

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 27 February 2022**, commencing at **9.00 am** at the premises of the Club at **10 Old Leumeah Road, Leumeah**, New South Wales, 2560.

BUSINESS TO BE CONDUCTED

1. To confirm the Minutes of the previous Annual General Meeting held on 21 February 2021.
 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 2021.
 6. To consider and if thought fit pass each of the three (3) Special Resolutions set out below under the heading "Special Resolutions".
 7. To consider and if thought fit, pass each of the nine (9) Ordinary Resolutions set out below under the heading "Ordinary Resolutions".
 8. To deal with any other general business that may be dealt with at the AGM.
-

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, 14 February 2022**.

Annual Report

In accordance with the *Corporations Act*, the Annual Report of the Club for the year ended 31 October 2021, 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 **21 February 2022**. 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 five (5) 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.

COVID-19

Please note that under the Club's Mandatory Vaccination Policy only members who meet the vaccination criteria are entitled to enter the Club's premises to attend the meeting.

SPECIAL RESOLUTIONS

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, each Special Resolution below requires votes from not less than 75% of those members present and voting on the Special 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 Special Resolutions, please refer to the Explanatory Notes to Members which follow each Special Resolution.

FIRST SPECIAL RESOLUTION

That the Constitution of Western Suburbs League Club (Campbelltown) Ltd be amended by:

- (a) **inserting** at the end of Rule 57 the following words:

“including the use of technology to conduct the election electronically”

- (b) **inserting** after Rule 81A the following new Rule 81B:

“81B.1 The Club may hold a general meeting (including an Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

81B.2 If permitted by, but in accordance with, the Act, the Club may hold virtual general meetings or Annual General Meetings and may give notice of such meetings electronically. For the purpose of any virtual meetings, if there are any inconsistencies between the Act and this Constitution, the provisions of the Act shall prevail.”

EXPLANATORY NOTES TO MEMBERS ON FIRST SPECIAL RESOLUTION

1. If passed, the First Special Resolution will allow general meetings (and Annual General Meetings) and voting at these meetings and voting for the Board to be conducted using electronic technology so that the meetings are not face-to-face meetings but are virtual meetings. Many listed public companies and some clubs have held such meetings over the last 18 months.
 2. The Corporations Act was amended in 2021 to allow virtual general meetings and Annual General Meetings to be conducted as a response to the Covid-19 pandemic. While the amendments to the Act are stated to cease to operate in April 2022, there is the possibility that they will be made permanent.
 3. There can be no assurance that the current Covid-19 pandemic will not flare up again, resulting in widespread lockdowns. While it is hoped that this will not occur and that there will be no need to hold virtual general meetings or Annual General Meetings in the future, the Board considered that it would be in the best interests of the Club to at least be able to provide for that possibility in the Constitution.
-

SECOND SPECIAL RESOLUTION

That the Constitution of Western Suburbs League Club (Campbelltown) Ltd be amended by:

- (a) **deleting** from paragraph (b) of Rule 10 the words, *“the areas of Campbelltown and Liverpool and elsewhere”* and in their place **inserting**, *“the Macarthur Region”*.
- (b) **deleting** paragraphs (c) and (d) of Rule 10 and in their place **inserting** the following new paragraph (c):
 - “(c) *To carry on and provide in the Macarthur region facilities and or support for the undertaking and participation in various sporting pursuits which may include but are not limited to Rugby League, Golf, Tennis, Netball, Cricket, Hockey and other activities such as table games and games of involvement and inclusion. The ultimate objective being to improve the health and wellbeing of residents of the Macarthur region and to enhance and strengthen the social fabric of the community of the Macarthur region.”*
- (c) **deleting** from paragraph (e) of Rule 10 the reference to *“paragraph (c)”* and in its place **inserting** *“paragraph (b)”*.
- (d) As a consequence of (b) above amending the designated letters of each paragraph of Rule 10 so they are all in alphabetical order.

