

**NOTICE** is hereby given that the Annual General Meeting of **PENRITH RUGBY LEAGUE CLUB LIMITED** will be held at Panthers, Evan Theatre Penrith, 123 Mulgoa Road, Penrith, New South Wales on **Tuesday 28<sup>th</sup> March 2023** commencing at **6.00pm**.

## **BUSINESS**

### **ORDINARY RESOLUTIONS**

1. To receive and confirm the minutes of the Annual General Meeting **30 March 2022**.
2. To receive and consider the following:
  - a) the Financial report for the financial year of the Club ending **31 October 2022**;
  - b) the Group Directors' report for the financial year of the Club ending **31 October 2022**;
  - c) the Auditor's report on the Financial report for the financial year of the Club ending **31 October 2022**;
  - d) the Group Chairman's report;
  - e) the Group Chief Executive Officer's report.
3. To consider and if thought fit pass 11 Ordinary Resolutions approving and agreeing to the payment of expenses (up to the amounts specified in those Resolutions) and other benefits for Group Directors, certain Officers of the Club, partners of Group Directors, Club Committee members, partners of Club Committee members, Senior employees of Home Clubs, the Group Chairman, Club Committee Chairmen and incurred up to the next Annual General Meeting of the Club, the provision of the use of a Club car for the Group Chairman and the remuneration of the Group Board Directors.

#### **Website links:**

<https://www.panthers.com.au/group-corporate/corporate/agm/>

<https://www.panthers.com.au/group-corporate/corporate/annual-reports/>

#### **NOTES TO MEMBERS IN RELATION TO ORDINARY RESOLUTIONS IN 3 ABOVE**

The text of the 11 Ordinary Resolutions referred to in 3. above is set out below and on the Clubs web page (<https://www.panthers.com.au/group-corporate/corporate/agm/>) and copies have been placed on the notice board of the Club at each of its premises. Copies of the text of each of the Ordinary Resolutions referred to in 3. above may also be obtained on request from the general office of each premises of the Club. Further copies will be made available to members attending the Annual General Meeting. The Ordinary Resolutions in 3. above are in similar terms as approved by the Annual General Meeting in 2022.

#### **11 ORDINARY RESOLUTIONS**

*THE TEXT OF EACH OF THE ORDINARY RESOLUTIONS REFERRED TO IN 3. OF THE 2022 NOTICE OF AGM FOR PRLC IS SET OUT BELOW:*

### **FIRST ORDINARY RESOLUTION**

- (a) That the members hereby approve and agree to expenditure until the next Annual General Meeting by the Club for remuneration by way of an annual honorarium of the Directors of the PRLC board in the total sum of \$220,000.00 as follows:
- (i) \$60,000.00 for the Chairman;
  - (ii) \$40,000.00 for the two deputy Chairmen; and
  - (iii) \$20,000.00 for the remaining directors

The above remuneration by way of an annual honorarium for each position will cover the period between Annual General Meetings, and in the case where a person holds a position for part of a year, the payment will be made on a pro-rata basis.

- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Group Directors of the Club.

### **SECOND ORDINARY RESOLUTION**

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$60,000 until the next Annual General Meeting of the Club for the following:
- i. reasonable expenditure for a meal and beverage for each Group Director immediately before or immediately after a Group Directors or Committee meeting on the day of that meeting when that meeting corresponds with a normal mealtime on production of invoices, receipts or other proper documentary evidence of such expenditure;
  - ii. reasonable expenditure incurred by Group Directors in travelling to and from Group Directors meetings or other duly constituted Committee meetings as approved by the Group Board from time to time on production of invoices, receipts, or other proper documentary evidence of such expenditure;
  - iii. reasonable expenditure on food and refreshment for Group Directors and senior management officers in entertaining guests of the Club on the production of invoices, receipts and other proper documentary evidence of such expenditure and such expenditure is approved by the Group Board at the next monthly Group Board meeting as being reasonable and properly incurred in the course of that Group Director's or senior management officer's duties in relation to the Club; and
  - iv. reasonable expenditure on a business suit, shirt and tie (and in addition for those Group Directors who are Penrith Club Committee members appropriate Penrith District Rugby League Football Club attire) for each Group Director who does not possess such items of clothing.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Group Directors and/or officers of the Club.

### **THIRD ORDINARY RESOLUTION**

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$15,000 until the next Annual General Meeting for professional development and education being:
- i. the reasonable cost of Group Directors and other Club officers attending seminars, lectures, trade displays and other similar events as may be determined by the Group Board from time to time;
  - ii. the reasonable cost of Group 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 Group Board as being necessary for the betterment of the Club.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Group Directors and their partners or officers of the Club.

#### **FOURTH ORDINARY RESOLUTION**

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$90,000 until the next Annual General Meeting for the following benefits for Group Directors of the Club:
- i. that each Group Director be entitled to a specified parking space in the car park which he or she (in his or her absolute discretion) may make available to other members when not being used by that Group Director;
  - ii. that a viewing box in Penrith Stadium be retained for the exclusive use of Group Directors and their guests without charge;
  - iii. that each Group Director is entitled to tickets for himself/herself and partner to attend games at grounds other than Penrith, such tickets to be paid by the Club or issued without charge;
  - iv. that the Club pay the reasonable travel and accommodation costs of those Group Directors selected by the Group Board to be in any official travelling Rugby League party of Penrith District Rugby League Football Club Limited (including overseas travel) provided that the average number of Group Directors does not exceed four (4) per occasion for the total number of occasions over the year, and further provided invoices, receipts or other proper documentary evidence of such expenditure is produced to the Group Board.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only those who are Group Directors or officers of the Club.

