, 25 February 2021.
4. To receive and consider the financial report, directors’ report and auditors’ report for the year ended 31 October 2021.
5. To declare the results of the Board election.
6. For the purposes of clause 4(4) of the Registered Clubs Regulation 2015 (NSW), the Chairman will give notice of any expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club from other registered clubs in the previous 12 months.
7. To consider the nominations of Mark Bouris AM and Luke Ricketson for Life Membership of the Club as endorsed by the Board of Directors.
8. To consider and if thought fit, pass the Ordinary Resolution for Appointment of Auditor.
9. To consider and if thought fit, pass the Special Resolutions appearing under the heading “Special Resolutions” to amend the Constitution of the Club.
10. General business.

**NOTE:** Members who wish to raise any queries or seek information at the meeting about the financial report, directors’ report and auditor’s report, are asked to give the Chief Executive Officer notice in writing of their queries or requests **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 Mark Bouris AM #61334 is elected to Life Membership of the Club under rule 28(a) of the Constitution of Eastern Suburbs Leagues Club Ltd.”
2. “That Luke Ricketson #1721 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 eligible 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.

## **ORDINARY RESOLUTION – APPOINTMENT OF AUDITOR**

That BDO Audit Pty Ltd ABN 33 134 022 870 (BDO) be appointed as auditor of Eastern Suburbs Leagues Club Ltd (ABN 63 000 249 490) (Club):

- a. on and from the conclusion of the Club's 2022 Annual General Meeting; or
- b. the date on which the Australian Securities and Investments Commission (ASIC) consents to (or otherwise fixes) the resignation of KPMG (KPMG) as auditor of the Club pursuant to an application made to ASIC.

### **EXPLANATORY NOTES REGARDING THE ORDINARY RESOLUTION – APPOINTMENT OF AUDITOR**

1. If the Ordinary Resolution is passed, BDO will be appointed as auditor of the Club in place of the current auditor, KPMG subject to the approval of ASIC.
2. KPMG has been the auditor of the Club since 2014. The Board has been satisfied with the services of KPMG as the Club's auditor and thanks KPMG for their services provided as auditor of the Company. However, given the period of time that KPMG has acted as the Club's auditor, the Board has reviewed the role of auditor and consider that in accordance with good governance practice, it is appropriate that the Club's auditor changes.
3. As a consequence, the Club has requested KPMG apply to ASIC under subsection 329(5) of the Corporations Act 2001 (Cth) (Corporations Act) for consent to resign as auditor of the Club with effect from the end of the Annual General Meeting. Once ASIC notifies KPMG and the Club that it consents to KPMG's resignation, KPMG will give its notice of resignation to the Club with effect from the end of the Annual General Meeting.
4. Section 327C of the Corporations Act provides that a company shall at each Annual General Meeting; if there is a vacancy in the office of auditor of the Company, appoint a person or firm to fill the vacancy. The Board wish to appoint BDO as auditor of the Club and seek this appointment to be made by the members in accordance with the requirements of the Corporations Act.
5. BDO has confirmed in writing that it is unaware of any matter or circumstances that would give rise to a conflict of interest situation', as defined in section 324CD of the Corporations Act, in relation to the Club.
6. BDO is registered as an auditor under section 1280 of the Corporations Act and is a well established firm with the necessary expertise and resources to meet the Club's requirements. Consequently, subject to the Club receiving all necessary approvals from ASIC and member approval at the Annual General Meeting, BDO has been nominated and selected to become the new auditor of the Company.
7. A nomination has been received for BDO to be appointed as auditor of the Club (which will take place when the resignation of KPMG takes effect). A copy of the nomination is attached for the information of members.
8. To be passed, the Ordinary Resolution must receive votes in its favour from a simple majority (i.e. 50% plus 1) of those Members who, being eligible to do so, vote in person at the meeting.
9. In accordance with rules 22 and 27(b) 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 Ordinary Resolution.
10. Proxy voting is not permitted under the Registered Clubs Act. Members who are employees are not entitled to vote as this is prohibited by the Registered Clubs Act."

## **SPECIAL RESOLUTIONS**

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### **SPECIAL RESOLUTION 1**

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

- In rule 36(a) replacing the comma and words ",address and occupation" with the words "and address" so that rule 36(a) will read as follows:
  - "(a) In respect of every application for membership made pursuant to this Constitution there shall be completed an application form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club."

