



RYDE-EASTWOOD LEAGUES CLUB LTD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 57th Annual General Meeting of Ryde-Eastwood Leagues Club Ltd (“the Club”) will be held in the Club premises, 117 Ryedale Road, West Ryde on Thursday 26 November 2020 at 7.30pm.*

*The Club will be holding an Extraordinary General Meeting on Thursday, 26 November 2020 at 7:00pm (separate notice of which has been given) to consider an amalgamation with another registered club. If the Extraordinary General Meeting is still in progress at 7:30pm, the commencement of the Annual General Meeting will be delayed and will commence immediately upon conclusion of the Extraordinary General Meeting.

BUSINESS

1. Confirmation of Minutes of the 56th Annual General Meeting held on Thursday 28th November 2019.
2. To receive, consider and adopt the Annual Financial statement for the year ended 30/06/20.
3. Declaration of the results of the election of Directors for 2020/2022.
4. To consider and if thought fit, pass each of the Ordinary Resolutions which are enclosed with this notice under the heading “Notice of Ordinary Resolutions.”
5. To consider and if thought fit, pass each of the Special Resolutions which are enclosed with this notice under the heading “Notice of Special Resolutions”.
6. For the purposes of clause 4(4) of the Registered Clubs Regulation 2015 (NSW), notice will be given of any expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club in the previous 12 months (if any).
7. General Business
 - a) Any business pertaining to the affairs of the Club. Members are requested to advise the Secretary, in writing seven (7) days prior to the date of the Annual General Meeting of any query relating to the affairs of the Club in respect of which research of the books and records of the Club will need to be undertaken in order to give a proper reply.

FULL FINANCIAL REPORT

Members can access a copy of the 2020 Annual Report by going to the club’s website www.releagues.com.au or by contacting club reception.

BALLOT FOR BOARD OF DIRECTORS

RYDE-EASTWOOD LEAGUES CLUB 2020-2022

Nominations have been received for the election of the Board of Directors for Ryde-Eastwood Leagues Club for 2020-2022.

“Clause 49 (b) of the Club’s constitution provides that at least seven of the Directors of the Club shall be financial members of the committee of the Ryde-Eastwood District Rugby League Football Club. As only seven members of that committee have been nominated for election, no ballot is necessary for those seven nominees. They will be declared elected by the Chairman at the Annual General Meeting.”

They are:

J. F. (Jim) McClymont, H. (Harry) Bell, M. L. (Malcolm) Chapple, G. (Graeme) Aggett, J. (John) O’Brien, A. (Allen) Douglas and P. (Paul) Auberson.

The Election Ballot to elect two Directors from the remaining nominees, for a period of two years, will take place on:

- **Thursday 19 November 2020, 12.00 noon to 8.00pm**
- **Friday 20 November 2020, 12.00 noon to 8.00pm**
- **Saturday 21 November 2020, 12 noon to 8.00pm**

in the Hawks Room, lower ground floor of Ryde-Eastwood Leagues Club. The remaining nominees are listed to the right.



PAUL MOUJALLI*

- Director, 2003-2020
- Retired Banking & Finance Professional - 40yrs experience
- Life Member of RELC.
- Patron of the Euchre Club
- Member of Corporate Governance Committee
- Treasurer Ryde Sports Foundation
- Director Bendigo Community Bank North Ryde and Australian Wheelchair Rugby League



RAYMOND VIDLER

- RAN 20 Years, currently active Reserves 28 Years
- Director of registered training organisation for 15 years
- Fellow of AITD
- Director of Pulse Community Club (CWCA) Ltd
- Chair NSW PMITAG



DENNIS PETKOVICH*

- Director 2001-20 - Vice President 2016-2017
- Retired TAB Agent
- Regular Army 21 years, Volunteer Vietnam Veterans' Federation NSW
- Patron of Seniors Club
- Retired President Balm (Dulux) ex serviceman/ women's association

* Denotes existing Director

NOTICE OF ORDINARY RESOLUTIONS

Notice is hereby given that at the Annual General Meeting of the Club, members will be asked to consider and, if thought fit, pass the following resolutions which are proposed as Ordinary Resolutions:

1. FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976 (NSW) the members hereby approve and agree to payment of the following honoraria for members of the Board of Directors until the next Annual General Meeting:

- I. President \$20,000 per annum;
- II. Eight (8) other Directors \$18,000 each per annum; and
- III. The Honoraria are to be payable monthly in arrears. (N.B. Under the superannuation guarantee legislation superannuation at 9.5% is payable to all Directors).

