

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 69th Annual General Meeting of CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED (the "Club") will be held on Wednesday 25 March 2026 at 6:30pm at the premises of Sharks @ Kareela, 1 Bates Drive, 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 26 March 2025.
2. CEO Presentation.
3. To receive and consider the Year Ended 31 October 2025 Financial Report, Directors' Report and Auditors' report.
4. Election of Directors – to declare the results of the election of Directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 73 (b) of the Constitution.
5. To consider and determine the Ordinary Resolution ("Resolution 1") set out below in relation to directors' expenses.
6. To consider and determine the Special Resolution ("Resolution 2") set out below in relation to amending the Constitution.
7. To consider and determine the Special Resolution ("Resolution 3") set out below in relation to amending the Constitution.
8. To deal with any other business of which due notice has been given to members.
9. To receive by way of general business questions and comments from members in relation to 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 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 meetings 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."

EXPLANATORY NOTES

- Under the Registered Clubs Act 1976 ("Registered Clubs Act") benefits can only be provided by the Club for Directors and other members, that are not offered equally to all Full Members of the Club, if approved by ordinary resolution of the members

PROCEDURAL MATTERS FOR ORDINARY RESOLUTION

- Only the following members can vote on the Ordinary Resolution:
 - Club members who have been financial members of the Club for at least three (3) consecutive years; and
 - Golf Members who have been financial members of the Club for at least three (3) consecutive years;
 - Kareela Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - Senior members who have been financial members of the Club for at least three (3) consecutive years; and
 - Life members and Life Members – Ex -Player.
- Under the Registered Clubs Act:
 - members who are employees of the Club are not entitled to vote; and
 - proxy voting is prohibited.

RESOLUTION 2:

SPECIAL RESOLUTION

- That the Constitution of the Club be amended as follows:
 - Inserting the words "and history" in the heading titled "Name".
 - Inserting a new Rule 1A as follows:
"1A. The Football Club was established by the Cronulla-Caringbah Junior Rugby League Football Club."
- 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

- The reference to the Cronulla-Caringbah Junior Rugby League Club was previously removed from the Club's Constitution at last year's Annual General Meeting.
- The Club committed in the Annual General Meeting last year to reintroduce the references to the Cronulla-Caringbah Rugby League Club back into the Constitution in recognition of the role the club played in the establishment of the Club.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

- 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.
- The Special Resolution should be read in conjunction with the notes that follow the Special Resolution.
- Only the following members can vote on the Special Resolution:
 - Club members who have been financial members of the Club for at least three (3) consecutive years; and
 - Kareela Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - Senior members who have been financial members of the Club for at least three (3) consecutive years; and
 - Life members and Life Members – Ex -Player who satisfy the requirements under Club members for voting on Special Resolutions.
- Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
- 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.
- The Board of the Club recommends Special Resolution 2 to members.

RESOLUTION 3:
SPECIAL RESOLUTION

1. That the Constitution of the Club be amended as follows:

(a) Rule 5 is amended by:

- i. inserting a new definition of "Authorised Persons" as follows:
"“**Authorised Person**” has the meaning given under sections 77(1) of the Liquor Act.”
- ii. inserting a new definition of "Board Appointed Directors" as follows:
"“**Board Appointed Directors**” means a person appointed to the Board as a director pursuant to Rule 73(c), the Registered Clubs Act and the Registered Clubs Regulation but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 103 of this Constitution.”
- iii. inserting a new definition of "Group CEO" as follows:
"“**Group CEO**” means the person appointed by the Board from time to time to that role.”
- iv. the definition of "Registered Club Accountability Code" be referred to as the definition of "**Registered Clubs Accountability Code**", the words "Schedule 2 of the Registered Club Regulations 2015" be replaced with the words "Schedule 1 of the Registered Clubs Regulation 2025 (or any instrument amending or replacing that regulation)" and the word "clause" be replaced with the word "section".
- v. Inserting a new definition of "Registered Clubs Regulation 2025" as follows:
"“**Registered Clubs Regulation**” means the Registered Clubs Regulation 2025 (or any instrument amending or replacing that regulation)."
- vi. inserting a new definition of "Smoke-free Environment Act" as follows
"“**Smoke-free Environment Act**” means the Smoke-free Environment Act 2000 (NSW)."
- vii. deleting the definition of "Top Executive" and replacing with the following:
"“**Top Executive**” has the meaning given to it in the Registered Clubs Accountability Code.”

