

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Western Suburbs Leagues Club Illawarra Limited will be held at the premises of the Club, Hargreaves Street Unanderra, New South Wales on **Sunday, 30th January 2022** at 10.00am.



Business.

1. To confirm the minutes of the Annual General Meeting held on Sunday, 29th November 2020.
2. Business arising from the aforesaid minutes.
3. To receive and consider the Financial Report of the Company and economic entity for the year ended 30th June 2021 and the reports by Directors and Auditor thereon.

Please Note: Members are asked to respectfully submit any questions they may have 7 days in advance of the meeting to the Chief Executive Officer, so informed responses can be provided at the meeting.

4. To consider and, if thought fit, pass an Ordinary Resolution (First Ordinary Resolution set out below) relating to the conferring of training and development expenses and specified benefits on Directors of the Club.
5. To consider and, if thought fit, pass an Ordinary Resolution (Second Ordinary Resolution set out below) relating to the conferring of privileges and benefits on Life members, senior card holding and other members of the Club as specified.
6. To consider and, if thought fit, pass a Special Resolution (set out below) amending the Constitution of the Club.
7. To declare the results of the election of directors.
8. General Business: Transact any business of which due notice has been given.

First Ordinary Resolution.

"(a) That pursuant to Section 10(6A)(b) of the Registered Clubs' Act 1976, the members hereby approve in a sum not exceeding \$75,000 and agree to, the members of the Board and the other persons referred to below, during the period preceding the next Annual General Meeting, receiving the following benefits:

- (i) The reasonable costs of meals and refreshments to be associated with each Board meeting of the Club;
- (ii) The right for Directors to incur reasonable expenses in traveling to and from Directors' meetings or to other constituted meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;
- (iii) The reasonable costs of Directors attending the ClubsNSW, Club Managers' Association and Leagues Club Association conferences and meetings;
- (iv) The reasonable costs of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
- (v) The reasonable costs of Directors attending training and development events as may be determined by the Board from time to time;
- (vi) The reasonable costs of Directors attending venues and participating in study tours on a domestic and international basis for the purpose of viewing and assessing relevant hospitality and associated facilities and the method of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- (vii) The provision of associated apparel for the use of Club Directors when representing the Club;
- (viii) The provision of car parking spaces adjacent to the Club for the President and eight Directors from time to time; and
- (ix) The reasonable costs of Directors and their spouses attending an annual dinner and other industry functions where appropriate and required to represent the Club.

- (b) The members acknowledge that the benefits referred to in this Ordinary Resolution are not available to members generally but only to those members who are elected Directors of the Club and such other persons referred to in the resolution."

Second Ordinary Resolution.

"(a) That pursuant to Section 10(6A)(b) of the Registered Clubs Act 1976, the members hereby approve and agree to:

- (i) the Board approving of the provision of reasonable discounts to Life Member from time to time during the period preceding the next Annual General Meeting;
- (ii) conferring the benefits providing a benefit of 40% off the Members Price on Food & Beverage purchases (excluding takeaway alcohol) provided to those members of the club who are Life Members; and
- (iii) providing PKGC Life Members a free full playing membership. (This benefit only applies to those persons who were PKGC Life Members on amalgamation). Those PKGC Life Members are:
 - Cliff Harris
 - Lynton Nicholas
 - Lauris Kentwell
 - Denise Walsh

- (b) The members acknowledge that the benefits referred to in this Second Ordinary Resolution are not available to members generally but only to those members who are Life members of the Club and PKGC Life members."

Special Resolution

"That the Constitution of Western Suburbs Leagues Club Illawarra Limited be amended by:

- (a) **updating** the following definition in Rule 2:
"The Registered Clubs Regulation" means the Registered Clubs Regulation (NSW) 2015."
- (b) **inserting** into Rule 34 after the words "the full name" the words ", email address".
- (c) **inserting** the following new Rule 37(f):
"The Chief Executive Officer or the senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club."
- (d) **deleting** the sub-heading and Rule 44 and inserting the following new sub-heading and Rule 44:
"NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS"
44. Every member must advise the Chief Executive Officer of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details."
- (e) **inserting** the following new Rule 46(l):
"Unless a court or tribunal determines otherwise, disciplinary proceedings (including without limitation, the outcome of disciplinary proceedings) shall not be invalidated or voided if the procedure set out in Rule 46 is not strictly complied with."
and renumbering the remainder Rule 44 accordingly.
- (f) **inserting** the following new Rule 46A:
"46A Additional Disciplinary Powers of Secretary"
 - (a) If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a

