



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Kiama Leagues' Club Limited will be held on 10 November 2024 at 10am at The Kiama Leagues' Club, 109 Terralong Street, Kiama NSW.

ANNUAL GENERAL MEETING AGENDA

1. Apologies.
2. Confirmation of Minutes of the 51st Annual General Meeting held on 15 October 2023
3. To receive the President's Report and Director's Report.
4. To receive, consider and adopt the Audited Financial Report and the Report of the Auditor.
5. Declaration of the results of the Ballot for Election of Directors.
6. To consider and if thought fit, to pass the resolution set out in Schedule 1 of this Notice of Meeting as an Ordinary Resolution.
7. To consider and if thought fit, to pass the resolutions set out in Schedule 2 of this Notice of Meeting as Special Resolutions.
8. To consider any other business brought forward in accordance with the Club's Constitution or law.

NOTE TO MEMBERS ON PROPOSED RESOLUTIONS

Ordinary Resolution 1 (Director payments):

This Ordinary Resolution requires a simple majority of members who are present and entitled to vote to pass the resolution.

Special Resolutions 1, 2, 3, 4 and 5 (Constitutional Amendments)

These Special Resolutions propose various changes to the existing Articles of Association of the Club. These Special Resolutions aim to improve the Club's governance, operational efficiency, and alignment with modern practices. The Board of the Club recommends to members the new Constitution.

There are five (5) separate Special Resolutions, with each covering different areas as follows:

(a) Special Resolution 1 (Disciplinary matters):

The key effect of these changes is that the CEO can decide on disciplinary actions for less severe matters, with the option for the Member to request a Board review instead. This change aims to streamline the process and avoid unnecessary Board meetings if a Member fails to appear.

(b) Special Resolution 2 (Triennial rule):

Adoption of the Triennial Rule will allow Directors to serve 3-year terms, with a third of the Board up for election each year. This ensures continuity and a gradual refresh of the Board's composition.

(c) **Special Resolution 3 (Directors):** The Board will review and approve nominations for Director positions in advance, ensuring that candidates meet set qualifications. Directors must maintain these standards once in office.

(d) **Special Resolution 4 (Meeting and notice protocols):** Updates to meeting protocols to support virtual attendance, clarify voting rules, introduce new methods of communication, and offer alternative ways to contact Members.

(e) Special Resolution 5 (Legislative and general updates): General updates for consistency in terminology, gender-neutral language, and alignment with current legislation, along with minor typographical corrections.

Please refer to the notes which follow each of the proposed special resolutions in Schedule 2 to this notice as they set out a summary and the key effects of the proposed changes and the reasons why they have been proposed by the Board.

If members want copies of the proposed new Articles of Association and the existing Articles of Association, they can be obtained from the General Office. These also on display on the Club notice board.

To be passed, each Special Resolution must receive votes from not less than three quarters of those members who being eligible to do so vote in person on the Special Resolution at the meeting.

Amendments (other than minor typographical corrections which do not alter the substance or effect of the Special Resolution or the proposed new Constitution) will not be permitted from the floor of the meeting.

If the Special Resolution is passed the amendments to the Articles of Association will take effect immediately.

VOTING ON THE RESOLUTIONS

Life members and financial Ordinary members only shall be eligible to vote on the Ordinary Resolution and Special Resolutions.

Under the Registered Clubs Act members who are employees of the Club are not entitled to vote. Proxy voting is prohibited by the Registered Clubs Act.

QUESTIONS REGARDING FINANCIAL ACCOUNTS

Members wishing to ask questions regarding the financial accounts at the Annual General Meeting are asked to convey those questions to the Chief Executive Officer by Monday 28 October 2023 via email: ceo@kiamaleagues.com

KIAMA LEAGUES' CLUB LTD. ELECTION NOTICE

Nominations for the position of Director on the Board of the Kiama Leagues Club are invited from Monday 14th October 2024. To collect a Candidate Nomination Form, please contact the Club on 42321777 between the following times: Monday-Friday, 10am-5pm.

Voting will be held at The Kiama Leagues' Club on: Friday 8 November and Saturday 9 November 2024, between the times of 12pm and 8pm.