

northscollective

NOTICE OF ANNUAL GENERAL MEETING

NORTH SYDNEY LEAGUES' CLUB LIMITED
ACN 000 147 544

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 Tweed Heads
on **WEDNESDAY 25 MAY 2022 AT 7.00PM**

BUSINESS

1. Apologies.
2. To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31st December 2021.
3. To consider, and if thought fit, pass the two Ordinary Resolutions and the Special Resolution set out below in this notice.
4. To declare the results of the ballot for the positions of three (3) directors under the triennial rule.

NOTES TO MEMBERS

1. The Club's Annual Report for the year ending 31st December 2021 which contains the Financial Report, Directors Report and Auditors Report may be viewed on the Club's website. Copies may also be obtained on request to the Chief Executive Officer.
2. Members are requested to direct any questions or issues about the business to be conducted at the Annual General Meeting (including any questions on the Financial Report) to the Chief Executive Officer at least 7 days before the Annual General Meeting. Members as a whole will be given a reasonable opportunity to ask questions of the meeting without prior notice.
3. Only Life members and financial Club members are entitled to attend and vote at the Annual General Meeting.
4. Under the Registered Clubs Act, Staff members and any other employees who are members of the Club are not eligible to attend and vote at the meeting and proxy voting is prohibited.
5. To be passed, an Ordinary Resolution requires votes from a simple majority (ie. 50% + 1) of members present and voting on the Ordinary Resolution at the meeting.
6. To be passed, the Special Resolution requires votes from not less than three quarters of members present and voting on the Special Resolution at the meeting.

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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 2023 to provide the benefits in paragraphs (a) to (h) below which are not available to members generally but only to those members who are Directors of the Club (and in relation to paragraph (h) also their partners):

- (a) The reasonable costs of providing meals and refreshments for Directors in respect of each Board or committee meeting of the Club;
- (b) 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;
- (c) The reasonable costs of Directors attending club industry association conferences and meetings;
- (d) 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.
- (e) The reasonable costs of Directors undertaking training as required by the Registered Clubs Act.
- (f) 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;
- (g) The reasonable costs of blazers and associated apparel for the use of Directors when representing the Club;
- (h) The reasonable cost of Directors and their partners 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 2023.

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 2023:

- | | |
|--------------------------|-----------|
| (a) President: | \$15,800 |
| (b) Vice President: | \$9,100 |
| (c) Each other director: | \$7,600". |

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 in addition to the amounts of the honorariums stated above.
3. The amount of each honorarium has not increased since 2017.

SPECIAL RESOLUTION

That the Constitution of North Sydney Leagues Club Limited be amended by:

- (a) **inserting** the following new definitions into Rule 2:
"Director Identification Number" means a number issued to a person pursuant to section 1272 of the Act.
"Quarter" means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December".
- (b) **deleting** from Rule 30(a) the words "address and occupation" and **inserting** the words "and address".
- (c) **deleting** from Rule 30(c) the words "and address".
- (d) **deleting** from Rule 32(b) the words "within 6 weeks from the date of lodging the application form with the Secretary or should that person's application for membership be refused (whichever is the earlier)". (e) **deleting** Rule 35 **inserting** the following new Rule 35:
"35 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall by By-law determine the amount of joining fees, subscriptions (if any), levies and other payments payable by members of the Club".
- (f) **inserting** at the end of Rule 39 "and other contact details, including email addresses and mobile phone numbers".
- (g) **deleting** from Rule 40(a) the words "the occupation".
- (h) **deleting** Rule 43(a) and **inserting** the following new Rule 43(a):
"(a) A member may, at any time and with immediate effect, resign from his or her membership of the Club by giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership".
- (i) **deleting** at the end of Rule 44(b) "or who has been turned out of or refused admission to the Club".
- (j) **inserting** the following new Rule 47(d)
"(d) A member shall not be entitled to be declared elected or appointed to the Board if he or she does not have a Director Identification Number by the date of his or her proposed election or appointment to the Board."
- (k) **deleting** from Rule 69 the words "in each calendar month" and **inserting** the words "per Quarter".
- (l) **inserting** the following new Rules 66(n)
(n) does not hold or ceases to hold a Director Identification Number."
- (m) **inserting** the following Rule 70E:
"70E (a) In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
 - (i) *distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and/or*
 - (ii) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks*

at the meeting can be heard by the other persons attending;