- member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
- (b) In respect of any suspension pursuant to Rule 46A(a), the requirements of Rules 46 shall not apply.
- (c) If the Secretary (or his or her delegate) exercises the power pursuant to Rule 46A(a), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
- (i) the member has been suspended as a member of the Club; and
 - (ii) the period of suspension;
 - (iii) the privileges of membership which have been suspended; and
 - (iv) if the member wishes to do so, the member may request by notice in writing sent to the Secretary, that the matter be dealt with by the Board pursuant to Rule 46.
- (d) If a member submits a request under Rule 46A(c)(iv):
- (i) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
 - (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 46;
 - (iii) the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).
- (e) This Rule 46A applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 47 of this Constitution and the powers contained in section 77 of the Liquor Act."
- (g) **renaming** Rule 47 "**Powers under Section 77 of the Liquor Act**".
- (h) **inserting** into Rule 47(a)(vi) after the words "the Secretary" the words "or the senior employee then on duty".
- (i) **inserting** into Rule 52(h) after the words "the Secretary" the words "or the senior employee then on duty".
- (j) **deleting** Rules 55(a) and (b), and **inserting** the following new Rules 55(a) and (b):
- (a) remain within 50 metres from any point on the boundary of the Club's premises; or
 - (b) re-enter any space which is within 50 metres from any point on the boundary of the Club's premises within six (6) hours of being refused admission or being turned out."
- (k) **deleting** Rule 61(e) and **inserting** the following new Rules 61(e) and (f):
- (e) A nomination for election as a director may be withdrawn by the nominee writing to the Secretary:
 - (i) if the number of candidates duly nominated for office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting; or
 - (ii) after the close of the nominations:
 - (A) if a ballot is required, prior to the commencement of voting in the ballot; or
 - (B) if a ballot is not required, prior to the commencement of the Annual General Meeting.
 - (f) Subject to Rule 61(e):
 - (i) if the number of candidates duly nominated for office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting; or
 - (ii) if insufficient or no nominations are received for office, the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting, and any vacancies then remaining shall be regarded as casual vacancies for the purpose of Rule 92.
 - (iii) If the number of candidates duly nominated exceeds the number required to be elected, a ballot shall be taken:
 - (A) in such manner as determined by the Board of the Club (including electronically or digitally); or
- (B) in accordance with Rules 61(f) to (p) of this Constitution and as prescribed by the Board from time to time by By-law or otherwise.
- (l) **inserting** the following new Rules 80A and 80B:
- 80A In addition to Rule 80, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
- 80B A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting."
- (m) **deleting** the relevant sub-headings and Rules 81 to 89 inclusive and **inserting** the following new Rules 81 to 89 inclusive:
- "81. MATERIAL PERSONAL INTERESTS OF DIRECTORS**
- (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 81(b).
- (b) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.
- 82. REGISTERED CLUBS ACCOUNTABILITY CODE**
- (a) The Club must comply with the requirements of the Code (as amended from time to time) and the provisions of this Rule 82.
- (b) For the purposes of this Rule 82, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.
- CONTRACTS WITH TOP EXECUTIVES**
- (c) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (i) the top executive's terms of employment; and
 - (ii) the roles and responsibilities of the top executive;
 - (iii) the remuneration (including fees for service) of the top executive;
 - (iv) the termination of the top executive's employment.
- (d) Contracts of employment with top executives:
- (i) will not have any effect until they are approved by the Board; and
 - (ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.
- CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**
- (e) Subject to any restrictions contained in the Registered Clubs Act and Rule 81, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (f) A "pecuniary interest" in a company for the purposes of Rule 82(e) does not include any interest exempted by the Registered Clubs Act.
- CONTRACTS WITH SECRETARY AND MANAGERS**
- (g) Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (i) the Secretary or a manager; or
 - (ii) any close relative of the Secretary or a manager;
 - (iii) any company or other body in which the Secretary

or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

- (h) The Club must not:
- (i) lend money to a director of the Club; and
 - (ii) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- (i) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- (j) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- (k) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
 - (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (ii) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club; and
 - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises; and
 - (iv) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club; and
 - (v) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 82.

TRAINING DISCLOSURES

83. The Club must make available to members:
- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
 - (b) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.
84. The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

PROVISION OF INFORMATION TO MEMBERS

85. The Club must:
- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and
 - (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.
86. Deleted.
87. Deleted.
88. Deleted.
89. Deleted."
- (n) inserting the following new sub-headings and Rules 95A, 95B and 95C:

"CANCELLATION AND POSTPONMENT OF GENERAL MEETINGS

95A The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 95A will not operate in relation to a meeting called pursuant to a request or requisition of members."

WITHDRAWAL OF RESOLUTIONS

95B The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act."

USE OF TECHNOLOGY FOR GENERAL MEETINGS

95C

- (a) The Club may hold a general meeting (including an Annual General Meeting) at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the at the meeting.
 - (b) If permitted by the Act, the Club may hold hybrid or virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail."
- (o) **making** such other consequential amendments including updating Rule numbering and cross referencing throughout the Constitution to give effect to the amendments proposed above.

