

NOTICE is hereby given that the 65th Annual General Meeting of Parramatta League's Club Limited (ACN 000 218 655) ("Leagues Club") will be held on Tuesday 28 February 2023 commencing at 7:00pm at Jacks Bar & Grill, Parramatta Leagues Club, 1 Eels Place, Parramatta NSW 2150 NSW (being the main physical venue of the meeting) and by video link at Viking Sports Club located at Quarry Road, Dundas, NSW 2117.

## **ANNUAL REPORT**

The FY22 Annual Report can be downloaded at [www.parraleagues.com.au/annual-report/](http://www.parraleagues.com.au/annual-report/) Minutes of the 64th Annual General Meeting can be downloaded at [www.parraleagues.com.au/64th-annual-general-meeting-minutes/](http://www.parraleagues.com.au/64th-annual-general-meeting-minutes/) and minutes of the General Meeting held on 18 January 2023 can be downloaded at <https://www.parraleagues.com.au/general-meeting-results/>

## **AGM AGENDA**

### **1. WELCOME BY PRESIDENT, PARRAMATTA LEAGUE'S CLUB LIMITED**

Confirmation of quorum and introduction of Directors, Management and Officials.

### **2. MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING**

To receive and consider the Minutes of the 64th Annual General Meeting held on Sunday, 27 March 2022.

### **3. MINUTES OF THE PREVIOUS GENERAL MEETING**

To receive and consider the Minutes of the General Meeting held on Wednesday, 18 January 2023.

### **4. PRESENTATION BY PARRAMATTA LEAGUE'S CLUB LIMITED (PLC)**

Presentation made by the PLC President, Greg Monaghan and Chief Executive Officer, Chris Dimou

### **5. PRESENTATION BY PARRAMATTA NATIONAL RUGBY LEAGUE CLUB PTY LIMITED (PNRL)**

Presentation made by the PNRL Chief Executive Officer, Jim Sarantinos

### **6. 2022 ANNUAL REPORT AND FINANCIAL STATEMENTS**

To receive the 2022 Annual Report of the Leagues Club, including the Financial Statements, Directors' and Auditor's Report for the twelve (12) month period ended 31 October 2022.

### **7. TO DECLARE THE DIRECT VOTES OF THE ORDINARY RESOLUTIONS**

The Returning Officer to declare the direct votes (electronic and postal) of the Ordinary Resolutions (set out below) conferring benefits on Directors and Members.

### **8. DECLARATION OF ELECTION FOR THE BOARD OF DIRECTORS**

The Returning Officer to declare the direct votes (electronic and postal) of the elected Directors for the ensuing three (3) years in accordance with Constitution 1.1, 8, 9.3, 9.5 and 9.6 for election of Directors.

### **9. QUESTIONS ON NOTICE**

In order to provide informed and properly researched responses, Members are requested to lodge questions to the Chief Executive Officer in writing at [AGM@parraleagues.com.au](mailto:AGM@parraleagues.com.au) or by post PO Box 2428 North Parramatta, NSW, 1750 not less than seven (7) days (21 February 2023) prior to the Annual General Meeting. Questions received in writing will be answered first in order of being received. Questions without notice will be answered after the agenda has been completed.

### **10. GENERAL BUSINESS**

To transact any other business in accordance with the Club's Constitution.

### **11. CLOSE MEETING**

## REGISTERED CLUBS ACT REQUIREMENTS

Members are asked to consider and if thought fit, to pass the following resolutions:

### 6.1 First Ordinary Resolution

“That subject to Section 10 (1) (d) of the Registered Clubs Act 1976:

- a) The Members agree to unchanged expenditure by the Board of Directors not exceeding \$150,000 for Parramatta League’s Club Limited until the Annual General Meeting in 2024 for the following expenses subject to approval by the Board of Directors:
  - i) Meals, drinks, accommodation, entertainment, transport, parking, admission and other reasonable expenditure regarding;
    - (a) Attending meetings of the Board of Directors;
    - (b) Entertaining corporate partners, business associates, patrons, councillors, Members of State and Federal Parliament, other dignitaries, members or guests in the Boardroom of the Leagues Club, CommBank Stadium or other Venues;
    - (c) Attending meetings and functions, including community, charity, sporting or worthwhile functions at the Leagues Club or elsewhere, as an official delegate or representative of the Leagues Club including the attendance of partners where required, or appropriate;
    - (d) Attending rugby league matches of Parramatta National Rugby League team in the National Rugby League premiership competition, and any representative match conducted by the NRL, NRLW, ARL or NSWRL, in Australia or overseas; including the attendance of partners where required, or appropriate; and
    - (e) Attending, as an official representative of the Leagues Club or Parramatta National Rugby League Club Pty Ltd, at any official pre-season, end of season, or other tour or function.
  - b) The Members acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors of the Leagues Club.

