

NOTICE is hereby given that the 66th Annual General Meeting of Parramatta Leagues' Club Limited (ACN 000 218 655) ("Leagues Club") will be held on Tuesday 27 February 2024 commencing at 7:00pm at 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 both Viking Sports Club located at Quarry Road, Dundas, NSW 2117 and Dural Country Club located at 662A Old Northern Road, Dural, NSW, 2158.

ANNUAL REPORT

The Financial Year 23 Annual Report can be downloaded at www.parraleagues.com.au/annual-report/ and Minutes of the 65th Annual General Meeting can be downloaded at <https://www.parraleagues.com.au/about-us/our-constitution/>

AGM AGENDA

- 1. WELCOME BY PRESIDENT, PARRAMATTA LEAGUES' 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 65th Annual General Meeting held on Tuesday, 28 February 2023.
- 3. PRESENTATION BY PARRAMATTA LEAGUES' CLUB**
Presentation made by the PLC President, Greg Monaghan and Chief Executive Officer, Chris Dimou
- 4. PRESENTATION BY PARRAMATTA NATIONAL RUGBY LEAGUE CLUB**
Presentation made by the PNRL Chief Executive Officer, Jim Sarantinos
- 5. 2023 ANNUAL REPORT AND FINANCIAL STATEMENTS**
To receive the 2023 Annual Report of the Leagues Club, including the Financial Statements, Directors' and Auditor's Report for the twelve (12) month period ended 31 October 2023.
- 6. 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.
- 7. 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, 9.2, 9.3, 9.5 and 9.6 for election of Directors.
- 8. 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 or by post PO Box 2428 North Parramatta, NSW, 1750 not less than seven (7) days (20 February 2024) 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.
- 9. GENERAL BUSINESS**
To transact any other business in accordance with the Club's Constitution.
- 10. 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 for the purposes of Section 10 (6) (d) of the Registered Clubs Act 1976:

- a) The Members agree (unchanged from the preceding year) to expenditure by the Board of Directors not exceeding \$150,000 for Parramatta Leagues’ Club Limited until the Annual General Meeting in 2025 for the following expenses all of which are subject to approval by a current resolution of the Board of Directors being Meals, drinks, accommodation, entertainment, transport, parking, admission and other reasonable expenditure regarding;
- (i) Attending meetings of the Board of Directors;
 - (ii) 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;
 - (iii) 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;
 - (iv) 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
 - (v) 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.
- 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 for the purposes of Section 10 (6) (d) of the Registered Clubs Act 1976:

- a) The Members agree (unchanged from the preceding year) to expenditure by the Board of Directors not exceeding \$150,000 for Parramatta Leagues’ Club Limited until the Annual General Meeting in 2025 for the following expenses all of which are subject to approval by a current resolution of the Board of Directors being professional development and education of Directors including meals, travel, parking and accommodation and other reasonable expenses, for:
- (vi) The reasonable cost of Directors attending at the Clubs NSW meetings and seminars.
 - (vii) The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
 - (viii) 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.
 - (ix) 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
 - (x) 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 from last year) 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."

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

A handwritten signature in blue ink, appearing to read 'C. Dimou'.

Chris Dimou
Chief Executive Officer and Company Secretary

Parramatta Leagues' Club Limited

Dated 29 January 2024

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 open at **9am on Tuesday 30 January 2024** and close at **5:00pm on Friday 23 February 2024**.

Only Voting Members are eligible to vote in the ballot for the position of two (2) 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 2021**.

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.