



NOTICE OF GENERAL MEETING

2020



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Notice is hereby given that the forty-eighth Annual General Meeting of Central Coast Leagues Limited ACN 001 036 068 (Club) will be held at:

Location: Central Coast Leagues Club, Dane Drive,
Gosford NSW 2250

Date: Wednesday 18 November 2020

Time: 7.00pm

AGENDA

1. Opening.
2. Attendance and quorum.
3. Apologies.
4. To confirm the Minutes of the previous Annual General Meeting.
5. To receive and consider the Financial Report, the Directors' Report and Auditor's Report for the year ended 30 June 2020.
6. Patrons.
7. To consider and, if thought fit, to pass Ordinary Resolution 1 regarding Directors' honorarium.
8. To consider and, if thought fit, to pass Ordinary Resolution 2 regarding Directors' benefits.
9. To consider and, if thought fit, to pass the Special Resolution to amend the Club's Constitution.
10. To notify members of each expression of interest in an amalgamation and unsolicited merger offer that the Club has received from another club within the prior 12 months (if any).
11. To consider and, if thought fit, to pass Resolution regarding Conferring of Life Membership.
12. Election of the Board of Directors. See explanatory note at end of notice.
13. Any other business of which notice has been duly given.

AGENDA ITEM 6: PATRONS

Earlier this year the Club was saddened by the passing of its founder Ray Maher OBE. Ray was an inspiration to us all and the founding light that lead the Club towards what it is and stands for today. In many ways, Ray was the foundation of the Club. Without him the Club would not exist. In honor of Ray, the Board has decided to leave the position of Patron vacant for the next 12 months.

AGENDA ITEM 7: ORDINARY RESOLUTION 1

That pursuant to the *Registered Clubs Act 1976* (NSW):

1. The members hereby approve and agree to the payment of an honorarium at the rate of \$1,000 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 each Director's service on the Board until the next Annual General Meeting. The Chairperson is to receive an additional \$500 per month.
2. The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only for those who are Directors of the Club.

Explanatory Notes – Ordinary Resolution 1

1. It should be noted that the Directors are not seeking an increase this year, agreeing to maintain the honorarium at the current level.
2. Under the Registered Clubs Act 1976 (NSW) (Registered Clubs Act), Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act by a resolution passed at a general meeting.
3. It is at the discretion of an individual Director as to whether they accept the honorarium.
4. In addition, a compulsory superannuation contribution may be payable.
5. If Ordinary Resolution 1 is passed, the members approve the payment of the honorarium by the Club until the next Annual General Meeting.

AGENDA ITEM 8: ORDINARY RESOLUTION 2

That pursuant to the *Registered Clubs Act 1976* (NSW):

1. The members hereby approve and agree to the reasonable expenditure by the Club of up to \$80,000 until the next Annual General Meeting in respect of each Director of the Club (including the Chairman) for the following:
 - a. the reasonable cost of clothing for the use of Directors in representing the Club;
 - 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 reasonable cost of meals and beverages 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 by Directors 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 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; and
 - i. Preferential bookings or reservations for Club functions.
2. The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only for those who are Directors of the Club and those persons who are directly involved in the above activities.

Explanatory Notes – Ordinary Resolution 2

1. It should be noted that the Directors are not seeking an increase this year, agreeing to maintain the honorarium at the current level.
2. Under the Registered Clubs Act 1976 (NSW) (Registered Clubs Act), Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.
3. 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.
4. If Ordinary Resolution 2 is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting, in relation to duties performed by the Club's Directors. This expenditure is considered as reasonable and necessary for the Directors to be active in performing their duties and pursuing the Club's long-term viability.

AGENDA ITEM 9: SPECIAL RESOLUTION

That the Constitution of Central Coast League's Club Limited ACN 001 036 068 (Club) be repealed, and, the Constitution in the form presented to the Annual General Meeting and signed by the Chairperson of the meeting for the purpose of identification be adopted as the Club's new Constitution.

