



# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 66th Annual General Meeting of **CRONULLA-SUTHERLAND DISTRICT RUGBY LEAGUE CLUB LIMITED** (the "Club") will be held on **Wednesday 29 March 2023** commencing immediately after the conclusion of the Annual General Meeting of the Cronulla Sutherland Leagues Club Limited (which will commence at 7:00pm) at the premises of Sharks @ Kareela, 1 Bates Drive, Kareela, New South Wales.

## BUSINESS TO BE TRANSACTED AT THE MEETING WILL BE AS FOLLOWS:

1. To confirm the Minutes of the previous Annual General Meeting held on Wednesday 30 March 2022.
2. To receive and consider the Year Ended 31 October 2022 Financial Report, Directors' Report and Auditors' report.
3. Declaration of Directors – to declare the names of directors for the ensuing year.
4. To consider and determine the Ordinary Resolution (Resolution 1) set out below in relation to directors' expenses.
5. To consider and determine the Special Resolution (Resolution 2) set out below in relation to updating the constitution.
6. To deal with any other business of which due notice has been given to members.
7. To receive by way of general business questions and comments from members in relation to the management of the Club.

**NOTE 1.** Members can receive the Annual Report (including the reports referred to in agenda item 2 above) if they give a notice in writing to the Club requesting a copy of the report. Members who have previously requested a copy of the report will be sent a copy and do not have to make a further request. Alternatively, members can access the Annual Report on the Club's website where it will be published not less than twenty-one (21) days before the Annual General Meeting.

**NOTE 2.** The meeting will be open to all full members of the Club. Voting privileges will only be extended to those members who have been financial members of the club for at least three (3) years or more. Members will be required to produce their current membership card to gain admission.

**NOTE 3.** If members have questions on the Financial Report they are respectfully requested to submit them to the Group Chief Executive Officer, Mr Dino Mezzatesta, 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.

## RESOLUTION 1:

### ORDINARY RESOLUTION

"(a) That the members hereby approve of reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following:

- (i) The reasonable costs of directors attending seminars, lectures and other educational activities and training as determined by the Board from time to time.
- (ii) The reasonable cost of a meal and beverage for each director before and after a Board or Committee meeting on the day of that meeting when such meeting coincides with a normal meal time.
- (iii) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by Clubs NSW, the Club Managers Association and such other meetings, conferences and trade shows as determined by the Board from time to time.
- (iv) The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from directors meeting or other duly constituted meetings of any committee of the Board.

(b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club."



## PROCEDURAL MATTERS FOR ORDINARY RESOLUTION

1. To be passed, the Resolution must receive a simple majority of votes from those members present and voting either in person or by proxy.
2. Only Ordinary members, Perpetual members, Life members and Playing members in each case who have been members of the Club for three consecutive years (other than as Junior members) shall be eligible to attend and vote at any general meeting of the Club.
3. A member shall not be eligible to attend or vote at any meeting of the Club unless all monies due by that member to the Club have been paid as at the date of the meeting.

## RESOLUTION 2:

### SPECIAL RESOLUTION

1. That the Constitution of the Club be amended as follows:
  - a. Rule 62 is deleted and replaced with the following "A directors' meeting may be called or held using any technology consented to by all the directors but only if a person that speaks at the meeting can be heard by the other persons attending and the directors attending, as a whole, have a reasonable opportunity to participate in the meeting. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting. The Board may allow for directors to vote at such meetings in person or by electronic means."
  - b. Rule 67(b) existing is amended by the deletion of the words "100 members or".
  - c. Rule 67 is amended by the insertion of a new sub-rule (b), with the lettering of the existing sub-rules to be amended accordingly, as follows:
    - "(b) The Board will when calling a general meeting of the Club determine whether the general meeting is to be held:
      - (i) at one or more physical venues; or
      - (ii) at one or more physical venues and using virtual meeting technology; or
      - (iii) using virtual meeting technology only."
  - d. The insertion of new Rules 70, 71, 72 and 73 as follows with the other rules re-numbered accordingly:
    - "70. The place at which a general meeting of the Club is held is taken to be:
      - (a) if the general meeting is held at only one physical venue (whether or not it is also held using virtual meeting technology)—that physical venue; or
      - (b) if the general meeting is held at more than one physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
      - (c) if the general meeting is held using virtual meeting technology only—the registered office of the Club."
    - "71. The time at which the general meeting is held is taken to be the time at the place at which the meeting is taken to be held in accordance with Rule 70."
    - "72. Any general meeting of the Club must give the members entitled to attend the general meeting, as a whole, a reasonable opportunity to participate in the meeting."
    - "73. Without limiting the scope of Rule 72, the effects of that sub-rule include that:
      - (a) The general meeting of the Club must be held at a time that is reasonable at:
        - (i) if the general meeting of the Club is held at only one physical venue (whether or not it is also held using virtual meeting technology)—that physical venue; or
        - (ii) if the general meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
        - (iii) if the general meeting of the Club is held using virtual meeting technology only—a physical venue at which it would be reasonable to hold the meeting.
      - (b) If the general meeting of the Club is held at only one physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at that physical venue.
      - (c) If the general meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at its main physical venue as set out in the notice of the meeting.
      - (d) If the general meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology), the technology used to hold the meeting at more than one physical



