



NOTICE OF GENERAL MEETING

2019



NOTICE OF MEETING

Central Coast Leagues Club Limited ABN 83 001 036 068

Notice is hereby given that the Forty-Seventh Annual General Meeting of Central Coast Leagues Club Limited will be held in the Club's rooms at Dane Drive, Gosford on Wednesday 20 November, 2019 at 7.00 pm.

AGENDA

- 1• **Opening**
- 2• **Attendance and quorum**
- 3• **Apologies**
- 4• **Receipt of the minutes of the previous Annual General Meeting**
- 5• **Receipt and consideration of the Club's Financial Report, the Directors' Report and the Auditor's Report, for the year ended 30 June 2019**

6• **Ordinary Resolution: 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.

EXPLANATORY NOTE

Ordinary resolution: Appointment of Patrons
The Board unanimously recommends each of the proposed patrons, in accordance with Rule 13.1 of the Club's Constitution.

It is the intention that each appointment will be effective until the next AGM. A patron is an Honorary Member for the duration of their appointment as a patron.

7• **Ordinary Resolution: Honorarium - Directors**

To consider and if thought fit, pass the following ordinary resolution:

That the members approve the payment of an honorarium at the rate of \$1000 per month, 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 of the Club

in respect of their service on the Board until the next Annual General Meeting. The Chairperson is to receive an additional \$500 per month

EXPLANATORY NOTE

Ordinary resolution: Honorarium – Chairperson

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

Under section 10(6)(a) of the Registered Clubs Act, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.

Honoraria have not increased since being introduced in 2014. The amount of the proposed honorarium has been independently benchmarked against similar-sized clubs and is appropriate considering the additional workload of Directors with the proposed masterplan redevelopment.

It is at the discretion of an individual Director as to whether they accept the honorarium.

In addition, a compulsory superannuation contribution may be payable.

The present Board unanimously recommends the proposed resolution.

8• **Elections**

To elect three Ordinary Directors, in accordance with the Constitution (if elections are required) and to announce the results and declare those persons elected to take office from the conclusion of the meeting.

EXPLANATORY NOTE

Elections

In accordance with Rule 19 of the Club's Constitution, there are two vacancies to be filled on the Board. Those two vacancies arise under Rule 19 in the usual course. The successful candidates who fill those vacancies will have three year terms of office.

There is also one additional casual vacancy to be filled following the resignation of Peter James as a Director. The Board appointed Stephen Naven to fill that casual vacancy up to the date of the AGM. The successful candidate who fills this vacancy will have a one year term of office.

If elections are necessary, the election for the three

year vacancies will be conducted first.

All of the retiring directors including S Naven, M Bell and R Southeren are eligible to stand for election.

9 • Ordinary Resolution: Benefits for Directors including the Chairman

To consider and if thought fit, pass the following ordinary resolution:

That, pursuant to section 10(6A) of the Registered Clubs Act 1976, the members authorise (and declare to be reasonable) the payment or reimbursement by the Club for, or the provision by the Club at the Club's expense of, the following in respect of each of the Directors including the Chairman, up to an aggregate amount not exceeding \$80,000 until the next AGM:

- (a) the reasonable cost of clothing indicative of their position as a Director*
- (b) the reasonable cost of attendance at trade shows, industry conferences and meetings, conferences and training in relation to their role and responsibilities as a Director*
- (c) the cost of reasonable food and refreshments before, during and at the conclusion of Board and committee meetings*
- (d) the payment of the premium for Directors' and Officers' insurance cover*
- (e) reasonable out-of-pocket expenses incurred when carrying out their duties in relation to the Club including (without limitation) the reasonable costs of the entertainment of special guests of the Club and participation in Club promotional activities (whether at the Club's premises or elsewhere), and attending study tours of other clubs and similar venues to inspect those venues and their operations, provided that all such out-of-pocket expenses are approved by a current resolution of the Board*
- (f) the reasonable cost of attending, at Club premises or elsewhere, as representatives of the Club such sporting, community, charity, special functions or occasions as the Board from time to time authorises and determines to be reasonably incurred in the course of their respective duties in relation to the Club*

- (g) the reasonable cost of providing functions to recognise service and support to the Club or to promote the Club or otherwise further the objectives of the Club*
- (h) the reasonable cost of attendance at national and international gaming, entertainment, leisure and recreation venues, provided that the attendance of Directors at such venues will, in the opinion of the Board, produce significant benefits to the planning and development of the Club, and provided also that the expenditure is assessed and approved in advance by the Board as being reasonable*
- (i) preferential bookings or reservations for Club functions.*

EXPLANATORY NOTE Ordinary Resolution: Benefits for Directors including the Chairman

It is necessary and appropriate for the Directors to be active in performing their duties and pursuing the Club's success.