- In rule 36(c) deleting the words “and address” after the words “cause the name” so that rule 36(c) will read as follows:  
“(c) The application form shall be deposited at the Office and the Secretary shall cause the name of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks shall elapse between the proposal of a candidate for election and the candidate’s election.”
- In rule 45(a) replacing the words “name in full, the occupation and address” with the words “full name and address” so that rule 45(a) will read as follows:  
“(a) A register of persons who are Full members of the Club. This register shall set forth the full name and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.”
- In rule 99:
  - » Adding at the beginning of the rule the words and comma “Subject to the requirements of the Act,” and replacing the existing capital “A” with a lower case “a” after those additional words;
  - » Replacing in sub-rules 99(c) and 99(d) the word “nominated” with the word “provided”; and
  - » Replacing in sub-rule 99(e) the word “nominates” with the word “provides”;

so that rule 99 will read as follows:

- “99. Subject to the requirements of the Act, a notice may be given by the Club to any Member either:
- a. personally; or
  - b. by sending the notice by post to the address of the Member recorded for that Member in the Register of Members kept pursuant to this Constitution; or
  - c. by sending the notice to the facsimile number or electronic address (if any) provided by the Member; or
  - d. by sending the notice to the Member by other electronic means (if provided) by the Member; or
  - e. by notifying the Member that the notice:
    - i. is available; and
    - ii. how it may be accessed,
 If the Member provides:
    - iii. an electronic means by which the Member may be notified that a notice is available; and
    - iv. an electronic means by which the Member may access the notice.

#### **EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 1**

1. The Registered Clubs Act 1976 (NSW) (Registered Clubs Act) was recently amended. Among the recent amendments are the following:
  - a. section 30(2)(a) of the Registered Clubs Act no longer requires the address of a new applicant for membership of a registered club to be displayed on the registered club’s notice board. Only the person’s name has to be displayed;
  - b. section 31(1)(a) of the Registered Clubs Act no longer requires the register of full members to include a member’s occupation.
2. Existing rule 36(a) of the Club’s Constitution currently requires an applicant to provide their occupation. The proposed amendment to the rule will mean that this detail is not prescribed within the rule, although it will be open to the Club to require provision of a membership candidate’s occupation in the application for membership form.
3. Existing rule 36(c) of the Club’s Constitution currently requires the address of an applicant for membership of the Club to be displayed on the Club’s notice boards. The proposed amendment of the rule will mean that only the applicant’s name needs to be displayed on the Club’s notice boards.
4. Existing rule 45(a) currently requires the Club’s register of full members to include each member’s occupation. In accordance with the Registered Clubs Act changes, proposed new rule 45(a) will no longer require each full member’s occupation to be included in the membership register.
5. Notices from the Club to members, including notices of general meetings, are sent in accordance with the requirements of the Corporations Act. There are currently temporary Corporations Act provisions which are in place until at least 31 March 2022 and which were enacted to give some relief and assistance to companies following the COVID19 pandemic.

6. Among the temporary COVID-19 provisions of the Corporations Act are an ability for a company to give its members electronic notice of a general meeting, even though normally this can only be done if a member nominates electronic form of notice being sent to the member. That is, the default method of giving notices of general meetings, including annual general meetings, is by post, unless a member elects to receive notices electronically and nominates an electronic address for that purpose.
7. It is possible that the temporary ability of companies to give electronic notices of general meetings as the default method of delivery will be made permanent after 31 March 2022. The proposed changes to rule 99 will make it clear that if that occurs, the Club can continue to give notices of meetings electronically, without requiring each member to formally nominate that method of delivery.
8. However, note that rule 99 will be stated to be subject to the requirements of the Corporations Act (defined as “the Act” in the Constitution), so that the Club will still be required to comply with whatever the proposed permanent requirements are under the Corporations Act after 31 March 2022.

