NOTICE OF MEETING

Central Coast Leagues Club Limited ABN 83 001 036 068

Notice is hereby given that the Forty-third Annual General Meeting of Central Coast Leagues Club Limited will be held in the Club’s rooms at Dane Drive, Gosford on Wednesday 25 November, 2015 at 7.00 pm.

AGENDA
1. Opening.
2. Attendance and quorum.
3. Apologies.
4. Receipt of the minutes of the previous Annual General Meeting.
6. Ordinary resolutions: Appointment of Patrons. To separately consider and if thought fit, pass each of the following resolutions for appointing patrons of the club.
   That R G Maher OBE be re-appointed as a patron of the Club.
   That L J Maher OAM be re-appointed as a patron of the Club.
   That J S Atkins be re-appointed as a patron of the Club.
   That R J Allen be re-appointed as a patron of the Club.

   Explanatory note – Ordinary resolution - Appoint of Patrons
   The Board unanimously recommend each of the proposed patrons, in accordance with Article 28 of the Club’s Constitution.
   It is the intention that each appointment will be effective until the next AGM.

7. Ordinary Resolution: Honorarium - Chairperson. To consider and if thought fit, pass with or without modification, the following resolution:

   That the members approve the payment of an honorarium at the monthly rate of $12,000 per annum, payable monthly in arrears, and prorated on a daily basis for any broken period of less than a calendar month at the start or end of their term, to the Chairperson of the Club in respect of service on the Board until the next Annual General Meeting.

   Explanatory Note – Ordinary Resolution: Honorarium – Chairperson
   An honorarium may only be paid where approved by a resolution passed at a general meeting.
   Under the clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.
   The amount of the proposed honorarium is not inconsistent with honorariums paid to the chairpersons of other similar-sized clubs. The amount of the proposed honorarium is unchanged from that approved at the last AGM.
   It is at the discretion of the Chairperson as to whether or not they accept the honorarium.
   In addition, a compulsory superannuation contribution may be payable.
   The present Board unanimously recommend the proposed resolution.
8. **Ordinary Resolution: Honorarium - Directors.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the monthly rate of $7,200 per annum, payable monthly in arrears and pro rated on a daily basis for any broken period of less than a calendar month at the start or end of their term, to each Director (other than the Chairperson, for so long as there is a resolution in force approving of a separate honorarium for the Chairperson) of the Club in respect of their service on the Board until the next Annual General Meeting.

**Explanatory Note – Ordinary Resolution: Honorarium – Directors**

An honorarium may only be paid where approved by a resolution passed at a general meeting.

Under the clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.

The proposed honorarium takes into account the changing circumstances of the Club including the further increase in the size and complexity of the Club's operations and the resultant increase in what the Club needs and expects from Directors.

The amount of the proposed honorarium for directors is unchanged from that approved at the last AGM.

The amount of the proposed honorarium is not inconsistent with honorariums paid to directors of other similar-sized clubs.

It is at the discretion of an individual Director as to whether or not they accept the honorarium.

In addition, a compulsory superannuation contribution may be payable.

The present Board unanimously recommend the proposed resolution.

9. **Elections.** To elect two Ordinary Directors, in accordance with the Constitution (if an election is required).

**Explanatory note – Elections**

The amendments made to the Constitution at the 2013 AGM in relation to the number of members on the Board and the manner of the election of the Board, are continuing in operation.

Accordingly, at this AGM there are only two Board positions to be elected as the total size of the Board is being reduced to seven. However, there are three retiring directors.

At the first Board Meeting after the AGM, the Board elects from amongst their own number a Chairperson and a Deputy Chairperson.

Directors are to be elected in accordance with the "Trienial Rule".

10. **Ordinary resolution: Professional development and education.** To consider and if thought fit, pass with or without modification, the following resolution:

That until the next Annual General Meeting of the Club and in pursuance of the provisions of the Corporations Act and the Registered Clubs Act, the Members hereby approve and agree to reasonable expenditure to a sum not exceeding $60,000 by the Club for the professional development and education of Directors where such sum is:

(i) applied in or towards the reasonable cost of food, travel, accommodation, registration fees or subscriptions incurred in attending such trade shows or displays, seminars, conferences, meetings, or the premises of other registered clubs or other similar facilities to view or assess their facilities or operational systems, and
(ii) approved by resolution of Directors as being reasonably incurred for the betterment of the Club and in the course of the duties of the relevant Director of the Club.

