

# THE SEALS

*Maroubra Since 1964*

**MAROUBRA SEALS SPORTS & COMMUNITY CLUB LIMITED**  
(ACN 000 396 663)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Sixty Second (62<sup>nd</sup>) Annual General Meeting of **Maroubra Seals Sports & Community Club Limited** will be held on **Wednesday, 22 November 2023** and will commence **fifteen (15) minutes after the close of the General Meeting (separate Notice of General Meeting having been given)** at the premises of the Club, 212 Marine Parade, Maroubra NSW 2035.

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### BUSINESS

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

1. Apologies.
2. Confirmation of Minutes of the 61st Annual General Meeting.
3. Correspondence.
4. Presentation and Adoption of the 61st 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 Life Member Resolutions set out below.
7. To declare the results of the election of Directors.
8. 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 Life Member Resolutions require votes from a two-thirds majority (67%) of those members who being eligible to do so are present and vote on the Life Member Resolution at the meeting.
4. Under the *Registered Clubs Act 1976*, members who are employees are not eligible to vote and proxy voting is prohibited.

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### 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 in November of 2024 an honorarium in respect of his or her services as a member of the Board of Directors as follows:

- (i) for the President/Chairman, \$12,692 plus the amount equal to the CPI declared in the September 2024 quarter plus superannuation guarantee levy.
  - (ii) for the Vice President and Treasurer, \$10,153 plus the amount equal to the CPI declared in the September 2024 quarter plus superannuation guarantee levy
  - (iii) for each ordinary Director, \$7,615 plus the amount equal to the CPI declared in the September 2024 quarter plus superannuation guarantee levy.
- (b) in the event of a Director or the President/Chairman ceasing to hold office prior to November 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.
  - (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."

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### **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."

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### **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 and agree to the expenditure of a sum not exceeding \$45,000 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.
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### **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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### **FIRST LIFE MEMBER RESOLUTION**

That in accordance with Rule 16 of the Constitution of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) (**Club**), the ordinary members of the Club hereby confer Honorary Life Membership on Marjan Vuletic (Member No: 1154), in recognition of his exceptional and distinguished service to the Club over many years.

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### **EXPLANATORY NOTES TO MEMBERS ON THE FIRST LIFE MEMBERSHIP RESOLUTION**

1. On *Wednesday 27<sup>th</sup> September 2023*, the Chief Executive Officer of the Club received a nomination for Marjan Vuletic to be admitted to Honorary Life membership of the Club. The nomination was proposed by Dave Simpson (Member No: 3595) and seconded by Richard Hayes (Member No: 3291).
  2. In accordance with Rule 16 of the Club's Constitution, the nomination was considered by the Board at its meeting on *Wednesday 27<sup>th</sup> September 2023*.
  3. The Board unanimously approved the nomination and agreed to refer it for the consideration of the members at the next General Meeting of the Club, being this Annual General Meeting.
  4. The Board recommends the First Life Member Resolution be passed by members.
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### **SECOND LIFE MEMBER RESOLUTION**

That in accordance with Rule 16 of the Constitution of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) (**Club**), the ordinary members of the Club hereby confer Honorary Life Membership on Brian Williamson (Member No: 4688), in recognition of his exceptional and distinguished service to the Club over many years.

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### **EXPLANATORY NOTES TO MEMBERS ON THE SECOND LIFE MEMBERSHIP RESOLUTION**

1. On *Wednesday 27<sup>th</sup> September 2023*, the Chief Executive Officer of the Club received a nomination for Brian Williamson to be admitted to Honorary Life membership of the Club. The nomination was proposed by John (Jack) Shaw (Member No: 46) and seconded by Arthur Cotsios (Member No: 4555).
  2. In accordance with Rule 13 of the Club's Constitution, the nomination was considered by the Board at its meeting on *Wednesday 27<sup>th</sup> September 2023*.
  3. The Board unanimously approved the nomination and agreed to refer it for the consideration of the members at the next General Meeting of the Club, being this Annual General Meeting.
  4. The Board recommends the Second Life Member Resolution be passed by members.
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## **ANNUAL REPORT AND FINANCIAL STATEMENTS**

In accordance with Rule 50(a) of the Club's Constitution, the 2023 Annual Report containing the Directors Report, Financial Statements for the year ending 30 June 2023 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, 15<sup>th</sup> November 2023.

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

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## **INFORMATION REGARDING ELECTION OF DIRECTORS**

In accordance with the Rules 14 to 18 of the Club's Constitution, seven (7) directors consisting of President, a Vice President, a Treasurer and four (4) ordinary directors will be up for election in 2023.

### Nominations

On Wednesday, 1<sup>st</sup> November 2023, a Notice calling for nominations of persons wishing to be elected to the Board was placed on the Club's Notice Board and on the Club's website.

Nominations close at 5.00pm, Wednesday, 8<sup>th</sup> November 2023.

A notice will then be placed on the Members Notice Board and the Clubs website advising members if a secret ballot will be required or not.

### Ballot for election of Directors

If the Club receives more than the necessary number of nominations from members wishing to be elected as directors, a secret ballot will be conducted in accordance with Rules 18 of the Club's Constitution.

If a secret ballot is required, a notice will be placed on the Club's Notice Board advising of such.

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 vote in the election of directors.

If required, the secret ballot will be conducted at the premises of the Club, 212 Marine Parade, Maroubra NSW 2035 at the following times:


Date	Times
Thursday 16 <sup>th</sup> November 2023	4.30pm– 7.30pm
Friday 17 <sup>th</sup> November 2023	4.30pm– 7.30pm
Saturday 18 <sup>th</sup> November 2023	4.30pm– 7.30pm
Sunday 19 <sup>th</sup> November 2023	4.30pm– 7.30pm

The result of the election will then be declared at the Annual General Meeting as required by Rule 18(f) of the Club's Constitution.

Alternatively, if the Club receives the required number or fewer nominations, there will be no requirement to conduct a secret ballot and the nominees will be declared elected at the Annual General Meeting.

**Dated:** 19<sup>th</sup> October 2023

**By direction of the Board**



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**Mathew Harper**  
**Chief Executive Officer**

