



NOTICE OF GENERAL MEETING 2022



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

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

Date: Thursday 10 November 2022

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 the Auditor's Report for the year ended 30 June 2022.
6. To consider and, if thought fit, to pass Ordinary Resolution 1 regarding Directors' honoraria.
7. To consider and, if thought fit, to pass Ordinary Resolution 2 regarding Directors' benefits.
8. To consider and, if thought fit, to pass the Special Resolution to amend the Club's Constitution.
9. 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).
10. Election of the Board of Directors. See explanatory note at end of notice.
11. The future of the Club, the way ahead.
12. Any other business of which notice has been duly given.

AGENDA ITEM 6: 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 \$1,102.50 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 Chairman is to receive an additional \$551.25 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. 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.
2. The Directors sought independent advice as to what honoraria were being paid to directors in a range of similar clubs at the present time. They now propose a 5% increase in the Honoraria to be paid to the Directors and also a 5% increase in the honorarium paid to the Chairman if approved by the members at the 2022 AGM. It is at the discretion of an individual Director as to whether they accept the honorarium.
3. It is at the discretion of an individual Director as to whether they accept the honorarium. If Ordinary Resolution 1 is passed, the members approve the payment of the honorarium by the Club until the next Annual General Meeting.
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 7: 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. 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;
 - e. 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;
 - f. 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;
 - g. 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
 - h. 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. 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.
2. 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.
3. 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 8: SPECIAL RESOLUTION

That the Constitution of Central Coast League's Club Ltd (**Club**) is amended by:

- Deleting the words "and addresses" after the word "names" in rule 7.3(b) so that the rule will read as follows:
"(b) The names of persons proposed for election as an Ordinary Member must be displayed in a conspicuous place on the premises of the Club for at least one week before their election. Also, an interval of at least two weeks must elapse between the proposal of a person for election as a Club or Junior Member, and their election."
- Adding the following new rule 16.5(b) immediately after the existing paragraph in rule 16.5 and renumbering the existing paragraph appearing in rule 16.5 as rule 16.5(a):
"(b) If a General Meeting is held at more than one venue using any form of technology, including any form of technology which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place), the contemporaneous linking together by the technology of a number of members sufficient to constitute a quorum constitutes a quorum for the purposes of rule 16.5(a)."
- Adding at the beginning of rule 16.6(a), the words and comma "Subject to rule 16.12(b)(ii)," and replacing the capital "E" with a lower case "e" in the word "every", so that rule 16.6(a) will read as follows:
"(a) Subject to rule 16.12(b)(ii), every question submitted to a meeting must be decided by a show of hands (unless a poll is demanded by five members or directed by the Chair) and in the case of an equality of votes whether on a show of hands or on a poll the Chair has a second or casting vote."
- Adding the following new rules 16.12 and 16.13 immediately after rule 16.11:
16.12 Use of technology for holding of General Meetings
 - a. *The Club may hold a General Meeting using technology in accordance with the requirements of section 30C of the Registered Clubs Act, the requirements of the Corporations Act and the provisions of this Constitution.*

- b. *If a General Meeting is held at more than one venue using any form of technology, which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place):*
- (i) *the meeting is taken to be held at the place determined by the Chairman provided that at least one of the members present at the meeting was at the place for the duration of the meeting;*
 - (ii) *votes taken at the meeting must be taken by a poll, and not on a show of hands, using one or more technologies to give each person entitled to vote the opportunity to participate in the vote in real time and, where practicable, by recording their vote in advance of the meeting;*
 - (iii) *if the technology used for the meeting and referred to in this rule 16.12 encounters a technical difficulty, whether before or during the General Meeting, which results in a member not being able to participate in the meeting, the Chairman may, subject to the Corporations Act:*
 - (A) *allow the meeting to continue; or*
 - (B) *adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the Chairman of the meeting considers appropriate.*
- c. *For the avoidance of doubt, where the Chairman has allowed the General Meeting to continue in accordance with rule 16.12(b)(i), any resolution passed at that meeting is valid.*
- d. *Subject to the Corporations Act, Registered Clubs Act and this Constitution, the Board may from time to time make such By-Laws as it thinks necessary for the conduct of General Meetings using any form of technology.*

