

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the ANNUAL GENERAL MEETING of NORTH SYDNEY LEAGUES' CLUB LIMITED ACN 000 147 544 (Club) will be held at 12 Abbott Street, Cammeray NSW and by video link at Seagulls Club, Gollan Drive Tweed Heads NSW on MONDAY, 29 MAY 2017 AT 7.00PM

BUSINESS

1. Apologies.
2. To receive and consider the Financial Report, President and CEO's Report and Auditor's Report for the year ended 31 December 2016.
3. To consider and if thought fit, to pass each of the two Ordinary Resolutions appearing under the heading "Ordinary Resolutions" with regard to benefits of Directors of the Club and others.
4. To consider and if thought fit, to pass each of the three Special Resolutions appearing under the heading "Special Resolutions" each of which amends the Club's Constitution.
5. To deal with any other business of which due prior notice has been given in writing.

The Club's Annual Report for 2016 containing the Financial Report, President and CEO's Report and Auditors Report may be viewed on the Club's website.

ORDINARY RESOLUTIONS

FIRST ORDINARY RESOLUTION

"That the members hereby approve expenditure not exceeding \$50,000 (plus Goods and Services Tax) during the period from this Annual General Meeting to the Annual General Meeting in 2018 to provide the benefits in paragraphs (i) to (viii) below which are not available to members generally but only to those members who are Directors of the Club (and in relation to paragraph (viii) also their spouses):

- I. The reasonable costs of providing meals and refreshments for Directors in respect of each Board or committee meeting of the Club;
- II. The reimbursement of reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;
- III. The reasonable costs of Directors attending club industry association conferences and meetings;
- IV. The reasonable costs of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
- V. The reasonable costs of Directors undertaking training as required by the Registered Clubs Act.
- VI. The reasonable costs of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by

the Board as being necessary for the benefit of the Club;

- VII. The reasonable costs of blazers and associated apparel for the use of Directors when representing the Club;
- VIII. The reasonable cost of Directors and their spouses attending an annual dinner and other functions relating to the club industry where appropriate and required to represent the Club."

Explanatory Note for Members Regarding the First Ordinary Resolution

In accordance with the requirements of section 10 of the Registered Clubs Act, members are asked to approve the above benefits and expenses for Directors up to the Annual General Meeting in 2018.

SECOND ORDINARY RESOLUTION

"That the members approve the payment of the following honorariums (plus superannuation) to Directors in the period from this Annual General Meeting to the Annual General Meeting of the Club in 2018:

President:	\$13,750
Vice President:	\$7,920
Each other director:	\$6,600

Explanatory Note for Members Regarding the Second Ordinary Resolution

1. Under section 10(6)(b) of the Registered Clubs Act, honorariums may be paid to the Directors if they are approved by an ordinary resolution of the members.
2. The *Superannuation Guarantee (Administration) Act 1992*, requires superannuation contributions to be paid at the current statutory rate on all three honorariums. These contributions will be included within the amounts of the honorariums stated above.
3. The amount of each honorarium has been increased by 10% on the amount approved at last year's Annual General Meeting. This is the first increase since an honorarium was introduced in 2014.

PROCEDURAL NOTES REGARDING THE ORDINARY RESOLUTIONS

1. To be passed, an Ordinary Resolution must receive votes in its favour from not less than a simple majority of those members, who being eligible to do so, vote in person at the meeting.
2. Under the Registered Clubs Act, the members entitled to vote on the Ordinary Resolutions are the members who are eligible to vote at Board elections (i.e. Life Members and financial Club Members).
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 asks that members vote in favour of each of the Ordinary Resolutions.



SPECIAL RESOLUTIONS

FIRST SPECIAL RESOLUTION

[The First Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of North Sydney Leagues Club Limited be amended by **deleting** subparagraph (iii) of Rule 48(a) and in its place **inserting** the following new subparagraph (iii):

“(iii) The nominee must provide in writing an undertaking to the Club that if elected to office as a director, the nominee will undertake training in accordance with Regulation 26 of the Registered Clubs Regulation 2015 (or any regulation replacing Regulation 26) unless exempted under the terms of Regulation 26.”

