

WESTERN SUBURBS LEAGUES CLUB LTD ABN 69 000 154 736

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventy First Annual General Meeting of Western Suburbs Leagues Club Ltd ABN 69 000 154 736 (**Club**) will be held in the Club's premises at 115 Liverpool Road, Ashfield NSW 2131 at **10:00am on Saturday, 21 March 2026**.

BUSINESS

- A. To confirm the Minutes of the previous Annual General Meeting held on 27 March 2025.
- B. To receive and adopt the annual report, financial report, directors' report and auditor's report for the financial year ending 31 October 2025. *
- 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 8 contained in this Notice under the heading "Ordinary Resolutions 6-10".* *
- F. For the purposes of clause 10 of the *Registered Clubs Regulation 2025* (NSW), the Chair will give notice of each amalgamation offer 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 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 Friday, 6 March 2026**. 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

****NOTE 2:** An equal number of nominees was received for positions to be filled on the Board for both debenture holder nominees and for non-debenture holders. In relation non-debenture holder positions, initially 3 nominations received for the 2 Board positions of (created by casual vacancies on the Board). However, one of the nominees (Paul Stamoulis) withdrew their nomination shortly after the close of nominations, but well before the preparations for and commencement of a proposed ballot. Therefore, the nominee was permitted to withdraw their nomination and there will not be a ballot for the 2 Board positions to be held by non-debenture holders.

ORDINARY RESOLUTIONS 1-3

ORDINARY RESOLUTION 1

"That the Members approve:

- (a) the payment of an honorarium to the Chair of the Club in the sums of:
 - (i) \$65,000 per annum; and
 - (ii) \$5,000 per annum, pro-rated for any period during which the Chair of the Club is appointed by the Board to one or more committees or sub-committees (so that this amount applies to any and all such appointments, and is not applied to each additional appointment if there is more than one),

plus compulsory superannuation for his/her services as Chair and member of the Board and any relevant committee or sub-committee of the Club until the next Annual General Meeting of the Club, such honorarium to be paid by monthly instalments; and

- (b) a hospitality card or credit being provided to the Chair of the Club card for the purchase of personal meals and beverages within the Club's premises for a value of up to \$500 per month plus GST which shall not accrue, so that any unused amount for a particular month cannot be carried forward or rolled over to the next month."

ORDINARY RESOLUTION 2

"That the members hereby approve:

- (a) the payment of an honorarium to the Deputy Chair of the Club in the sums of:
 - (i) \$50,000 per annum; and
 - (ii) \$5,000 per annum, pro-rated for any period during which the Deputy Chair of the Club is appointed by the Board to one or more committees or sub-committees (so that this amount applies to any and all such appointments, and is not applied to each additional appointment if there is more than one),

plus compulsory superannuation for his/her services as Deputy Chair and as a member of the Board and any relevant committee or sub-committee of the Club until the next Annual General Meeting of the Club, such honorarium to be paid by monthly instalments; and

- (b) a hospitality card or credit being provided to the Deputy Chair of the Club card for the purchase of personal meals and beverages within the Club's premises for a value of up to \$500 per month plus GST which shall not accrue, so that any unused amount for a particular month cannot be carried forward or rolled over to the next month."

ORDINARY RESOLUTION 3

"That the members approve:

- (a) the payment of an honorarium to each Director of the Club (other than the Chair or Deputy Chair) in the sums of:
 - (i) \$32,500; and
 - (ii) \$5,000 per annum, pro-rated for any period during which the Director of the Club is appointed by the Board to one or more committees or sub-committees (so that this amount applies to any and all such appointments, and is not applied to each additional appointment if there is more than one),

plus compulsory superannuation for his/her services as a member of the Board and any relevant committee or sub-committee of the Club until the next Annual General Meeting of the Club, such honorarium to be paid by monthly instalments; and

- (b) a hospitality card or credit being provided to each Director of the Club (other than the Chair or Deputy Chair) for the purchase of personal meals and beverages within the Club's premises for a value of up to \$250 per month plus GST which shall not accrue, so that any unused amount for a particular month cannot be carried forward or rolled over to the next month.

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. Section 10(6A) of the Registered Clubs Act also allows members in general meeting to authorize a benefit not in the form of money, cheque or promissory note.
4. Ordinary Resolutions 1 to 3 are put to members pursuant to the requirements of sections 10(6)(b) and 10(6A) of the Registered Clubs Act.

5. The increased honorariums and proposed hospitality card/credit for personal meals [and beverages] at the Club's premises are because of greater demands on the time for each Director in attending to Club related matters, including time spent on premises at the Club between, well before or after Board or committee meetings. The Club operates in a heavily regulated industry and Directors are often called on to attend to matters urgently or outside of usual business hours.

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 Stephen Montgomery as a Director of Western Suburbs Leagues' Club Limited be confirmed.”

ORDINARY RESOLUTION 7

“That the election of Peter Di Michiel as a Director of Western Suburbs Leagues' Club Limited be confirmed.”

ORDINARY RESOLUTION 8

“That the election of Leo Epifania as a Director of Western Suburbs Leagues' Club Limited be confirmed.”

ORDINARY RESOLUTION 9

“That the election of Shannon Cavanagh as a Director of Western Suburbs Leagues' Club Limited be confirmed.”

ORDINARY RESOLUTION 10

“That the election of Aldo DiMento as a Director of Western Suburbs Leagues' Club Limited be confirmed.”

EXPLANATORY MESSAGE REGARDING ORDINARY RESOLUTIONS 6-10 TO CONFIRM THE ELECTION OF DIRECTORS

1. The nominees of debenture holders for election to the Board are Stephen Montgomery, Peter Di Michiel and Leo Epifania. These members are the candidates nominated for Debenture Holders positions on the Board which are subject to an election in 2026.
2. The non-debenture holders for election to the Board are Shannon Cavanagh and Aldo DiMento. These 2 Board positions will be subject to an election in 2027 because under the Triennial Rule, these 2 positions have a cycle or term which ends at the conclusion of the 2027 Annual General Meeting.
3. The Sixth, Seventh, Eighth, Ninth and Tenth 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 10 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 proxy voting is not permitted by the Registered Clubs Act.

BY ORDER OF THE BOARD

26 February 2026