



# NOTICE OF ANNUAL GENERAL MEETING

2023/2024

**NOTICE** is hereby given that the Sixty-third (63rd) Annual General Meeting of **Maroubra Seals Sports & Community Club Limited** will be held on Wednesday, 20 November 2024 and will commence at 6.30pm the premises of the Club, 212 Marine Parade, Maroubra NSW 2035.

## **BUSINESS**

The business of the meeting will be to consider and if thought fit pass:

1. Apologies.
2. Confirmation of Minutes of the 62nd Annual General Meeting.
3. Correspondence.
4. Presentation and Adoption of the 63rd Annual Report and Financial Statements.
5. To consider, and if thought fit, pass the Ordinary Resolutions set out below.
6. To consider and if thought fit, pass the Special Resolution set out below.
7. General Business as brought forward in conformity with the Constitution.

## **PROCEDURAL MATTERS**

1. Under Rule 8A(b) of the Club's Constitution, Foundation Life members, Foundation Ordinary members, Elected Life members and:
  - a. Ordinary members admitted before 29 November 2017; and
  - b. Ordinary members admitted after 29 November 2017 who have three (3) years membership of the Club, are the only members eligible to attend and vote at the Annual General Meeting.
2. To be passed the Ordinary Resolutions require votes from a simple majority (50% plus one) of those members who being eligible to do so are present and vote on the Ordinary Resolution at the meeting.
3. To be passed, the Special Resolutions must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolutions at the meeting.
4. Amendments to the Special Resolution will not be permitted from the floor of the meeting.
5. Under the Registered Clubs Act 1976, members who are employees are not eligible to vote and proxy voting is prohibited.

## **FIRST ORDINARY RESOLUTION**

"That in accordance with section 10(6)(b) of the Registered Clubs Act 1976 the ordinary members of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) hereby approve and agree 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 next Annual General Meeting of the Club as follows:
  - i. for the President/Chairman, \$15,106 plus the amount equal to the CPI declared in the September 2025 quarter, plus superannuation guarantee levy.
  - ii. for the Vice President and Treasurer, \$12,084 plus the amount equal to the CPI declared in the September 2025 quarter plus superannuation guarantee levy
  - iii. for each ordinary Director, \$9063 plus the amount equal to the CPI declared in the September 2025 quarter plus superannuation guarantee levy.
- b. in the event of a Director or the President/Chairman ceasing to hold office prior to the next Annual General Meeting the Director or President/Chairman as the case may be, the Club shall be entitled to have returned to it an amount of the honorarium that is the pro rata equivalent to the period of time not served in office.

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- c. the payment of these honorariums is 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.
- d. the benefits in paragraph (a) above are not available to members generally but only for those who are either Directors of the Club."

## SECOND ORDINARY RESOLUTION

"That in accordance with section 10(6A) of the Registered Clubs Act 1976 the ordinary members of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) hereby approve and agree to the expenditure of a sum not exceeding \$30,000 until the next Annual General Meeting of the Club for the following expenditure and benefits for Directors:

- a. The reasonable cost of a meal and/or beverage for each Director immediately before, during or immediately after a Board or Committee Meeting on the date of that meeting.
- b. The reasonable cost of a meal and/or beverage for Directors engaged in the provision of hospitality to dignitaries visiting the Club.
- c. The provision of clothing so that whilst on duty and on official occasions the Director can professionally represent the corporate image of the Club.
- d. The reimbursement of the cost of attending approved official functions to represent the Club.

The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are either Directors or officials of the Club."

## THIRD ORDINARY RESOLUTION

"That in accordance with section 10(6A) of the Registered Clubs Act 1976 the ordinary members of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) hereby approve the reasonable cost until the next Annual General Meeting of the Club for the professional development and education of Directors, including but not limited to:

- a. The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
- b. The reasonable cost of Directors attending other registered clubs and like facilities for the purpose of assessing their amenities and methods of operation, provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- c. The reasonable cost of Directors attending the Annual General Meetings of bodies such as ClubsNSW and the Club Managers' Association.

The members acknowledge that the benefits in paragraph (b) above are not available to members generally but only for those who are Directors of the Club."

- d. Explanatory Note - the adoption of these Resolutions by members will confirm and meet the disclosure requirements of the Registered Clubs Act."