(b) Rule 53 is amended by:

- i. in subrule (a) replacing the word "Any" with the word "A".
- ii. the addition to 53(a) of the words "(if any)" after the words "Club's premises".
- iii. deleting subrule (b).
- iv. in subrule (c), now renumbered subrule (b), inserting the words "or any interstate club (as defined in the Registered Clubs Act)," after the words "of any registered club".
- v. the wording in subrule (d), now renumbered subrule (c), is deleted and replaced with "Any other person who is over eighteen (18) years of age."
- vi. deleting subrule (e).

(c) Rule 65 is amended by:

- i. in subrule (b) inserting the words "or emailed to the last known email address" after the words "last known address".
- ii. in subrule (d) inserting the words ", and if applicable determine the penalty to be imposed" after the words "evidence before it".

(d) Rule 66A(b) is amended by inserting the words "or last known email address" after the words "last known address".

(e) A new heading and Rule 67A is inserted after Rule 67 as follows:

"ADDITIONAL DISCIPLINARY POWERS OF GROUP CEO

- 67A (a) If, in the opinion of the Group CEO (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Group CEO (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
- (b) In respect of any suspension pursuant to Rule 67A(a), the requirements of Rules 64, 65, 66 and 66A shall not apply.
- (c) If the Group CEO (or his or her delegate) exercises the power pursuant to Rule 67A(a), the Group CEO (or his or her delegate) must notify the member (by notice in writing) that:
- (i) the member has been suspended as a member of the Club;
 - (ii) the period of suspension;
 - (iii) the privileges of membership which have been suspended; and
 - (iv) if the member wishes to do so, the member may request by notice in writing sent to the Group CEO that the matter be dealt with by the Board pursuant to Rule 64.
- (d) If a member submits a request under Rule 67A(c)(iv):

- (i) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
- (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 64,

and the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Group CEO (or his or her delegate).

