

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Leagues Clubs Australia Ltd (LCA) will be held on Monday 7th November, 2022 at 9.30am at the Sheraton Grand Mirage Resort, Main Beach, Queensland (which will be during the LCA National Conference).

AGENDA

1 WELCOME TO OFFICIAL GUESTS

2 APOLOGIES

3 MINUTES OF THE 2021 ANNUAL GENERAL MEETING

4 CORRESPONDENCE

5 REPORTS

5.1 President's Report: Peter R Hardgrove

5.2 Chief Executive's Report: Don Hammond

5.3 Auditor's Report: Clayton Eveleigh

6 ELECTION OF PATRON (Ken Arthurson)

7 ELECTION OF BOARD OF DIRECTORS (where required)

7.1 PRESIDENT

7.2 NORTHERN DISTRICT x 1

7.3 QUEENSLAND x 1

7.4 METROPOLITAN x 1

8 ORDINARY RESOLUTION

That pursuant to Rule 7 of the Constitution of Leagues Clubs Australia Ltd:

A. The Members agree to the expenditure by those members of the Board of Directors, not financially covered by their nominating Clubs, with regard to the period until the date of the 2023 Annual General Meeting, on account of reasonable expenditure in attending Leagues Clubs Australia Conferences, Meetings and Events.

B. The Members acknowledge that the benefits referred to in (A) above are not available to Members generally, but only for the Directors of Leagues Clubs Australia Ltd.

EXPLANATORY NOTES – ORDINARY RESOLUTION

1. Rule 7 of the LCA Constitution provides instances where funds may be distributed such as repayment of out-of-pocket expenses. The Ordinary Resolution is consistent with the wording of resolutions in recent years which authorise reasonable expenditure for members of the LCA Board.
2. To be passed, the Ordinary Resolution must receive in its favour at least a simple majority of votes cast by Level 1 members, Level 2 members or Life members, being entitled to vote and present either in person or by proxy at the Annual General Meeting.

9 SPECIAL RESOLUTION:

To consider, and if thought fit, to pass the Special Resolution set out under the heading 'Special Resolution' below to amend the Constitution of Leagues Clubs Australia.

AGENDA CONTINUED

10 LIFE MEMBERSHIP RESOLUTIONS

Life Membership Resolution 1

That Ken Arthurson be elected as a Life member of Leagues Clubs Australia Ltd.

Life Membership Resolution 2

That Warren Smith be elected as a Life member of Leagues Clubs Australia Ltd.

EXPLANATORY NOTES – LIFE MEMBERSHIP RESOLUTIONS

1. The LCA Board received nominations for each of Ken Arthurson and Warren Smith to be elected as Life members of the LCA. These nominations were proposed by Michael Wilkins (CEO, Collegians RLFC) and seconded by Ian McCann (President, Wenty Leagues).
2. Each of Ken and Warren have rendered outstanding service to the LCA, and both nominations were approved unanimously by the LCA Board at their September meeting.
3. Each Life Membership Resolution will be passed if at least a 75% majority of those delegates representing Level 1 members who are present or by proxy and cast their votes on the Life Membership Resolution (being entitled to do so) vote in its favour.

SPECIAL RESOLUTION

That the Constitution of Leagues Clubs Australia Ltd ABN 77 085 692 959 be amended by:

• **Deleting existing Rule 28(b) and replacing it with the following new Rule 28(b):**

"28. (b) *Until the election of the Board at the 2023 Annual General Meeting, the Board shall consist of a President and seven (7) other Directors, all of whom shall be delegates of Level 1 members. A retiring Director will (subject to this Constitution) be eligible for reelection.*"

• **Inserting at the beginning of existing Rule 28(c) the words "Until the election of the Board at the 2023 Annual General Meeting" so that the beginning of existing Rule 28(c) reads as follows:**

"28. (c) *Until the election of the Board at the 2023 Annual General Meeting, the Board shall be comprised of:*"

• **Deleting existing Rule 28(c)(i) and replacing it with the following new Rule 28(c)(i):**

"28. (c) (i) *a President, who shall be elected directly by an election at which all delegates of members shall be entitled to vote, and who shall retire from the President position at the 2023 Annual General Meeting but not their directorial position; and*

• **Inserting the following new Rule 28(ca):**

"28 (ca) *On and from the election of the Board at the 2023 Annual General Meeting, the Board shall be comprised of seven (7) Directors, of which:*

(i) *one (1) Director shall be elected from the delegates of members situated in the southern districts of New South Wales (the Southern NSW District);*

(ii) *one (1) Director shall be elected from the delegates of the members situated in the northern districts of New South Wales (the Northern NSW District);*

(iii) *three (3) Directors shall be elected from the delegates of members situated in the Sydney Metropolitan area; and*

(iv) *two (2) Directors shall be elected from the delegates of members in the Queensland District.*

The President, Vice-President and Secretary shall be elected by the Board from among their own number as soon as practicable after each Annual General Meeting. In the event of there being no Director or Directors elected to represent a District or Districts, then in that case, the remaining Board by majority at their discretion, can either appoint persons to fill that or those vacancies under Rule 41 or leave the positions vacant."

• **Deleting existing Rule 28(g)(iii).**

SPECIAL RESOLUTION CONTINUED

- Deleting the number "5" in existing Rule 32 and replacing it with the number "4", so that the new Rule 32 reads as follows:

"32. The quorum for a meeting of the Board is 4 Directors."

- Deleting the number "5" in existing Rule 33 and replacing it with the number "4", so that the new Rule 33 reads as follows:

"33. The President may at any time call a meeting of the Board. The Chief Executive Officer must call a meeting of the Board upon the request of not less than 4 Directors."

EXPLANATORY NOTES – SPECIAL RESOLUTION

1. The LCA Constitution currently requires the Board to be comprised of 8 members, with a President as elected by the delegates of members and 7 other Directors. The LCA proposes to reduce the number of members on the Board to 7, and for the President to be elected by the Board from among themselves as is similarly done with the Vice-President and Secretary roles.
2. The 2022 election will still be conducted in accordance with the existing rules. However if the Special Resolution is passed, the 2023 election will be conducted on the basis of the above changes.
3. The person elected by the LCA members as President at the 2022 AGM will be elected for 2 years as a director, but will retire from the President position at the 2023 AGM to allow the new changes to take effect, where the Board will elect the President after each AGM amongst themselves.
4. Existing Rule 28(g)(iii) provides that 4 directors will be up for election each year. However by reducing the Board to 7 Directors, there will no longer be a 4-4 split in the election cycles. Therefore if the Special Resolution is passed, Rule 28(g)(iii) will be deleted now itself to avoid confusion.
5. As a result of the proposal to reduce the number of members on the Board from 8 to 7, it is also proposed to reduce the quorum for the Board from 5 Directors to 4. A further amendment is also made to Rule 33, to reduce the number of Directors who can require the LCA's CEO to call a meeting of the Board from 5 to 4 – in order to be consistent with the quorum.
6. Accordingly, the Special Resolution is being proposed to facilitate these changes which will streamline the Board and make it function more efficiently and cost-effectively in line with good governance. Furthermore, the proposed changes also enable the Board members to determine which of them would be best positioned to lead them as President.
7. To be passed, the Special Resolution must receive in its favour at least a 75% majority of votes cast by Level 1 members, Level 2 members or Life members, being entitled to vote and present either in person or by proxy at the Annual General Meeting.

By order of the Board

Don Hammond
Chief Executive Officer
14 October 2022