

# RYDE-EASTWOOD LEAGUES CLUB LTD

# NOTICE OF ANNUAL GENERAL MEETING

RYDE-EASTWOOD LEAGUES CLUB LIMITED ABN 77 000 431 792

**NOTICE IS HEREBY GIVEN** that the 60th 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 23rd November 2023 at 7.00pm**

## BUSINESS

1. Apologies.
2. Confirmation of Minutes of the 59th Annual General Meeting held on Thursday 24th November 2022.
3. To receive, consider and adopt the Annual Financial statement for the year ended 30/06/2023.
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  
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 2023 Annual Report by going to the club's website [www.releagues.com.au](http://www.releagues.com.au) or by contacting the Club at [info@releagues.com.au](mailto:info@releagues.com.au).

## 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:

### 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 11% is payable to all Directors).

### 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 or lunch 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 or lunch 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 \$150 for each meal);
  - v. Presentations to members and other persons acknowledging services deemed by the directors as being of benefit to the Club.
- b. 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.

### 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 Third 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 (Club) be amended by:

- Deleting existing Rule 43 and replacing it with the following new Rule 43, which reads as follows:  
*"43. Members shall advise the Secretary of the Club of any change in their address, or any electronic address they have nominated for service of notices. For the avoidance of doubt, a member is deemed to have advised the Secretary of any change in their residential or electronic address where the member has informed the Club's reception of any such change or has updated their details via the member portal on the Club's website."*
- Amending Rule 52(a)(i) by inserting the following words "and which signifies the nominee's consent to be bound by the Club's Board Charter and Code of Conduct (as amended from time to time)," after the words "as a Director of the Club" in existing Rule 52(a)(ii), so that new Rule 52(a)(ii) reads as follows:  
*"52. (a)(ii) supported by a statutory declaration in a form approved by the Board from time to time and duly declared by the nominee to the effect that the nominee satisfies the eligibility requirements prescribed by this Constitution and at law to hold office as a Director of the Club and which signifies the nominee's consent to be bound by the Club's Board Charter and Code of Conduct (as amended from time to time), at the time the nomination form is signed;"*
- Adding the following new rule 58(e) immediately following rule 58(d):  
*"(e) Each Director must be given reasonable notice of each Board meeting. Actual non-receipt of notice by a Director does not result in a Board meeting being invalid, provided such notice was given."*
- Deleting existing Rule 60 and replacing it with the following new Rule 60, which reads as follows:  
*"60. The President may at any time and the Secretary upon the request of not less than two (2) members of the Board shall convene a meeting of the Board, provided notice of such meeting is given in accordance with Rule 58(e)."*
- Deleting existing Rule 69(j) and replacing it with the following new Rule 69(j):  
*"(j). If he or she fails to complete any training for a registered club director that the person is required to complete, within the relevant prescribed period, pursuant to the Registered Clubs Act, Registered Clubs Regulation 2015 (NSW), Gaming Machines Act and Gaming Machines Regulation 2019 (NSW) or is otherwise mandatory training for a director of the Club*

*as a member of an industry association, for example whilst the Club is a member of ClubsNSW, such training as required for Directors under the ClubsNSW Gaming Code of Practice (provided that this Rule 69(j) shall not apply to any Director who is exempt from completing such training a relevant provision of the legislation or relevant code of practice);*

### **Explanatory notes regarding the First Special Resolution Rule 43**

1. Existing Rule 43 provides that members shall advise the Secretary of the Club of any change in their address.
2. Given that members may now elect to receive notices by email, and that membership details may be updated via the Club's website, the changes to Rule 43 clarify that members are to advise the Secretary of any changes to their address or electronic address, which may be done by informing the Club's reception or updating their details via the member portal on the Club's website.

