

**WESTERN SUBURBS LEAGUES' CLUB LTD ABN 69 000 154 736**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Sixty Eighth Annual General Meeting of Western Suburbs Leagues' Club Ltd ABN 69 000 154 736 (**Club**) will be held in the Club premises, 115 Liverpool Road, Ashfield NSW 2131 at **10.00 am on Saturday, 25 March 2023**.

**BUSINESS**

- A. To confirm the Minutes of the previous Annual General Meeting held on 26 March 2022.
- B. To receive and adopt the annual report, financial report, directors' report and auditor's report for the financial year ending 31 October 2022. \*
- C. To consider and if thought fit, pass each of the Ordinary Resolutions 1 to 3 contained in this Notice under the heading "Ordinary Resolutions 1-3".
- D. To consider and if thought fit, pass each of the Ordinary Resolutions 4 and 5 contained in this Notice under the heading "Ordinary Resolutions 4-5".
- E. To consider and if thought fit, passed each of the Ordinary Resolutions 6 to 8 contained in this Notice under the heading "Ordinary Resolutions 6-8".
- F. To consider and if thought fit, pass the Special Resolution contained in this Notice under the heading "Special Resolution".
- G. For the purposes of clause 4(4) of the *Registered Clubs Regulation 2015* (NSW), the Chairman will give notice of expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club from other registered clubs in the previous 12 months.
- H. Any other business which may be dealt with at the Annual General Meeting.

\*NOTE: Members who wish to raise any queries or seek information at the meeting about the financial report, directors' report and auditor's report, are asked to give the Chief Executive Officer notice in writing of their queries or requests by **5pm on Tuesday, 14 March 2023**. This will enable properly researched replies to be prepared for the benefit of members. A copy of the Annual Report as mentioned in business item B above, is available on the Club's website located at [www.holmanbarnesgroup.com.au](http://www.holmanbarnesgroup.com.au)

**ORDINARY RESOLUTIONS 1-3**

**ORDINARY RESOLUTION 1**

"That the Members approve the payment of an honorarium to the Chairman of the Club in the sum of \$47,479 plus compulsory superannuation for his/her services as Chairman and member of the Board of the Club until the next Annual General Meeting of the Club, such honorarium to be paid by monthly instalments."

\*NOTE: The 2022 amount has been increased by the Consumer Price Index (Sydney-All Groups) 5.3%

**ORDINARY RESOLUTION 2**

"That the members hereby approve the payment of an honorarium to the Deputy Chair of the Club in the sum of \$30,861 plus compulsory superannuation for his/her services as Deputy Chair and as a member of the Board of the Club until the next Annual General Meeting of the Club, such honorarium to be paid by monthly instalments."

\*NOTE: The 2022 amount has been increased by the Consumer Price Index (Sydney-All Groups) 5.3%

### **ORDINARY RESOLUTION 3**

“That the members approve the payment of an honorarium to each Director of the Club (other than the Chairman or Deputy Chair) in the sum of \$23,739 plus compulsory superannuation for his/her services as a member of the Board of the Club until the next Annual General Meeting of the Club, such honorarium to be paid by monthly instalments.”

\*NOTE: The 2022 amount has been increased by the Consumer Price Index (Sydney-All Groups) 5.3%

### **EXPLANATORY MESSAGE REGARDING ORDINARY RESOLUTIONS 1-3**

1. These explanatory notes have been prepared to assist members in understanding the details and effect of the First to Third Ordinary Resolutions to be considered at the Annual General Meeting.
2. These notes are to be read in conjunction with the proposed Ordinary Resolutions.
3. Section 10(6)(b) of the *Registered Clubs Act 1976 (NSW)* (**Registered Clubs Act**) allows the members in general meeting to authorize the payment to directors of the Club of an honorarium provided that the persons entitled to vote are the same as the persons entitled to vote at the election of directors.
4. Ordinary Resolutions 1 to 3 are put to members pursuant to the requirements of section 10(6)(b) of the Registered Clubs Act.