#### **FIFTH ORDINARY RESOLUTION**

- (a) The members hereby approve and agree to the payment of a sum not exceeding \$15,000 until the next Annual General Meeting for any other reasonable expenses incurred by Group Directors in the course of duty e.g., the cost of a trophy to sponsor a golf day and any other similar expenses other than for food.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only those who are Group Directors of the Club.

#### **SIXTH ORDINARY RESOLUTION**

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$20,000 until the next Annual General Meeting of the Club for the following:
- i. the reasonable expenditure for a meal and beverage for each Club Committee member immediately before or after a Club Committee meeting or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time on production of invoices, receipts or other proper documentary evidence of such expenditure;
  - ii. reasonable expenditure incurred by Club Committee members in travelling to and from Club Committee meetings or other duly constituted Committee meetings as approved by the Group Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
  - iii. reasonable expenditure on food and refreshment for Club Committee members and senior management officers in entertaining guests of the Home Club of those Club Committee members/senior management officers on production of invoices, receipts and other proper documentary evidence of such expenditure and such expenditure is approved by the Club Committee at the next monthly Committee meeting as being properly incurred in the course of that Club Committee member's or senior management officer's duties in relation to that Home Club as being reasonable;
  - iv. reasonable expenditure on a Club blazer, shirt and tie for each Club Committee member who does not possess such item of clothing.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Club Committee members or officers of the Club.

#### **SEVENTH ORDINARY RESOLUTION**

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$10,000 until the next Annual General Meeting for professional development and education being:
  - i. the reasonable cost of Club Committee members and officers of Home Clubs as determined by the Group Board from time to time attending seminars, lectures, trade displays and other similar events;
  - ii. the reasonable cost of Club Committee members from Home Clubs attending other registered Clubs for the purpose of viewing and assessing the facilities and methods of operation provided such attendances are approved by the Group Board as being necessary for the betterment of the Club or a Home Club.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Club Committee members or officers of the Home Clubs and (where indicated) their partners.

#### **EIGHTH ORDINARY RESOLUTION**

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$5,000 until the next Annual General Meeting for the following benefits for Club Committee members of the Club:
  - i. that the bar in the Club Committee-room at each Home Club be available for the Club Committee members of that Home Club to entertain guests of that Home Club and that all drinks and refreshments in the Club Committee-room be at the expense of the Club;
  - ii. that, subject to, resolution of the relevant Club Committee approving same, each Club Committee member is entitled to a specified parking space in the car park of his or her Home Club which he/she may in his/her absolute discretion make available to other members when not being used by that Club Committee member.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only those who are Club Committee members of the Club.

#### **NINTH ORDINARY RESOLUTION**

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$10,000 until the next Annual General Meeting for any other reasonable expense incurred by Club Committee members in the course of duty eg. the cost of a trophy to sponsor a golf day and any other similar expenses other than for food.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Club Committee members.

#### **TENTH ORDINARY RESOLUTION**

- (a) That the members hereby approve and agree to expenditure until the next Annual General Meeting by the Club providing to the Group Chairman:
  - i. a mobile telephone and paying all use charges reasonably incurred by the Group Chairman in the course of carrying out his duties in relation to the Club; and
  - ii. the use of a car owned by the Club and paying all expenses reasonably incurred by the Group Chairman for the purpose of carrying out his duties in relation to the Club.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to the Group Chairman.

#### **ELEVENTH ORDINARY RESOLUTION**

- (a) That the members hereby approve and agree to expenditure until the next Annual

General Meeting by the Club providing to the chairman of each Home Club Club Committee a mobile telephone and paying all use charges reasonably incurred by each Home Club Club Committee Chairman in the course of carrying out his/her duties in relation to that Home Club.

- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to Home Club Club Committee Chairmen.

#### **OTHER**

4. Recommendations to the Board.

Brian Fletcher (Secretary)

Dated: 27.02.2023

#### **NOTES TO MEMBERS**

- a) Under the Registered Clubs Act proxy voting is not permitted, all members other than Temporary members, Honorary members and Provisional members are entitled to attend the Annual General Meeting and vote on the Ordinary Resolution irrespective of the restrictions on voting rights for certain classes of members in the Club's Constitution, except employees who are members, who are not permitted to vote.
- b) To be passed an Ordinary Resolution needs votes in favour from a simple majority of those members who being eligible to do so vote in person on the Ordinary Resolution at the Annual General Meeting.
- c) To be passed a Special Resolution needs votes in favour from 75% of those members who being eligible to do so vote in person on the Special Resolution at the Annual General Meeting.
- d) Each of the Ordinary Resolutions and the Special Resolution must be considered as a whole and cannot be amended by motion from members at the meeting.
- e) Any questions that a member has regarding the financial report should be directed to Brian Fletcher, Secretary, Panthers, Locked Bag 8322, Penrith NSW 2751, in writing by close of business at least 7 days before the Annual General Meeting so that answers can be provided.
- f) The Group Board of the Club recommends to members that they vote in favour of each Ordinary Resolution and the Special Resolution.