**Explanatory Note – Ordinary Resolution: Professional development and education**

Directors’ out-of-pocket expenses reasonably incurred in the course of carrying out their duties, can already be authorised by the Board. However, the proposed resolution in the interests of transparency makes disclosure of some of the types of expenses likely to be incurred.

To the extent that the resolution involves the payment of certain specific out-of-pocket expenses, the resolution will acknowledge that expenses of the types proposed are reasonable and there is or will be a current resolution of the Board authorising the payment of expenses of the kind listed.

To the extent that the proposed expenses involve the provision of benefits not in the form of money or a cheque being provided to a specific class of member, that is permissible with a current authorisation from a general meeting.

To the extent that the proposed expenses might otherwise be regarded as a profit, benefit or advantage is not offered equally to every full member and able to be authorised as above, they are still permissible if the Court is of the opinion that they are reasonable in the circumstances. The resolution seeks to acknowledge the types of expenses that are regarded by the members as being reasonable in the circumstances.

The proposed expenditure for which approval is sought, will be in addition to any amount which the Club now or in the future resolves, or is required by any Training Guarantee or similar or replacement legislation, to spend in connection with training or professional development of any director.

The maximum amount proposed to be approved is unchanged from the last AGM.

The present Board unanimously recommend the proposed resolution

11. **Ordinary resolution: Benefits.** To consider and if thought fit, pass with or without modification, the following resolution:

*That until the next Annual General Meeting and in pursuance of the Registered Clubs Act, the Members approve the following rights and benefits to the value of a sum not exceeding $20,000 to Directors and such other members as from time to time the Directors shall authorise or approve:

(i) the provision from Club funds of the reasonable cost of providing a Club uniform, formal wear or other clothing to be worn at Club functions and whilst attending to or carrying out any duties in relation to the Club whether at the premises of the Club or elsewhere,

(ii) the provision from Club funds of the reasonable cost of attending, at the Club or elsewhere as representatives of the Club, such sporting, community, charity, special functions or occasions as the Board shall from time to time authorise and determine as being reasonably incurred in the course of their respective duties in relation to the Club,

(iii) the provision from Club funds of reasonable expenditure on meals and beverages after any Meeting of Directors including any Sub-committee, and

(iv) the provision from Club funds, as approved by the Board from time to time, of funds for Club functions to recognise service and support to the Club or to promote the Club or otherwise further the objectives of the Club and also approve the following rights and benefits:

(v) the provision and marking out of car parking spaces for the exclusive use of Directors, Life Members, disabled persons (being Members or guests of Members), or such other persons as the Directors may by resolution from time to time authorise.*
NOTICE OF MEETING 2015 (Cont.)

Central Coast Leagues Club Limited - ACN 001 036 068

Explanatory Note – Ordinary resolution: Benefits.
In accordance with past practice, approval is sought for the provision of benefits of the types described.
As recorded in the explanatory note for Resolution 11, certain of such benefits require a current authorisation from a general meeting and other such benefits need to be reasonable in the circumstances.
The maximum amount proposed to be approved is unchanged from the last AGM.
The present Board unanimously recommend the proposed resolution.

12. Special Resolution: Replacement Constitution. To consider and if thought fit, pass the following resolution as a special resolution:

That the Club's Constitution be repealed and replaced in its entirety with the new Constitution signed for identification by the Chairperson on 27 October, 2015 pursuant to a resolution of the outgoing Board of Directors.

Explanatory Note – Special Resolution: Replacement Constitution.
A copy of the proposed replacement Constitution is available to members on the Club's website at www.cclc.com.au and also a copy can be viewed at the Club's office.
The new Constitution is a complete re-write and update of the existing Constitution and members are urged to review the new version for themselves.
However, at the end of this notice is a listing changes that might be of particular interest to members.
The present Board unanimously and strongly recommend the proposed resolution.

13. Management. A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.

14. Auditor. If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

By Order of the Board

J R Keene
General Manager
27 October, 2015

NOTES

Notice of questions or requests for details
Members who wish to raise any queries or seek any information, including questions in relation to the accounts or reports or specific legislative or financial matters, are asked to provide written notice of the question to the office of the General Manager at least 14 days prior to the meeting, so that answers may be researched, if required.

Eligibility
Only Financial Ordinary and Special Members, and Life Members, have the right to attend and vote at the
meeting. Employee members are not entitled to vote at the meeting. Under the registered clubs legislation, proxies are not permitted. Notice of the meeting is being given to the Club’s Auditor, who is entitled to attend.

**Voting**

Any ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

A special resolution must receive votes in favour from not less than 75% of eligible members who cast a valid vote in person at the meeting.