### **Rule 52(a)**

3. Rule 52(a) presently specifies the requirements that must be complied with when a member nominates for election to the Board.
4. A Board Charter and Code of Conduct has been adopted to provide Directors with a clear overview of their duties and obligations as a member of the Board, and serves to promote compliance with these duties and obligations.
5. Changes to Rule 52(a)(ii) are considered necessary to ensure that nominees seeking election to the Board consent to be bound by the Club's Board Charter and Code of Conduct (as amended from time to time).

### **Rules 58 and 60**

6. Changes to these rules simply seek to clarify that each Director must be given reasonable advance notice of Board meetings, including where a meeting of the Board is convened under existing Rule 60.

### **Rule 69(j)**

7. The proposed new Rule 69(j) updates the training requirements for directors. For example, as the Club is a member of ClubsNSW, its directors must now undertake training required under the Club Gaming Code of Practice published by ClubsNSW. Such training includes Anti-Money Laundering & Counter Terrorism Financing Oversight Training and Responsible Gambling Training.
8. Existing Rule 69(j) only refers to mandatory training required under the Registered Clubs Act and Registered Clubs Regulation 2015 (NSW), but the proposed new Rule now covers the additional training required
9. If a Director fails to undertake mandatory training required for a registered club director at law or as required under the ClubsNSW Gaming Code of Practice, then they automatically lose office on the Board.

## SECOND SPECIAL RESOLUTION

That the Constitution of Ryde-Eastwood Leagues Club Limited be amended by deleting existing Rule 49(b) and replacing it with the following new Rule 49(b), which reads as follows:

*"49. (b) (i) Subject to Rule 49(b)(ii), seven (7) Directors must have the qualification that each of them is a financial member of the Ryde-Eastwood District Rugby League Football Club Committee; and*

*(ii) Six (6) Directors must have the qualification that each of them is a financial member of the Ryde-Eastwood District Rugby League Football Club Committee on and from the date on which any one Director holding that qualification as at the conclusion of the 2023 Annual General Meeting ceases to hold office on the Board.*

*(iii) For the avoidance of doubt, the number of Directors required to hold the qualification that they are financial members of the Ryde-Eastwood District Rugby League Football Club Committee shall be six (6) Directors on and from the occurrence of the event referred to in Rule 49(b)(ii). From the occurrence of that event, a member otherwise eligible under this Constitution for holding office on the Board may be appointed to fill a casual vacancy or may be elected to office at the subsequent Board election so that up to three (3) Directors do not hold the qualification they are financial members of the Ryde-Eastwood District Rugby League Football Club Committee.*

### Explanatory notes regarding the Second Special Resolution

1. Existing Rule 49(b) requires seven Directors of the Club to also be a financial member of the Ryde-Eastwood District Rugby League Football Club Committee.
2. Proposed new Rule 49(b) would reduce the requirement to six (6) Directors being financial members of the Ryde-Eastwood District Rugby League Football Club Committee, from the time any of the current Board members holding that qualification ceases to hold office. For example once any of the current Directors holding that qualification retires or does not nominate for a Board position at the next Board election.

## GENERAL NOTES REGARDING THE ORDINARY RESOLUTIONS AND SPECIAL RESOLUTIONS

1. Pursuant to rules 24 and 98 of the Club's Constitution, only Life Members, financial Foundation Life Members and financial Club Members who have at least 5 years standing as Full Members may vote on the Ordinary Resolutions and Special Resolutions.
2. To be passed, the Ordinary Resolutions must receive votes in their favour from not less than a simple majority of those members who, being entitled to do so, vote in person at the meeting.
3. Pursuant to sections 9 and 136 of the Corporations Act and rule 98 of the Club's Constitution, to be passed the Special Resolutions must receive votes in their favour from not less than three quarters of those members, who being entitled to do so, vote in person at the meeting.
4. As a result of the special resolution provisions of the Corporations Act, the Special Resolutions must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
5. Members who are employees of the Club are not entitled to vote.
6. Proxy voting is prohibited by the Registered Clubs Act.

Dated 25th October 2023

**By direction of the Board**

**C. Pozzato - Chief Executive Officer**