16.13 Requirements for Notice of General Meeting if technology will be used for holding the Meeting

If a General Meeting is held using technology, the notice of General Meeting must include:

- a. *information about how members will be able to attend and/or participate in the General Meeting;*
 - b. *information about how members can vote and ask questions;*
 - c. *any other information members need to know in order to participate using the technology.”*
- *Deleting rule 31.1(a) and inserting instead the following new rule 31.1(a):*
“(a) *The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit but must meet at least once in each quarter, being a period of 3 months ending 31 March, 30 June, 30 September or 31 December. A record of all directors present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.”*

Explanatory Notes – Special Resolution

Rule 7.3(b)- *names only of new members to be displayed on notice board*

1. Existing rule 7.3(b) of the Club’s Constitution currently requires the name and address of an applicant for membership of the Club to be displayed on the Club’s notice board. The proposed amendment of the rule will mean that only the applicant’s name needs to be displayed on the Club’s notice boards which is consistent with recent changes to section 30(2) of the Registered Clubs Act.

Rules 16.5, 16.6(a) and new rules 16.12 and 16.13 – use of technology for holding of General Meetings

2. Existing provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**) permit the Club to use technology for the purposes of (among other things) circulating notices of meetings or holding meetings via technology. However, some of these provisions are temporary and were introduced because of the latest COVID-19 outbreak and associated lockdowns. It is uncertain as to whether these temporary measures will remain in place after 31 March 2022.
3. New section 30C of the Registered Clubs Act is permanent but does not include much detail about the conduct of General Meetings electronically. For example, they do not provide information about notice requirements for General Meetings using technology, determination of a quorum, how voting is conducted or what should occur if there is a fault with the technology.
4. The proposed change rules 16.5 and 16.6(a) and new rules 16.12 and 16.13 will supplement new section 30C of the Registered Clubs Act regarding conduct of General Meetings using technology. The Board considers that the use of technology in the manner contemplated by the proposed changes to the Constitution will ensure that any General Meeting conducted using technology will be conducted efficiently and fairly.

5. Although it is contemplated that General Meetings will broadly continue to be held as physical meetings without using technology, the proposed new rules will allow the Club to respond effectively to the unpredictability of COVID-19 or any other pandemic, and allow the Club to act in the interests of the health and safety of its members, Board and other personnel.

Rule 31.1(a) – Board meetings to be held at least quarterly instead of monthly

6. Existing rule 31.1(a) of the Club's Constitution currently requires the Board to hold monthly Board meetings. The proposed change to rule 31.1(a) will make it consistent with recent changes to section 30(1)(c) of the Registered Clubs Act which now only requires quarterly Board meetings instead of monthly meetings. However, the:
 - a. Board's duties and responsibilities at law are not in any way diminished by not having a constitutional requirement for monthly Board meetings; and
 - b. Board may nevertheless meet more regularly to deal with specific items of business, and will likely meet more regularly than quarterly given the size of the Club.

AGENDA ITEM 10: 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. The two vacancies arise under Rule 19 in the usual course. The successful candidates who fill those vacancies will have three year terms of office.

If elections are necessary, the election for the three year vacancies will be conducted first.

The retiring directors including M Bell and R Southeren are eligible to stand for election.

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. Life Members, financial Club members and financial Special members are entitled to vote on each Ordinary Resolution.

3. To be passed, the Special Resolution must receive votes in its favour from three quarters of those members who, being eligible to do so, vote on the Special Resolution.
4. Life Members, financial Club members and financial Special members are entitled to vote on 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 2022 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.
10. In accordance with recent changes to the Corporations Act, this notice is being sent electronically to those members for whom the Club holds an electronic address or means of communication. However, a member may elect the method by which they wish to receive a notice from the Club. A paper copy of this notice can be posted to a member provided they make the request at least 30 days prior to the date the Club is required by the Corporation Act to send this notice to members.

BY ORDER OF THE BOARD

EDWARD CAMILLERI

Company Secretary & Chief Executive Officer

GOSFORD

29 September 2022



CENTRAL COAST
LEAGUES



DANE DRIVE GOSFORD

www.cclc.com.au