2. SECOND ORDINARY RESOLUTION

a That pursuant to the Registered Clubs Act 1976 (NSW) the members hereby approve and agree to expenditure by the Club in a sum not exceeding \$70,000 until the next Annual General Meeting of the Club for the following activities:

- I. An annual dinner for Foundation Members and partners, as well as other special guests determined by the Board to be important to the foundation of the club;
- II. An annual Appreciation dinner for Sub-Club Executive Committee Members;
- III. Grants and subsidies to the sub-clubs;
- IV. Two free meals and beverages per fortnight for each Life Member of the Club that is not a director of the Ryde-Eastwood Leagues Club Limited (not to exceed \$120 for each meal);
- V. Presentations to members and other persons acknowledging services deemed by the directors as being of benefit to the Club.

The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only those members who fall within the various categories of membership referred to.

3. THIRD ORDINARY RESOLUTION

a. That pursuant to the Registered Clubs Act 1976 (NSW) the members hereby approve and agree to expenditure by the Club in a sum not exceeding \$130,000 for the following benefits, professional development and education of directors until the next Annual General Meeting and being:

- I. The reasonable cost of directors attending the ClubsNSW and Leagues Clubs Australia quarterly and annual general meetings and the reasonable costs of directors attending formal functions to represent the club including but not limited to functions and dinners conducted by ClubsNSW, and Leagues Clubs Australia and including costs associated with the directors' partners where attendance is expected and required.
- II. The reasonable cost of directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time as being of benefit for Club and the education of directors;
- III. The reasonable cost of directors attending or hosting other registered clubs for the purpose of viewing and assessing their facilities and methods of operation or for the purpose of meeting and exchanging ideas with the governing bodies of those other clubs provided such attendances are approved by the Board as being necessary for the betterment of the Club;
- IV. Nine car parking spaces for the exclusive use of directors;
- V. Duty directors, while on duty, shall be entitled to the use of a table in the Club auditorium without charge;
- VI. Blazers and associated apparel for each director as may be necessary for new directors, and to replace those of existing directors which may need replacing;
- VII. The reasonable cost of a meal and beverage for each director immediately after a Board or Committee meeting on the day of that meeting where that meeting coincides with a normal meal time;
- VIII. The reasonable cost of meal and beverage for each duty director and his or her partner when the duty director is on duty in the Club or within a reasonable period of that date;
- IX. The reasonable cost of directors attending the Club's holiday units to inspect them or to assess other holiday units for purchase by the Club provided such attendances and cost thereof are approved by the Board.
- X. The reasonable cost of directors, senior management and their partners attending an annual dinner; including a token of appreciation for partners. The total value of tokens of appreciation not to exceed \$1200.
- XI. The reasonable cost of directors of the Club attending an organised intrastate, interstate or overseas tour as determined by the Board

of the Club for the purpose of viewing and assessing the facilities of casinos, hotels and entertainment venues and determining trends in relation to entertainment, decor, gaming, marketing and promotion and thereafter for such director to make a detailed written report thereon to the Board of the Club;

- XII. The reasonable expense incurred by directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by directors which activities and the expense there from are approved by the Board, on production of receipts, invoices or other proper documentary evidence of such expenditure;
- XIII. That the members approve that directors and other members be entitled to represent the Club at sponsored sports events by invitation.
- XIV. The reasonable cost of providing directors with computer hardware as well as internet access to access a secure website for Board meeting minutes and agenda items

- b) The members acknowledge that the benefits in paragraph (a) above, are not available to members generally, but only to those who are directors of the Club and partners of directors who are members and senior management and their partners who are members.

