

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 26 February 2023**, 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 27 February 2022.
2. To conduct the election for three (3) 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 2022.
6. To consider and if thought fit pass the Special Resolution to amend the Club's Constitution set out below under the heading "Special Resolution".

A copy of the Constitution with the amendments referred to in the Special Resolution marked in red is on the Club's Notice Board and members can request a copy of the Constitution via email – info@westslc.com.au or contact reception.

Members should also refer to the notes below which follow the wording of the Special Resolution.

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 consider and if thought fit pass the Resolution set out below under the heading "Life Membership".
 9. 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 three (3) 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, 13 February 2023**.

Annual Report

In accordance with the *Corporations Act*, the Annual Report of the Club for the year ended 31 October 2022, 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 **20 February 2023**. 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 who 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, 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.

6. SPECIAL RESOLUTION

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, the 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 Resolution, please refer to the Explanatory Notes to Members which follow the Special Resolution.
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SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

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

- (a) **inserting** in Rule 2 the following amended or additional definitions:

"Amalgamated Club" means the Club following the transfer to the Club of the club licence of the other club to an amalgamation pursuant to the Registered Clubs Act.

"Chairperson" means the Director elected to that position pursuant to Rule 49.

"Constitution" means this Constitution.

"Director Identification Number" means the number referred to by that term in section 1272C of the Act and which a member must have before being elected or appointed to office as a Director.

"Quarter" means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.

"Rules" means the Rules in this Constitution and any By-laws made pursuant to this Constitution."

- (b) **inserting** in Rule 9 the following new subparagraphs (d), (e) and (f):

"(d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

(e) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

(f) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person."

- (c) **renumbering** Rule 21 as Rule 20 and **deleting** from paragraph (a) the following:

"• Tennis Members;

- *RL Country Club Members;*
- *Golfing Members;*

and **deleting** paragraph (b) and **inserting** the following new paragraphs (b), (c), (d) and (e):

- “(b) With effect from the Annual General Meeting of the Club in 2023:*
- (i) Tennis members are transferred to Club membership;*
 - (ii) R.L. Country Club membership is closed and all members in that class (being Social members of that class) are transferred to Social membership;*
 - (iii) Golfing members are transferred to Club membership.*
- (c) All members who initially became members of the Club through an amalgamation with another registered club shall be identified in the Register of Members as being former members of that other registered club.*
- (d) Junior Sporting members will be further identified by By-laws according to the sport that they participate in and will be subject to By-laws relating to the administration of each sport.*
- (e) Members who wish to play the sport of golf will be eligible to join subcategories of membership created for the administration of golf as determined by By-laws from time to time, but which initially will be the same categories as provided by this Constitution immediately prior to the Annual General Meeting of the Club in 2023.”*

(d) **renumbering** Rule 22 as Rule 21 and **deleting** from that Rule the subheading “**Tennis Members**” and the following two paragraphs (i) and (ii) and **deleting** the subheading “**RL Country Club members**” and the paragraph below that subheading and **deleting** the subheading “**Golfing members**” and the paragraphs (i) and (ii) below that subheading.

(e) **deleting** Rule 24.

(f) **deleting** Rule 24A and **renumbering** it as Rule 23 and **inserting** the following new Rule 23:

“23. Life Members, financial Club Members and former financial Tennis Members and former financial Golfing Members who, in each case, became Club Members pursuant to Rule 20(b) and who have been Life Members, financial Club Members, former financial Tennis Members or former financial Golfing Members (or any combination of those classes of membership) for at least five (5) consecutive years immediately preceding the date of the relevant general meeting (including Annual General Meeting),

are entitled to:

- (a) attend and to vote at all general meetings of members and vote in the elections for Directors; and*
- (b) Subject to Rule 51 and Rule 75 be elected to or appointed to office on the Board. For the avoidance of doubt, in the case of an appointment to fill a casual vacancy on the Board under Rule 76, the qualification period of at least five (5) consecutive years standing in the*

mentioned classes of membership shall be determined as at the date of the appointment.”

