

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the 64th Annual General Meeting (“AGM”) of **CANTERBURY LEAGUE CLUB LIMITED** (“the League Club”) will be held on **Wednesday, 25 March 2020 in the Paragon Room** on the Ground Floor of the League Club, 26 Bridge Road, Belmore, New South Wales, commencing at **7:00 pm**.

BUSINESS OF MEETING

The business of the AGM shall be as follows:

1. **MINUTES OF PREVIOUS ANNUAL GENERAL MEETING**

To approve the Minutes of the Annual General Meeting held on 27 March 2019.

2. **REPORTS**

To receive and consider the following reports of the League Club for the financial year ended 31 October 2019:

- (a) Financial Report;
- (b) Directors’ Report;
- (c) Auditor’s Report.

If members have questions on the Financial Report, they are respectfully requested to submit them to the Chief Executive Officer at least seven (7) days before the Annual General Meeting so that if necessary, the matter can be appropriately researched before the Annual General Meeting.

Members can obtain copies of the League Club’s Constitution and copies of the Financial Report, Directors’ Report and Auditor’s Report (“the reports”) from the League Club upon written request. A charge may apply for multiple copies of the Constitution. The reports are also available to Members on the League Club’s website for the period commencing from the date this notice is sent to Members and ending two months after the Annual General Meeting.

3. **DECLARATION OF THE RESULTS OF THE 2020 BOARD ELECTION**

To declare the results of the 2020 election of the Board.

4. **ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass the eight Ordinary Resolutions set out in this Notice.

5. **GENERAL BUSINESS**

To receive suggestions and comments from Members for consideration by the Board.

FIRST ORDINARY RESOLUTION

“That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve:*

 - (i) the payment of honorariums to the Directors in respect of the Directors’ services as members of the Board of the League Club for the period to the next Annual General Meeting of total funds of \$156,046 with such sum to be apportioned between each of the Directors as determined by the Board; and*
 - (ii) the payment of 9.5% superannuation guarantee levy on behalf of each Director in respect of their honorarium.*

- (b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors of the League Club.”*

SECOND ORDINARY RESOLUTION

“That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve:*

 - (i) the payment of an honorarium to those Directors who are members of a sub-committee or sub-committees for their services as a member of the relevant sub-committee(s). The total amount of the funds for all Directors on the relevant sub-committees for the period to the next Annual General Meeting shall be \$26,348 with such sum to be apportioned between each of the Directors as determined by the Board; and*
 - (ii) the payment of 9.5% superannuation guarantee levy on behalf of each Director in respect of the above additional honorarium.*

- (b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only to those who are Directors of the League Club and that any honorarium paid to a Director pursuant to this resolution shall be in addition to any honorarium paid to a Director in respect of their services as a member of the Board.”*

THIRD ORDINARY RESOLUTION

“That pursuant to section 10(6) of the Registered Clubs Act 1976, the members hereby:

- (a) approve:*

 - (i) a hospitality account paid for by the League Club of up to \$5,200 for each Director for the period to the next Annual General Meeting to purchase food and beverage at any restaurant, bar or cafe in any of the League Club’s venues;*

- (ii) *for the Directors to receive any offers, discounts or promotions as are made available to employees of the League Club from time to time.*
 - (b) *acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors of the League Club.”*
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FOURTH ORDINARY RESOLUTION

“That pursuant to section 10(6A) and also for the purposes of section 10(6)(d) of the Registered Clubs Act 1976, the Members hereby:

- (a) *approve the reasonable expenditure by the League Club in respect of the Directors with regard to the following matters in the period to the next Annual General Meeting for:*
 - (i) *a club blazer, tie, shirts and other official clothing to be provided to a Director for the purposes of representing the League Club;*
 - (ii) *a specified security parking space in the League Club carpark;*
 - (iii) *meals, drinks, accommodation, entertainment, transport, admission and other reasonable expenditure, including where required or appropriate for Directors’ partners/spouses to attend functions when the Directors are attending as representatives of the League Club;*
 - (iv) *donations by way of payment for raffle tickets, purchase of memorabilia and the like at fund-raising events when a Director attends as a representative of the League Club;*
 - (v) *attending meetings of the Board and sub-committees;*
 - (vi) *entertaining sponsors, business associates, patrons, councillors, members of State and Federal Parliament, and other dignitaries and guests in the Board Room of the League Club and in the Directors’ Box at playing venues of the Bulldogs rugby league team, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend;*
 - (vii) *attending meetings and functions, including community, charity, rugby league and other meetings or functions approved by the Board at the League Club or elsewhere, as an official delegate or representative of the League Club, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend;*
 - (viii) *attending rugby league matches of the Bulldogs in the NRL premiership competition, and any representative match conducted by the NRL, ARL or NSWRL, in Australia or overseas, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend;*
 - (ix) *attending as an official representative of the League Club any official pre-season, end of season or other tour with the Bulldogs rugby league team, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend.*
 - (b) *acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors of the League Club.”*
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FIFTH ORDINARY RESOLUTION

“That pursuant to section 10(6A) and section 10(6)(d) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve expenditure by the League Club of a sum not exceeding \$125,000 in aggregate over the period to the next Annual General Meeting, for the reasonable expenditure for Directors on meals, drinks, accommodation, entertainment, transport, admission charges and other incidental expenses in attending League Club conferences (two per year), gaming conferences, conventions, seminars, lectures, trade displays, educational, fact finding, study and information tours at venues anywhere in Australia or overseas in order to obtain knowledge of the gaming and entertainment facilities or to plan future club extensions and to improve the quality of amenities and services to the members of the League Club, including where required or appropriate reasonable expenses for Directors’ partners/spouses to attend.*
- (b) acknowledge that the benefits referred to in (a) above are not available to members generally, but only for those who are Directors of the League Club”.*

