

# 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, 20 February 2025 at 6.00pm\* in the Premier North Lounge, Gate 5, Level 2, Allianz Stadium, Moore Park Road, Moore Park NSW 2021.

\*Note that If the separate Annual General Meeting of Eastern Suburbs District Rugby League Football Club Ltd (**Sydney Roosters**) which is scheduled for 5:30pm on the same date and at the same venue has not concluded by 6pm, the commencement of the Club’s Annual General Meeting will be delayed until conclusion of the Sydney Roosters Annual General Meeting.

## **BUSINESS TO BE CONDUCTED ORDINARY BUSINESS**

1. Apologies.
2. To confirm the Minutes of the previous Annual General Meeting held on Monday, 19 February 2024.
3. To receive and consider the Financial Report, Directors’ Report and Auditors’ Report for the year ended 31 October 2024.
4. 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.
5. To consider the nominations of Carolyn Bowen #205953 and Mark Wheeler #43912 for Life Membership of the Club as endorsed by the Board of Directors.
6. To consider and if thought fit, to pass the special resolutions to amend the Club’s Constitution which appear under the heading “Special Resolutions”.
7. 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. “Carolyn Bowen #205953 is elected to Life Membership of the Club under rule 28(a) of the Constitution of Eastern Suburbs Leagues Club Ltd.”
2. “Mark Wheeler #43912 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.

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## SPECIAL RESOLUTIONS

### SPECIAL RESOLUTION 1

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

- Deleting rule 31(a) and inserting instead the following new rule 31(a):

“31. (a) Any visitor whose permanent place of residence is in New South Wales. Subject to any minimum distance as may be prescribed from time to time by the Registered Clubs Act, the Board by By-Law may from time to time determine a minimum distance of residence from the Club’s premises and any other requirements for a person to qualify for Temporary membership under this Rule;”

### EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 1

1. If Special Resolution 1 is passed, existing rule 31(a) will be replaced by the proposed new rule 31(a).
2. Existing rule 31(a) provides that a person may only be admitted as a Temporary member of the Club if the person’s permanent place of residence in New South Wales is at least 5 kilometres from the Club’s premises or such greater distance as may be determined from time to time by the Board by By-Law pursuant to the Club’s Constitution.
3. The NSW Government recently passed the Vibrancy Reforms, which abolished the deemed rule contained in section 30(3B) of the *Registered Clubs Act 1976 (NSW) (Registered Clubs Act)* (and which applies to all registered clubs) that persons are only eligible to attend as temporary members of a registered club if they reside a minimum 5 kilometres from the premises of the registered club they are attending.
4. The proposed new rule 31(a) will remove the requirement for a person that lives within 5 kilometres of the Club from having to become a member of the Club prior to being able to access the Club’s premises. The amendment is consistent with the changes to the Registered Clubs Act as part of the NSW Government’s Vibrancy Reforms.

5. The new rule will allow the Board to make by-laws from time to time on any required minimum distance of residence in New South Wales from the Club’s premises for temporary membership, and also allows the Board not to require a minimum distance of residence or impose other requirements for temporary membership.

### SPECIAL RESOLUTION 2

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

- Deleting rule 40 and inserting instead the following new rule 40:

- “40. (a) The Club may charge an entrance fee for each Executive Member and for each Club Member and there may be a subscription for each Executive Member and for each Club Member paid quarterly, half yearly or annually in advance. The entrance fees and subscriptions shall be as determined and varied from time to time by resolutions of the Board.
- (b) Social membership subscriptions shall be paid quarterly, half yearly or annually in advance as determined by the Board from time to time.
- (c) Non Metropolitan membership, Non Metropolitan Senior membership and Non Metropolitan Foundation membership subscriptions shall be paid quarterly, half yearly or annually in advance as determined by the Board from time to time, at an amount determined by the Board from time to time.
- (d) The entrance fees, subscriptions, levies, charges and any other amounts payable by members will be as prescribed by the Board, provided that any subscription is not less than the minimum prescribed, if any, by the Registered Clubs Act.”

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

1. If Special Resolution 2 is passed, existing rule 40 will be replaced by the proposed new rule 40.
2. Existing rule 40 prescribes a minimum amount for the annual subscription.
3. The Registered Clubs Act was recently amended to no longer prescribe a minimum amount for the annual subscription, which was previously \$2. However, the Club's Constitution must now set out the amount of the Club's membership fee or the process for determining that fee.
4. The proposed new rules 40(a) to 40(c) omit reference to the \$2 minimum amount for the annual subscription in existing rules 40(b) to 40(d).
5. New rule 40(d) has been proposed to align with the new legislative changes, and is flexible insofar as allowing the Board to choose the minimum amount to be charged for any entrance fee or annual subscription for Ordinary members.
6. Whilst the rules already have an existing process giving the Board discretion when determining the annual subscription as it sees fit, the proposed new rule 40(d) places more structure around this process – namely, the amount of the entrance fee or annual subscription must be posted on the Club Notice Board within 7 days of the Board determining the amount.

## **GENERAL NOTES REGARDING THE SPECIAL RESOLUTION/S**

1. To be passed, a Special Resolution 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 financial 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.



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

Dated: this Friday 17 January 2025