EXPLANATORY NOTES TO MEMBERS ON SECOND SPECIAL RESOLUTION

1. If passed, the Second Special Resolution will give greater prominence in the Club’s objects to sports, other than Rugby League, that the Club carries on, including in particular golf and tennis in respect of which the Club has substantial facilities and a large participation rate by members and guests.
2. The Second Special Resolution extends the scope of these main sports, as well as other sports and activities to the Macarthur Region, making the Club’s activities focussed on that region, being one of the fastest growing regions in Australia.
3. These amendments are not intended to dilute the primacy of Rugby League as the founding sport for the club and in the Club’s suite of sporting activities and facilities but to acknowledge that the Club has grown beyond the initial focus on that one sport to embrace other sports and, in particular, golf and tennis.

THIRD SPECIAL RESOLUTION

That the Constitution of Western Suburbs League Club (Campbelltown) Ltd be amended by **deleting** the word *“Chairman”* wherever appearing and in each case **inserting** in its place the word *“chairperson”*.

EXPLANATORY NOTES TO MEMBERS ON THIRD SPECIAL RESOLUTION

1. If passed, the Third Special Resolution will insert a gender neutral term for the person that chairs meetings, including meetings of the Board and general meetings of members, including the Annual General Meeting.
-

ORDINARY RESOLUTIONS

PROCEDURAL MATTERS FOR ORDINARY RESOLUTIONS

1. To be passed, each Ordinary Resolution below 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 each of the First to Eighth Ordinary Resolutions, please refer to the Explanatory Notes to Members on pages 7 and 8 of this Notice.

FIRST ORDINARY RESOLUTION

The members hereby approve expenditure by the Club in a sum not exceeding \$2 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.

SECOND ORDINARY RESOLUTION

The members hereby approve expenditure by the Club in a sum not exceeding \$30,000 (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;
- (vii) Reasonable expenses incurred by Directors in attending as a representative of the Club at charitable and community events as approved by the Board, such personal expenses to include travel expenses, costs of food and refreshments and the cost of participating in raffles and similar activities which may result in the director receiving a prize or other benefit.

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) to (vii) above).

THIRD ORDINARY RESOLUTION

The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$150,000 (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;
- (vi) Electronic communication and technological devices to enable Directors to efficiently discharge their duties in a productive manner.

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

FOURTH ORDINARY RESOLUTION

That the Chairman of the Club receive an honorarium in the sum of \$15,000 (plus the 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.

FIFTH ORDINARY RESOLUTION

That the Deputy Chairman of the Club receive an honorarium in the sum of \$12,000 (plus the 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.

SIXTH ORDINARY RESOLUTION

That other Directors of the Club receive an honorarium in the sum of \$10,000 each (plus the 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.

SEVENTH 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.

EIGHTH ORDINARY RESOLUTION

That the Lakeside Golf Club Captain being also 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.

NINTH ORDINARY RESOLUTION

That:

- (a) Each Director is entitled to membership of all sporting sub clubs of the Club and that the subscription for such membership be paid by the Club;
 - (b) Each member (including a Director) who is a member of the Golf Advisory Committee is entitled to two preferred tee off times on golf competition days for use by that member and one other person being a member also participating in the competition.
-

EXPLANATORY NOTES TO MEMBERS ON FIRST TO EIGHTH ORDINARY RESOLUTIONS

1. The **First Ordinary Resolution** is to have the members approve a sum not exceeding \$2 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 **Second Ordinary Resolution** is to have the members approve a sum not exceeding \$30,000 (plus GST) for reasonable costs and expenses related to the Directors carrying out their duties as directors of the Club.
 3. The **Third Ordinary Resolution** is to have the members approve a sum not exceeding \$150,000 (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 **Fourth, Fifth, Sixth, Seventh and Eighth Ordinary Resolutions** seek the members' approval for honorariums 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. The **Ninth Ordinary Resolution** seeks members' approval for other specific benefits for Directors.
6. Each of the Ordinary Resolutions are similar to the Ordinary Resolutions passed by the members at the Annual General Meeting last year, save for:
 - An additional item of expense is included at paragraph (vii) of the Second Ordinary Resolution.
 - the amounts in the first three Ordinary Resolutions have been increased over the amounts approved last year;
 - the honorariums are expressed as being plus the Superannuation Guarantee Levy payable on each honorarium rather than inclusive of the levy as approved last year; and
 - the Ninth Ordinary Resolution, which is new this year, sets out additional benefits for Directors.

By Order of the Board of Directors.

Dated: 4th February 2022



Daniel Perkiss

Chief Executive Officer