### 6.2 Second Ordinary Resolution

“That subject to Section 10 (1) (d) of the Registered Clubs Act 1976:

- a) The Members agree to unchanged expenditure by the Board of Directors not exceeding \$150,000 for the professional development and education of Directors preceding the 2024 Annual General Meeting, including meals, travel, parking and accommodation expenses, for:
  - i) The reasonable cost of Directors attending at the Clubs NSW meetings and seminars.
  - ii) The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
  - iii) The reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board from time to time.
  - iv) The reasonable cost of Directors attending other Clubs for observing their facilities and methods of operation, in order to obtain knowledge of the gaming and entertainment facilities or to plan future club extensions and to improve the quality of amenities and services to the members of the Leagues Club
  - v) Attendance at functions with partners where appropriate and required, to represent the Club.
- b) The Members acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors of the Leagues Club.

## 6.3 Third Ordinary Resolution

“That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the Members hereby:

- a) Approve:
  - i) The following honoraria being unchanged for the period up to the next AGM of the Club in a sum not exceeding \$150,000.
    - President - \$30,000
    - Directors - \$20,000 each
  - ii) The payment of statutory superannuation guarantee levy on behalf of each Director in respect of their honorarium.
  - iii) Directors receiving the same offers, discounts or promotions as are made available to employees of the Leagues Club from time to time.
- b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors of the Leagues Club.”

## 6.4 Fourth Ordinary Resolution

“That pursuant to section 10(6A) of the Registered Clubs Act 1976, the Members hereby:

- a) Approve:
  - i) Life Members, Foundation Members and Life Foundation Members of the Leagues Club receiving club apparel, an invitation to Club functions at no cost, attendance to Life Members’ events and corporate level entertainment at all Eels home football matches, including car parking facilities where possible.
  - ii) Life Members receiving the same offers, discounts or promotions as are made available to employees of the Leagues Club from time to time.
- b) acknowledge that the benefits referred to in (i) and (ii) above are not available to Members generally, but only to Life Members, Foundation Members and Life Foundation Members of the Leagues’ Club.”

By Order of the Board



Chris Dimou  
Chief Executive Office and Company Secretary

**Parramatta League’s Club Limited**

Dated 2 February 2023

## Notes to Members:

Members are reminded that, in accordance with the Constitution they must present for inspection their current Parramatta Leagues Club Membership card to gain entry to the AGM.

All voting for both the Directors and the four Ordinary Resolutions will be conducted by ballot prior to the AGM. The ballot will close at **5:00pm on Thursday 23 February 2023**.

Only Voting Members are eligible to vote in the ballot for Directors and for each of the Four Ordinary Resolutions.

Under the Constitution, Voting Members must have been members for a continuous period of three (3) years prior to the closing date for the ballot for Directors.

If your membership has expired, you will not be eligible to vote. Please check the expiry date of your membership and ensure you renew it before it expires and that you became a member of the Club on or before **23 February 2020**.

## Explanatory Notes:

(To be read in conjunction with the Resolutions set out in the Notice of Annual General Meeting).

- 1) Each of the Resolutions will be voted on separately.
- 2) To be passed, each Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those members who are eligible and have cast a vote.
- 3) Under the Registered Clubs Act Members who are employees of the Leagues Club are not eligible to vote at the meeting or via ballot
- 4) Under the Leagues Club's Constitution, Members who have been members for more than three (3) consecutive years are entitled to vote on the Ordinary Resolutions.
- 5) Proxy voting is prohibited by the Registered Clubs Act.

## First Ordinary Resolution

The purpose of the First Ordinary Resolution is to approve hospitality entitlements for Directors within the Leagues Club, CommBank Stadium and any other venues Parramatta Eels play.

The adoption of this Resolution by members will confirm and set an upper limit on the amount to be expended.

## Second Ordinary Resolution

The purpose of the Second Ordinary Resolution to approve the expenditure by the Club for the professional development and education of Directors as well as ensuring that Directors keep up-to-date with current Club Industry development and that the Club is represented by selected Directors at the various meetings of Associations of which the Club is a member.

The adoption of this Resolution by members will confirm and set an upper limit on the amount to be expended.

## Third Ordinary Resolution

Section 10(6)(b) of the Registered Clubs Act in effect provides that the Leagues Club can pay an honorarium to a Director provided the honorarium is approved by a resolution of those Members who are entitled to vote in the election of the Board.