### **ORDINARY RESOLUTIONS 4-5**

#### **ORDINARY RESOLUTION 4**

“That pursuant to the *Registered Clubs Act 1976 (NSW)* (**Registered Clubs Act**), as amended, the members hereby approve and agree to the members of the Board and other members referred to in this resolution during the period preceding the next Annual General Meeting receiving the following benefits and the members further acknowledge that the benefits outlined in paragraphs (i) to (ix) are not available to members generally:

- (i) The reasonable cost of meals and refreshments for each Director before or after each Board or Committee meeting.
- (ii) The reasonable cost in relation to the professional development and education of Directors including:
  - (a) Directors attending the ClubsNSW Annual General Meeting;
  - (b) Directors attending other meetings of associations of which the Club is a member;
  - (c) Directors attending seminars, lectures, trade displays, organized study tours, fact finding tours and other similar events as may be determined by the Board from time to time;
  - (d) Directors attending other Registered Clubs or gaming venues for the purpose of observing their facilities and methods of operation;
  - (e) Directors attending conferences with partners and dependent children, if necessary, in relation to their roles and responsibilities under the Registered Clubs Act, the *Corporations Act 2001 (Cth)* (**Corporations Act**) and any other relevant legislation;
  - (f) Directors attending training sessions in relation to their roles and responsibilities under the Registered Clubs Act, the Corporations Act and any other relevant legislation; and
  - (g) Directors attending functions where appropriate and required to represent the Club, with partners and dependent children, if necessary.
- (iii) Reasonable expenses incurred by the Directors including travelling by either private or public transport to and from Directors' Board Meetings or other duly constituted

Committee meetings, either within the Club or elsewhere as approved by the Board on production of documentary evidence of such expenditure.

- (iv) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
- (v) The reasonable cost of the provision of appropriate apparel for the use of each Director when representing the Club.
- (vi) The reasonable cost of provision of IT equipment, maintenance and consumables to each Director for the purpose of fulfilling his/her duties expeditiously.
- (vii) Reasonable expenses as approved by the Board involved in sponsorship of Intra-Clubs, related entities, sponsorship of members' children's functions, the Magpie Award Presentation Function and annual community leaders' dinner expenses.
- (viii) The reasonable cost of presentations to members or other persons as approved by the Board acknowledging service deemed by the Directors as being a benefit to the Club and Sponsorship of Sporting Events and Sports Persons deemed by the Directors to be of benefit to the Club and/or the Community.
- (ix) The reasonable cost of Directors, their partners and guests attending related sporting activities, where the Club is involved through its participation and/or support of the various sporting activities."

#### **ORDINARY RESOLUTION 5**

"That pursuant to the *Registered Clubs Act, 1976 (NSW)* (as amended), the members hereby approve and agree to those members who are Debenture Holders of the Club, during the period preceding the next Annual General Meeting receiving the reasonable cost of meals and refreshments before or after each gathering of the Debenture Holders and the members acknowledge that this benefit is not available to members generally but only those members who are Debenture Holders of the Club."

#### **EXPLANATORY MESSAGE REGARDING ORDINARY RESOLUTIONS 4-5**

1. These explanatory notes have been prepared to assist members in understanding the details and effect of the Fourth and Fifth Ordinary Resolutions to be considered at the Annual General Meeting.
2. These notes are to be read in conjunction with the proposed Ordinary Resolutions.
3. Section 10(1)(i) of the Registered Clubs Act prohibits certain profits, benefits or advantages being offered to a member of the Club, whether or not he or she is a member of the Board of Directors, or of any Committee of the Club unless the profit, benefit or advantage is offered equally to every full member of the Club or unless the profit, benefit or advantage is approved by the members in general meeting pursuant to sections 10(6)(d) or 10(6A)(b) of the Registered Clubs Act.
4. The Fourth and Fifth Ordinary Resolutions are put to members pursuant to the requirements of sections 10(6)(d) and 10(6A)(b) of the Registered Clubs Act.

#### **ORDINARY RESOLUTIONS 6-8 TO CONFIRM THE ELECTION OF DIRECTORS**

##### **ORDINARY RESOLUTION 6**

"That the election of **Julie Romero** as a Director of Western Suburbs Leagues' Club Limited be confirmed."

##### **ORDINARY RESOLUTION 7**

"That the election of **Vince Tropicano** as a Director of Western Suburbs Leagues' Club Limited be confirmed."

## ORDINARY RESOLUTION 8

"That the election of **Stephen Montgomery** as a Director of Western Suburbs Leagues' Club Limited be confirmed."

