

From Group to Collective



And so as we continue to move forward and evolve, the flow on was for our identity to reflect where we are today, why we do it and where we are heading in the future, a continuous circle that represents us as a collective of clubs and the connection shared with and between our community.

To move forward, you have to give back, and that is the start of a continuous thread that runs through the fabric of our community and ties us together. A story about people – friends, families, generations and the greater good, our responsibility and of the power of giving back.

North Sydney Leagues club was established in 1955 and was built on the foundation of bringing people together, creating connection, unity and driving the growth of our communities inspiring others to put people at the centre of everything we do. Every small step is a continuous movement forwards, towards empowering and inspiring positive change and improving the social cohesion of our community.

Norths Collective is led by a Board & Management team whose progressive approach has allowed the portfolio of clubs to grow to what they are today – a collection of

dynamic clubs and health and fitness centres – Norths, Norths Fitness, Seagulls, Revolution Health and Fitness, The Greens and The Alcott, all serving their communities throughout Northern Sydney, Tweed Shire and the Southern Gold Coast areas.

As a forward thinking, fresh and competitive brand, we are leaders in the club and gaming industry and bring an energetic, welcoming, light-hearted spirit to everything we do. Bringing people together, through the sharing of exceptional food, drinks, events, health and fitness and entertainment experiences. A not for profit business, we are passionate about our commitment to giving back through sport, social and sustainability initiatives, allowing people to live more meaningful lives, as we are Norths Collective and connection is part of our every day.

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CONNECTING OUR COMMUNITY



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the ANNUAL GENERAL MEETING of NORTH SYDNEY LEAGUES' CLUB LIMITED ACN 000 147 544 (Club) will be held at 12 Abbott Street, Cammeray NSW and by video link at Seagulls Club, Gollan Drive Tweed Heads NSW on MONDAY, 27th MAY 2019 AT 7.00PM

BUSINESS

1. Apologies.
2. To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31st December 2018.
3. To consider, and if thought fit, pass each of the two Ordinary Resolutions appearing in this Notice under the heading "Ordinary Resolutions" with regard to benefits of Directors of the Club and others.
4. To consider and if thought fit pass each of the two Special Resolutions appearing in this Notice under the heading "Special Resolutions" with regard to amendments to the Club's Constitution.

NOTES TO MEMBERS

- (a) The Club's Annual Report for 2018 containing the Financial Report, Directors Report and Auditors Report may be viewed on the Club's website. Copies may also be obtained on request to the Chief Executive Officer.
- (b) Members are requested to direct any questions or issues about the business to be conducted at the Annual General Meeting (including any questions on the Financial Report) to the Chief Executive Officer at least 7 days before the Annual General Meeting. Members as a whole will be given a reasonable opportunity to ask questions of the meeting without prior notice.
- (c) Under the Club's Constitution there is not an election of directors this year. The next election of directors will be in connection with the 2020 Annual General Meeting.
- (d) Only Life members and financial Club members are entitled to attend and vote at the Annual General Meeting.
- (e) Under the Registered Clubs Act, employees who are members (Staff members) are not eligible to vote and proxy voting is prohibited.
- (f) To be passed, an Ordinary Resolution requires votes from a simple majority (ie. 50% + 1) of members present and voting on the Ordinary Resolution at the meeting.
- (g) To be passed, a Special Resolution requires votes from a majority of three quarters (75%) of those members present and voting on the Special Resolution at the meeting.

ORDINARY RESOLUTIONS

FIRST ORDINARY RESOLUTION

"That the members hereby approve expenditure not exceeding \$50,000 (plus Goods and Services Tax) during the period from this Annual General Meeting to the Annual

General Meeting in 2020 to provide the benefits in paragraphs (i) to (viii) below which are not available to members generally but only to those members who are Directors of the Club (and in relation to paragraph (viii) also their spouses):

- (i) The reasonable costs of providing meals and refreshments for Directors in respect of each Board or committee meeting of the Club;
- (ii) The reimbursement of reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;
- (iii) The reasonable costs of Directors attending club industry association conferences and meetings;
- (iv) The reasonable costs of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
- (v) The reasonable costs of Directors undertaking training as required by the Registered Clubs Act.
- (vi) The reasonable costs of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- (vii) The reasonable costs of blazers and associated apparel for the use of Directors when representing the Club;
- (viii) The reasonable cost of Directors and their partners attending an annual dinner and other functions relating to the club industry where appropriate and required to represent the Club."

Explanatory Note for Members Regarding the First Ordinary Resolution

In accordance with the requirements of section 10 of the Registered Clubs Act, members are asked to approve the above benefits and expenses for Directors up to the Annual General Meeting in 2020.

SECOND ORDINARY RESOLUTION

"That the members approve the payment of the following honorariums (plus superannuation) to Directors in the period from this Annual General Meeting to the Annual General Meeting of the Club in 2020:

President:	\$13,750
Vice President:	\$7,920
Each other director:	\$6,600"

Explanatory Note for Members Regarding the Second Ordinary Resolution

1. Under section 10(6)(b) of the Registered Clubs Act, honorariums may be paid to the Directors if they are approved by an ordinary resolution of the members.
2. The Superannuation Guarantee (Administration) Act 1992, requires superannuation contributions to be paid at the current statutory rate on all three honorariums. These contributions will be in addition to the amounts of the honorariums stated above.
3. The amount of each of the honorariums is the same as approved at last year's Annual General Meeting.

