

# NOTICE OF 68<sup>TH</sup> ANNUAL GENERAL MEETING

## Agenda Ordinary Resolution

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**THURSDAY 6 MARCH 2025 AT 6.20PM**

**MANLY-WARRINGAH RUGBY LEAGUE CLUB  
563 PITTWATER ROAD, BROOKVALE**

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## MANLY-WARRINGAH RUGBY LEAGUE CLUB LTD. NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 68<sup>th</sup> Annual General Meeting of Manly-Warringah Rugby League Club Limited will be held at the Registered Office of the Company, 563 Pittwater Road, Brookvale on Thursday 6<sup>th</sup> March 2025 and to commence after the conclusion of the General Meeting being held from 6.00pm, this meeting not to commence prior to 6.20pm.

### AGENDA

1. To confirm the Minutes of the Annual General Meeting of the Manly-Warringah Rugby League Club Ltd held on 28<sup>th</sup> March 2024.
2. To receive and consider the Report of the Board.
3. To receive and consider the Balance Sheet and Income Statement and Report of the Auditor for the 12 months ended 31 October 2024.
4. To consider, and if thought fit, to pass the following ordinary resolutions:

#### Resolution 1:

- 4.1 a) that an honorarium of \$5,000 be paid to each of the members of the Club who are elected to office as a Director of the Club, such payment to be in respect of the services of those members as Directors during the forthcoming year;
- b) that an additional honorarium of \$2,000 be paid to the Chairman of the Club in respect of his services in the forthcoming year; and
- c) that the above amounts are inclusive of any taxation liabilities (if applicable).

#### Resolution 2:

- 4.2 During the forthcoming year the Club shall be entitled to budget, allocate and disburse such funds as may be considered reasonable expenditure of Directors. These costs will include reasonable expenses incurred in carrying out Club related business, representing the Club at relevant events and professional development including, but not limited to, club industry conferences, meetings and training as may be determined by the Board. All expenditure must be supported by documentary evidence.

#### Resolution 3:

- 4.3 That "Dee Why Bowling Club Members" as defined in Rule 20A(c) of the Constitution are entitled to receive during the forthcoming year special pricing for beverages, aligned with Manly Leagues Club member pricing, when purchasing beverages at Dee Why Bowling Club.

5. To consider and if thought fit, pass Resolution 4 (Special Resolution) as set out below.
6. Declaration of names of Directors elected to the Board.
7. To deal with any other business that the meeting may approve of which due notice has been given to the members.

*Please note that any questions relating to the Club's financials or matters of general business must be received in writing by the Secretary three (3) business days prior to the Annual General Meeting.*

## RESOLUTION 4 SPECIAL RESOLUTION

To amend the Constitution of Manly-Warringah Rugby League Club Limited ("Club") by:

- (a) Inserting a new definition of "Communication" as follows:  
"Communication" means notice or other communication or information to be provided to Members by the Club, including without limitation:  
(a) any "notice of meeting" for a General Meeting of Members;  
(b) any notice of, or information about, a meeting or the Club;  
(c) any notice of, or information about, a meeting of the Club;  
(d) any notice of, or information about an election of the Board;  
(e) any notice of, or information about an election of a committee of the Club."
- (b) Inserting a new definition of "Register of Members" as follows:  
"Register of Members" means the register of Members maintained pursuant to the Registered Clubs Act."
- (c) Deleting from Rule 26(b) the words "and address".
- (d) Deleting Rule 31(a) and replacing it with "Any person whose permanent place of residence is in New South Wales, provided such residence is not within any minimum distance from the Club's premises as may be determined from time to time by the Board by By-law pursuant to this Constitution."
- (e) Deleting Rule 31(e).
- (f) Deleting from Rule 38(a) the following words "provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum prescribed under the Registered Clubs Act".
- (g) Deleting Rule 40(a)(ii).
- (h) Deleting Rules 111, 112, 112A, 112B and 112C and replacing it with the following:
- "111. A notice may be given by the Secretary to any member either personally or by sending it in accordance with Rules to this Constitution.
112. Any notice, statement or other Communication under this Constitution must be in writing.
- Sending
113. 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, Communication 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 115 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 115 is satisfied - by sending the document in electronic form by means of an electronic communication; or
  - (ii) if Rule 115 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 115 and Rule 116 are satisfied - by making the document readily available in electronic form on a website.

## Receiving

### 114. Where a document is:

- (a) is given personally, the notice is taken to have been given to the member on that day.
- (b) sent by post to a member in accordance with Rule 113(a) 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 fourth (4th) day following that on which the notice was posted.
- (c) sent by electronic means in accordance with Rule 113(b) 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.

## Accessible

115. Rule 111 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.

## Available on Website

116. Rule 111 is satisfied if the document:
- (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.

## After Hours Communication

117. 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.

## Virtual Meetings

118. Notwithstanding any other provision of this Constitution, the Club, the Board or a committee of the Club, may:
- (a) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending; and
  - (b) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.”
- (i) To make any formatting, grammar and numbering changes to the amendment and Constitution to give effect to the above.

## Explanatory Notes

1. The amendments to the Constitution reflect recent legislative changes to the Registered Clubs Act and Corporations Act.
2. The amendments allow the Club to adopt “best practice” for Registered Clubs with respect to corporate governance.

## Procedural Matters

1. In order for the Special Resolution to be passed 75% or more of the Life Members, Foundation Members, Special Members, Emeritus Members and financial Club members who are present at the meeting must vote in favour of the Resolution (subject to point 2 below).
2. Honorary members who are not Full members, Junior members and Provisional members are not permitted to vote on Resolution 3 (Special Resolution).
3. Employees of Manly Leagues Club are not eligible to vote on the Special Resolution.
4. Proxy voting is not permitted under the Registered Clubs Act nor the Constitution of Manly Leagues Club.
5. Please direct any questions or concerns about the Special Resolution in writing to Manly Leagues Club CEO at least three (3) business days before the Annual General Meeting.
6. The Board of Directors of Manly Leagues Club recommends that members vote in favour of the Resolution.

By direction of the Board



Julien Bova  
CHIEF EXECUTIVE OFFICER

Dated 10 February 2025



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