

NOTICE TO MEMBERS

ANNUAL GENERAL MEETING TO BE HELD MONDAY 28 OCTOBER 6:30PM

NOTICE is hereby given of the Annual General Meeting of the Collegians Rugby League Football Club Limited to be held on Monday 28 October 2024 commencing at the hour of 6.30pm at the premises of Collegians Wollongong, 3a Charlotte Street, Wollongong New South Wales.

1. Welcome and apologies.
2. To receive and consider the Minutes of the Annual General Meeting of the Club held on Monday 30th October 2023.
3. To receive and consider for the financial year ending 30 June 2024:
 - a. the financial report of the Club;
 - b. the directors' report;
 - c. the auditor's report.
4. To declare the results of the ballot for the election of directors.
5. To consider and if thought fit pass the three Ordinary Resolutions* set out below.
6. To consider and if thought fit pass the two Special Resolutions** set out below.
7. To deal with any other business which shall be deemed to be special business provided always that nothing shall prevent a member entitled to vote at a General Meeting from asking any questions or raising any matter affecting the business of the club and the Chairman inviting some discussions of it but no decision shall be taken in relation to such question or discussions.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976:

- (a) The members approve the payment of \$8,000 as the honorarium to the President of the Board in relation to services rendered to the Club until the Annual General Meeting to be held in 2025.

* Ordinary resolutions require the support of 50% of the members present and entitled to vote

** Special resolutions requires the support of 75% of the members present and entitled to vote.

- (b) The members acknowledge that the benefits in paragraph (a) above are unavailable to members generally but only for the President of the Club.

NOTES TO MEMBERS ON THE FIRST ORDINARY RESOLUTION

1. The First Ordinary Resolution proposes that the members approve an honorarium payment to the President in relation to the services provided by the President to the Club until the next Annual General Meeting in 2025.
2. These provisions are not contained in the Constitution and members must decide annually on the payment of an honorarium to Directors for each year. The amount of the honorarium proposed above is the same as the honorarium approved for the President by members at the Annual General Meeting held in 2023.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976:

- (a) The members approve that an honorarium be paid by the Club of \$3,000 to each Director of the Board (excluding the President) in relation to services rendered by each Director until the Annual General Meeting to be held in 2025.
- (b) The members acknowledge that the benefits in paragraph (a) above are unavailable to members generally but only for the Directors on the Board of the Club.

NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

1. The Second Ordinary Resolution proposes that the members approve an honorarium payment to the Directors in relation to their services provided to the Club until the next Annual General Meeting in 2025.
2. These provisions are not contained in the Constitution and members must decide annually on the payment of an honorarium to Directors for each year.

The amounts of the honorariums for Directors proposed above are the same as the honorariums approved by members at the Annual General Meeting held in 2023.

THIRD ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976 the Club is hereby authorised to provide the opportunity and benefits referred to below, to any one or more of its Directors, as the Board shall from time to time determine:

- (a) The training in all aspects of the role of Directors of public corporations and the operation of the Club industry, at the cost of the Club.
- (b) To participate in the affairs of representative bodies or bodies of New South Wales Registered Clubs, at the cost of the Club.
- (c) To attend seminars, workshops, conferences, trade displays and other information gatherings and inspections relating to the activities, both present and future, of the Club at the cost of the Club.
- (d) Meals, related refreshments and reasonable expenses incurred in Wollongong and/or elsewhere in the performance of their duties as Directors and/or the promotion of the goodwill and interests of the Club, at the cost of the Club.
- (e) Arising out of the activities referred in paragraphs (a), (b) and (d) hereof, the Club is authorised, in appropriate circumstances, to meet whatever costs are incurred by a Director, being accompanied by his/her partner.
- (f) The supply of representative clothing for the use of Directors when acting in the interests of the Club.

NOTES TO MEMBERS ON THE THIRD ORDINARY RESOLUTION

1. The Third Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments, which may have a significant bearing on the Club and for other out of pocket expenses. Included in the Third Ordinary Resolution is the cost of Directors attending functions as representatives of the Club.
2. Section 10(6)(d) of the Registered Clubs Act 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 Second Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.
3. Section 10(6A) of the Registered Clubs Act provides that the 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.

4. The benefits in the Third Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role as Directors.

FIRST SPECIAL RESOLUTION

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

That the Constitution of Collegians Rugby League Football Club Limited be amended by:

- (a) **deleting** Rule 6.2(c) and renumbering the remaining provisions accordingly.
- (b) **deleting** Rules 7.6 and 7.7 and the heading "Port Kembla Leagues' Club Members" and renumbering the remaining provisions of Rule 7 accordingly.
- (c) **deleting** Rule 23.3 and in its place inserting the following new Rule 23.3:
"23.3 Subject to Rule 30.1, the Board shall comprise a President, Vice President and five (5) other directors comprising:
 - (a) *a minimum of four (4) Directors who must be Life Members or Rugby League Members; and*
 - (b) *a maximum of three (3) Directors being Life Members or from any class of Ordinary Membership (except Junior Members).*
- (d) **deleting** Rule 23.6(iii).
- (e) **inserting** new Rule 26.2(l) as follows:

"(l) is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health."