The purpose of the Third Ordinary Resolution is to approve a total amount of honorariums for Directors, and the adoption of this Resolution by members will confirm and set the honoraria for the coming year.

## Fourth Ordinary Resolution

Section 10(6A) of the Registered Clubs Act provides that the Leagues Club can offer different benefits for different classes of Members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a General Meeting of the Members prior to the benefit being provided.

The adoption of this resolution will confirm the benefits to be received by the Life Members, Foundation Members and Life Foundation Members for the coming year.

## Election of Directors

Three members must retire and as per Constitution clause 9.6 are eligible for re-election.

**We have received ELEVEN (11) nominations for the THREE (3) Board of Directors positions and in accordance with the Company's constitution invite you to vote for your preferred candidates. Details of each candidate are published herein along with a statement that they each supplied.**



**Richard Foda\***

I am proud to serve as one of your directors on the Parramatta Leagues Club Limited board. Our club's strategic plan includes exciting new places to meet, improvements to the dining experiences you can have and renovations to the places we already love at Parra Leagues, Vikings and Dural. During my 30 year career I have led businesses to ensure quality outcomes for members and customers and strategic growth for the owners. I use this experience to support our club as a member of the Audit and Community Committees and chair of the Risk and Compliance Committee. I have worked within these teams to protect you when you visited us during COVID, ensure we manage our risks and give you memorable experiences now and into the future. I would be honoured to receive your vote to continue serving you, our members and the communities we live in.



**Luke Magee BEc, MBA, GAICD**

Luke Magee is a multi-disciplined individual with vast experience across Industry and Boards. He holds positions in Executive roles and current Directorship includes President of Parramatta Chamber of Commerce, Board member of Stadium Australia Club (Accor Stadium) and The Parramatta College. Luke is an accomplished business owner, Director of Chill IT, head office in Sydney Olympic Park. He continuously deals with complex requirements of SMEs, multinational corporations and Government department's delivering innovative and industry best practice solutions. Luke's formal qualifications include BEc, MBA, GAICD. Luke is passionate about community and an Eels fan, and his business acumen and wealth of experience across governance, revenue, stakeholder management, strategic thinking, and effective management is consistently delivered with integrity. Luke is ready and willingly to effectively contribute to the success of Parramatta Leagues Club and offers a unique skillset and knowledge base to play a pivotal role and invaluable addition as a Director.



**Bill Richards JP MBA FIML FCPHR**

A 20 year military career, served in Vietnam. Player No 259 with Parramatta Eels. Graded First Grade, 1968. National Service mid-way through 1968. Since 2019, I have been the President and Director of the Blue and Gold Alliance Pty Ltd, organisation of former players and officials. My extensive business experience in a variety of industry sectors, include interim MD appointments & Company Director, with a number of multinational companies, have equipped me well to fulfill the duties expected of a Director of Parramatta Leagues Club Ltd. I meet the Eligibility Criteria in Article 9.3 of the Company's Constitution. I feel I can bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its members. I am committed, as per Article 6.7 of the Company's Constitution to abide by and carry out the duties required of an individual Director.



**David Zaiter MIAust CPEng NER RPEQ VBA-EC NSW Fair Trading Design Practitioner**

I am a Chartered Professional Engineer and Design Practitioner in Civil/Structural/Façade with over 17years of experience, and currently Managing Director of a successful business, ZAIT Engineering Solutions Pty Ltd. I have worked closely and collaborated with communities and constituents on major projects, with over Billion Dollars in budget associated with Licenced Clubs, Casinos and Hotels . I am very dedicated and motivated that all milestones are achieved and fulfilled to the highest standard. I am a loving husband and blessed with 3 beautiful children, involved in Junior Rugby League within the Parramatta District. I have lived in Parramatta all my life, graduated from Parramatta Marist High School in 2001. I have supported the Eels and attended our leagues club since I can remember and would love nothing more to make this CLUB GREAT AGAIN!



**Stephen Spence**

I am a lifelong passionate Parramatta supporter and a proud 21-year Perpetual Member. With over 25 years as a Chartered Accountant, I worked at Arthur Andersen in Audit for 8 years. I have over 16 years finance and operational experience in Casino's and have held a number of Senior Finance roles including CFO for The Star (overseeing 4 Casino properties) and 8 years as the Executive in charge of the International VIP Business. I held Key Employee Casino Licences across 3 jurisdictions, Liquor Licences and Board Position's (Tabcorp Staff Superannuation Fund and the HSV Owners Club of NSW). I understand the importance of Risk, Internal Controls and Strong Governance and bring a wealth of relevant industry knowledge and experience. I am seeking election for the first time and look forward to being able to apply that Industry knowledge and experience in order to make a positive contribution to our Club.

