



**St. George Leagues Club
Limited**

**70th Annual General
Meeting**

10.00 am

Sunday 23 March 2025

70th ANNUAL GENERAL MEETING

Notice is hereby given that the 70th Annual General Meeting of the St. George Leagues Club Ltd will be held in The Grange at the Leagues Club on Sunday 23rd March 2025 at 10.00 am

ORDINARY BUSINESS

1. To confirm the Minutes of the previous Annual General Meeting.
2. To receive and consider the Report of the Board of Directors.
3. To receive and consider the Financial Reports for the previous financial year and the report of the Auditors thereon.
4. To receive the declaration of the returning officer of the result of the ballot for the election of members of the Board to hold office until the next Annual General Meeting.
5. To consider and determine the First Ordinary Resolution set out below in relation to directors' expenses.
6. To consider and determine the Second Ordinary Resolution set out below in relation to directors' honoraria.
7. To consider and determine the Special Resolution set out below in relation to certain amendments to the constitution.
8. To deal with any other General Business of which at least twenty-eight (28) days' notice prior to the date of the Annual General Meeting shall have been given in writing to the secretary.

FIRST ORDINARY RESOLUTION

To consider and if thought fit, to pass the following ordinary resolution:

"That pursuant to the Registered Clubs Act 1976, the Members hereby approve and agree to the members of the Board, during the period preceding the next Annual General Meeting, receiving the following benefits having a total value not exceeding \$250,000 (plus GST) and the members further acknowledge that the benefits outlined in paragraphs (a) to (g) are not available to members generally, but only to the Directors of the Club (and those other persons identified in this Resolution):

- a) reasonable meals, drinks, accommodation, entertainment, transport, admission and other reasonable costs and expenses for each of the Directors, and their partners when applicable, in connection with each Board or Committee meeting;
- b) reasonable costs and expenses of the Directors, and their partners when applicable, in relation to professional development and education of Directors including the Director's:
 - i. attending meetings of associations of which the Club is a member or Directors of the Club are members;
 - ii. attending other registered clubs or gaming venues for the purposes of observing their facilities and methods of operation;
 - iii. attending conferences and training sessions in relation to their roles and responsibilities under the Registered Clubs Act 1976, the Corporations Act 2001 and any other relevant legislation;
- c) reasonable costs and expenses of the Directors, and their partners when applicable, of attending functions whilst representing the Club;

- d) reasonable costs and expenses of the Directors, and their partners when applicable, when travelling by either private or public transport to and from Directors' or other duly constituted meetings, held at places other than the Club;
- e) reasonable costs and expenses in relation to the provision of uniforms and other Club monogrammed apparel for the use of each Director when representing the Club;
- f) the provision of a specified security parking space in the Club carpark for each of the Directors where either the Director or their partner has control of the vehicle parked in the parking space; and
- g) meals, drinks, accommodation, entertainment, transport, admission, and other reasonable expenditure in connection with the Directors, and their partners when applicable, where the Directors are:
 - i. providing hospitality for sponsors, business associates, patrons, councilors, members of State and Federal Parliament, and other dignitaries and guests in the Board Room of the Leagues Club or Corporate Boxes, Corporate Function spaces at playing venues of the St. George Illawarra Dragons Rugby League team;
 - ii. attending meetings and functions, including community, charity, rugby league and other sporting or worthwhile functions at the Leagues Club or elsewhere, as an official delegate or representative of the Leagues Club,;
 - iii. attending rugby league matches of the St. George Illawarra Dragons Rugby League teams in the NRL premiership and NRLW competitions, and any representative match conducted by the NRL, NRLW, ARL or NSWRL or other body organising Rugby League competition."

EXPLANATORY NOTE:

- Pursuant to the requirements of the Registered Clubs Act 1976 (Registered Clubs Act) the Club is required at each Annual General Meeting to have approved by ordinary resolution, the benefits to be provided to the Directors of the Club.
- The purpose of this resolution is to comply with the requirements of the Registered Clubs Act and the Club's Constitution.
- To be passed, Resolution 1 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote and who vote on the Resolution.
- Club Members and Life Members are entitled to vote on the Resolution.
- Employees are not permitted to vote at the General Meeting as per the requirements of the Registered Clubs Act and the Club's Constitution.
- Proxy voting is not permitted as per the requirements of the Registered Clubs Act and the Club's Constitution.
- The Board recommends the First Ordinary Resolution to the meeting

SECOND ORDINARY RESOLUTION

To consider and if thought fit, to pass the following ordinary resolution:

"That pursuant to the Registered Clubs Act 1976, the members hereby approve and agree to the members of the Board, during the period preceding the next Annual General Meeting, receiving honoraria to the positions named and for the sums referred to below, in respect of services rendered to the Club and the members further acknowledge that the honoraria are not available to members generally but only to those members who are Directors of the Club:

Board	Amount
Chairperson	\$16,000
Deputy Chairman	\$14,000
Each other Director	\$12,000

as well as the following additional amounts when a member of the Board is also a member of the so named Board Committee:

Board Committee	Amount
Compliance, Regulatory, Audit and Investment	\$2,000
Project Control Group	\$2,000
Remuneration and Employment Committee	\$500
Community Committee	\$500
Sports Council	\$2,000
Football Liaison officer	\$3,000

EXPLANATORY NOTES

- Pursuant to the requirements of the Registered Clubs Act the Club is required to have the honoraria for Directors approved by the members at the Annual General Meeting.
- The purpose of this resolution is to comply with the requirements of the Registered Clubs Act and the Club's Constitution.
- To be passed, Resolution 2 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote and who vote on the Resolution.
- Club Members and Life Members are entitled to vote on the Resolution.
- Employees are not permitted to vote at the General Meeting as per the requirements of the Registered Clubs Act and Club's Constitution.
- Proxy voting is not permitted as per the requirements of the Registered Clubs Act and the Club's Constitution.
- The Board recommends the Second Ordinary Resolution to the meeting.

SPECIAL RESOLUTION

To consider and if thought fit, to pass the following special resolution:

"To amend the Constitution of St. George League's Club Limited ("Club") as follows:

1. Delete from Rule 15.1 the following words in the first paragraph "Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body, the" and replace them with "The"; and
2. Delete Sub-Rule 15.1(a) and replace it with the word "(a) Any person whose ordinary 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."

EXPLANATORY NOTES

1. **The Registered Clubs Act no longer requires temporary members to reside not less than 5kms from the Club premises, so this amendment to the Constitution reflects this change of law and provides the Board with continuing discretion to impose a minimum distance requirement from the Club Premises' for temporary member if it so chooses to do so from time to time.**
2. **Any questions in relation to the constitution should be directed by email to the CEO, St. George League's Club, by email to club@stgeorgeleagues.com.au at least five (5) days prior to the Annual General Meeting.**
3. **Under section 136 of the Corporations Act 2001 (Cth), a Company must have member approval by way of a passed special resolution to adopt a new constitution.**
4. **To be passed, the Special Resolution must receive at least 75% of votes in its favour from those members present at the meeting who are eligible to vote and who vote on the Resolution.**
5. **Club Members and Life Members are entitled to vote on this Special Resolution.**
6. **Employees are not permitted to vote at the General Meeting as per the requirements of the Registered Clubs Act and the Club's Constitution.**
7. **Proxy voting is not permitted as per the requirements of the Registered Clubs Act and the Club's Constitution.**
8. **The Board recommends the Special Resolution to the meeting.**