SPECIAL RESOLUTIONS

FIRST SPECIAL RESOLUTION

[The First Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of North Sydney Leagues Club Limited be amended by:

- (a) deleting Rule 48 and inserting the following new Rule 48:
"For the purposes of the election of Directors in respect of the Annual General Meeting in 2020 and thereafter, Directors shall hold office in accordance with Schedule 4 to the Registered Clubs Act 1976, which is set out in the Schedule below:

SCHEDULE 4

Definitions

1. In this Schedule -
"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;
"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;
"year" means the period between successive general meetings.

2. Repealed.

First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
(2) The groups -
(a) shall be determined by drawing lots; and
(b) shall be as nearly as practicable equal in number; and
(c) shall be designated as group 1, group 2 and group 3.

- (3) Unless otherwise disqualified, the members of the governing body -
(a) in group 1 shall hold office for 1 year; and
(b) in group 2 shall hold office for 2 years; and
(c) in group 3 shall hold office for 3 years.

Subsequent general meetings

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

Casual vacancies

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

7. If the triennial rule is revoked -
(a) at a general meeting - all the members of the governing body cease to hold office; or
(b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting, and an election shall be held at the meeting to elect the members of the governing body."

- (b) inserting after the new Rule 48 a new Rule 48A with the following opening words "The election of Directors will be conducted in the following manner" and thereafter adopting sub-paragraphs (i), (ii) and (iii) of existing Rule 48(a) and paragraphs (b) to (e) inclusive of existing Rule 48 and relettering them all as paragraphs (a) to (g) inclusive.

- (c) deleting from paragraph (e) of existing Rule 48 the words and figures, "the four (4)" and "the two (2)" wherever appearing.

- (d) deleting from Rule 47 paragraphs (a) and (d) and re-lettering the remaining paragraphs as (a), (b) and (c).

- (e) deleting from paragraph (b) of Rule 47 (which now becomes paragraph (a)) the words "election of the Board" and in their place inserting the words "Annual General Meeting".
- (f) deleting from Rule 67 the words "... in the year at which an election of the Board is to take place".

Notes to Members on First Special Resolution

1. If passed, the First Special Resolution will introduce the triennial system in relation to the term of office of directors with effect from the Annual General Meeting in 2020. This will replace the election of the Board every two (2) years which is currently provided by the Constitution.
2. The triennial system is set out in Schedule 4 to the Registered Clubs Act and that schedule is set out in the First Special Resolution and will be included in the Club's Constitution.
3. If the triennial election system is adopted, the method of electing directors remains the same as under the current Articles of the Club but at the Annual General Meeting to be held in 2020, the 8 Directors who are elected to office will be divided into 3 groups. Each group will be as nearly as possible equal in number, so there will be two (2) groups of three (3) directors and one (1) group with two (2) directors. The determination of which group a director will be in will be determined by drawing lots.
4. The Directors in Group 1 will hold office for 1 year, that is, until the Annual General Meeting in 2021 when they can stand for re-election and if elected, will hold office for 3 years.
5. The Directors in Group 2 will hold office for 2 years, that is, until the Annual General Meeting in 2022 when they can stand for re-election and if elected, will hold office for 3 years.
6. The Directors in Group 3 will hold office for 3 years, that is, until the Annual General Meeting in 2023 when they can stand for re-election and if elected, will hold office for 3 years.
7. Accordingly, from 2023 all directors will hold office for terms of three (3) years with one-third coming up for re-election each year.
8. The triennial system provides stability but also allows new directors to be elected thereby keeping the Board refreshed with new talent but without the risk of losing entirely the experience and skills of longstanding directors.

SECOND SPECIAL RESOLUTION

[The Second Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of North Sydney Leagues Club Limited be amended by inserting after Article 51 the following new Article 51A and new Article 51B and headings:

"REGISTERED CLUBS ACCOUNTABILITY CODE

51A. The Club will comply with the Registered Clubs Accountability Code as provided by Schedule 2 to the Registered Clubs Regulation 2015 and the Board will create By Laws to reflect the requirements of the Code."

"RESPONSIBLE GAMBLING PRACTICES

51B. The Club will adopt best practice requirements for responsible gambling and the Board will create By-Laws to give effect to this."

Notes to Members on Second Special Resolution

1. If passed, the Second Special Resolution acknowledges the Club's obligation to adhere to the Registered Clubs Accountability Code ("the Code") which was introduced into the Regulations under the Registered Clubs Act and became effective earlier this year.
2. The Accountability Code covers matters such as contracts of employment for top executives, a prohibition on loans to directors and regulation of loans to employees, restrictions on employment of close relatives of directors and top executives, matters that need to be disclosed by directors and employees of clubs, the provision of information to members about certain activities of the Club, the provision of quarterly financial statements and the recording of training undertaken by directors and the Secretary.
3. If passed, the Second Special Resolution also creates a constitutional obligation on the Club to adopt best practice requirements for responsible gambling in the Club's premises to better ensure that the Club meets with all legal obligations in relation to its gambling offerings.
4. The Board of the Club will make By-Laws in relation to matters arising out of the Code and the best practices and guidelines in relation to responsible gambling.

By direction of the Board



Luke Simmons
Chief Executive Officer
Dated: 18th April 2019

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