

# 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 Monday, 19 February 2024 at 4:30pm in The Bondi Room, Easts Leagues, 93-97 Spring Street, Bondi Junction NSW 2022.

## **BUSINESS TO BE CONDUCTED**

### **ORDINARY BUSINESS**

1. Apologies.
2. To confirm the Minutes of the previous Annual General Meeting held on Thursday 23 February 2023.
3. To receive and consider the Financial Report, Directors’ Report and Auditors’ Report for the year ended 31 October 2023.
4. To declare the results of the Board Election.
5. 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.
6. To consider the nominations of Michael King #21020 and John Morrison #312580 for Life Membership of the Club as endorsed by the Board of Directors.
7. To consider and if thought fit, pass the Special Resolution appearing under the heading “Special Resolution” to amend the Constitution of the Club.
8. General business.

**NOTE:** Members who wish to raise any queries or seek information at the meeting about the Financial Report, Directors’ Report or Auditors’ Report, are asked to give the Company Secretary 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 Michael King #21020 is elected to Life Membership of the Club under rule 28(a) of the Constitution of Eastern Suburbs Leagues Club Ltd.”
2. “That John Morrison #312580 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 1976 (NSW) (**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.

# NOTICE OF ANNUAL GENERAL MEETING

## SPECIAL RESOLUTION

That the Constitution of Eastern Suburbs Leagues Club Ltd (**Club**) is amended by:

- Replacing the heading above rules 29 and 30 which reads “PATRONS, HONORARY PRESIDENT AND HONORARY MEMBERS” with the heading “PATRONS, HONORARY PRESIDENT, CHAIRMAN EMERITUS, EMERITUS DIRECTOR AND HONORARY MEMBERS”.

- Deleting rules 29(a) and 29(b) and inserting instead the following new rules 29(a), 29(b), 29(c) and 29(d):

29. (a) **Patrons**

- (i). The Board may from time to time appoint a Patron or Patrons. The Board may at any time revoke or terminate an appointment made under this Rule.
- (ii). If such Patron or Patrons are not Full members of the Club they shall be deemed to be Honorary Members of the Club, and subject to this Constitution, shall remain Honorary Members while they remain Patron(s).

(b) **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. For the avoidance of doubt, the Honorary President holds only an honorary role and is not an officer of the Club.

- (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.

(c) **Chairman Emeritus**

- (i). The Board may from time to time appoint a Chairman Emeritus. The Board may at any time revoke or terminate an appointment made under this Rule.
- (ii). There may be no more than one (1) Chairman Emeritus at any one time.
- (iii). A person appointed as Chairman Emeritus must be a person who:
  - (A). is a former Chairman of the Club; and
  - (B). is a Full Member and who in the opinion of the Board has given exceptional or distinguished service to the Club in their capacity as a (former) Chairman.
- (iv). The Chairman Emeritus may not be appointed as a Director or officer of the Club for as long as that person remains Chairman Emeritus. For the avoidance of doubt, a Chairman Emeritus holds only an honorary position and is not an officer of the Club.
- (v). The Chairman Emeritus may upon invitation of the Board attend a Board meeting but must not vote on any resolution.
- (vi). Subject to this Rule 29(c), the Board shall be responsible for determining the functions of a Chairman Emeritus which may include representing the Club at functions and events and acting as an ambassador for the Club.

# NOTICE OF ANNUAL GENERAL MEETING

(d) **Emeritus Director**

- (i). The Board may from time to time appoint a former Director as an Emeritus Director. The Board may at any time revoke or terminate an appointment made under this Rule and an appointment may be for no more than a maximum of 3 years for a single term (unless earlier terminated by the Board). However, an appointee may be appointed for a further term or terms of up to 3 years each (subject to earlier termination by the Board), as determined by the Board.
- (ii). There may be no more than one (1) Emeritus Director at any one time.
- (iii). A person appointed as Emeritus Director must be a person who:
  - (A). is a former Director of the Club; and
  - (B). is a Full Member and who in the opinion of the Board has given exceptional or distinguished service to the Club in their capacity as a (former) Director.
- (iv). An Emeritus Director may not be appointed as a Director or officer of the Club for as long as that person remains an Emeritus Director. For the avoidance of doubt, an Emeritus Director holds only an honorary position and is not an officer of the Club.
- (v). An Emeritus Director may upon invitation of the Board attend a Board meeting but may not vote on any resolution.
- (vi). Subject to this Rule 29(d), the Board shall be responsible for determining the functions of an Emeritus Director which may include representing the Club at functions and events and acting as an ambassador for the Club.

## EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION

1. If the Special Resolution is passed, rules 29(a) and 29(b) will be replaced by new rules 29(a), 29(b), 29(c) and 29(d).
2. Existing rules 29(a) and 29(b) respectively deal

with the appointment of Patrons and the Honorary President.

3. The new Patron provision in proposed new rule 29(a) would relieve members of the responsibility of appointing a Patron in a General Meeting and instead entrust this responsibility with the Board. By doing so, the appointment of a Patron is not required to be listed as an item at a General Meeting of the Club.
4. Proposed rule 29(b) is almost identical to existing rule 29(b), which deals with appointment of the Honorary President. The only material change to the Honorary President provision is that a new sentence is added to sub-rule (iii) to the effect that the Honorary President is not an officer of the Club and only holds an honorary role.
5. Proposed new rule 29(c) will allow the Board to appoint one (1) Chairman Emeritus at any one time. A person appointed as Chairman Emeritus must be a person who is:
  - (a). a former Chairman of the Club; and
  - (b). a Member and who in the opinion of the Board has given exceptional or distinguished service to the Club in their capacity as a (former) Chairman.
6. Proposed new rule 29(d) will allow the Board to appoint one (1) Emeritus Director at any one time. A person appointed as an Emeritus Director must be a person who is:
  - (a). a former Director of the Club; and
  - (b). a Member and who in the opinion of the Board has given exceptional or distinguished service to the Club in their capacity as a (former) Director.
7. The Chairman Emeritus and Emeritus Director will not be an officer of the Company and may not vote at Board meetings, but may upon the invitation of the Board attend Board meetings. The Chairman Emeritus's and Emeritus Director's functions will be determined by the Board, which may include representing the Company at functions and events and acting as an ambassador of the Company.
8. The Chairman Emeritus and Emeritus Director is intended to have shared values of the Company, is well informed of the Company's activities and objects and may have a public profile.

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## GENERAL NOTES REGARDING THE SPECIAL RESOLUTION

1. To be passed, the Special Resolution must receive votes in its 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) (**Corporations Act**), the 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, financial Foundation Members and financial Executive Members who are present at the Annual General Meeting are entitled to vote on the Special Resolution.
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 Resolution.

By Order of the Board of Directors.



**Joe Kelly**  
**Company Secretary**

Dated: this Friday 19 January 2024