



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of South Sydney Junior Rugby League Club Limited will be held at the premises of the Club, 558a Anzac Parade, Kingsford on **20th November 2023 at 7:30pm.**

BUSINESS

1. **Confirmation of the minutes of the Annual General Meeting of Members held on 21st November 2022**
2. **To receive and consider the annual report of the Board of Directors including:**
 - The financial report for the last financial year
 - The director's report for the last financial year
 - The auditor's report on the financial report for the last financial year.
3. **To declare the results of the ballot for the election of directors for the ensuing year**
4. **To consider and if thought fit pass the following resolutions:**

FIRST ORDINARY RESOLUTION

HONORARIUMS FOR DIRECTORS

That the members hereby approve that:

- (a) Each member of the Board of Directors be paid an honorarium in respect of his or her services as a member of the Board of Directors until the Annual General Meeting in 2024 as follows:
 - (i) For the President/Chairman, \$100,000 plus superannuation guarantee levy.
 - (ii) For each ordinary Director, \$25,000 plus superannuation guarantee levy.
- (b) The honorariums in paragraph (a) be paid by monthly installments.
- (c) In the event of a Director or the President/Chairman ceasing to hold office prior to the Annual General Meeting in 2024 the Director or President/Chairman as the case may be, shall be entitled to receive an amount of the honorarium that is the pro rata equivalent to the period of time served in office.
- (d) The payment of these honorariums are in addition to the reimbursement or payment by the Club of expenses incurred by Directors and the President/Chairman in the performance of their duties.

SECOND ORDINARY RESOLUTION

PAYMENT OR REIMBURSEMENT OF OUT OF POCKET EXPENSES FOR DIRECTORS

That the members hereby approve the payment or re-imbusement of the following expenses incurred by Directors (including the President/Chairman) in the course of carrying out their duties until the Annual General Meeting in 2024:

- (a) The reasonable cost of meals and refreshments for each Director before or after each Board or committee meeting.
- (b) The reasonable cost in relation to the professional development and education of Directors including the cost of:
 - (i) Directors attending the Clubs NSW Annual Conference and Annual General Meeting.
 - (ii) Directors attending conferences, seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time.
 - (iii) Directors attending other registered clubs or gaming venues for the purposes of observing their facilities and methods of operation as may be determined by the Board from time to time.
 - (iv) Directors attending lectures and training sessions in relation to their roles and responsibilities.
- (c) The reasonable cost of providing blazers and associated apparel for use by each Director when representing the club.



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- (d) The reasonable cost of Directors attending conferences and functions to represent the Club including where appropriate with their partners.
- (e) The reasonable cost of Directors attending as representatives of the Club at meetings of associations of which the Club is a member.
- (f) The allocation of a car space for the exclusive use of each Director.

THIRD ORDINARY RESOLUTION

ALLOCATION OF MEALS, DRINKS, ENTERTAINMENT, ETC.

The members hereby approve:

- (a) the Club allocating complimentary meals, drinks, entertainment and other amenities to such persons as determined by the Board from time to time to a maximum of \$175,000 until the Annual General Meeting in 2024.
- (b) Each Director being authorised to receive and then allocate complimentary meals, drinks and entertainment to a maximum value of \$20,000 for the chairman, and \$15,000 for each director until the Annual General Meeting in 2024.

FOURTH ORDINARY RESOLUTION

PRESENTATIONS TO MEMBERS

That the members hereby approve the reasonable cost of presentations to members and other persons in recognition of their services to the Club as determined by the Board.

FIFTH ORDINARY RESOLUTION

LIFE MEMBERS BENEFITS

That the members hereby approve each life member of the Club receiving two free meals and two tickets to any show in the club on request.

FIRST SPECIAL RESOLUTION

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

That the Articles of Association of South Sydney Junior Rugby League Club Limited be amended by **deleting** from Article 35 the words and figures "seventy five (75) Full Members" and in their place **inserting** the words and figures "forty (40) Members who are eligible to vote at the meeting" and **inserting** in Article 36 after the words "the members present" the words "who are eligible to vote at the meeting".



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NOTES TO MEMBERS ON SPECIAL RESOLUTION

1. If passed the Special Resolution will change the number of members required for a quorum at a general meeting (including an Annual General Meeting) from 75 Full Members to 40 Members who are eligible to vote at the meeting.
2. The current quorum of 75 full Members is considerably higher than many other registered clubs and increases the risk of a general meeting or Annual General Meeting being unable to proceed on the day of the meeting because of an insufficient number of members being present. In those circumstances if the meeting is one called by the Board it stands adjourned to another date, time and place either in one weeks time or as determined by the Board.
3. The Special Resolution also no longer measures the quorum by the number of "Full Members" in attendance as that is an ambiguous term and now refers specifically to members "eligible to vote at the meeting" as being counted for the quorum. These are the members in the classes referred to in note 6 below.

PROCEDURAL MATTERS

4. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
5. To be passed, the Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
6. Under the Club's Constitution only Ordinary Members, Pensioner Members, Lifetime Members, Maroubra RSL Members and Life members are eligible to vote on the Special Resolution.
7. Under the Registered Clubs Act proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
8. The Board of the Club recommends that members vote in favour of the Special Resolution.

5. General business

2023 ELECTION OF THE BOARD OF DIRECTORS

Colin Flatters is the Returning Officer for this election.

NOMINATIONS

Nominations are invited for seven (7) Directors.

To be a candidate or nominator, a person must be a Life Member, Lifetime Member, Ordinary Member or Pensioner Member who has held that membership for a continuous period of five (5) years prior to their nomination, election or appointment.

Associate Ordinary Members and Pensioner Associate Members are not entitled to be a candidate, nominate a candidate, or vote in this election.



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Nominations must be in writing, signed by the candidate and at least two other financial members of the Club. No member shall nominate more candidates than the number to be elected.

At least four of the Directors of the Club shall be members of the Board of Directors of South Sydney District Junior Rugby Football League.

Nomination forms are available from the Chief Executive Officer of the Club, telephone (02) 9349 7555

LODGEMENT OF NOMINATIONS

Nominations must be received by Colin Flatters the Returning Officer, by no later than **NOON, MONDAY 6th NOVEMBER 2023**. A nomination cannot be withdrawn after this time and any defect must be rectified before this time.

Nominations may be lodged:

by hand: CEO's office 558a Anzac Pde Kingsford; or

by post: PO Box 99, Kingsford NSW 2032; or

by fax: (02) 9314 5226; or

by email: kkirk@thejuniors.com.au

VOTING AT CLUB

If an election is necessary, voting will be conducted at the Club at the following times:

Monday, 20th November 2023 - 3:00pm to 7:00pm

Members will need to show their current membership card to receive a ballot paper.

Candidates will appear on the ballot paper in alphabetical order pursuant to the Club's constitution.

The ballot will be counted at the Club at 7:00pm, Monday 20th November 2023.

Any enquiries should be directed to the Chief Executive Officer on telephone (02) 9349 7555.

Colin Flatters

Returning Officer

For South Sydney Junior Rugby League Club Ltd election of Directors 2023-2024.

NOTE TO MEMBERS

In order to provide an informed and properly researched response, members are encouraged to lodge questions in respect of the financial statements to the Chief Executive Officer (preferably in writing) 7 days prior to the Annual General Meeting.