Notes to Members

1. If passed, the First Special Resolution will delete a requirement that candidates for office as directors, must obtain or undertake to obtain a responsible service of alcohol certificate and a responsible conduct of gaming certificate and in its place requires candidates to undertake “training” as required by the Regulations made under the *Registered Clubs Act*.
2. It is felt that this training, apart from being mandatory, is more relevant to the duties of directors than responsible gaming and responsible service of alcohol training as that training is more applicable to management and staff.

SECOND SPECIAL RESOLUTION

[The Second Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of North Sydney Leagues Club Limited be amended by **deleting** paragraph (j) of Rule 51 and in its place **inserting** the following new paragraph (j):

“(j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and subject to section 41J of the *Registered Clubs Act*, to dispose of any land or buildings belonging to the Club or other property or rights to which the Club may be entitled from time to time and subject to the *Registered Clubs Act* and the *Liquor Act* to lease any property of the Club.”

Notes to Members

1. If passed the Second Special Resolution does not increase the Board’s powers but draws attention to the fact that in relation to the sale or disposal of land or buildings and leasing of the Club’s land there are controls and restrictions on the Board’s powers in the *Registered Clubs Act* and the *Liquor Act* which if applicable, need to be observed.
2. The amendment in the Second Special Resolution is to avoid important legislative provisions being overlooked.

THIRD SPECIAL RESOLUTION

[The Third Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of North Sydney Leagues Club Limited be amended by **deleting** Rule 86 and in its place **inserting** the following new Rule 86:

“SECRETARY

86. (a) There will only be one (1) Secretary of the Club at any time who will be appointed by the Board. The Secretary is the Chief Executive Officer of the Club for the purposes of the *Registered Clubs Act*.

(b) Subject to paragraph (c) of this Rule 86, the Club must not enter into a commercial arrangement or contract for the provision of goods and services with:

- (i) the Secretary; or
- (ii) any close relative (as defined in section 41B of the *Registered Clubs Act*) of the Secretary;
- (iii) any company or other body in which the Secretary or close relative of the Secretary has a controlling interest (as defined in section 41L of the *Registered Clubs Act*).

(c) Paragraph (b) of this Rule 86 does not prevent the Club entering into a contract with any of the above persons which is:

- (i) a contract of employment; or
- (ii) otherwise permitted by the *Registered Clubs Act*.”

Notes to Members

1. If passed, the Third Special Resolution expands on the existing Rule 86 in relation to the Club’s Secretary and incorporates prohibitions on the Club contracting with the Secretary or any close relative of the Secretary or any company controlled by the Secretary other than contracts of employment or contracts permitted by the *Registered Clubs Act*.
2. This prohibition reflects section 41L of the *Registered Clubs Act* which was enacted some years ago as a result of an inquiry into a large registered club which found substantial payments were being made by the Club to a company controlled by the then secretary.

PROCEDURAL NOTES REGARDING THE SPECIAL RESOLUTIONS

1. To be passed a Special Resolution requires votes from not less than three quarters of those members who, being eligible to do so, vote in person at the meeting.
2. Life members and financial Club members are the members entitled to vote on the Special Resolutions.
3. Under the *Registered Clubs Act*:
 - (a) proxy voting is prohibited; and
 - (b) members who are employees of the Club are not entitled to vote.
4. Amendments to a Special Resolution cannot be made from the floor of the meeting other than minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
5. The Board recommends each of the Special Resolutions to members.

QUESTIONS

Please direct any questions or issues about the business to be conducted at the Annual General Meeting (including any questions on the Financial Reports) to the Chief Executive Officer, if possible at least 7 days before the Annual General Meeting.

By direction of the Board



Mr Luke Simmons
Chief Executive Officer
Dated: 26 April 2017

