

**WESTERN SUBURBS LEAGUE CLUB (CAMPBELLTOWN) LTD**  
**ACN 000 841 958**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of **Western Suburbs League Club (Campbelltown) Ltd**, will be held on **Sunday 21 February 2021**, commencing at **9.00 am** at the premises of the Club at **10 Old Leumeah Road, Leumeah**, New South Wales, 2560.

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**BUSINESS TO BE CONDUCTED**

1. To confirm the Minutes of the previous Annual General Meeting held on 23 February 2020.
  2. To conduct the election for two (2) positions on the Board each for a term of three (3) years under the triennial rule and declare the results of that election.
  3. To receive and consider the Report of the Board of Directors.
  4. To receive and consider the Report of the Chief Executive Officer.
  5. To receive and consider the Financial Report, Directors Report and the Independent Auditor's Report for the year ended 31 October 2020.
  6. To consider and if thought fit pass the First Ordinary Resolution set out below under the heading "Appointment of Auditor" to appoint BDO Audit Pty Ltd as the Club's auditor.
  7. To consider and if thought fit, pass each of the nine (9) Ordinary Resolutions set out below under consecutive headings for the Second to Ninth Ordinary Resolutions.
  8. To deal with any other general business that may be dealt with at the AGM.
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**IMPORTANT INFORMATION FOR MEMBERS**

**Conduct of Election for Directors**

The election of two (2) directors to the Board is at Agenda Item 2. This is consistent with the practice of recent years to have the election of directors early in the meeting so that members who cannot stay for the whole meeting can vote in the election early and can then get away.

**Nomination Forms for Election Of Directors**

Nomination forms for the Board of Directors may be obtained from the Reception Desk and must be delivered to the Secretary of the Club (who is also the Chief Executive Officer) not later than **5.00pm on Monday, 8 February 2021**.

**Annual Report**

In accordance with the *Corporations Act*, the Annual Report of the Club for the year ended 31 October 2020, which includes the Directors' Report, the Financial Report and the Auditor's Report, will be provided to those members who make a written request for them or who in previous years made such a written request. A copy of the Annual Report will also be published on the Club's website not less than 21 days prior to the Annual General Meeting.

**Questions by Members**

Members who wish to ask questions or seek information at the meeting about the Annual Report (including the Financial Report) or other matters pertaining to the affairs of the Club, are asked to give the Chief Executive Officer notice in writing of their questions or requests by

**15 February 2021.** This will enable properly researched replies to be prepared. This will not prevent members being able to ask questions at the meeting but it may not be possible to give answers to questions without prior notice.

### **Members Voting Rights**

Only Life Members, financial Club Members, financial Tennis Members and financial Golfing Members in each case who became members **before 26 February 2017 and have been members for at least three (3) consecutive years are eligible to vote on the Resolutions at the meeting and in the election of Directors.**

### **Attendance at Meeting**

Life Members, financial Club Members, financial Tennis Members and financial Golfing Members who do not satisfy the requirements above and therefore are not eligible to vote are nonetheless entitled to attend the Annual General Meeting but cannot vote.

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## PROCEDURAL MATTERS FOR RESOLUTIONS

1. To be passed, each Ordinary Resolution requires votes from a simple majority (50%+1) of members present and voting on the resolution at the meeting.
  2. Under the Registered Clubs Act, members who are employees of the Club cannot vote and proxy voting is prohibited.
  3. In relation to the First Ordinary Resolution, please refer to the Explanatory Notes below that Resolution.
  4. In relation to each of the Second to Ninth Ordinary Resolutions, please refer to the Explanatory Notes on pages 6 and 7 of this Notice.
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## APPOINTMENT OF AUDITOR

### FIRST ORDINARY RESOLUTION

That, conditional on the Australian Securities and Investments Commission (**ASIC**) consenting to the resignation of BDO East Coast Partnership as the auditor of Western Suburbs Leagues Club (Campbelltown) Limited, the members hereby appoint **BDO AUDIT PTY LIMITED** as the auditor of the Western Suburbs Leagues Club (Campbelltown) Limited.