Explanatory notes regarding the First, Second and Third Ordinary Resolutions

1. These notes are to be read in conjunction with the proposed Ordinary Resolutions. The First, Second and Ordinary Resolutions are put to members for the purposes of section 10(6) and 10(6A) of the Registered Clubs Act 1976 (NSW) (Registered Clubs Act) which require members in General Meeting to approve certain benefits granted to specific members or classes of members not provided to other members of the Club.
2. The First Ordinary Resolution is to approve honoraria to be paid to Directors of the Club until the next Annual General Meeting.
3. The Second Ordinary Resolution is to approve benefits which have traditionally been provided in the Club but which are not equally available to all members.
4. The Third Ordinary Resolution is to approve an amount no greater than \$130,000 for the expenditure by the Club in relation to duties performed in or about the Club by directors and expenditure for directors to attend seminars, lectures, trade displays and other similar events including the Clubs NSW Annual General Meeting and to visit other clubs to enable the Club's governing body to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business. This resolution also includes an option for directors to participate in organised intrastate, interstate or overseas trips to view and assess facilities. This option has been included in our Annual General Meeting Agenda for the last twenty years and has been used only twice. However prior approval is required by members to ensure the club complies with relevant legislation. Part (i) of the resolution to include reasonable expenses of partners of directors is to allow the availability of directors to attend meetings that are expected or required for their development and knowledge and are often held in distant locations.

NOTICE OF SPECIAL RESOLUTIONS

Notice is hereby given that at the Annual General Meeting of the Club, members will be asked to consider and, if thought fit, pass the following resolutions which are proposed as Special Resolutions:

FIRST SPECIAL RESOLUTION

That the Constitution of Ryde-Eastwood Leagues Club Limited be amended by:

- Deleting rule 22(b)(i) and inserting instead the following new rule 22(b)(i)
“(i) Any person under the age of 18 years and who has attained the age of 15 years and who satisfies the Board that he or she wishes to actively participate in regular sporting activities organised by the Club or to use the Club's health and fitness facilities and from whose parent or guardian the Club receives a written consent (in such form as the Board may determine) to be a Junior member of the Club and to participate in regular sporting activities organised by the Club or to use the Club's health and fitness facilities may be admitted to Junior membership of the Club. Such parent or guardian shall be either a Club member or Life member of the Club and will be required to undertake to the Club to be responsible for the annual subscription and all other monies payable to the Club in relation to the Junior member and for the behaviour of the Junior member.”
- Amending rule 22(b)(v) by adding the words “or is no longer using the Club's health and fitness facilities” after the words “no longer taking part in the regular sporting activities organised by the Club”, so that rule 22(b)

(v) will read as follows:
“(v) If in the opinion of the Board a Junior member is no longer taking part in the regular sporting activities organised by the Club or is no longer using the Club’s health and fitness facilities then the Board may suspend him or her from the privileges of Junior membership and if the Board by resolution so determines he or she shall cease to be a member of the Club and the Secretary shall make a notation to this effect against that person’s name in the Register of Members provided that:

- (1) Such member shall be notified that the Board is considering such action in writing by a prepared letter posted to his or her last known address at least seven (7) clear days before the meeting of the Board at which such decision is made.
- (2) The member notified shall be entitled to attend the hearing with his or her parent or guardian for the purpose of answering the charge or may answer the charge in writing.
- (3) No motion by the Board to suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present vote in favour of such a motion. The Board shall not be required to assign any reason for the decision.
- (4) If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member’s absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member or his or her parent or guardian.
- (5) Any decision of the Board on such hearing or any adjustment hereof shall be final.”

Explanatory notes regarding the First Special Resolution

1. Currently rule 22(b)(i) of the Club’s Constitution has a minimum age of 16 years for Junior membership (with a maximum age of 18 years) and refers to participation by Junior members in regular sporting activities organised by the Club.
2. Currently rules 22(b)(i) and 22(b)(v) refer to Junior members taking part only in sporting activities organised by the Club.
3. If the First Special Resolution is passed, the minimum age for Junior membership will be reduced to 15 years, with no change to the maximum age. Junior members will also expressly be able to use the Club’s health and fitness facilities.
4. The proposed change to the minimum age for Junior membership is to allow for persons who have attained the age of 15 years to join the Club in order to be members of the Club’s gym.