- (e) This Rule 67A applies to Full members only and does not limit or restrict the Club from exercising the powers contained in Rule 68 of the Constitution and the powers contained in section 77 of the Liquor Act.”
- (f) Rule 68 is amended by:
 - i. in subrule (a) deleting the word “Secretary” and replacing with the words “Group CEO” and deleting the word “employee” and replacing with the words “Authorised Person”.
 - ii. in subrule (a)(i) deleting the word “then” and also deleting the word “or” after the word “disorderly”.
 - iii. in subrule (a)(iii) deleting the words “Secretary” and replacing with the words “Group CEO”;
 - iv. in subrule (a)(v) inserting the words “or vapes” after the word “smokes”.
 - v. in subrule (a)(vi) deleting the word “Secretary” and replacing with the words “Group CEO”.
 - vi. in subrule (a)(vii) deleting the words “certificate of registration” and replacing with the words “club licence” and inserting the word “premises” after the words “access to the Club”.
 - vii. inserting a new subrule (a)(viii) as follows:
“(viii) who has engaged in conduct in breach of the rules of the gaming area applicable from time to time; or”
 - viii. inserting a new subrule (a)(ix) as follows:
“(ix) who may benefit from a break in playing of the gaming machines on the premises for responsible gambling purposes.”
 - ix. in subrule (b) deleting the word “Secretary” and replacing with the words “Group CEO”.
 - x. in subrule (c) deleting the word “Secretary” and replacing with the words “Group CEO” where it appears in subrules (i) and (ii).
- (g) Rule 73(c) is amended by:
 - a. Subrule (ii) and (iii) are deleted and replaced with “(ii) The Club when appointing Board Appointed Directors, and Board Appointed Directors when appointed, are subject to the requirements and procedures set out in the Registered Clubs Act and Registered Clubs Regulation. (iii) Board Appointed Directors are not required to satisfy any eligibility requirements in this Constitution for membership of the Board but must satisfy such eligibility requirements (if any) as may be required by the Registered Clubs Act or Registered Clubs Regulation.”
- (h) Rule 74 is amended by deleting the words “or appointed” after the words “and be elected” and the inserting of the words “(other than Board Appointed Directors appointed pursuant to Rule 73(c))” after the words “to the Board”.
- (i) Rule 75A is amended by the insertion of the words “Registered Clubs” before the word “Regulations”, deleting the “s” in “Regulations”, and inserting the words “and obtain a director’s identification number as required by the Act” after the words “Registered Clubs Act”.
- (j) Rule 92 is amended by:
 - i. the deletion of the word “Any” and replacing with the words “In accordance with the Registered Clubs Accountability Code, a”.
 - ii. in subrule (a) the deletion of the word “any” and replacing with the word “a”.
 - iii. in subrule (b) the deletion of the word “any” and replacing with the word “a” and the insertion of the words “with the Club” after the words “in a contract”.
 - iv. in subrule (c) the deletion of the word “any” and replacing with the word “a” and the deletion of the number “40” and replacing with the words “forty (40)”.
 - v. in subrule (d) the deletion of the word “any” and replacing with the word “a” and replacing the word “Club” with the word “Clubs” after the word “Registered”.
- (k) Rule 99 is amended by the deletion of the words “The Club” and replacing with the words “In accordance with the Registered Clubs Accountability Code, the Club” and the deletion of the words “commercial arrangement or a” after the words “enter a” and the deletion of the words “commercial arrangement or” after the words “the proposed”.
- (l) Rule 100(a) is amended by the deletion of the words “commercial arrangement or”.
- (m) Rule 100(b) is amended by adding the word “from” after the words “prevent the Club”.
- (n) Rule 120 is amended by:
 - i. in subrule (b)(i) the deletion of the words “one (1) month of” and replacing with the words “a reasonable time after”.
 - ii. in subrule (b)(ii) the deletion of the words “one (1) month of date on which” and replacing with the words “a reasonable time after”.
- (o) Rule 127 is amended by the insertion of new subrule (b) as follows:
 - “(b) The Secretary and any Manager of the Club must comply with any training requirements as required by the Registered Clubs Act or the Registered Clubs Regulation.”

(p) Rule 139 is deleted and replaced with the following:

"139. This Constitution is subject to the provisions of the Registered Clubs Act, the Liquor Act, the Gaming Machines Act, the Corporations Act, and any other applicable legislation. To the extent of any inconsistency between this Constitution and any mandatory provisions of applicable legislation, then the provisions of the legislation will prevail and this Constitution must be read and construed with such minimum necessary modifications as required to conform with the mandatory provisions of that legislation."

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

- The amendments to the Constitution result from recent amendments to the Registered Clubs Act and Registered Clubs Regulations.
- The amendments update definitions in Rule 5 to align with the new Registered Club Regulations 2025 and update the Board Appointed Directors provisions to allow for the operation of the updated Registered Club Regulations.
- The amendments to Rules 53, 73(c) and 127 modernise temporary membership provisions, clarify Board appointment processes, and introduce mandatory training requirements for the Secretary and Manager.
- New Rule 67A grants the Group CEO additional powers to suspend members for up to 12 months for conduct unbecoming or prejudicial to the Club, providing more efficient management of member conduct issues at the Club's expanded premises.

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 the following members can vote on the Special Resolution:
 - (a) Club members who have been financial members of the Club for at least three (3) consecutive years; and
 - (b) Kareela Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - (c) Perpetual members who have been financial members of the Club for at least three (3) consecutive years;
 - (d) Senior members who have been financial members of the Club for at least three (3) consecutive years; and
 - (e) Life members and Life Members Ex-Players -who satisfy the requirements under Club members for voting on Special Resolutions.
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
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 Special Resolution 3 to members.

By Order of the Board

Dino Mezzatesta
Group Chief Executive Officer

Vincent Costa
Secretary - Leagues Club

Dated this [] day of [] 2026