**Resolutions**

It is a requirement under the *Corporations Act* that any special resolution must be considered as a whole and cannot be altered by any motion at the meeting (except to correct grammatical or clerical errors). It is also a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting.

**Proposed new Constitution**

Following is a listing of some of the points of difference between the proposed new Constitution and the existing Constitution. Please note that this is not intended to be an exhaustive listing.

Broadly the proposed new Constitution otherwise only modernises the existing Constitution without any major changes in substance. A significant part of the modernisation includes changing all references to legislation and to compliance requirements, to refer to current legislation and current compliance requirements.

The proposed new Constitution makes no change to the broad thrust of the existing Constitution.

For example:

- the proposed new Constitution modernises the wordings around how Members are admitted to membership but still provides for the same Membership structure as under the existing Constitution

- the proposed new Constitution modernises the wordings around how Directors are elected and how the Board is constituted but still provides for the same Board structure as under the existing Constitution.

It is not practicable to try to modernise the existing Constitution by putting up many separate resolutions. The proposed new Constitution has to be considered as a whole.

The law requires a special resolution to adopt a new Constitution. The law does not permit amendments of a proposed special resolution at the meeting.

<table>
<thead>
<tr>
<th>New provision</th>
<th>Brief summary of changes</th>
<th>Comments</th>
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<tbody>
<tr>
<td>-</td>
<td>Changed order of addressing issues using a more convenient form for reading and administration.</td>
<td>Full Table of Contents provides easy access.</td>
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<tr>
<td>3.1</td>
<td>Objects broadened – now a general social and sporting club; also now a ClubGrants focus especially on activities in the vicinity of the Club's</td>
<td>This is intended to better reflect the current broad nature of the Club.</td>
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<td>premises (and any additional premises the Club might acquire in the future).</td>
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<td>3.5</td>
<td>Listing of some of the more important mandatory requirements to be met by the Club.</td>
<td>This provides a useful compliance summary for management and the Board as well as allowing the Club to demonstrate its concern to be compliant.</td>
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<td>6.10</td>
<td>Provisions to allow the Club to take advantage of admitting temporary members for seven days or longer.</td>
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<td>6.12</td>
<td>Provisions to facilitate any amalgamation that might be approved by the Board and members in the future.</td>
<td>This is proposed only as a facilitative step, just in case it should ever be required in the future. The Board is not currently contemplating an amalgamation with any other club. If there were ever to be a proposed amalgamation, then one of the steps in the process would be a need for an approval resolution from a General Meeting of members.</td>
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<td>8.4</td>
<td>A member will only be liable to have their membership terminated for non-payment of the annual subscription if they are in arrears by more than two months (currently 30 days). However, under other provisions, the Board will be able to take disciplinary action against a member who allows a debt due to the Club to remain unpaid for more than 21 days if in the circumstances that is regarded as serious.</td>
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<td>9</td>
<td>Clear statements of the expectation that members will not behave in a manner prejudicial to the good order of the Club or to the comfort or welfare of any member, guest or employee of the Club. This includes restrictions on the distribution on How to Vote materials and a prohibition on soliciting on the Club's premises.</td>
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<td>10</td>
<td>Extensive upgraded provisions to provide more certainty for the Club and members in relation to how any complaint about the behaviour of a member is dealt with. There is still provision for the Board to appoint a disciplinary committee of not less than three members at least of whom must be a director (previously three members had to be directors).</td>
<td>The new wording still respects the rights of members whilst providing clear practical guidelines within which the Club can operate. The new provisions broadly cover the same ground as the existing provisions but the opportunity is being taken to better spell out the types of unacceptable conduct that might lead to action and also to better spell out the process that has to be followed. As the Club grows there is more call for the Board and management to have to deal with disciplinary matters concerning members. Shortcoming have been identified with the existing provisions that it is proposed to replace. The new provisions are intended to provide a clear code for how a disciplinary complaint against a member is dealt with that strikes a fair balance between the rights of the member and the need for the Club to operate</td>
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<td>in an orderly fashion in the interests of all members.</td>
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<td>12</td>
<td>Specific provision now for members to submit to having their photograph taken for the purposes of club records and membership cards. Also acknowledges that the Club is entitled to require reasonable identification from persons entering Club premises.</td>
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<tr>
<td>14</td>
<td>Employees and ex-employees (but only within 12 months of finishing up) – voting at club meetings prohibited and disqualified from being a Director.</td>
<td>In part, this reflects the statutory prohibition against an employee being a director.</td>