- (g) **renumbering** Rule 24B as Rule 23A and **deleting** subparagraph (a) of that Rule and **deleting** the letter “(b)” to the following paragraph of that Rule.
- (h) **renumbering** Rule 24C it as Rule 23B and **inserting** the following new Rule 23B:
- “23B. Life Members, financial Club Members and former financial Tennis Members and former financial Golfing Members who, in each case, became Club Members pursuant to Rule 20(b) and who are not eligible to vote pursuant to Rule 23 are entitled to attend general meetings (including Annual General Meetings) but shall not vote (unless permitted to do so under the Registered Clubs Act or the Gaming Machines Act).”*
- (i) **renumbering** Rule 31 as Rule 30 and by **inserting** at the commencement of subparagraph (e) of that Rule the words “*subject to Rule 30(f)*”;
- (j) **renumbering** Rule 34 as Rule 33 and **deleting** from subparagraph (c) the words “*and address*” after the words “*the name*” (of the candidate);
- (k) **deleting** the whole of Rule 35A;
- (l) **renumbering** Rule 39 as Rule 38 and **deleting** subparagraph (a) of that Rule and **inserting** the following new subparagraph (a):
- “(a) The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe, provided that the amount of subscriptions payable by Ordinary members are stated in the By-laws.”*
- (m) **renumbering** Rule 43 as Rule 42 and **deleting** Rule 42 and inserting the following new Rule 42:
- “42 The Board may appoint a prominent and respected member of the community to be the Patron of the Club and the person so appointed (if not a member of the Club) will thereby be deemed to be an Honorary member of the Club and subject to this Constitution will remain an Honorary member while he or she remains a Patron.”*
- (n) **deleting** the reference to “*President*” wherever used in the Constitution and in each case replacing it with the word “*Chairperson*”;
- (o) **renumbering** Rule 54 as Rule 53 and **inserting** the following new Rule 53:
- “53. The Board will be elected by Life Members and eligible financial Club Members pursuant to the operation of the “triennial rule” as set out in Schedule 4 of the Registered Clubs Act.”*
- (p) **renumbering** Rule 55 as Rule 54 and **inserting** the following new Rule 54:
- “54. The election of members of the Board is to take place in the following manner:*
- (a) *At least 21 days prior to the Annual General Meeting the Secretary will cause the giving of a notice to all Life members and financial Club*

Members of the meeting and the fact that Directors are to be elected at that meeting.

- (b) *Not less than 12 days before the day fixed for the Annual General Meeting, nominations for the offices of Directors are to be delivered to the Secretary.*
- (c) *Nominations for election of Directors must be made in writing in such form as determined by the Board and:*
 - (i) *must include the Director Identification Number of the nominee; and*
 - (ii) *must be signed by 2 Life members or financial Club members and by the nominee who thereby must signify his or her consent to the nomination.*
- (d) *Each nominee must provide to the Club with the nomination a statutory declaration in such form as the Board may by By-Law prescribe from time to time disclosing the residential address of the nominee and the membership (if any) of the nominee of any Supported Club and membership of a Supported Club that constitutes a Supported Code on the list referred to in Rule 50A(c).*
- (e) *Each nominee may supply a profile of themselves which is not more than 40 words in length and a normal size photograph.*
- (f) *Candidates are responsible for ensuring that their nomination forms are correctly and fully completed and the Club will not be required to correct or complete any nomination form and is not required to notify a candidate of any error or omission in the candidate's nomination form.*
- (g) *Receipt by the Secretary of a nomination form from a candidate does not constitute an acknowledgment that the nomination form has been fully and correctly completed.*
- (h) *Failure by a candidate to fully and accurately complete a nomination form may result in the candidate not being included in the ballot for election as a Director or being declared elected as a Director.*
- (i) *The Secretary will, after receiving nominations, post the names of the candidates and their proposers on the Club Notice Board.*
 - (i) *If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the Annual General Meeting, and after the meeting the directors elected at that meeting and those who continue in office under the triennial rule may fill any vacancy as a casual vacancy in accordance with the triennial rule.*
 - (ii) *If no or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, nominated will be declared elected at the Annual General Meeting and the unfilled positions shall be casual vacancies which may be filled pursuant to Rule 76.*

(iii) *If the number of candidates nominated exceeds the number required to be elected, a ballot will be conducted at the Annual General Meeting in accordance with this Constitution.*

