

**PARRAMATTA LEAGUES' CLUB LTD
(ACN 000 218 655)**

**NOTICE OF GENERAL MEETING
AND BALLOT FOR SPECIAL RESOLUTION**

NOTICE is hereby given of a General Meeting of the **Parramatta Leagues' Club Ltd** to be held on 27 July 2023 commencing at the hour of **7:00 pm** at the premises of the Club, 1 Eels Place, North Parramatta, New South Wales. 2150.

BUSINESS

The business of the General Meeting will be for members to consider and, if thought fit, pass the Special Resolution set out below in this Notice of Meeting either by voting in a ballot before the meeting or by voting in the ballot at the meeting itself as referred to in the Procedural Notes on page 3 of this Notice of Meeting.

SPECIAL RESOLUTION

[Please also refer to the Explanatory Notes to Members on this Special Resolution set out on page 2 of this Notice of Meeting.]

That the Constitution of Parramatta Leagues' Club Ltd be amended by **deleting** subparagraph (f) of clause 9.3 and in its place **inserting** the following new subparagraph (f) and new subparagraph (ff):

“(f) have not at any time (including prior to the adoption of this subparagraph (f)) had any administrative body or authority created by statute or regulation, including ILGA or OLG or any court or tribunal (including NSW Civil and Administrative Tribunal) pursuant to any statute or regulation, including the Registered Clubs Act:

- find or declare that they are not a fit and proper person to be or act as a member of the governing body of a registered club or of any corporation or incorporated body; or
- find or declare that they are not a fit and proper person to be or act as the secretary of a registered club or of any corporation or incorporated body; or
- remove them from office as the secretary or member of the governing body of a registered club or of any corporation or incorporated body; or
- find or declare them ineligible to stand for election to or be appointed to or hold office in the position of secretary or member of the governing body or both of those positions of a registered club or of any corporation or incorporated body (even if the period of ineligibility in the declaration has expired);

and which in each case has not been the subject of a successful appeal.

(ff) have not at any time (including prior to the adoption of this subparagraph (ff)) been convicted of an offence under the Registered Clubs Act, the Liquor Act 2007, the Gaming Machines Act 2007 or the Gaming and Liquor Administration Act 2007 and which has not been the subject of a successful appeal.”

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Explanatory Notes to Members on the Special Resolution

1. If passed, the Resolution will remove subparagraph (f) of clause 9.3 of the Constitution and will insert a new subparagraph (f) and a new subparagraph (ff) which will extend the grounds upon which a member is ineligible to be appointed or elected to hold office on the Board of the Club.
2. The existing provision in the Club's Constitution to be removed (being subparagraph (f) of clause 9.3) and the opening words to clause 9.3 are as follows:

"To be eligible to be approved as a Director a person must:

(f) *have not had a declaration made against them by ILGA, OLG or a court under the Registered Clubs Act that they are ineligible to stand for election or to be appointed to or hold office in the position of secretary or member of the governing body of a Registered Club or been convicted by a court of an offence under the Registered Clubs Act (and in each case which has not been the subject of a successful appeal);"*
3. The grounds of ineligibility in the proposed new subparagraph (f) cover findings which can be made against a person under any body or authority created by statute, including findings under the disciplinary provisions in sections 57H and 57J of the Registered Clubs Act by ILGA or OLG, (in clause 1.1 of the Constitution ILGA is defined as the Independent Liquor and Gaming Authority and OLG is defined as Liquor & Gaming NSW).
4. Under the proposed new paragraph (ff), a conviction for an offence under the *Registered Clubs Act* (as is already the case) will also be a ground for ineligibility to be a Director, but in addition, there will be offences under other legislation impacting on clubs, which will be a ground for ineligibility.
5. The proposed amendment if passed, will mean that a member is ineligible to be a Director of the Club if any authority, including ILGA or OLG or a court or tribunal has:
 - found or declared that they are not a fit and proper person to be a director of a registered club ie. any registered club or any corporation or incorporated body; or
 - found or declared that they are not a fit and proper person to act as the secretary of a registered club ie. any registered club or any corporation or incorporated body; or
 - has removed them from office as the secretary or as a director of a registered club (ie. any registered club) or any corporation or incorporated body; or
 - has found or declared them ineligible to stand for election to or be appointed to hold office as a director or a secretary of a registered club or any corporation or incorporated body, even if the period of ineligibility has expired.
6. A member will also be ineligible to be a director of the Club if they have been convicted of an offence under the Registered Clubs Act or under three other pieces of legislation referred to in new paragraph (ff) that impact on registered clubs.
7. In all the cases in paragraphs 5 and 6 above, the wording of the amendment has retrospective effect. That means, to give one example, if at sometime in the past, before the adoption of the amendment (as well as at any time in the future) a member has been found not fit and proper to act as the director of a registered club, then that member is not eligible to hold office as a director of Parramatta Leagues' Club Ltd.
8. A finding that a person is *"not fit and proper"* at any time will be a ground for ongoing ineligibility to be a Director, even if there has been no other order or declaration made against that person.
9. The object of this amendment is to ensure that members seeking office as Directors of the Club do not have a history at any time (including prior to the date of this amendment) of a determination of the kind referred to in paragraph 5 by any relevant authority or court, or they have not been convicted of any offence under the relevant legislation in each case thereby helping to achieve high standards of governance for the Club.
10. If passed the Special Resolution will affect a small number of existing members by extending and making clearer the grounds which make them ineligible to hold office as Directors of the Club.
11. The Board of the Club recommends that members vote in favour of the Special Resolution for the reasons given above.

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Procedural Notes in relation to the ballot on the Special Resolution

1. Pursuant to clause 8.1 of the Club's Constitution, the Special Resolution will be determined by a ballot. The ballot will be conducted by Computershare on instructions from the Club.
2. Delivered with this Notice of Meeting is a ballot paper. The ballot paper contains an abbreviated form of the Special Resolution referred to in this Notice.
3. Only Voting members are eligible to vote in the ballot for the Special Resolution.
4. To be a Voting member you must have been a Full Member of the Club for a continuous period of three (3) years as at the date of the General Meeting (27 July 2023). So if you became a Full member of the Club after 27 July 2020, you are not a Voting member for the purposes of this meeting.
5. In order to complete the ballot paper, please place a tick or a cross in the box on the ballot paper showing "Yes" if you are in favour of the Special Resolution or in the box marked "No" if you are not in favour of the Special Resolution. Then sign the ballot paper in the space indicated on it and follow the instructions on the ballot paper as to how to return the ballot paper to the Club.
6. The ballot will open from 9:00am on Wednesday 5 July 2023 and will close temporarily at 5:00pm on Wednesday 26 July 2023.
7. The ballot will reopen for those members who attend the general meeting from 7:00pm on Thursday 27 July 2023 until the close of debate on the Special Resolution (which will be determined by the chairperson of the meeting). Ballot papers received after the close of the debate will not be included in the ballot.
8. To be passed, the Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote on the Special Resolution in the ballot.
9. If you wish to vote in the ballot at the general meeting on 27 July 2023, you will need to enrol with Computershare as you enter the meeting to receive a voting card.
10. If you have voted before the meeting but wish to change your vote, you can, but you will have to attend the general meeting to do so and you will need to speak to a Computershare representative.
11. At the general meeting after the chairperson has closed the debate on the Special Resolution, there will be a short adjournment of the meeting for the purpose of counting the ballot. When the ballot count is completed, the meeting will resume and the chairperson will declare the result of the ballot.
12. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.

Dated: 03/07/2023

By direction of the Board



Christos Dimou
Company Secretary / CEO