

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

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Seventieth 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 **7pm on Thursday, 27 March 2025**.

**BUSINESS**

- A. To confirm the Minutes of the previous Annual General Meeting held on 23 March 2024.
- B. To receive and adopt the annual report, financial report, directors' report and auditor's report for the financial year ending 31 October 2024. \*
- 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, pass each of the Ordinary Resolutions 6 to 7 contained in this Notice under the heading "Ordinary Resolutions 6-7".
- F. To declare the results of an election to the Board of Directors of nominees of non-debenture holders. \*\*
- G. To consider and if thought fit, pass the Special Resolution contained in this Notice under the heading "Special Resolution".
- H. For the purposes of clause 4(4) of the *Registered Clubs Regulation 2015* (NSW), the Chair 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.
- I. Any other business which may be dealt with at the Annual General Meeting.

**\*NOTE 1:** 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, 18 March 2025**. 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)

**\*\*NOTE 2:** As there were more than 2 nominations received for the 2 Board positions of nominees of non-debenture holders (created by casual vacancies on the Board), a ballot will be conducted from 12 noon to 8:00pm on both Tuesday, 25 March 2025 and Wednesday, 26 March 2025 (Refer to the Election Notice on the Club's notice boards and website) in accordance with Rule 54 of the Club's Constitution and the Club's By-Laws dealing with elections. At the closing of the election the Returning Officer, assisted by the scrutineers, shall proceed with the examination of the voting papers. The result of the election shall be advised to the Secretary and the presiding Chair who shall then declare at the Annual General Meeting such candidates who received the greatest number of votes to be duly elected.

**ORDINARY RESOLUTIONS 1-3**

**ORDINARY RESOLUTION 1**

"That the Members approve the payment of an honorarium to the Chair of the Club in the sum of \$51,341 plus compulsory superannuation for his/her services as Chair 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 2024 amount has been increased by the Consumer Price Index (Sydney-All Groups) 2.4%

## **ORDINARY RESOLUTION 2**

“That the members hereby approve the payment of an honorarium to the Deputy Chair of the Club in the sum of \$33,371 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 2024 amount has been increased by the Consumer Price Index (Sydney-All Groups) 2.4%

## **ORDINARY RESOLUTION 3**

“That the members approve the payment of an honorarium to each Director of the Club (other than the Chair or Deputy Chair) in the sum of \$25,670 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 2024 amount has been increased by the Consumer Price Index (Sydney-All Groups) 2.4%

## **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 Dennis Burgess as a Director of Western Suburbs Leagues' Club Limited be confirmed."

### **ORDINARY RESOLUTION 7**

"That the election of Michael (Mick) Liubinskas 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 of debenture holders for election to the Board are Dennis Burgess and Michael (Mick) Liubinskas.
2. These members are the candidates nominated for Debenture Holders positions on the Board which are subject to an election in 2025. 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.

## **SPECIAL RESOLUTION**

"That the Constitution of Western Suburbs Leagues Club Ltd is amended by deleting rule 29(a) and inserting instead the following new rule 29(a):

*"(a) Any person whose permanent place of residence is in New South Wales in respect of which the Board may by By-Law set a minimum distance away from the Club, in either case subject to any minimum distance as may be prescribed from time to time by the Registered Clubs Act, and any other requirements the Board deems fit."*

## **EXPLANATORY MESSAGE REGARDING THE SPECIAL RESOLUTION**

1. In early November 2024 the deemed rule contained in section 30(3B) of the Registered Clubs Act (and which applies to all registered clubs) was amended. Until that amendment in November 2024, persons were only eligible to attend as temporary members of a registered club if they resided a minimum 5 kilometres from the premises of the registered club they were attending (**5 kilometre rule for temporary membership**).
2. Registered clubs may either retain or remove the 5 kilometre rule for temporary membership, but after 31 December 2025 this will be subject to the contents of their relevant constitution. If a club's constitution retains the 5 kilometre rule after 31 December 2025, then the club must enforce the rule, but if the constitution does not include the 5 kilometre rule after 31 December 2025, then the club will not have to enforce the rule. Regardless of a registered club's constitution up to 31 December 2025, a registered club can choose either to enforce or not enforce the 5 kilometre rule for temporary membership.
3. Existing rule 29(a) of the Constitution is consistent with the provisions of section 30(3B) of the Registered Clubs Act which applied until early November 2024 regarding the then mandatory requirement that temporary members must live outside a radius of 5 kilometre from the Club's premises.
4. Proposed replacement rule 29(a) of the Constitution will allow the Club to admit persons as temporary members who live within a 5-kilometre radius, and subject to other requirements the Board deems fit. The new rule will allow the Board to make by-laws from time to time on any required minimum distance of residence in New South Wales from the Club's premises for temporary membership and also allows the Board not to require a minimum distance of residence or impose other requirements for temporary membership.

## **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. 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 Resolution.
4. The Ordinary Resolutions and 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 Special Resolution to the Meeting.

**BY ORDER OF THE BOARD**

**28 February 2025**