(q) **renumbering** Rule 60 as Rule 59 and **inserting** the following new subparagraph (b) to that Rule:

“(b) The Club in General Meeting may, by a resolution passed by not less than two-thirds of those members who, being present at the meeting and eligible to do so, vote on the resolution, revoke and disallow any such By-law.”

and **deleting** subparagraph (c) to that Rule and re-lettering subparagraph (d) as subparagraph (c);

(r) **renumbering** 67 as Rule 66 and **inserting** the following new Rule 66:

“66. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary for the transaction of business, provided the Board meets at least 10 times in each calendar year and at least once in each Quarter, and a record of all members of the Board present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.”

(s) **renumbering** Rule 84 as Rule 83, changing the heading to that Rule as “*Proceedings at Annual General Meetings*” and **inserting** the following new Rule 83:

“83. (a) The business of the Annual General Meeting shall be as follows:

(i) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and

(ii) to receive and consider the reports referred to in Rule 94A;

(iii) to declare the results of the election of the Board;

(iv) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;

(v) to consider and if thought fit pass ordinary resolutions and special resolutions (if any);

(vi) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

(b) The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

(c) If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the

conduct of the audit and the preparation and conduct of the auditor's report."

- (t) **renumbering** Rule 86 as Rule 85 and **inserting** in that Rule after the word "*chairperson*" where first appearing the words "*of the meeting*".
- (u) **renumbering** Rule 103A as 102A and **inserting** after the words "*by electronic means*" the words "*in accordance with Rule 100(c)*".
- (v) **renumbering** the Rules including the cross-referencing of Rules as set out in a marked up copy of the Constitution showing the new numbering and the amendments referred to above and made available to members on the Club noticeboard and by email on request.

EXPLANATORY NOTES TO MEMBERS ON SPECIAL RESOLUTION

1. The amendments to the Constitution set out in the Special Resolution in broad terms are to:
 - bring the Constitution into line with some recent amendments to the *Registered Clubs Act* and the *Corporations Act*;
 - simplifying the membership structure by eliminating classifications of membership which originated for the purposes of amalgamations which were completed many years ago and which are now effectively redundant or unnecessarily complex;
 - clarify the process for the nomination and election of directors;
 - provide clarity about the business of Annual General Meetings; and
 - make other changes to simplify some of the Club's processes.
2. The specific changes in the Special Resolution have been included in a complete and marked copy of the current Constitution which is available on the Club notice board and which may also be accessed by emailing the Club on info@westslsc.com.au or by contacting the Club's reception.
3. What follows is a brief summary of the individual amendments set out in paragraphs (a) to (v) of the Special Resolution:
 - Paragraph (a) sets out a number of amended or additional definitions which are included in Rule 2.
 - Paragraph (b) inserts provisions reflecting requirements under the *Registered Clubs Act* and the *Gaming Machines Act*.
 - Paragraphs (c), (d) and (e) provide that with effect from the Annual General Meeting of the Club in 2023, Tennis membership ceases to exist as a class of membership and all the members in that class are transferred to Club membership, RL Country membership is closed and all the members in that class are transferred to Social membership and Golfing membership ceases to exist as a class of membership and all the members in that class are transferred to Club membership.

Members having Club membership have full voting rights and the right to be elected or appointed to the Board subject to existing qualification rules.

Members who wish to play golf will be eligible to join sub categories of membership created for the administration of golf as determined by By-laws. Initially those categories will be the same as currently provided in the Constitution.