## 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 Maroubra Seals Sports and Community Club Ltd be amended by:

- a. **inserting** in Rule 1 the following new definitions in alphabetical order:

**"Director Identification Number"** means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.

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*"Pre-Nomination Session" means a session conducted on such date and time as determine by the Board to inform members wishing to nominate for election to the Board about the main duties and responsibilities of being a director of the Club.*

- b. deleting** Rule 12(a)(vii) in its entirety and **inserting** instead the following new Rule 12(a)(vii):  
*(vii) A person whose ordinary place of residence is in the State of New South Wales and is such distance from the Club as may be determined from time to time by the Board by By-law.*
- c. deleting** Rule 14(c) in its entirety and **inserting** instead the following new Rule 14(c):  
*(c) No person shall be eligible to nominate to be a member of the Board of Directors unless that person:*
  - i. has been a financial member of the Club for a period of at least five (5) consecutive years immediately preceding the date of that person's nomination;*
  - ii. has a Director Identification Number; and*
  - iii. has attended the last Pre-Nomination Session conducted at the Club.*
- d. inserting** after Rule 18 the following new Rule 18A:  
*18A. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required under the Registered Clubs Act or Gaming Machines Act.*
- e. inserting** in Rule 19 the following new Rule 19(xv) and renumbering the remainder of Rule 19 accordingly:  
*(xv) fails to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act or Gaming Machines Act as a director of the Club; or*
- f. making** such other consequential amendments including amending Rule numbers, cross referencing and minor typographical errors necessary to give full effect to this Special Resolution."

## EXPLANATORY NOTES TO MEMBERS ON THE ORDINARY RESOLUTIONS

1. Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a profit, benefit or advantage to any member unless it is offered equally to all members of the Club.
2. The First Ordinary resolution is proposed under section 10(6)(b) of the Registered Clubs Act 1976 which allows a member to receive a profit, benefit or advantage if it consists only of a sum of money paid to the member in respect of his or her services as a member of the governing body (director) of the Club and that payment has been approved by a resolution passed at a general meeting.
3. The First Ordinary Resolution seeks the approval of the members of the granting of honoraria in respect of each director's services to the Club and in recognition of the time required in performing their duties to the standards by the Corporations Act 2001 and the Registered Clubs Act 1976.
4. The Second Ordinary Resolution and Third Ordinary Resolution are proposed under section 10(6A) of the Registered Clubs Act 1976 which allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.
5. The Second Ordinary Resolution seeks the approval of the members of expenditure by the Club to cover Board members in the execution of their duties as Directors of the Club.
6. The Third Ordinary Resolution seeks the approval of the members of expenditure by the Club to cover Board members with respect to professional development and education requirements.



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### EXPLANATORY NOTES TO MEMBERS ON THE SPECIAL RESOLUTION

1. The Special Resolution proposes several amendments to the Club's Constitution.
2. The amendments insert definitions and Rules relating to Director Identification Numbers and Pre-Nomination Sessions and amend the temporary member provisions by removing the reference to "5 kilometres".
3. A person is not eligible to be a director of a company unless they have a Director Identification Number. The Constitution already contains a Rule causing the office of a director to be vacated where they cease to have a Director Identification Number. However, the Constitution is amended to require that a person wishing to be elected to the board has a Director Identification Number when they nominate for election. This is intended to avoid the common occurrence in other clubs where a person is declared elected as a director but is ineligible to be a director because they do not have the Director Identification Number.
4. The requirement for persons wishing to be directors of the Club to attend a Pre-Nomination Session in order to be eligible to nominate for election to the board is also included. The Pre-Nomination Session is regarded by ClubsNSW as industry best practice and is intended to inform persons who are nominating for election as a director of their duties and responsibilities as a director of a public company limited by guarantee.
5. The addition of Rule 18A is to ensure that directors comply with their mandatory training requirements under the Registered Clubs Act and Gaming Machines Act.
6. Rule 19 is amended to include a requirement causing the office of a director to be vacated where they fail to comply with the mandatory training requirements. Again this amendment reflects the legislation.
7. The amendments to Rule 12(a)(vii) are in anticipation of amendments to the Registered Clubs Act announced by ClubsNSW that the requirement to live outside of 5 kilometres of the Club in order to gain entry as a temporary member, is being removed.

**Please Note:** This Explanatory Note to Members is not to be taken in any way as affecting the wording of the proposed amendments to the Constitution, but is provided to inform members of what is proposed and to the reasons behind the proposed amendments.

### ANNUAL REPORT AND FINANCIAL STATEMENTS

In accordance with Rule 50(a) of the Club's Constitution, the 2024 Annual Report containing the Directors Report, Financial Statements for the year ending 30 June 2024 and the Auditor's Report is available to members:

- On the Club's website: [www.maroubraseals.com.au](http://www.maroubraseals.com.au)
- From the Reception Desk at the Club
- Mailed on request
  - by sending an email to the Club at: [seals@maroubraseals.com.au](mailto:seals@maroubraseals.com.au); or
  - by telephoning the Club on: (02) 9349 2299



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## **QUESTIONS FOR THE ANNUAL GENERAL MEETING**

Members who wish to ask questions at the Annual General Meeting are requested to submit their questions in writing to the Chief Executive Officer at [seals@maroubraseals.com.au](mailto:seals@maroubraseals.com.au) no later than 5pm on Wednesday, 15th November 2024.

If questions are not submitted in this manner, the Club may not be able to provide an answer at the Annual General Meeting.

By direction of the Board



MATHEW HARPER  
Chief Executive Officer