### EXPLANATORY NOTES TO MEMBERS ON APPOINTMENT OF AUDITOR

1. BDO East Coast Partnership and BDO Audit Pty Limited are both part of the BDO Organisation.
2. BDO East Coast Partnership (the Club's existing auditor) has applied to ASIC for consent to resign as the Club's auditor and in its place BDO Audit Pty Limited is to be appointed as the auditor of the Club. Members will be informed at or before the Annual General Meeting if the consent to ASIC has been given for the resignation.
3. BDO Audit Pty Limited has given its written consent to be appointed as the auditor of the Club.
4. With this Notice of Meeting is a nomination by a member of the Club for BDO Audit Pty Limited to be the auditor of the Club as required by section 328B of the *Corporations Act 2001*.
5. Please refer to the copy of the nomination of BDO Audit Pty Limited attached to this Notice of Meeting.
6. The Board recommends that members vote in favour of the First Ordinary Resolution to appoint the new auditor.

### SECOND ORDINARY RESOLUTION

The members hereby approve expenditure by the Club in a sum not exceeding \$1.7 million (plus Goods and Services Tax) until the next Annual General Meeting for the following expenses, (but subject to approval by the Board of Directors):

- (i) The sponsorship of affiliated sporting clubs and members of the affiliated sporting clubs;
- (ii) Presentations to members or other persons to acknowledge services deemed by the Board as being of benefit to the Club;

- (iii) Sponsorship of sporting events and sports persons deemed by the Board to be of benefit to the Club and/or the community.

The members acknowledge that the benefits above are not available to members generally but only to those who are members directly involved in the aforementioned activities and/or of the affiliated sporting clubs.

### **THIRD ORDINARY RESOLUTION**

The members hereby approve expenditure by the Club in a sum not exceeding \$15,000 (plus any Goods and Services Tax) for the:

- (i) Reasonable cost of a meal and beverages for each director immediately before or immediately after a Board or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time.
- (ii) Reasonable expenses incurred by directors in travelling to and from directors meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
- (iii) Reasonable expenses incurred by directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by directors which activities and the expenses approved by the Board before payment is made on production of invoices, receipts or other proper documentary evidence of such expenditure.
- (iv) The provision of blazers and associated apparel for the use of directors in representing the Club;
- (v) Reasonable costs of Directors and their partners or spouses attending the annual dinner and other functions as approved by the Board;
- (vi) Reasonable costs of Directors and their partners or spouses attending functions where appropriate and required to represent the Club.

The members acknowledge that the benefits are not available to members generally but only to those who are directors of the Club and those members directly involved in the aforementioned activities (including the spouses and partners of directors in the circumstances listed in paragraphs (v) and (vi) above).

### **FOURTH ORDINARY RESOLUTION**

The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$100,000 (plus any Goods and Services Tax) for the professional development and education of Directors until the next Annual General Meeting of the Club and being:

- (i) The reasonable cost as approved by the Board of such Directors attending the Clubs NSW Annual General Meeting;
- (ii) The reasonable cost as approved by the Board of such Directors attending meetings of other Associations of which the Club is a member;
- (iii) The reasonable cost as approved by the Board of such Directors attending seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board from time to time;
- (iv) The reasonable cost of 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 Board as being necessary for the benefit of the Club;

- (v) The reasonable cost of Directors undertaking training as required by the Registered Clubs Act and/or Regulations or guidelines made pursuant to the Regulations.

The members acknowledge that the benefits above are not available to members generally but only for those who are Directors.

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#### **FIFTH ORDINARY RESOLUTION**

That the Chairman of the Club receive an Honorarium in the sum of \$15,000 (inclusive of Superannuation Guarantee Levy) in recognition of his/her services as a member of the Board of Directors in respect of the period commencing from the conclusion of the Annual General Meeting and ending at the next Annual General Meeting of the Club, payable in instalments and intervals to be determined by the Board.

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#### **SIXTH ORDINARY RESOLUTION**

That the Deputy Chairman of the Club receive an Honorarium in the sum of \$12,000 (inclusive of Superannuation Guarantee Levy) in recognition of his/her services as a member of the Board of Directors in respect of the period commencing from the conclusion of the Annual General Meeting and ending at the next Annual General Meeting of the Club, payable in instalments and intervals to be determined by the Board.