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<td>17.2</td>
<td>Right to vote at the general meeting - provision for the roll of members to be frozen at the time the meeting notice is sent out.</td>
<td>Assists with the administration of the meeting. Avoids the concern for members that there might be an influx of new members just before a meeting that might affect voting outcomes.</td>
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<td>17.5</td>
<td>General Meetings quorum down from 50 to 25.</td>
<td>To avoid meetings lapsing unnecessarily for want of a quorum. 21 days' written notice still has to be given to every member, for any proposed general meeting.</td>
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<td>22</td>
<td>Tightened qualifications for election to the Board including now potential disqualification based on various potential conflicts of interest. One ground for disqualification is being a director or senior manager, or a member of a Board committee, of another registered club but now this is limited to positions with clubs within a radius of 15 kilometres (previously unlimited).</td>
<td>This will disqualify persons who happen to also be a director or senior manager of another nearby club; or who have a material personal interest in a nearby hotel; or who have or have had a material personal interest in certain contracts or arrangements with the Club; or who have an interest in non-residential land near to the Club's licensed premises. There is however provision for the then-current Board to grant an exemption where there are special circumstances.</td>
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<td>22.2</td>
<td>Continues the existing limit of two Directors on the Board at any time who are associated with any Single Interest Group, without any substantive change. One type of relevant single interest group still is a group or organisation receiving financial support of at least $1,000 from this Club in the current or most recently completed financial year (increased from $100, to avoid catching relationships that are not material).</td>
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<td>23</td>
<td>Provision for the Board to appoint a Nomination Committee to have an involvement in looking at potential candidates for election to the Board.</td>
<td>To assist with Board succession.</td>
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<td>25(e)</td>
<td>Expanded nomination procedures for Board elections – facility for candidates to provide personal details to go out with ballot papers so that they can introduce themselves to members.</td>
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<td>25(e)(iv)</td>
<td>Any new director must commit to undertake the mandatory legal training required under the Registered Clubs Regulation (or seek to have their existing qualifications, skills and work</td>
<td>This is now mandatory under legislation anyway but is included as a guide for candidates.</td>
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<td>26.5</td>
<td>New provision to allow the Board to exercise the power now conferred by the Regulations, to appoint one or two additional directors to the Board, for a single term not exceeding three years.</td>
<td>The Government determined that it could be in the interests of clubs to have this power. Only members can be appointed as additional directors. If the Board exercises the power then notice must be given to all members including statements of the reasons for the appointment and the skills and qualifications of the person appointed. From 1 January 2017 the legislation requires the Club to have not more than nine directors. The Club will now be able to comply with this requirement even if the power to appoint additional directors is exercised.</td>
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<td>27.3</td>
<td>Expanded powers for the Board to make By-Laws.</td>
<td>Under the legislation it is mandatory that the management and administration of the affairs of the Club is and can only be vested in the Board. This provision provides one way in which Board decisions can be formalised.</td>
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<td>30 and 31</td>
<td>Power for the Board to adopt and enforce both a Board Charter and also a Director Code of Conduct.</td>
<td>The Board has already adopted both a Charter and a Code in accordance with modern governance best practice. These new provisions will give those documents force under the Constitution.</td>
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<td>32.3</td>
<td>Quorum for a Board meeting now four directors (previously five).</td>
<td>Reflects the appropriate proportion now that the size of the Board is being reduced to seven (before any appointed directors, if any).</td>
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<td>32.5</td>
<td>Expanded provisions for directors to participate in Board meetings using technology rather than having to be physically present.</td>
<td>This will facilitate the participation by directors in Board meetings even in circumstances where an individual director may not be able to physically attend at the premises for a meeting.</td>
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<td>34</td>
<td>Provision for insurance, and also for individual Access &amp; Indemnity Deeds, to protect Directors and to back up the existing indemnity of Directors.</td>
<td>This is proposed in line with best practice corporate governance, to assist the Club to better attract and keep good quality candidates for the Board in the future.</td>
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<tr>
<td>40</td>
<td>Provision for the Board to authorise the use of electronic communications to and from the Club.</td>
<td>This clarifies that the Club may have transactions with members using electronic communications and accept communications electronically.</td>
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**PUBLICATION OF THE CCLC 2014/2015 ANNUAL REPORT**

Members who have elected to receive the Central Coast Leagues Club Annual Report by post should receive the 2014/2015 report by 30 October, 2015.

The report will be available on the Members Section of the CCLC website from 30 October, 2015.

A copy of the report can be accessed on the Members’ page at: [www.cclc.com.au](http://www.cclc.com.au/)