Explanatory Message to Members regarding the First Ordinary Resolution.

Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the Registered Clubs Act 1976 allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

The First Ordinary Resolution seeks the approval of the members of expenditure by the Club to cover Board members in the execution of their duties as Directors of the Club.

Explanatory Message to Members regarding the Second Ordinary Resolution

Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the Registered Clubs Act 1976 allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

The Second Ordinary Resolution seeks the approval of the members conferring the benefits provided to members of the Club who are Life Members and PKGC Life members.

The benefits referred to in point 2 are benefits conferred on Life members of the Club and were approved at last year's AGM. The Board believes that such benefits are fitting for conferral on Life members of the Club.

Explanatory Message to Members regarding the Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with the Corporations Act, Registered Clubs Act, Gaming Machines Act, Liquor Act and industry best practice.
2. **Paragraph (a)** updates a definition of the Registered Clubs Regulations (NSW) 2015.
3. **Paragraphs (b) and (d)** amend the existing requirements for membership applications to include the applicant's email address in order for the Club to contact members electronically. They also clarify that members are required to update the Secretary of any change to their contact details.

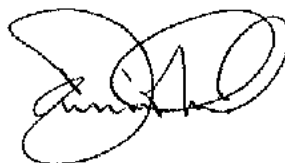
4. **Paragraph (c)** clarifies that Provisional membership can be cancelled at any time by the Chief Executive Officer or the senior employee then on duty, at their discretion.
5. **Paragraph (e)** clarifies that if the Club's procedure for disciplinary proceedings is not strictly complied with, the proceedings are not invalidated or voided simply due to any slight non-compliance.
6. **Paragraph (f)** introduces a new Rule conferring disciplinary powers on the Secretary (CEO) of the Club. The Secretary has the same or similar disciplinary powers as the Board. However, the member can request that a charge be heard by the Board and in those circumstances, the determination of the Board is in substitution for the Secretary's decision. This amendment reflects industry best practice.
7. **Paragraph (g)** inserts a heading to Rule 47 of Powers under Section 77 of the Liquor Act
8. **Paragraphs (h) and (i)** clarify that if the senior employee on duty suspects that someone is using or has in their possession a prohibited drug or a prohibited plant, they can remove that person from the Club's premises, and suspend that person if they are a member.
9. **Paragraph (j)** clarifies that any person who has been denied entry or removed from the premises of the Club must not remain in or enter the Club's vicinity in accordance with the Liquor Act.
10. **Paragraph (k)** permits a nomination for election to the Board to be withdrawn in certain circumstances. This amendment reflects industry best practice.
11. **Paragraph (l)** clarifies that a Board resolution can be passed by way of email and provides the Board with the ability to hold Board meetings remotely via the use of technology. These are permitted by the Corporations Act.
12. **Paragraph (m)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Corporations Act, the Registered Clubs Act and the Registered Clubs Accountability Code.
13. **Paragraphs (n)** amends existing provisions relating to proposed Resolutions, and the holding and postponing general meetings to bring the Constitution into line with the Corporations Act.

Please Note: This Explanatory Note to Members is not to be taken in any way as affecting the wording of the proposed amendments to the Constitution, but is provided to inform members of what is proposed and to draw attention to the reasons behind the proposed amendments.

Notes to Members.

1. All Life Members, financial Leagues Members, PKGC 7 Day Members, PKGC Aged Service 7 Day Members, PKGC 50 Years Length Members and Intermediate 18-30 Members, PKGC 6 Day Members, PKGC Aged Service 6 Day Members, PKGC 5 Day Members, PKGC Lifestyle Members and PKGC Social Members (except employees of the Club) are entitled to vote on the First and Second Ordinary Resolutions.
2. All Life Members and financial Leagues Members only (except employees of the Club) are entitled to vote on the Special Resolution to amend the Club's Constitution.
3. To be passed, the Ordinary Resolutions must receive votes in their favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
4. To be passed, the Special Resolution must receive votes in its favour from not less than seventy five percent (75%) of those members who being eligible to do so, vote in person at the meeting.
5. Members should read the proposed Ordinary Resolutions and Special Resolution and the Explanatory Message to Members which explains the nature and effect of each resolution.
6. As a result of the provisions of the Corporations Act 2001, each resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
7. Members of the Club, who are employees of the Club, cannot vote at the meeting.
8. Proxy Votes are not allowed under the Registered Clubs Act 1976.
9. Please direct any question or concerns about the Ordinary Resolutions or Special Resolution to the Chief Executive Officer of the Club, if possible before the meeting.

Dated December 2021 by order of the Board of Directors



DANIEL MUNK

CHIEF EXECUTIVE OFFICER