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 under section 10(6A) of the Registered Clubs Act.

Directors' out-of-pocket expenses reasonably incurred in the course of carrying out their duties, are able to be authorised by the Board under section 10(6)(d) of the Registered Clubs Act. However, in the interests of transparency the proposed resolution 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 acknowledges 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. The present Board unanimously recommends the proposed resolution.

10 • Special Resolution:

That the Constitution of Central Coast Leagues Club Limited be amended as follows:

By deleting from Rule 3.5(f) the words “section 410 of the RCA” and inserting instead the words “clause 5 of the Code”.

By deleting from Rule 26.1(a) the word “noticeboard” and insert instead the words “notice board”.

By deleting Rules 26.5 (a) and (b) in their entirety and inserting in lieu thereof the following new Rules 26.5(a) and (b):

- (a) The Board may exercise any power conferred by the RCA to appoint additional persons as members of the Board, in addition to the number of directors elected in accordance with Rule 18 (Composition of the Board) provided that the number of persons who are members of the Board does not exceed nine (9).
- (b) A person may not be appointed under this provision if they are prohibited or disqualified by Rules 21(a), 21(c) or 21(d) of this Constitution from being or continuing as a director. For the avoidance of doubt, Rules 21(b), 21(e) and 22 do not apply to an appointment under this Rule 26.5.

By inserting the following new Rule 26.5 (i):

- (i) An appointment under this provision is not to be regarded as an appointment to a casual vacancy under Rules 26.3 or 26.4.

By deleting from Rule 27.3(d) the word “noticeboard” and insert instead the words “notice board”.

By inserting the following new Rule 28.1 (f):

- (f) Clause 8 of the Code also applies if a director discloses that they have:
 - (i) a material personal interest in a matter that relates to the affairs of the Club;
 - (ii) any personal or financial interest in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (iii) any financial interest in a hotel situated within 40 kilometres of the Club’s premises; or

- (iv) received any gift valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, from an affiliated body of the Club or from a person or body that has entered into a contract with the Club,

By deleting Rule 28.2 in its entirety and inserting in lieu thereof the following new Rule 28.2:

28.2 What are some of the other accountability and transparency obligations in connection with the Club?

- (a) A director must within 21 days after the relevant facts have come to the director’s knowledge and in accordance with clause 8 of the Code
 - (i) disclose the relevant facts to the Secretary of the Club;
 - (ii) declare the relevant facts and nature of the interest at a meeting of the Board; and
 - (iii) in respect of any facts or interest referred to in Rules 28.1(a) and 28.1(f) comply with Rule 28.1(d).
- (b) The Club must not enter into a contract with a director or with an executive, except to the extent permissible under clause 4 of the Code.
- (c) The Club must not enter into a contract with the CEO, any approved premises manager, or any close relative of any such person or any company or other body in which any such person has a controlling interest, contrary to clause 4 of the Code.
- (d) The Club must not enter into a contract for the remuneration by the Club of an employee who falls within the definition of a “top executive” under the RCA, unless the proposed contract has first been approved by the Board.
- (e) The Club must monitor the circumstances of its senior employees and keep aware of whenever an employee becomes a “top executive” within that definition. When that happens then the Club must as soon as practicable, give written notice to that person informing them that he or she is a top executive and has responsibilities under the Code.
- (f) The Club must not lend money to a director. The Club also must not lend money to any employee except in conformity with clause 6 of the Code.

- (g) The Club must not directly or indirectly participate in any offer of inducement for the purpose or provision of goods or services to the Club, in a manner contrary to the RCA (including section 43A) and no director, executive or other employee of the Club may be involved in any conduct in connection with anything that is or would if permitted be a breach of those provisions.
- (h) The Club must not enter into any management contract, that is regulated by clause 5 of the Code, except in strict compliance with the requirements of the Code.

