

ERINA RUGBY LEAGUE FOOTBALL CLUB LTD
(ACN 000 845 410)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the Annual General Meeting of the **Erina Rugby League Football Club Ltd** to be held on **25th February, 2024** commencing at the hour of 9.00am at the premises of the Club, 18 Ilya Ave, Erina NSW 2250.

AGENDA

1. Welcome
2. Apologies
3. To receive and consider the Minutes of the Annual General Meeting of the Club held on 26 February 2023.
4. To receive and consider the President's Report for the year ending 30 September 2023.
5. To receive and consider:
 - (a) the financial report of the Club for the financial year ending 30 September 2023;
 - (b) the directors' report for the financial year ending 30 September 2023;
 - (c) the auditor's report for the financial year ending 30 September 2023.
6. To consider and if thought fit pass the Ordinary Resolutions set out below.
7. To consider and if thought fit pass the Special Resolution set out below.
8. To conduct the election of directors and declare the results the election of directors.

FIRST ORDINARY RESOLUTION

That pursuant to the provisions of the Registered Clubs Act:

- a) That members hereby approve and agree to expenditure by the Club in a sum not exceeding \$9,000 until the next Annual General Meeting of the Club for the following activities of the Directors:
 - (i) Reasonable costs for the Board of Directors and their spouses/partners for an annual function for the purpose of recognising their contribution.
 - (ii) Reasonable costs of an electronic device (laptop, Tablet or similar) and internet access being made available to Directors in respect to their function as a Director of the Club.
 - (iii) That the Board of Directors be entitled to a meal in conjunction with a regular Board Meeting or a Special Board Meeting.
 - (iv) That the Board of Directors receive a uniform for use when representing the club.
 - (v) Reasonable expenses incurred by Director in relation to such other duties, including entertainment of special guest to the Club and other promotional activities and the expenses there from are approved by the Board before payment is made on production of receipts invoices and other proper documentary evidence of such expenses.
 - (vi) The provision and marking out of car parking spaces for exclusive use by Directors and Management.
 - (vii) The payment of the premiums for Directors and Officers insurance cover.

- b) The members acknowledge that the benefits in paragraph (a) are not available to members generally but only for those members (Directors and in respect to (a) (i) Directors spouses/partners) noted.
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Notes to Members on First Ordinary Resolution

Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the Registered Clubs Act 1976 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.

The First Ordinary Resolution seeks the approval of the members of expenditure by the Club on matters relating to Board members in the execution of their duties as Directors of the Club.

SECOND ORDINARY RESOLUTION

That pursuant to the provisions of the Registered Clubs Act:

- a) That members hereby approve and agree to expenditure by the Club in a sum not exceeding \$5,000.00 until the next Annual General Meeting of the Club for the reasonable costs for the Board of Directors to attend intra and interstate conferences, business studies and meetings for the purpose of gaining knowledge to assist the future planning of the Club.
 - b) The members acknowledge that the benefits in paragraph (a) are not available to members generally but only for those members (Directors) noted.
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Notes to Members on Second Ordinary Resolution

Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the Registered Clubs Act 1976 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.

The Second Ordinary Resolution seeks the approval of the members of expenditure by the Club on attending conferences and meetings for the purpose of gaining knowledge to assist in the future planning of the Club.

THIRD ORDINARY RESOLUTION

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

That the Members approve of the Board of the Club proceeding with the proposed development at rear of the Club's premises at 18 Ilya Ave, Erina in the manner presented to the meeting or such other manner determined by the Board of the Club.

Notes to Members on Third Ordinary Resolution

1. The Club's Constitution and the law do not require the Third Ordinary resolution to be put to the members. However, the Board wishes to remain transparent with the members in respect of major decisions it makes regarding the future of the Club.
 2. The Board has been exploring ways in which to diversify the Club's business. Simply remaining a food, beverage and gaming venue will not sustain the future financial viability of the Club.
 3. The Board aim has been to consider ways in which to utilize the Club's existing assets to produce income streams from Club and non-Club related activities.
 4. As members are aware, the Club occupies a large parcel of land at 18 Ilya Avenue, Erina known as Lot C in Deposited Plan 344413 (**Land**).
 5. The Land has been classified as flood prone property under the Erina Creek Floodplain Risk Management Study and Plan. Accordingly, development options for the Land are limited.
 6. The Board has identified that an opportunity exists in the Erina area for the development of a self-storage facility. This type of development is permitted on the Land.
 7. Whilst the Board is currently in the process of settling specifications of the proposed development, in broad terms it is currently expected that the self-storage facility will:
 - (a) comprise three (3) levels of 1600 square metres on each level;
 - (b) generate rental income of approximately \$30 per square metre per month;
 - (c) likely operate at around 80% occupancy (ie generating approximately \$116k per month or \$1.3M per annum); and
 - (d) have a build cost of approximately \$9.3M.
 8. The Board is currently preparing a feasibility for funding from the bank. If the bank is unable to fund the development the Club will likely engage in a joint venture with Mistlake Pty Ltd (ACN 050 046 378) on a 50% share entitlement.
 9. Mistlake Pty Ltd owns the commercial shopping centre abutting the Club. The Club's current appointed director, Andrew Brand, is a director of Mistlake Pty Ltd.
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SPECIAL RESOLUTION 1

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

That the Constitution of Erina Rugby League Football Club Limited (**the Club**) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Constitution of the Club ("**existing Constitution**").

Notes to Members on Special Resolution 1

1. The Special Resolution proposes to adopt a new Constitution of the Club to replace the existing Constitution.
 2. Please refer to the Explanatory Memorandum which accompanies this notice as it sets out a summary of the proposed new Constitution and the reasons why it is proposed by the Board.
 3. If members want copies of the proposed new Constitution or the existing Constitution, they can be obtained from the office.
 4. A copy of the proposed new Constitution and the existing Constitution are also on display on the Club's website.
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Procedural matters

1. Under the Club's Constitution only Life Members and financial Ordinary Members are eligible to attend the Annual general Meeting and vote on the Ordinary Resolutions and Special Resolution.
2. Members of the Club, who are employees of the Club, cannot vote at the meeting.
3. To be passed, the Special Resolution requires votes from not less than three quarters (75%) of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
4. Amendments to the Special Resolutions will not be permitted from the floor of the meeting.
5. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
6. The Board of the Club recommends that members vote in favour of the Special Resolution as it will ensure that the Club's Constitution current with relevant legislation affecting clubs.
7. Please direct any question or concerns about the Ordinary Resolutions or Special Resolution to the Chief Executive Officer of the Club, if possible before the meeting.

Dated: 02.02.2024

By direction of the Board

J Savage

James Savage
Chief Executive Officer