NOTES TO MEMBERS ON FIRST SPECIAL RESOLUTION

1. The First Special Resolution proposes a series of amendments to the Club's Constitution to:
 - (a) remove references to the membership category of Port Kembla Leagues' Club Members; and
 - (b) remove some historical (and now redundant) provisions in relation to the former composition of the Board;
 - (c) delete references to the Board position of 'Treasurer' wheresoever appearing in the Constitution;

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(d) insert a new eligibility criteria for election to the Board.

PORT KEMBLA LEAGUES' CLUB MEMBERSHIP CATEGORY:

2. As members would be aware, the Club amalgamated with Port Kembla Leagues' Club in 2016. It is a requirement of the Registered Clubs Act (RCA) that a separate category of membership is established for amalgamated members.
3. Pursuant to the amalgamation and the requirements of the RCA, the Club's Constitution was amended to create the separate category of ordinary membership called Port Kembla Leagues' Club members.
4. As the Club:
 - (a) has completed its obligations pursuant to the amalgamation with Port Kembla Leagues' Club; and
 - (b) no longer has any members identified in the register of members as "Port Kembla Leagues' Club members";
 - (c) has ceased trading from and sold the former Port Kembla Leagues Club premises;

there is no requirement for the Club to maintain this separate category of membership in the Club's Constitution and this category should now rightly be removed from the Constitution.
5. Paragraphs (a) and (b) give effect to these changes to the Constitution to remove references to the Port Kembla Leagues' Club membership category.

RENAMING THE BOARD POSITION OF TREASURER

6. Paragraph (c) proposes to remove the now redundant historical provisions of Rule 23.3 in the Constitution that phased in a reduction to the total number of directors on the Board as a result of casual vacancies.
7. As two casual vacancies have occurred on the Board since the introduction of the current Rule 23.3, the Constitution provides that the Board consists of seven (7) Directors being a President, Vice President, a Treasurer and four (4) other directors comprising:
 - (a) a minimum of four (4) Directors who must be Life Members or Rugby League Members; and
 - (b) a maximum of three (3) Directors being Life Members or from any class of Ordinary Membership (except Junior Members).
8. Paragraph (c) also proposes to rename the Board position of "Treasurer" to an ordinary Director position.
9. The proposed new Rule 23.3 provides that the Board will consist of a total of seven (7) Directors being a President, a Vice President and five (5) other directors comprising:
 - (a) a minimum of four (4) directors who must be Life members or Rugby League members; and
 - (b) a maximum of three (3) directors being Life members or from any class of Ordinary membership (except Junior members).
10. Paragraph (d) makes a consequential amendment to remove a reference to the position of Treasurer.
11. Paragraph (e) inserts a new rule in relation to a members' eligibility to be elected to the Board to clarify that a person who is of unsound mind or whose person or estate is liable to be dealt with under the laws relating to mental health shall not be eligible to be elected or appointed to the Board of the Club.

SECOND SPECIAL RESOLUTION

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

That the Constitution of Collegians Rugby League Football Club Limited be amended by:

- (a) **deleting** Rule 5.3(d) and renumbering the remaining provisions of Rule 5.3 accordingly.
- (b) **inserting** new Rule 10.4 as follows:

"10.4 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body).

A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 18.1(c) on the first day that they enter the Club's premises during that period."

- (c) **deleting** from Rule 25.1 the word "and Treasurer."
- (d) **deleting** from Rule 33.6 the word "Treasurer" and in its place inserting the word "Secretary".
- (e) **deleting** Rule 37.2(c) and in its place inserting the following new Rule 37.2(c):

"(c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, the Liquor Act and any other applicable law;"

- (f) **inserting** new Rule 37.7 as follows:

"37.7 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the provisions of Rule 36 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power."

- (g) **inserting** into Rule 45.1 in alphabetical order the following new definition:

"'Liquor or Gaming Policy' means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation."

- (h) making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

NOTES TO MEMBERS ON SECOND SPECIAL RESOLUTION

1. The Second Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and the RCA.
2. Paragraph (a) deletes an unnecessary reference to Port Kembla Leagues' Club Members.
3. Paragraph (b) inserts a new rule relating to Temporary membership to bring the Constitution into line with the RCA.
4. Paragraph (c) removes an unnecessary reference to the position of Treasurer.
5. Paragraph (d) removes the word "Treasurer" and in its place inserts the word "Secretary".

6. Paragraph (e) amends an existing provision relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
7. Paragraph (f) provides the Club with the power to exclude persons from the premises of the Club in accordance with house policies on the responsible service of alcohol and the responsible conduct of gambling
8. Paragraph (g) inserts a new definition into the Constitution.
9. Paragraph (h) permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

PROCEDURAL MATTERS

1. To be passed, the Ordinary Resolutions must receive votes from a simple majority (50% + 1) of those members who being eligible to do so vote in person on the Ordinary Resolutions at the meeting.
2. Only financial Ordinary members (excluding Junior members) and Life members of the Club are entitled to vote on the three Ordinary Resolutions.
3. To be passed, the Special Resolutions must receive votes from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolutions at the meeting.
4. **Only financial Rugby League members and Life members of the Club are entitled to vote on the First Special Resolution.**
5. **Only financial Ordinary members (as defined in the Constitution (excluding Junior members)) and Life members of the Club are entitled to vote on the Second Special Resolution.**
6. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
7. Amendments (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.
8. The Board recommends that members vote in favour of the Special Resolutions

MICHAEL WILKINS
CHIEF EXECUTIVE OFFICER

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