By deleting from Rule 34(b) the words “in conformity with section 41K of the RCA”.

By deleting from Rule 36.2 the word “noticeboard” and insert instead the words “notice board”.

By deleting Rule 39 in its entirety and inserting in lieu thereof the following new Rule 39:

39. Notice

- (a) The Club may give any notice required under or in connection with this Constitution, to a member in the same way as prescribed in the Corporations Act for the giving of a notice of meeting (see section 249)).
- (b) A notice to any member, including a notice of general meeting and Annual General Meeting of the Club may be given by the Club:
 - (i) by displaying a notice on the Club notice board;
 - (ii) by displaying a notice on the Club’s website;
 - (iii) personally;
 - (iv) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution;
 - (v) by sending it to the electronic address (if any) nominated by the member; or
 - (vi) by sending a notification to the electronic address (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting.

- (c) The non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate any general meeting.
- (d) If any member has provided an address that is outside Australia, the Club may place a notice to that member (or to members generally) on the Club notice board of the Club and that notice will be taken to be effective notice to that member and taken to be given one day after it is put up on the Club notice board.
- (e) A notice of meeting sent by post is taken to be given one day after it is posted. A notice of meeting given by fax, or other electronic means, is also taken to be given one day after it is sent.
- (f) A notice given by displaying the notice on the Club notice board or by displaying a notice on the Club’s website, is taken to have been given on the day on which it was displayed.

42.1 Definitions add;

Code means the Registered Clubs

Accountability Code contained in Schedule 2 to the Registered Clubs Regulation 2015.

By making such other amendments necessary to ensure the cross referencing of Rules, paragraph numbers and other matters are properly formatted to give full force and effect to the matters addressed in this Special Resolution.

Explanatory Message to Members regarding the proposed Special Resolution

The Board of the Club instructed Eastern Commercial Lawyers to review the Club’s current Constitution having regard to the changes to the law over recent years.

Eastern Commercial Lawyers reviewed the current Constitution and recommended a number of amendments in order to reflect the requirements and changes to the Corporations Act 2001, Registered Clubs Act 1976 and Registered Clubs Regulation 2015.

Eastern Commercial Lawyers recommended the adoption of a number of new Rules and the amendment to a number of existing Rules within the Constitution to address various updates to the law over the last few years and to reflect what is generally regarded as industry best practice for licensed clubs.

The amendments to Rules 3.5(f), 28.1(f), 28.2, 34(b) and 42.1 are proposed as a result of the introduction of the Registered Clubs Accountability Code into the Registered Clubs Regulation 2015. These amendments are intended to reflect the requirements of the Code. The amendments to Rules 26.1(a), 27.3(d) and 36.2 are proposed to reflect consistent language with the term “Club notice board” as defined in Rule 36.2, which mirrors the requirements of the Registered Clubs Act 1976.

The amendments to Rule 39 are proposed to allow the Club to give notice to members in certain ways, which, if contained in the Club’s Constitution, are permitted under section 249J of the Corporations Act 2001.

Copies of the full text of the proposed Constitution, should the Special Resolution be adopted, are available on the Club’s website at <https://www.cclc.com.au> or can be inspected at the Club’s reception on request.

IMPORTANT NOTE: This Explanatory Message to Members is not to be taken in any way as affecting the wording of the proposed amendments to the Constitution, but is provided to inform members of what is proposed and to draw attention to the reasons behind the proposed amendments.

11 • Management

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

12 • 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

B Clegg OAM

Interim Chief Executive Officer

17 September 2019

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 Chief Executive Officer 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 Act 1976, proxies are not permitted.

Notice of the meeting is being given to the Club’s Auditor, who is entitled to attend.

Voting

An ordinary resolution must receive votes in favour from a simple majority (50% + one) of eligible members who cast a valid vote in person at the meeting.

For a special resolution to pass at least 75% of the votes cast must be in favour.

Resolutions

The Corporations Act 2001 requires that only the business contained in this notice of meeting is able to be dealt with at the meeting. No business, including any resolution, may be proposed at the meeting that is not already listed in the notice of meeting.

Annual report

The Club’s annual report (including the financial report) for the year ended 30 June 2019 can be accessed on the Member Reports page at www.cclc.com.au from no later than 21 days before the date of the meeting.



Dane Drive Gosford NSW 2250 Ph 02 4325 9888

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