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#### **SEVENTH ORDINARY RESOLUTION**

That other Directors of the Club receive an Honorarium in the sum of \$10,000 each (inclusive of Superannuation Guarantee Levy) in recognition of his/her services as a member of the Board of the Club in respect of the period commencing from the conclusion of the Annual General Meeting and ending at the next Annual General Meeting of the Club, payable in instalments and intervals to be determined by the Board.

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#### **EIGHTH ORDINARY RESOLUTION**

That the Sports Ambassador of the Club receive an Honorarium in the sum of \$3,000 in recognition of his/her services as the Sports Ambassador in respect of the period commencing from the conclusion of the Annual General Meeting and ending at the next Annual General Meeting of the Club, payable in instalments and intervals to be determined by the Board.

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#### **NINTH ORDINARY RESOLUTION**

That the Lakeside Golf Club Camden Club Captain/Chair of the Golf Advisory Committee receive an Honorarium in the sum of \$3,000 in recognition of his/her services as the Golf Club Captain in respect of the period commencing from the conclusion of the Annual General Meeting and ending at the next Annual General Meeting of the Club, payable in instalments and intervals to be determined by the Board.

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#### **EXPLANATORY NOTES TO MEMBERS ON SECOND TO NINTH ORDINARY RESOLUTIONS**

1. The **Second Ordinary Resolution** is to have the members approve a sum not exceeding \$1.7 million (plus GST) for the expenditure by the Club until the next Annual General Meeting in relation to the sponsorships, expenses and donations set out in that resolution.

2. The **Third Ordinary Resolution** is to have the members approve a sum not exceeding \$15,000 (plus GST) for reasonable costs and expenses related to the Directors carrying out their duties as directors of the Club.
3. The **Fourth Ordinary Resolution** is to have the members approve a sum not exceeding \$100,000 (plus GST) for the expenditure by the Club until the next Annual General Meeting for Directors to undertake training as required by law and also to attend seminars, lectures, trade displays, and other similar events including the Clubs NSW Annual General Meeting and to visit other clubs to enable the Board to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
4. The **Fifth, Sixth, Seventh, Eighth and Ninth Ordinary Resolutions** seek the members' approval for honoraria for the services provided by each of the Chairman, Deputy Chairman, other Directors, the Sports Ambassador and the Lakeside Golf Club Captain/Chair of the Golf Advisory Committee.
5. Each of the Ordinary Resolutions are identical to the Ordinary Resolutions passed by the members at the Annual General Meeting last year, save for the Ninth Ordinary Resolution, which is a new honorarium.

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By Order of the Board of Directors.

Dated: 27<sup>th</sup> January 2021



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**Daniel Grady**

Interim Chief Executive Officer

**NOMINATION OF AUDITOR**  
**(Section 328B Corporations Act 2001)**

To: Western Suburbs Leagues Club (Campbelltown) Limited  
10 Old Leumeah Road  
LEUMEAH NSW 2560

I, Paul J. Lane  
[Name of Member]

being a member of Western Suburbs Leagues Club (Campbelltown) Limited ("**the Club**") (and eligible to vote at meetings of the Club) hereby nominate BDO Audit Pty Limited for appointment as auditor of the Club at the Annual General Meeting of the Club to be held on 21 February 2021 conditional on:

- (a) the Australian Securities & Investments Commission giving consent to BDO East Coast Partnership resigning as the auditor of the Club; and
- (b) BDO East Coast Partnership resigning as the auditor of the Club.

Dated: 30/11/20

Signed by member: 

**NOTES**

1. The Club must send a copy of this nomination to:
  - (a) BDO Audit Pty Limited;
  - (b) BDO East Coast Partnership;
  - (c) all members of the Club entitled to receive Notices of General Meetings of the Club.
2. The copies of this nomination must be sent to the persons referred to in note 1:
  - (a) not less than 7 days before the Annual General Meeting of the Club to be held on 21 February 2021; or
  - (b) at the time notice of the Annual General Meeting of the Club is given.