- (iii) *allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.*
- (b) *If there is any inconsistency between Rule 70E and any other provision of this Constitution, Rule 70E shall prevail to the extent of that inconsistency".*
- (n) **inserting** at the beginning of Rule 90 the words "Without limiting the provisions of the Act,".
- (o) **deleting** Rule 90(d) and **inserting** the following new Rule 90(d):
"(d) by sending the member sufficient information (either electronically or in physical form) to allow the member to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice".
- (p) **deleting** Rule 91 and **inserting** the following new Rule 91:
"91. Where a notice is personally given to a member in accordance with Rule 90(a), the notice is received on the day that the member is given the notice."
- (q) **deleting** Rule 92B and **inserting** the following new Rule 92B:
"92B. Where a notice is sent to a member in accordance with Rule 90(d), the notice is taken to be given on the day following that on which the Club provided the member with the relevant information to access the notice electronically".

Notes to Members on Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act and Registered Clubs Act.
2. **Paragraph (a)** inserts new definitions into the Constitution.
3. **Paragraphs (b) and (c)** amend existing provisions relating to applications for membership of the Club to bring the Constitution into line with the Registered Clubs Act.
4. **Paragraph (d)** amends provisions relating to Provisional membership to bring the Constitution into line with the Registered Clubs Act.
5. **Paragraph (e)** amends existing provisions relating to payment of annual subscriptions to bring the Constitution into line with best practice and the Registered Clubs Act.
6. **Paragraph (f)** clarifies that members must notify the Club of any changes to their addresses and other contact details such as email addresses and mobile phone numbers.
7. **Paragraph (g)** amends existing provisions relating to the register of members to bring the Constitution into line with best practice and the Registered Clubs Act.

SPECIAL RESOLUTION

Notes to Members on Special Resolution (continued)

8. **Paragraph (h)** amends existing provisions relating to the resignation of membership to bring the Constitution into line with best practice.
9. **Paragraph (i)** amends existing provisions relating to guests of members to bring the Constitution into line with the Registered Clubs Act.
10. **Paragraphs (j) and (l)** clarify that a director:
 - (a) must hold a Director Identification Number in accordance with the Corporations Act; and
 - (b) will automatically vacate office if he or she does not hold a Director Identification Number.
11. **Paragraph (k)** amends existing provisions regarding board meetings to bring the Constitution into line with the Registered Clubs Act.
12. **Paragraph (m)** clarifies that, in accordance with the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
 - (c) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and/or
 - (d) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (e) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
13. **Paragraphs (n) to (q) inclusive** amend existing provisions relating to the sending of notices to members to bring the Constitution into line with the Corporations Act.

By direction of the Board



Luke Simmons
Chief Executive Officer
Dated 27th April 2022.

BOARD OF DIRECTORS ELECTION PROCEDURES

1. The Board is elected under the triennial rule whereby a third of the Board is elected each year for a three (3) year term on a rotating basis.
2. Three (3) directors will be elected this year.
3. Nomination forms may be obtained from reception at Norths Cammeray and Seagulls Club from Midday on Friday 29th April 2022.
4. Nominations will close at 5pm on 12th May 2022 and all nomination forms must be returned to the Club at Norths Cammeray or Seagulls Club before that time addressed to the Chief Executive Officer Luke Simmons.
5. A nominee for election to the Board must have been a member of the Club for a continuous period of three (3) years immediately prior to the date of their nomination.
6. If by the close of nominations, then a ballot (vote) to determine the successful candidates will be necessary.
7. The draw for the order of the candidates on the ballot paper will be conducted by the Returning Officer at 7:00pm on Thursday 12th May in the Club's reception area near the main lounge at Norths Cammeray.
8. Candidates may be present to observe the draw for ballot position in the presence of the Returning Officer.
9. The ballot (voting) commences on Wednesday 18th May 2022 and finishes on Tuesday 24th May 2022 between the hours of 12 noon to 8pm daily at Norths Cammeray and Seagulls Club.
10. Information about the candidates will be made available for viewing before voting commences within the legal and governance tab on the Club website.



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