## EXPLANATORY MESSAGE REGARDING ORDINARY RESOLUTIONS 6-8 TO CONFIRM THE ELECTION OF DIRECTORS

1. The nominees for election to the Board are **Julie Romero, Vince Tropiano and Stephen Montgomery**.
2. These members are the candidates nominated by Debenture Holders positions on the Board which are subject to an election in 2023. The Sixth, Seventh and Eighth Ordinary Resolutions represent the confirming ordinary resolutions presented for consideration at the Annual General Meeting for the purposes of Rule 54(i) of the Club's Constitution.

## SPECIAL RESOLUTION

"That the Constitution of Western Suburbs Leagues Club Ltd is amended as follows:

- Deleting rules 88 and 89 and inserting instead the following new rules 88 and 89:
  - "88. A notice may be given by the Club to any member either:
    - (a) personally; or
    - (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
    - (c) by sending the notice to the facsimile number or electronic address (if any) recorded for that member; or
    - (d) by sending the notice to the member by other electronic means (if any); or
    - (e) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically (in accordance with the Act and the Registered Clubs Act).
  - 89.
    - (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.
    - (b) Where the Club sends a notice by post (including a notice of meeting), the notice is taken to have been given to the member, on the day following that on which the notice was posted.
    - (c) Where a notice is sent under Rule 88(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
    - (d) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent."

## EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION

1. Notices from the Club to members, including notices of general meetings, are sent in accordance with the requirements of sections 110D and 249J of the *Corporations Act 2001 (Cth)* (**Corporations Act**). This includes electronic method of delivery, or advising members of how to access a notice. There were temporary Corporations Act provisions

which were in place until 31 March 2022 and which were enacted to give some relief and assistance to companies following the COVID19 pandemic.

2. Among the temporary COVID-19 provisions of the Corporations Act were an ability for a company to give its members electronic notice of a general meeting, even though normally this could only be done if a member nominates electronic form of notice being sent to the member. That is, the default method of giving notices of general meetings, including annual general meetings, was by post, unless a member elected to receive notices electronically and nominates an electronic address for that purpose.
3. The temporary changes to the Corporations Act were recently made permanent and are supplemented by recently enacted section 30C of the Registered Clubs Act. Companies, including registered clubs, now have the ability to give electronic notices of general meetings as the default method of delivery. The proposed changes to rule 88 will make it clear that the Club can continue to give notices of meetings electronically, without requiring each member to formally nominate that method of delivery.
4. However, it will remain open for any member to request hard copies of notices by post/mail and the Club is required to send each member a notice in line with their preference if they make an election in accordance with the Corporations Act.
5. Existing rule 89 does not include a time reckoning provision for notices (including notices of general meeting) sent by post to members. Most company and club constitutions deem delivery of a notice sent by post to be the day after posting. Proposed new rule 89 is substantially the same as the existing rule, except that the new rule includes in sub-rule (b), which provides that a notice sent by post is taken to be given to a member the day after it was posted.
6. Although existing rules 88 and 89 were updated by special resolution passed as recently as the 2021 Annual General Meeting, the recent Corporations Act and Registered Clubs Act changes were made subsequently i.e. in the year 2022. Hence, the need to further update or replace them.

#### **GENERAL NOTES TO MEMBERS REGARDING THE ORDINARY RESOLUTIONS AND SPECIAL RESOLUTIONS**

1. To be passed, each Ordinary Resolution requires votes in its favour by the majority of the members present, and subject to eligibility, voting on the relevant resolution at the Meeting.
2. Those members entitled to vote upon Ordinary Resolutions 1 to 8 are Life Members, financial General Members and financial Social Members (subject to Social Members having at least three (3) years continuous membership of the Club).
3. Under Rule 93, the Club's Constitution can be amended by Special Resolution. Under Rule 93, a Special Resolution is passed by a three-quarters majority of Life Members and General Members present and voting at the Meeting. Only Life and General Members are eligible to vote on the Special Resolutions.
4. The Ordinary Resolutions and the Special Resolution cannot be amended in substance from the floor of the Meeting.
5. Members who are employees of the Club are not entitled to vote upon the Ordinary Resolutions and Special Resolution and proxy voting is not permitted by the Registered Clubs Act.
6. The Board recommends the Ordinary Resolutions and the Special Resolution to the Meeting.

#### **BY ORDER OF THE BOARD**

**Simon Cook**  
Chief Executive Officer

**14 February 2023**