- venue must be reasonable.
- (e) If the general meeting of the Club is held using virtual meeting technology (whether or not it is held at one or more physical venues), that virtual meeting technology must:
- (i) be reasonable; and
  - (ii) allow the members who are entitled to attend the general meeting of the Club, and do attend the general meeting of the Club using that virtual meeting technology, as a whole, to exercise orally and in writing any rights of those members to ask questions and make comments."
- e. The deletion of 71A.
- f. The insertion of the words "; or any equivalent indication determined by the Board if a member is attending such general meeting by electronic means," following the words "on a show of hands" each time they appear in the Constitution.
- g. The deletion of existing Rule 89, 90 and 90A and the insertion of the following new Rules 93, 94, 95, 96, 97 and 98:
- "93. In addition to any other way allowed by the Act, a document, including without limitation any notice of or information about, a meeting or election of the Club, the Board or committee of the Club, may be given by the Club to any member either:
- (a) in physical form:
    - (i) personally delivered; or
    - (ii) by leaving it at, or by sending it by post to, the address of the member recorded for that member in the Register of Members; or
    - (iii) if Rule 95 is satisfied - by sending by post to the address of the member recorded for that member in the Register of Members sufficient information in physical form to allow the member to access the document electronically; or
  - (b) in electronic form:
    - (i) if Rule 95 is satisfied - by sending the document in electronic form by means of an electronic communication; or
    - (ii) if Rule 95 is satisfied - by sending the member sufficient information in electronic form, by means of an electronic communication, to allow the member to access the document electronically; or
    - (iii) if Rule 95 is satisfied and the document is covered by Rule 96 - by making the document readily available in electronic form on a website.
94. Where a document is:
- (a) sent by post to a member in accordance with Rule 93 the document shall be deemed to have been received by the member:
    - (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
    - (ii) in any other case, on the third (3rd) day following that on which the notice was posted.
  - (b) sent by electronic means in accordance with 93 the document shall be deemed to have been received by the member:
    - (i) in the case of an electronic communication which leaves an information system under the control of the Club or of the party who sent it on behalf of the Club, the day after it leaves such information system; and
    - (ii) in the case of an electronic communication which has not left an information system under the control of the Club or of the party who sent it on behalf of the Club, the day that such document was sent by the information system.
95. This Rule is satisfied if, at the time a document is sent, it is reasonable to expect that the document would be readily accessible as to be useable for subsequent reference.
96. This Rule covers the following documents:
- (a) is a report mentioned in section 314 of the Act (annual financial reporting by companies, registered schemes and disclosing entities to members); or



(b) is in a class of documents specified in regulations made for the purpose of section 110D(3)(b) of the Act.

97. When an electronic communication is sent and received, and the place where an electronic communication is sent and received, is as determined by the Act.

98. If a communication is given:

(a) after 5.00 pm in the place of receipt; or

(b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

2. To make any formatting, cross referencing, typographical, lettering and numbering changes to the Constitution to give effect to the intention of the prior resolutions.

#### EXPLANATORY NOTES

1. The amendments to the Constitution result in the Constitution being updated to reflect and accommodate changes to the Corporations Act and to remove redundant legislative references.

#### PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, a Special Resolution must receive votes in its 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. The Special Resolution should be read in conjunction with the notes that follow the Special Resolution.
3. Only Ordinary members, Perpetual members, Life members and Playing members in each case who have been members of the Club for three consecutive years (other than as Junior members) shall be eligible to attend and vote at any general meeting of the Club.
4. A member shall not be eligible to attend or vote at any meeting of the Club unless all monies due by that member to the Club have been paid as at the date of the meeting.
5. If members have questions on the Special Resolution, they are respectfully requested to submit them to the Group Chief Executive Officer, Mr Dino Mezzatesta, at least seven (7) days before the Annual General Meeting.
6. The Board of the Club recommends the Special Resolution to members.

---

By Order of the Board

Dino Mezzatesta  
Group Chief Executive Officer

Vincent Costa  
Secretary – Football Club

Dated this 7<sup>th</sup> day of March 2023