## **SPECIAL RESOLUTION 2**

- Adding new rule 76C after rule 76B as follows:
 

“76C. The Club may hold a General Meeting using technology in accordance with the requirements of section 30C of the Registered Clubs Act, the requirements of the Corporations Act and the provisions of this Constitution. If a General Meeting is held using technology, the notice of General Meeting must include:

  - i. information about how members will be able to attend and/or participate in the General Meeting;
  - ii. information about how members can vote and ask questions;
  - iii. any other information members need to know in order to participate using the technology.”
- Renumbering existing rule 78 as 78(a) and adding after renumbered rule 78(a) the following new rule 78(b):
 

“(b) If a General Meeting is held at more than one venue using any form of technology, including any form of technology which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place), the contemporaneous linking together by the technology of a number of members sufficient to constitute a quorum constitutes a quorum for the purposes of rule 72(a).”
- Deleting rule 82 and inserting instead the following new rule 82 as follows:
 

“82 (a) Subject to rule 82(b), every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded) by the Chairman or by not less than 5 members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman shall have a second or casting vote.

(b) If a General Meeting is held at more than one venue using any form of technology, which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place):

  - i. the meeting is taken to be held at the place determined by the Chairman provided that at least of one of the members present at the meeting was at the place for the duration of the meeting;
  - ii. votes taken at the meeting must be taken by a poll, and not on a show of hands, using one or more technologies to give each person entitled to vote the opportunity to participate in the vote in real time and, where practicable, by recording their vote in advance of the meeting;
  - iii. if the technology used for the meeting and referred to in this rule 82(b) encounters a technical difficulty, whether before or during the General Meeting, which results in a member not being able to participate in the meeting, the Chairman may, subject to the Corporations Act:
    - a. allow the meeting to continue; or
    - b. adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the Chairman of the meeting considers appropriate.

(c) For the avoidance of doubt, where the Chairman has allowed the General Meeting to continue in accordance with rule 82(b)(iii)(A), any resolution passed at that meeting is valid.

(d) Subject to the Act, Registered Clubs Act and this Constitution, the Board may from time to time make such By-Laws as it thinks necessary for the conduct of General Meetings using any form of technology.”

## **EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 2**

1. The recent amendments to the Registered Clubs Act include a specific ability for registered clubs to hold General Meetings electronically (subject to certain requirements under the Registered Clubs Act) and allow eligible members to vote at meetings by electronic means.
2. Existing provisions of the Corporations Act permit the Club to use technology for the purposes of (among other things) circulating notices of meetings or holding meetings via technology. However, some of these provisions are temporary and were introduced because of the latest COVID-19 outbreak and associated lockdowns. It is uncertain as to whether these temporary measures will remain in place after 31 March 2022.
3. New section 30C of the Registered Clubs Act is permanent but does not include much detail about the conduct of General Meetings electronically. For example, section does not provide information about notice requirements for General Meetings using technology, determination of a quorum, how voting is conducted or what should occur if there is a fault with the technology.
4. The proposed changes to the Club's Constitution under Special Resolution 2 will supplement new section 30C of the Registered Clubs Act regarding conduct of General Meetings using technology. The Board considers that the use of technology in the manner contemplated by the proposed changes to the Constitution will ensure that any General Meeting conducted using technology will be conducted efficiently and fairly.
5. Although it is contemplated that General Meetings will broadly continue to be held as physical meetings without using technology, the proposed new rules will allow the Club to respond effectively to the unpredictability of COVID-19 or any other pandemic, and allow the Club to act in the interests of the health and safety of its members, Board and other personnel.

## **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, 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 and in accordance with the Corporations Act, 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
  - a. Proxy voting is prohibited.
4. The Board recommends that Members vote in favour of the Special Resolutions.

By Order of the Board of Directors.



**Joe Kelly**

Company Secretary

Dated: 22 January 2022

24 December 2021

The Company Secretary  
Eastern Suburbs Leagues Club Ltd  
93-97 Spring Street  
BONDI JUNCTION NSW 2022

Dear Sir,

**Nomination of Auditor of Eastern Suburbs Leagues Club Ltd**

In accordance with the provisions of section 328B(1) of the Corporations Act 2001, I Andrew Crawford being a member of Eastern Suburbs Leagues Club Ltd (ABN 63 000 249 490) (Company), member number #9231 hereby nominate BDO Audit Pty Ltd ABN 33 134 022 870 for appointment as the auditor of that Company.

Please distribution copies of this notice of nomination as required by section 328B(3) and (4) of the Corporations Act 2001.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Andrew Crawford', written in a cursive style.

**Andrew Crawford**