

WESTERN SUBURBS LEAGUES' CLUB LTD ABN 69 000 154 736

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty Ninth 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, 23 March 2024**.

BUSINESS

- A. To confirm the Minutes of the previous Annual General Meeting held on 25 March 2023.
- B. To receive and adopt the annual report, financial report, directors' report and auditor's report for the financial year ending 31 October 2023. *
- 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 7 contained in this Notice under the heading "Ordinary Resolutions 6-7".
- F. 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.
- G. 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 Friday, 8 March 2024. 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

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 \$50,138 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 2023 amount has been increased by the Consumer Price Index (Sydney-All Groups) 5.6%

ORDINARY RESOLUTION 2

"That the members hereby approve the payment of an honorarium to the Deputy Chair of the Club in the sum of \$32,589 plus compulsory superannuation for his/her services as Deputy Chairman 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 2023 amount has been increased by the Consumer Price Index (Sydney-All Groups) 5.6%

ORDINARY RESOLUTION 3

"That the members approve the payment of an honorarium to each Director of the Club (other than the Chairman or Deputy Chairman) in the sum of \$25,068 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 2023 amount has been increased by the Consumer Price Index (Sydney-All Groups) 5.6%

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 6-7 TO CONFIRM THE ELECTION OF DIRECTORS

ORDINARY RESOLUTION 6

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

ORDINARY RESOLUTION 7

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

EXPLANATORY MESSAGE REGARDING ORDINARY RESOLUTIONS 6-7 TO CONFIRM THE ELECTION OF DIRECTORS

1. The nominees for election to the Board are **Tony Andreacchio and Rick Wayde**.
2. These members are the candidates nominated for the non-Debenture Holder positions on the Board which are subject to an election in 2024. The Sixth and Seventh 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.

GENERAL NOTES TO MEMBERS REGARDING THE ORDINARY 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 7 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. The Ordinary Resolutions cannot be amended in substance from the floor of the Meeting.
4. 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.
5. The Board recommends the Ordinary Resolutions to the Meeting.

BY ORDER OF THE BOARD

Simon Cook
Chief Executive Officer

23 February 2024