Explanatory Notes – Special Resolution

1. About the Special Resolution
 - 1.1 The resolution to adopt a new Constitution will be put to members for consideration as a Special Resolution in accordance with the Corporations Act 2001 (Cth) (Corporations Act).
 - 1.2 If this Special Resolution is passed, then the Club's existing Constitution will be entirely replaced by the new Constitution.
 - 1.3 A copy of the proposed new Constitution which will be presented to the members at the Annual General Meeting is available for members from the office of the Chief Executive Officer on request. Members may collect a copy during the Club's normal office hours, or request a copy by post or email.
 - 1.4 The main purpose of the new Constitution is to update the Club's rules to reflect current law and best practice applicable to registered clubs and the Club's operations, and to assist with streamlining the Club's operations.
 - 1.5 The primary reason for proposing the changes as one new Constitution is to address the many different changes, both substantive and less substantive (such as formatting, typographical errors and more minor corrections) which would otherwise require a number of special resolutions to be considered and passed at the Annual General Meeting, instead of just one special resolution.
 - 1.6 The Board encourages members to read the proposed new Constitution carefully and attend the Annual General Meeting to vote on this important resolution for our Club.
2. Summary of important matters in new Constitution

Not all changes to the Constitution are set out in this notice as some are of a more administrative nature. However, some significant matters for consideration by members in relation to the new Constitution include the following:

 - 2.1 Administrative changes

The amendments include some updates with reference to current legislation and more modern language to make the Constitution more suitable for members.

For example:

- a. Gender-neutral language has been adopted as all classes of membership are open to any gender.
 - b. Additional Registered Clubs Act (RCA) requirements have been inserted into rule 3.5 of the new Constitution to maintain transparency with current Club legislation, including:
 - i. Prohibiting the sale, supply or disposal of liquor on the Club's premises to any person other than a member of the Club subject to any exceptions under the RCA;
 - ii. Prohibiting the sale, supply or disposal of liquor to persons below the age of 18; and
 - iii. Prohibiting the use or operation of gaming machines on Club's premises by any person below the age of 18.
- 2.2 Objects

There is no change to the Club's objects which are set out in rule 3.1 of the new Constitution.
 - 2.3 Guarantee amount

There is no change to the members' guarantee amount of \$5 (which would only be payable if the Club is ever wound up). Members are referred to rule 5.2 of the new Constitution.
 - 2.4 Membership classes
 - a. There will be a change to the current membership classes of the Club to better reflect the requirements set out in the RCA. Members are referred to rule 6.2 of the new Constitution which divides the Club's membership into five categories: Ordinary members, Life members, Honorary members, Provisional members and Temporary members. These are the five categories of membership required by the RCA.
 - b. This was mainly required due to some confusing terminology of "ordinary members" of the Club, which under the existing Constitution, had a different meaning to "ordinary members" under the RCA.

- c. All current Honorary members, Provisional members, Temporary members and Life members will retain their class of membership under the new Constitution.
- d. Ordinary membership of the Club will be divided into three classes: Club members, Special members and Junior members. Further information about these classes is set out below:
 - i. Club members
 - A. Club members will consist of all members who, before the conclusion of this Annual General Meeting, were listed in the Club's Register of Members as an "Ordinary member" pursuant to rule 6.4 of the current Constitution. Club members will also consist of any person who has been elected as a Club member from the conclusion of this Annual General Meeting.
 - B. There is one change to the wording of the rights of "Ordinary members" as defined in rule 6.4 of the current Constitution and those attaching to Club members under rule 6.4 of the new Constitution, being the express reference to the right to stand for election as Chair or Deputy Chair. As those positions are elected by the Board, we have changed the wording to avoid any confusion that may arise in the clause being interpreted as requiring the direct election of those positions by the members. There is no actual change to the Ordinary members' rights in this regard.
 - C. There is no substantive change to the eligibility of this class of membership. A person (who has obtained the age of 18) will be eligible for admission as a Club member if they are of good character/ repute, apply and are elected as a Club member and pay any applicable entrance fees.
 - Members are referred to rule 6.4 of the new Constitution.
 - ii. Special members
 - A. Current Special members of the Club will remain in their existing class of membership.
 - B. A person (who has obtained the age of 75) will be eligible for admission as a Special member if the person is a current Club member and has been a member of the Club for at least 12 consecutive years as at the date of their application for transfer of membership of the Club to the Special member class. A Club member will need to apply to transfer their membership to the Special member class which the Board may approve. Members are referred to rule 6.5 of the new Constitution.
 - iii. Junior members
 - A. Current Junior members of the Club will remain in their existing class of membership.
 - B. Members are referred to rule 6.7(a) of the new Constitution for the eligibility requirements for Junior membership.
- e. Current Life members of the Club will remain in their existing class of membership. We have also clarified the right of Life members to be elected to the positions of Chair and Deputy Chair. As those positions are elected by the Board, we have changed the wording to avoid any confusion that may arise in the clause being interpreted as requiring the direct election of those positions by the members. There is no actual change to the Life members' rights in this regard.
- f. There is no change to the rights attaching to Special members, Junior members, Honorary members, Provisional members and Temporary members. Members are referred to the table in rule 6.12 of the new Constitution which sets out the rights of all members.

