

MINUTES OF THE 65th ANNUAL GENERAL MEETING OF PARRAMATTA LEAGUES' CLUB LIMITED held in JACKS BAR & GRILL, PARRAMATTA LEAGUES' CLUB, 1 EELS PLACE, PARRAMATTA NSW 2150 (being the main physical venue of the meeting) and by VIDEO LINK at VIKING SPORTS CLUB LOCATED at QUARRY ROAD, DUNDAS, NSW on TUESDAY 28 FEBRUARY 2023 at 7PM

WELCOME

The President advised a quorum was present and welcomed all members to the 65th Annual General Meeting of the Parramatta Leagues' Club Limited.

The meeting opened at 7:00pm.

ATTENDANCE

Parramatta Leagues' Club Directors – Greg Monaghan (President), Mark Jenkins, Darren Adam, Sue Coleman, Joy Cusack, Phil Sim, Richard Foda

Parramatta Leagues' Club (PLC) Chief Executive Officer - Chris Dimou

Parramatta Leagues' Club (PLC) Chief Financial Officer – Nikky Van Der Meer

Parramatta National Rugby League (PNRL) President – Sean McElduff

Parramatta National Rugby League (PNRL) Chief Executive Officer – Jim Sarantinos

Ernst & Young, Auditors – Daniel Cunningham

Piggott & Stinson, Lawyers – John Ralston

Computershare, returning officers – Richard Powell and Justin Robinson

Life Members of Parramatta Leagues' Club Limited, Mr Denis Fitzgerald (Life Elected Member) and Dr Michael Johnson (Life Elected Member)

Members of Parramatta Leagues' Club Limited

APOLOGIES

Life Foundation Member - Matthew Johnston

Members - Anita Johnston; Ross Hilton; Coral Hilton; Nelson Morales; John Davies.

CONDOLENCES

PLC recognises with regret the passing of Club Patron Don Ritchie.

A moment's silence was observed.

NOTICE OF THE 65TH ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting was issued to all members in accordance with the Corporations Act.

MINUTES OF THE 64th ANNUAL GENERAL MEETING HELD ON 27 MARCH 2022

The minutes of the 64th Annual General Meeting were placed on the Notice Board for the required period and ratified by the Board.

The members adopted the minutes of the 64th Annual General Meeting as a true and accurate record of the meeting.

MINUTES OF THE GENERAL MEETING HELD ON 18 JANUARY 2023

The minutes of the General Meeting were placed on the Notice Board for the required period and ratified by the Board.

The members adopted the minutes of General Meeting as a true and accurate record of the meeting, subject to the change of spelling of Mr Denis Fitzgerald's name.

Denis Fitzgerald queried the use of the apostrophe in the name. In response the President confirmed that our legal entity name was known with the apostrophe at the end of the word Leagues'. Whilst the colloquial use of the apostrophe was either before the s *League's* or not use at all Leagues.

PRESENTATIONS:

1. Parramatta Leagues' Club President – Greg Monaghan

The President presented a summary of the year in review.

2. Parramatta Leagues' Club Limited (PLC), Chief Executive Officer – Chris Dimou

The PLC CEO presented an overview of the Club for the year ending 31 October 2022.

3. Parramatta National Rugby League (PNRL), Chief Executive Officer – Jim Sarantinos

The PNRL CEO presented an overview of the Eels 2022 season.

ANNUAL REPORT AND FINANCIAL STATEMENTS

The Annual Report and Financial Statements for the year ended 31 October 2022 together with the Directors report and Auditors report in respect of those financial statements were tabled.

Members received and noted the Parramatta Leagues' Club Annual Report and Financial Statements for the year ended 31 October 2022.

VOTING PROCEDURE

All voting has been conducted prior to the meeting online or by post. The ballot was managed independently by Computershare who were in attendance to declare the results.

DECLARATION OF DIRECT VOTES FOR THE ORDINARY RESOLUTIONS

The Returning Officer, Richard Powell declared the results of the four (4) Ordinary resolutions as follows:

1 First Ordinary Resolution

"That pursuant to Section 10 (6) (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, at any official pre-season, end of season, or other tour or function.

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.”

	Number	%
Votes cast 'FOR' the motion	1,435	87.39
Votes cast 'AGAINST' the motion	207	12.61
TOTAL VOTES CAST	1,642	100.00

The First Ordinary Resolution was carried.

2 Second Ordinary Resolution

“That pursuant to Section 10 (6) (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.

The Members acknowledge that the benefits referred to in (a) on the previous page are not available to Members generally, but only for those who are Directors of the Leagues Club.”

	Number	%
Votes cast 'FOR' the motion	1,410	86.56
Votes cast 'AGAINST' the motion	219	13.44
TOTAL VOTES CAST	1,629	100.00

The Second Ordinary Resolution was carried.

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
 - 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.”

	Number	%
Votes cast 'FOR' the motion	1,409	86.60
Votes cast 'AGAINST' the motion	218	13.40
TOTAL VOTES CAST	1,627	100.00

The Third Ordinary Resolution was carried.

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.”

	Number	%
Votes cast 'FOR' the motion	1,434	87.17
Votes cast 'AGAINST' the motion	211	12.83
TOTAL VOTES CAST	1,645	100.00

The Fourth Ordinary Resolution was carried.

DECLARATION OF ELECTION OF BOARD OF DIRECTORS

The Returning Officer, Richard Powell, declared the results of the Directors Election.

Number of ballot papers lodged	1,920
Number of formal ballot papers	1,893
Number of informal ballot papers	27
Votes cast for each candidate:	
Richard Foda	871
Luke Magee	287
Bill Richards	382
David Zaiter	485
Stephen Spence	273
Stan Kriaris	471
Tony Beuk	447
Darren Adam	811
Joy Cusack	1,013
Rob Kennaugh	259
Mike Barry	271

The Returning Officer, Richard Powell, declared the following three candidates received the highest number of votes:

JOY CUSACK

RICHARD FODA

DARREN ADAM

and declared those persons duly elected as Directors of Parramatta Leagues' Club Limited.

QUESTIONS ON NOTICE

The President read out questions on notice as received and provided the following responses:

Query on the use of asterisk for current PLC Directors standing for election on the ballot paper and in the voting system.

John Ralston, Piggott Stinson confirmed the use of the asterisk was not illegal and is a widely used practice, confirming that the asterisk was not used as a way to instruct how to vote.

Request for more Jacks Beer at venues – request has been provided to management to address.

Questions received via email include:

Qualifications of Mr Chris Dimou and Mr Jim Sarantinos – Information is commercially available and referred members to the announcements as provided at time of appointment.

Shutting down the 1 Eyed Eel Website – PLC Board and Management have no control of any external social media sites, and welcome and support organisations that show enthusiasm and passion for our club.

Public Responses to Questions – The President assured Members that our values include being open and transparent and that all questions would be answered in this forum

Directors Benefits – all benefits received by the Directors are as per the First Ordinary Resolution agreed at each AGM.

Directors Expenses Refunded – only Director to receive an expense refunded in FY22 was Greg Monaghan for legal costs paid on behalf of the Club.

Payment for Board Positions – PLC Directors receive honoraria as agreed at each AGM, the figure is a set figure and not determined by meeting attendance.

PLC /PNRL list of life members – Life Members, Foundation Members and Life Foundation Members, all appear on the Honour Board in reception, additionally PNRL Life Members appear on their website. Once PLC has completed their refresh on the website, an honour page will be created.

GENERAL BUSINESS

The President opened the meeting for general questions.

Five (5) questions were raised and answered during the meeting.

CLOSE

The President declared the AGM closed at 8:20pm