

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the 60th Annual General Meeting ("AGM") of **CANTERBURY LEAGUE CLUB LIMITED** ("the League Club") will be held on **16 March 2016 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 18 March 2015.

2. REPORTS

To receive and consider the following reports of the League Club for the financial year ended 31 October 2015:

- (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 Club's Constitution and copies of the Financial Report, Directors' Report and Auditor's Report ("the reports") from the club upon written request. A charge may apply for multiple copies of the Constitution. The reports are also available to Members on the 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 ELECTION FOR BOARD OF DIRECTORS

To declare the results of the election of the Board of Directors who will hold office until the Annual General Meeting in 2018.

4. ORDINARY RESOLUTIONS

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

5. SPECIAL RESOLUTION

To consider and, if thought fit, pass the one Special Resolution set out in this Notice.

6. 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 \$146,160 with such sum to be apportioned between each of the directors as determined by the Board;*
 - (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) 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 is 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."*

THIRD 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:*
 - (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 fundraising events when a Director attends as a representative of the League Club;*
 - (v) reasonable costs incurred attending meetings of the Board and sub-committees;*

- (vi) *reasonable costs incurred 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) *reasonable costs incurred 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) *reasonable costs incurred 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) *reasonable costs incurred 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."*

FOURTH 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 \$105,000 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."*

FIFTH ORDINARY RESOLUTION

"That pursuant to section 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 make grants to individual*

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."*

SIXTH 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 \$20,000 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."*

SEVENTH 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 hamper to the value of \$500, 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 (a) 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 Seven Ordinary Resolutions

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

1. The *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 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 Third 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 the Board with the amount that is then allocated to each director to be determined by the Board itself. This was passed last year for the first time. The total amount has been increased from last year in accordance with the Consumer Price Index.
6. The Second Ordinary Resolution is to approve hospitality entitlements for Directors within the League Club. This was passed last year for the first time.
7. The Third Ordinary Resolution is to approve out-of-pocket expenses for Directors.
8. The Fourth and Fifth Ordinary Resolutions are to approve other forms of expenditure by Directors.
9. The Sixth Ordinary Resolution is to approve expenditure by the Club for mandatory training for Directors under the Registered Clubs Regulations.
10. The Seventh Ordinary Resolution is to approve expenditure on benefits for Life Members.

Procedural Notes

11. Each of the Ordinary Resolutions will be voted on separately.
12. 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.
13. Proxy voting is prohibited by the *Registered Clubs Act*.
14. Under the *Registered Clubs Act* Members who are employees of the League Club are not eligible to vote at the meeting.
15. Under the League Club's Constitution, Life Members, Pensioner Members and Full Members (including Bateau Bay Club members, Lakemba Returned Soldiers Club members, Earlwood Ex-Service members and Belfield RSL members) are entitled to vote on the Ordinary Resolutions.
16. 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.

SPECIAL RESOLUTION

The members will be asked to consider and if thought fit pass the following Special Resolution.

The Special Resolution is proposed by the Board.

PROCEDURAL MATTERS

1. To be passed a Special Resolution must receive votes in favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
2. **Only Life members and financial Full, Pensioner, Bateau Bay Bowls, Lakemba Returned Soldiers Club, Earlwood Ex-Services Club and Belfield RSL members are eligible to vote on the Special Resolution.**
3. Under the *Registered Clubs Act*:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
4. Amendments to the Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolutions) will not be permitted from the floor of the meeting.
5. In accordance with Rule 113 of the League Club's Constitution, the Special Resolution has been approved in writing by Bulldogs Rugby League Club Limited.

SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Canterbury League Club Limited be amended as follows:

By **deleting** paragraphs (d), (e), (f), (g) and (h) from Rule 18 and in their place **inserting** the following new and additional paragraphs:

- “(d) Twenty-Five Year members;*
- (e) Fifty Year members;*
- (f) Lakemba Returned Soldiers Club members;*
- (g) Earlwood Ex-Service members;*
- (h) Belfield RSL members;*
- (i) Life members;*
- (j) Provisional members;*
- (k) Honorary members;*
- (l) Temporary members.”*

By **inserting** the following new Rule 22 (in place of the word "Deleted") and heading:

"TWENTY-FIVE YEAR MEMBERS"

- 22 (a) *Twenty-Five Year members are Full members who have been members of the Club for a continuous period of twenty-five (25) years or more.*
- (b) *Twenty-Five Year members will pay the same reduced subscription as Pensioner members.*
- (c) *Twenty-Five year members retain all their rights as Full members and are classified as Twenty-Five year members only for the purposes of the reduced subscription."*

By **inserting** the following new Rule 22A and heading:

"FIFTY YEAR MEMBERS"

- 22A. (a) *Fifty Year members are Full members who have been members of the Club for a continuous period of fifty (50) years or more.*
- (b) *Fifty Year members will pay the minimum subscription payable under the Registered Clubs Act.*
- (c) *Fifty Year members retain all their rights as Full members and are classified as Fifty year members only for the purposes of the reduced subscription."*

By **deleting** Rule 23 and the heading "**BATEAU BAY BOWLING CLUB MEMBERS**" and in its place **inserting** the following new Rule 23;

"Members who at the date of the Special Resolution adopting this Rule 23 are Bateau Bay Bowling Club members are hereby transferred to Full membership."

Notes to Members on Special Resolution

1. The Special Resolution introduces two new sub-categories of Full membership namely, Twenty-Five year membership and Fifty Year membership.
2. Twenty-Five year members will pay the same subscription as Pensioner members and Fifty year members will pay the minimum subscription payable under the *Registered Clubs Act* which is currently \$2.00 plus GST per annum.
3. Twenty-Five year members and Fifty year members retain all their rights as Full members of the Club including the right to vote at general meetings and the right to stand for and be elected to the Board.
4. The Special Resolution also reflects the fact that the Club has de-amalgamated the Bateau Bay Bowling Club. Former members of that Club who are still classified as Bateau Bay Bowling Club members will now be re-classified as Full members unless they have already moved to one of the other categories of membership voluntarily.
5. The Board recommends that members vote in favour of the Special Resolution.

Dated: 4 January 2016

By direction of the Board



David Brace
Chief Executive Officer

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