- g. New membership applications must still be approved by the Board or an election committee under the new Constitution.
- 2.5 Transfer of membership
- Rule 7.5 of the new Constitution permits the Board to transfer an Ordinary member to another class of Ordinary membership on the written request of the member. There may be fee and subscription implications resulting from a transfer of membership.
- 2.6 Conduct of members
- Rule 9 of the existing Constitution has been removed and some of the more detailed matters which are in the existing Constitution will be inserted into the Club's By-laws to help streamline the Constitution. All members of the Club must still comply with these requirements.
- 2.7 Disciplining of members
- a. Rule 9 of the new Constitution sets out the process by which the Board may discipline members, which has been simplified.
 - b. Members will receive a notice of charge at least 14 days before the meeting of the Board at which the charge is to be heard. Members are entitled to attend the meeting to answer the charge or may choose to answer the charge in writing. Members in attendance of the meeting may wish to call witnesses.
 - c. As set out under rule 9.2 of the new Constitution, the conduct of the disciplinary process will vary depending on whether the accused member chooses to attend the meeting at which the charge is to be heard.
 - d. Any member who is found guilty of the charge of which they are accused will be given an opportunity to address the Board in relation to the penalty appropriate to the charge before the Board determines the penalty to be imposed.
- 2.8 CEO's power to immediately suspend
- The rules relating to the CEO's power to suspend a member has been simplified under the new Constitution.

Specifically, rule 9.3 of the new Constitution permits the CEO (or the Senior Employee of the Club in the CEO's absence) to suspend any member if the CEO or Senior Employee considers that a charge should be laid against a member.

- 2.9 Exclusion from the Club's Premises
- a. Rule 9.4 of the new Constitution sets out the circumstances in which members can be refused entry to, or be required to leave, the Club's premises. These circumstances are in accordance with the Liquor Act 2007 (NSW). Example: This Rule would apply if a person is intoxicated or disorderly, smokes in a smoke-free area on the Club's premises or uses or possesses a substance suspected of being a prohibited plant or drug while on the Club's premises.
 - b. The CEO, Board, Senior Employee or any authorised person may refuse any person access to the premises in accordance with the Club's responsible service of alcohol policy, responsible conduct of gambling policy or self-exclusion policy under rule 9.4(c) of the new Constitution.
- 2.10 Termination of membership
- a. Rules regarding termination of membership have been inserted into the new Constitution, as the current Constitution refers only to membership 'resignations.' The new Constitution therefore contains additional rules regarding the circumstances when a person's membership with the Club will 'cease/terminate' (which includes but is not limited to the resignation of a person's membership).
 - b. Under rule 10 of the new Constitution, a person will cease to be a member if they die, they have not paid any funds owing to the Club within 60 days after the due date, they resign in writing, they resign by returning their membership card and giving verbal/written notice of resignation or if they are expelled from membership as a result of any disciplinary proceeding.

- c. A person may also cease to be a member if they make any statement or engage in any act that, in the reasonable opinion of the CEO, Board or disciplinary committee, constitutes an intention by the member to resign.

2.11 Patrons

Rule 12 of the new Constitution for patrons, while generally similar, outlines that the appointment of Patrons in a General Meeting will continue until the next Annual General Meeting of the Club unless otherwise resolved by members. The new rule 12 also provides that a person's appointment as a Patron will end upon that person's cessation of membership with the Club.