SECOND SPECIAL RESOLUTION

That the Constitution of Ryde-Eastwood Leagues Club Limited be amended by:

- In rule 7(b), replacing “10(6)(A)” with “10(6A)” so that rule 7(b) will read as follows:
“(b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.”
- Deleting rule 67 and inserting instead the following new rule 67:
“67. The relevant provisions of schedule 2 of the Registered Clubs Regulation 2015 (NSW) apply in relation to each Director.”
- Deleting rule 24 and instead the following new rule 24:
“24. (a) Life members, financial Foundation members and financial Club members who have at least 5 years standing as a Full member will have the following rights (subject to any further restrictions in this Constitution):
 - (i) to attend and to vote at all General Meetings;
 - (ii) to vote for the election of the Board;
 - (iii) to be nominated for, elected to and hold office on the Board;
 - (iv) and to vote on any Special Resolution including any Special Resolution to amend this Constitution.
(b) For the purposes of Rule 24(a) and determining whether a member has 5 years standing as a Full member for nomination, election or appointment to the Board, the date by which the member must have attained such standing will be the date of opening of nominations for election, or in the case of an appointment of a member to fill a casual vacancy on the Board, the date of appointment.
(c) Junior members shall be entitled to the use of such facilities of the Club as the Board shall determine from time to time but shall not be entitled to attend and vote at any general meeting of the Club.”
- Deleting rule 49(a) and inserting instead the following new rule 49(a):
“49. (a) A Life member, financial Foundation member or a

financial Club member shall be qualified to be a director of the Club if he or she has at least 5 years standing as a Full member as at the date of opening of nominations for election or, in the case of an appointment to fill a casual vacancy on the Board, as at the date of the appointment (subject to any further restrictions contained in this Constitution).

- Deleting rule 98 and inserting instead the following new rule 98:
“98. This Constitution may be amended only by a resolution passed by a three-quarters majority of Life members, financial Foundation members and financial Club members who have at least 5 years standing as a Full member and who are present and voting at a General Meeting, being a meeting at which at least twenty-one (21) days written notice specifying the intention to propose a resolution as a Special Resolution has been given in accordance with the Act.”

Explanatory notes regarding the Second Special Resolution

Rule 7(b)

1. The reference to section 10(6)(A) of the Registered Clubs Act should be replaced with a reference to section 10(6A) as that is the correct numbering of the section. The section relates to non-monetary benefits which may approved by members in General Meeting to particular members or classes of members.

Rule 67

2. There are now provisions contained in schedule 2 of the Registered Clubs Regulation 2015 (NSW) which apply to Directors regarding disclosure by a Directors of a material personal interest in a matter that relates to the affairs of the Club, financial interest in a hotel, a gift from a body affiliated with the Club and a gift from a person or organisation with a contract with the Club. Those provisions were formerly contained in the Registered Clubs Act.
3. New rule 67 will reflect the current legislation regarding disclosure of a Director’s relevant interest to the Board and which are contained in a disclosure registered kept in accordance with the legislation.

Rules 24(a), 49(a) and 98

4. The rights of members to attend and vote at General Meetings of the Club, nominate members for election or appointment to the Board and vote in Board elections are contained in rules 24(a), 49(a) and 98 of the Club’s Constitution. Currently each of those rules contain different qualifying periods because the current qualifying period for exercise of those rights were introduced and varied progressively since the 2011 Annual General Meeting.
5. The current qualifying period of full membership for eligible members to exercise of the rights contained in rules 24(a), 49(a) and 98 is 5 years. At the 2011 Annual General Meeting, a 3 year qualifying period was introduced. At the 2013 Annual General Meeting, the current 5 year qualifying period was introduced. On each occasion, existing members were subject only to those existing restrictions or qualifying periods which applied to them.
6. The Second Special Resolution will tidy up and simplify rules 24(a), 49(a) and 98 by removing the provisions which applied to then existing members as at the 2011 and 2013 Annual General Meetings.
7. As more than 5 years has passed since the 2013 Annual General Meeting when the current 5 year qualification period of full membership was introduced for exercise of rights by eligible classes of members under rules 24(a), 49(a) and 98, reference to membership as at the 2011 and 2013 Annual General Meetings is no longer necessary.
8. Existing members will not be affected by the changes to rules 24(a), 49(a) and 98. The rules will simply apply to all members regarding the current 5 year qualification period of full membership to exercise the rights contained in those rules.

Dated: 20 October 2020

By direction of the Board

C. Pozzato - Chief Executive Officer