SIXTH ORDINARY RESOLUTION

“That pursuant to sections 10(6) and 10(6A) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve:*
 - (i) the reasonable expenditure by the Board of Directors with regard to the period to the next Annual General Meeting of funds not exceeding \$105,000 to sponsor and support the sub-clubs which operate within the League Club;*
 - (ii) the reasonable expenditure by the Board of Directors with regard to the period to the next Annual General Meeting of total funds not exceeding \$20,000 to provide:*
 - (A) in kind or non-cash benefits to individual Members of the League Club; or*
 - (B) grants or benefits to organisations representing Members of the League Club deemed worthy of support in terms of sporting or arts sponsorship, or hardship, or any other reason deemed appropriate by the Board of Directors.*
 - (iii) the Club paying the reasonable costs of Directors or senior management attending functions of commercial partners or others or conventions or other activities where attendance is considered to be a benefit to the League Club and in the normal conduct of its commercial business, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend;*
 - (iv) the reasonable expenditure by Directors and/or senior management of a sum not exceeding \$6,000 for the purpose of purchasing food and beverages to entertain invited Members at functions within the League Club as deemed appropriate in the normal course of membership relations, such as Directors’ Christmas drinks and New Members’ night drinks.*
- (b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors, senior management and Members of the League Club referred to in the resolution.”*

SEVENTH ORDINARY RESOLUTION

“That pursuant to section 10(6A) and section 10(6)(d) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve expenditure by the League Club of a sum not exceeding \$25,000 in aggregate over the period to the next Annual General Meeting, for the conduct of mandatory training requirements for Directors pursuant to Regulations under the Registered Clubs Act.*
 - (b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors of the League Club.”*
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EIGHTH ORDINARY RESOLUTION

“That pursuant to section 10(6A) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve:*
 - (i) Life Members of the League Club receiving a badge, a blazer, a Christmas gift to the value of \$600, and corporate level entertainment at all Bulldogs home football matches, including car parking facilities where possible:*
 - (ii) Life Members receiving the same offers, discounts or promotions as are made available to employees of the League Club from time to time.*
 - (b) acknowledge that the benefits referred to in (i) and (ii) above are not available to Members generally, but only for those who are Life Members of the League Club.”*
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Notes to Members on the Eight Ordinary Resolutions

These notes are to be read in conjunction with the proposed Ordinary Resolutions set out above.

1. The Registered Clubs Act 1976 (NSW) (**Registered Clubs Act**) in effect generally prohibits a profit, benefit or advantage being offered to a Member of the League Club, whether or not he or she is a member of the Board of Directors, or of any committee of the League Club unless the profit, benefit or advantage is offered equally to every Full Member of the League Club. However, there are exceptions to this general prohibition which are described in the following paragraphs.
2. Section 10(6)(b) of the Registered Clubs Act in effect provides that the League Club can pay an honorarium to a Director or sub-committee member provided the honorarium is approved by a resolution of those Members who are entitled to vote in the election of the Board.
3. Section 10(6)(d) of the Registered Clubs Act in effect allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Fourth Ordinary Resolution is to disclose the nature of such expenditure and to seek Members' approval for it.
4. Section 10(6A) of the Registered Clubs Act in effect provides that the League Club can provide different benefits for different classes of Members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a General Meeting of the Members prior to the benefit being provided.
5. The First Ordinary Resolution is to approve a total amount of honorariums for Directors with the amounts that are then allocated to each Director to be determined by the Board itself. Board honorariums were passed last year. The total amount of the Board's honorarium has been increased from last year in accordance with the Consumer Price Index.
6. The Second Ordinary Resolution is to provide additional honorariums for Directors who are members of sub-committees given the additional workload associated with them and to encourage sub-committee participation. The total amount of the additional honorariums have been increased from last year in accordance with the Consumer Price Index.
7. The Third Ordinary Resolution is to approve hospitality entitlements for Directors within the League Club.
8. The Fourth Ordinary Resolution is to approve out-of-pocket expenses for Directors.
9. The Fifth and Sixth Ordinary Resolutions are to approve other forms of expenditure by Directors.
10. The Seventh Ordinary Resolution is to approve expenditure by the League Club for mandatory training for Directors under the Registered Clubs Regulations.
11. The Eighth Ordinary Resolution is to approve expenditure on benefits for Life Members.

Procedural Notes

12. Each of the Ordinary Resolutions will be voted on separately.
13. To be passed each Ordinary Resolution requires votes from a simple majority (50% + 1) of those Members who being eligible to do so vote in person on the Resolution at the meeting.

14. Proxy voting is prohibited by the Registered Clubs Act.
 15. Under the Registered Clubs Act Members who are employees of the League Club are not eligible to vote at the meeting.
 16. Under the League Club's Constitution, Life Members, Pensioner Members and Full Members (including Lakemba Returned Soldiers Club, Twenty-Five Year Members and Fifty-Year Members) are entitled to vote on the Ordinary Resolutions.
 17. If Members have any questions regarding any of the Resolutions above they are requested to direct them to the Chief Executive Officer before the Annual General Meeting.
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Dated: 25 February 2020

By direction of the Board



Gregory Pickering
Secretary

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