- Paragraphs (f) and (g) eliminate redundant provisions in relation to rights of members to attend and vote at meetings and stand for or be appointed to the Board. However, it preserves the existing provision that Life members and financial Club members (which includes former Tennis members and former Golfing members) must be members of the Club for at least five (5) consecutive years before becoming entitled to attend and vote at general meetings and to vote in the election of directors and be elected to or appointed to office as directors.
- Paragraph (h) preserves the existing rights of members who have not yet been members for five (5) years to attend general meetings, including Annual General Meetings, but without being entitled to vote.
- Paragraph (i) clarifies the relationship between two Rules.
- Paragraph (j) reflects an amendment to the *Registered Clubs Act* which once required the name and address of applicants for membership to be displayed on the Club notice board. Now only the name of applicants is to be displayed.
- Paragraph (k) deletes the whole of Rule 35A which dealt with various matters arising from and necessary for the amalgamation with the Rugby League Country Club, all of which are no longer required, as that amalgamation was completed many years ago.
- Paragraph (l) gives the Board the right to set subscriptions and other charges, but also (as is now permitted by the *Registered Clubs Act*) the right not to charge any subscriptions. Previously the *Registered Clubs Act* required every member to pay at least a minimum subscription of \$2.00 each year. The subscriptions (if any) and other payments that are determined by the Board to be payable, must be stated in the By-Laws.
- Paragraph (m) changes the system for appointing a patron (or patrons) to provide that the Board, rather than members, make the appointment.
- Paragraph (n) deletes the reference to the "President" wherever appearing in the Constitution and in each case replacing it with the word "Chairperson". The upper case "C" is important as in some of the Rules it is necessary to adopt a lower case "c".
- Paragraphs (o) and (p) deal with the nomination and election of directors and add additional provisions (subparagraphs (f), (g), (h) and (i)) in relation to the nomination process. If by the close of nominations there are insufficient nominations received then rather than calling for nominations from the floor of the meeting, the unfilled positions shall be casual vacancies which may be filled by the Board after the Annual General Meeting.
- Paragraph (q) provides that although the Board has the power to make by-laws, a by-law can be revoked by a resolution passed at a general meeting by a not less than two-

thirds majority of those eligible members who being present at the meeting vote to revoke the by-laws.

- Paragraph (r) reflects a recent amendment to the *Registered Clubs Act*. The Act originally provided that the Board of a registered club must meet at least once in each calendar month. Now the Act provides that the Board of a registered club must meet at least once in every quarter (see the definition of quarter at paragraph (a)). However, new Rule 66 requires the Board to meet at least 10 times in each calendar year and at least once in each quarter. This will give greater flexibility to the Board in the timing of its meetings.
 - Paragraph (s) sets out for the first time, the business of Annual General Meetings and reflects certain provisions of the *Corporations Act* in relation to the role of the chairperson of the meeting and the role of the auditor.
 - Paragraphs (t) and (u) make minor amendments by way of clarification.
 - Paragraph (v) provides that the renumbering of the Constitution as a result of these changes, is set out in the full copy of the Constitution referred to above and which is available to members. If passed, the Special Resolution will adopt that fresh numbering of the Constitution.
4. If members have any questions in relation to the Special Resolution or any aspect of it, they are requested to do so in writing addressed to the Chief Executive Officer.

7. 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 Ninth Ordinary Resolutions, please refer to the Explanatory Notes to Members on pages 13 and 14 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 \$50,000 (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.
- (viii) Provision of a Xmas hamper to not exceed \$500 to each Director.
- (ix) Access to secure parking on Club premises for each Director.

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 Chairperson of the Club receive an honorarium in the sum of \$20,000 (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 Chairperson of the Club receive an honorarium in the sum of \$17,500 (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 \$15,000 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.
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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 \$50,000 (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 Chairperson, Deputy Chairperson, 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, sets out additional benefits for Directors.

8. RESOLUTION FOR LIFE MEMBERSHIP

That pursuant to Rule 23 of the Club's Constitution, Mr Warren Thomson (Membership No. 55) be hereby elected to Life membership of the Club.

PROCEDURAL NOTES REGARDING RESOLUTION FOR LIFE MEMBERSHIP

1. Under Rule 23 of the Club's Constitution, any member who has rendered outstanding service to the Club may be elected to Life membership by a **two-thirds majority** of those members present and voting at the meeting following the submission to such meeting of an appropriate recommendation from the Board.
 - (A) The Board submits that Mr Warren Thomson (Membership No. 55) has rendered outstanding service to the Club. Details of this service will be given to members at the meeting.
 - (B) The Board recommends members vote in favour of the resolution to elect Mr Warren Thomson as a Life member of the Club.

By Order of the Board of Directors.

Dated: 3rd February 2023



Daniel Perkiss

Chief Executive Officer