2.12 Guests

Rule 14 of the new Constitution for guests remains substantially similar. An addition has been made to prohibit members from introducing guests if the guest has been expelled or dismissed from membership, has been removed from the Club's premises for misconduct while attending the Club as a guest or Temporary member, has had their application for membership of the Club rejected or is a former Club employee who has been dismissed for misconduct.

2.13 Quorum for General Meetings

Rule 16.5 of the new Constitution provides that the quorum for a General Meeting called by the Board is twenty-five (25) members who are present and entitled to vote at the meeting. The quorum for General Meetings convened by the Board on the request of members will be one-hundred (100) members who are present and entitled to vote at the meeting.

2.14 Board elections

- a. Rule 25.1 of the new Constitution reflects the RCA such that at least 25% of the Club's full members must have the right to vote at an election of the Board.
- b. There is no change to the rights of members to stand for election to the Board under the new Constitution.
- c. There is no change to the Board election procedure in the new Constitution. Members are referred to rule 25.2 of the new Constitution.

- d. Rule 25.6 of the new Constitution regarding additional appointments to the Board has been slightly modified to reflect the Registered Clubs Regulation 2015 (NSW). Firstly, the adjustment provides that a person appointed under rule 25 must only be appointed for a term of no more than 3 years, and that the person must be an Ordinary member of the Club at the time of, and for the duration of, their appointment. Secondly, a notice containing specific information about the person appointed must be clearly displayed on the Club's premises and website within 21 days of the appointment being made.

2.15 Powers of the Board

There is no change to the Board election procedure in the new Constitution. Members are referred to rule 26 of the new Constitution.

2.16 Insurance and indemnity of officers

Rule 33 of the new Constitution relating to the insurance and indemnity of officers has been reworded in accordance with current law and best practice.

2.17 Accounts and audit

The requirements for the Club to make available its accounting and financial records are set out in rule 38 of the new Constitution. This has been incorporated in accordance with the RCA and Corporations Act.

2.18 Executing documents

The Club may execute a document with or without affixing its Seal to a document, or in any other manner as decided by the Board.

AGENDA ITEM 11: RESOLUTION FOR LIFE MEMBERSHIP

To consider and if thought fit confer Life Membership on Mr Michael Bell.

Explanatory note – Ordinary resolution - Conferring of Life Membership.

The Board has unanimously resolved to recommend Michael Bell for Life Membership in recognition of his outstanding service to the Club.

Mr Bell is currently a Director and satisfies the requirement of the Club's Constitution that he has served as a director for a period or periods in aggregate of not less than 10 years as required by Rule 6.6.

AGENDA ITEM 12: ELECTION OF DIRECTORS

To elect two 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. 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.

By order of the Board

Company Secretary and Chief Executive Officer

Edward Camilleri

GOSFORD

22 September, 2020

GENERAL NOTES FOR MEMBERS

1. To be passed, each Ordinary Resolution must receive votes in its favour from a simple majority of those members who, being eligible to do so, vote on the Ordinary Resolution.
2. To be passed, each Special Resolution must receive votes in its favour from a three quarters majority of those members present and voting, being eligible to do so, vote on the Special Resolution.
3. The Special Resolution must be considered as a whole and the substance of the resolution and the proposed new Constitution cannot be amended by motions from the floor of the meeting.
4. Life Members, financial Ordinary members and financial Special members are entitled to vote on each Ordinary Resolution and the Special Resolution.
5. Members who are employees of the Club are not entitled to vote and proxy voting is prohibited under the Registered Clubs Act.
6. Members will be given a reasonable opportunity to speak and ask questions about each resolution at the Annual General Meeting.
7. A copy of the current Constitution is available to members on request from the Club's office.
8. The Club's Annual Report (including the Financial Report) for the year ended 30 June 2020 can be accessed on the 'Member Reports' page at www.cclc.com.au.
9. Members are requested to address questions on matters to be considered at the Annual General Meeting to the Chief Executive Officer in writing at least 14 days before the Annual General Meeting, so that they can be addressed and drawn to the attention of the meeting as appropriate.



DANE DRIVE GOSFORD

www.cclc.com.au