**Stan Kriaris**

By way of introduction my name is Stan Kriaris, I am current PLC member, long-time supporter and former sponsor of the Parramatta Eels Rugby League team.

My professional background includes running my own business for 37 years (AAA Tyres) servicing Parramatta region. I am currently Company Director of multiple companies.

My business has given me opportunity to become actively involved in supporting the wider Parramatta sporting community, Parramatta Junior League & PCYC and local Charities including Lifeline, Westmead Children's Hospital, PCYC Parramatta & the Stand Tall foundation to name a few.

I enjoy meeting new people, have a passion for rugby league, developing strong business relationships and enjoy new challenges that life presents.

I believe with my extensive business knowledge, professional networks and personal relationships I have developed within and across the Parramatta CBD and Region enables me to make a very valuable contribution to the Parramatta Leagues Club Board.

**Tony Beuk**

Being a Parra supporter for over 45 years, I am seeking election, with your support, to the Board of the Leagues Club that is instrumental to the future of not only the Leagues Club, but our Football Club. My strong Board experience in Clubs, other Community organisations, State and local governments, as well as my corporate governance and stakeholder management experience, allows me to provide a positive contribution to the Board and support a strategy that will provide the club, and its members, a strong future.

As a graduate of Australian Institute of Company Directors, I understand the discipline and the importance of maintaining rigor in the duties of a Director to ensure that we uphold the expectations of members in undertaking our responsibilities as a director.

I am seeking your support, your Vote, at this election of Directors to the Board.

**Darren Adam\* B.Com, LL.M (Taxation Law), CA, MAICD**

I have been privileged to serve members for 3 years as a current Board member, including chairing the Audit Committee and as a member of the Risk and Property Committees. I am Finance Director at the NRMA, a director of Fair Fight Foundation and have previously held senior executive roles at Foxtel, Optus & Telstra.

I am proud of our achievements - navigating two unprecedented closures during COVID while remaining profitable, reducing debt and now delivering some of the strongest returns in club history. We have responded to member feedback with major investments creating new casual lounge and dining areas and further services through the amalgamation with Dural Country Club.

I am a lifetime Eels supporter, member of Parra Leagues for over 30 years and am passionate about our future success. I would be honoured to continue serving members and also endorse the re-election of Richard Foda & Joy Cusack.

**Joy Cusack\***

I am privileged to be a current Board Member of Parramatta Leagues having been appointed through a selection process by the Government appointed Administrator. Members are my passion demonstrated by current site improvements. I am a long time supporter of the Parramatta Eels.

I have a Masters in Corporate Affairs, Graduate of the Australian Institute of Company Directors, Fellow of the Governance Institute, member of the Chartered Governance Institute, member of Women on Boards contributing to more than 20 years in corporate and community organisations.

As Chair of the PLC Governance Committee it's been an honour to use my skills and experience in improving PLC's governance especially the current and growing complex area of Clubs. Am an Audit Committee member. I have lived in the Parramatta area for more than 45 years.

In the interests of maintaining harmony and stability I endorse the election of Richard Foda and Darren Adam.

**Rob Kennaugh**

Rob is an experienced Director and Graduate of the Australian Institute of Company Directors. Rob has served on the Boards of Australian Health Management (ahm), Sydney Credit Union and Chaired a number of community service organisations in a volunteering capacity. Rob is a passionate Eels Supporter, having played rugby league for Marist Brothers Parramatta and spent many hours supporting the Parra Eels teams in the 70's/80's till current day. Rob's father was a founding member of the Parramatta Leagues Club.

Rob is currently the Executive Director at icare and has successfully performed senior leadership roles at the Commonwealth Bank, Telstra, and Origin Energy.

Rob has written a best-selling book on Parenting called "Family Magic" and is happily married to Cathy for 29 years with 3 wonderful children.

**Mike Barry EMPA, B.Bus(Acct), FIIA, CFE**

Mike grew up in Northmead and attended Parramatta Marist. He has chaired Parramatta City Council's Audit and Risk Committee and been an independent member of similar committees in Hawkesbury and Mosman Councils and the Archdiocese of Broken Bay.

Mike's career spans the private and public sectors including Federal, State and Local Governments, Statutory Authorities, Not for Profits, commercial businesses, central banking and commercial banking. He has 35 years' governance, risk management and audit experience across Australia, London and New York including Chief Audit Executive and Head of Governance roles in six large NSW Government Departments.

Now retired and enjoying 11 grandkids, Mike has continued his Non-Executive Director role with a global Not for Profit and has become a frontline volunteer for the Manning Foundation delivering assistance to the needy in the Parramatta region.