

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 23rd February 2025**, 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 25th February 2024.
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 2024.
6. To consider and if thought fit pass a Special Resolution to adopt a new Constitution.

A copy of the proposed new Constitution with the amendments 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 Explanatory Memorandum below, following 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 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 3rd February 2025**.

Annual Report

In accordance with the *Corporations Act*, the Annual Report of the Club for the year ended 31 October 2024, 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 **17 February 2025**. 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.

SPECIAL RESOLUTION

That the Constitution of Western Suburbs League Club (Campbelltown) Limited (Club) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Constitution.

EXPLANATORY MEMORANDUM FOR PROPOSED NEW CONSTITUTION

The Special Resolution proposes for members to approve the adoption of a new Constitution of the Club.

The Club's Constitution is an important document that provides for and underpins the operations, practices and guiding principles of the Club.

Following discussions with the Club's lawyers, Pigott Stinson Lawyers, it became apparent that the Club's existing Constitution needed updating to ensure that it properly reflects the relevant legislation, compliance and industry best practice.

Rather than making a number of piecemeal amendments to the Club's existing Constitution, the Club engaged Pigott Stinson Lawyers to prepare a new constitution which reflects the relevant legal requirements and industry best practice whilst retaining many of the existing practices and operations for the Club.

This Explanatory Memorandum is intended to assist members to understand the proposed new Constitution and why it is appropriate to adopt it.

Members who wish to review the proposed new Constitution can inspect it on the Club's noticeboards, website (www.westslc.com.au) and on request via the Club's reception. Members may also obtain a copy of the proposed new Constitution and the existing Constitution upon request at the Club's office.

The Club's lawyers have advised that the Club should adopt a new Constitution to replace the existing Constitution in order to ensure that it is up to date and reflects and complies with the requirements of the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act, and their respective Regulations and industry best practice.

A summary of the proposed new Constitution and its principal features is set out below. There are new provisions which reflect the requirements of various pieces of legislation and industry best practice which impact on the Club.

DEFINITIONS

1. Rule 2 sets out definitions and terms used in the proposed new Constitution.

There are some new definitions including the definition of financial member, non financial member, Liquor and Gaming Policy, Quarter and Venue Utilisation.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

2. Rules 5 to 9A states that the Club is a company limited by guarantee and a non-proprietary company.
3. The Rules remain the same except that a new clause relating to the application of the Constitution and By-laws of the Club to members and Rule 9A which confers a power on the Club to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club.

ELIGIBILITY FOR ORDINARY MEMBERSHIP

4. Rule 21 is amended to remove outdated Sub Rules

LIFE MEMBERSHIP

5. Rule 22 is amended to remove outdated Sub Rules.

RIGHTS OF MEMBERS

6. Rules 23 and 23B are amended by making minor changes in the language.

TEMPORARY MEMBERS

7. Rule 29 is amended to reflect changes to the Registered Clubs Act.

ELECTION OF MEMBERS

8. Rule 34 is amended. There is no longer any requirement under the Registered Clubs Act for a minimum subscription. However, the board retains power to impose a subscription.

PROVISIONAL MEMBERSHIP

9. Rule 35 is amended by inserting the words "(if any)" after the word subscription and by removing the requirement to admit a provisional member to membership within six (6) weeks of making the application.
10. As a result of changes to the Registered Clubs Act, the board is only required to meet once every quarter. So, it is not appropriate that the Board must admit a provisional member within 6 weeks given the Board is only required to meet every 12 weeks.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

11. Rules 37 to 41 are amended to reflect changes to the Registered Clubs Act. However, the board retains power to impose a subscription,
12. New Rules are also inserted allowing membership to be renewed automatically through Venue Utilisation. The Venue Utilisation requirement is determined by the Club.

REGISTER OF MEMBERS AND GUESTS

13. Rule 44 is amended to reflect changes to the Registered Clubs Act.

DISCIPLINARY PROCEEDINGS

14. Rule 46 deals with powers of the Board to discipline members. The principles of the existing disciplinary proceedings process have been retained.
15. The disciplinary proceedings process has been updated to allow for the outcome of disciplinary proceedings to be dealt with by the Board either in person or via letter sent to the member's address.
16. Rules 46.4 to 46.8 give the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member etc however the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.
17. Rule 47 provides that the Board may delegate its disciplinary powers to a disciplinary committee comprising of three (3) directors.
18. The Board retains the power to review a decision of a disciplinary committee provided the Board follows the procedure set out in Rule 47.
19. Rule 48 deals with the power given to the Secretary and employees of the Club under the Liquor Act to remove persons from the Club's premises and to prevent that person from returning to the Club. These powers given to the Secretary and employees are no wider than those given under the Liquor Act.

RESIGNATION AND CESSATION OF MEMBERSHIP

20. Rule 49 deals with the procedure for a member to resign from the Club. It is updated to include where a member returns their membership card to an officer of the Club and clearly indicates to the officer that they no longer wish to be a member of the club.
21. Rule 53 is updated to specify the consequences of being a non financial member.

VACANCIES ON THE BOARD

22. Rule 76 sets out the circumstances in which the office of a director will be vacated. Those circumstances now include where a director dies, a director has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time and where a director does not have or ceases to have a Director Identification Number (unless exempted from doing so).

NOTICES

23. Rule 101 deals with the requirements of giving notice to members, including by electronic means or by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

24. The requirements of Rule 101 are in accordance with the Corporations Act and the Registered Clubs Act. Where a notice of a meeting is sent:
- (a) by post it shall be deemed to have been received by the member on the day following the posting.
 - (b) by electronic means it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

MEETINGS AND VOTING

25. Rules 108 and 109 relate to meetings and allow the Club to:
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or
 - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (c) allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.
26. The Rules reflect recent amendments to the Registered Clubs Act.

The Board considers the proposed new Constitution as being a significant improvement on the existing Constitution and it recommends that members vote in favour of the Special Resolution. To be passed, the Special Resolution will need votes from not less than three-quarters (75%) of those members who being eligible to do so vote in person at the meeting.

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 5 and 6 of this Notice.

FIRST ORDINARY RESOLUTION

The members hereby approve expenditure by the Club in a sum not exceeding \$5 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 community organisations, 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 \$100,000 (plus any Goods and Services Tax) until the next Annual General Meeting 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 Christmas 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 \$300,000 (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 for attending domestic and international venue and facility research and reviews, seminars, lectures, industry trade shows and exhibitions, 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 \$42,000 (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 \$33,000 (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 \$29,000 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 \$4,000 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 \$4,000 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

4. The **First Ordinary Resolution** is to have the members approve a sum not exceeding \$5 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.
5. The **Second 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 reasonable costs and expenses related to the Directors carrying out their duties as directors of the Club.
6. The **Third Ordinary Resolution** is to have the members approve a sum not exceeding \$300,000 (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.
7. 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.
8. The **Ninth Ordinary Resolution** seeks members' approval for other specific benefits for Directors.
9. Each of the Ordinary Resolutions are similar to the Ordinary Resolutions passed by the members at the Annual General Meeting last year, save for the amounts in the First, Fourth,

Fifth, Sixth, Seventh and Eighth Ordinary Resolutions have been increased over the amounts approved last year.

By Order of the Board of Directors.

Dated: 24th January 2025



Daniel Perkiss

Chief Executive Officer