

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 24 February 2019**, 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 25 February 2018.
2. To consider and if thought fit pass the two Special Resolutions set out below under the headings "First Special Resolution" and "Second Special Resolution".
3. 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. Please see note below "Application of Special Resolutions".
4. To receive and consider the Report of the Board of Directors.
5. To receive and consider the Report of the Chief Executive Officer.
6. To receive and consider the Financial Report, Directors Report and the Independent Auditor's Report for the year ended 31 October 2018.
7. To consider and if thought fit, pass each of the seven (7) Ordinary Resolutions set out below under the heading "Notice of Ordinary Resolutions".
8. To deal with any other general business that may be dealt with at the AGM.

APPLICATION OF SPECIAL RESOLUTIONS

Please note that if either or both of the Special Resolutions at Agenda Item 2 above are passed, the amendments to the Constitution effected by the Special Resolutions will have immediate application on the eligibility requirements for directors and the make up of the Board for the purposes of the election of two members of the Board at Agenda Item 3.

CONDUCT OF ELECTION FOR DIRECTORS

The Special Resolutions have been made Agenda item 2 with the conduct of the election of two directors as Agenda Item 3. This is consistent with the procedural 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 (being also the Chief Executive Officer) not later than 5.00pm on Monday, 11 February 2019.

ANNUAL REPORT

In accordance with the *Corporations Act*, the Annual Report of the Club for the year ended 31 October 2018, 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 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 **18 February 2019**. 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 who became members **before 26 February 2017 and have been members for at least three (3) consecutive years are eligible to vote on the Resolutions at the meeting (including the Special Resolutions) and in the election of Directors.**

NOTICE OF SPECIAL RESOLUTIONS

FIRST SPECIAL RESOLUTION

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

That the Constitution of Western Suburbs League Club (Campbelltown) Limited be amended as follows:

(a) by **inserting** in Rule 2 the following new definitions after the definition of "Special Resolution":

““Supported Club” means:

- (a) *any club, association, organisation or collective which receives funding or other support from the Club of or to the value of at least \$1,000 in either the current financial year or the most recently completed financial year; and*
- (b) *members who are former members of a club which amalgamates or has amalgamated with the Club pursuant to the Registered Clubs Act*

and is named as such in a By-Law made pursuant to Rule 51A(c).

“Supported Code” means two or more Supported Clubs that conduct, administer or represent the same generic sporting activity and are named as such in a By-Law made pursuant to Rule 51A(b).”

(b) by **inserting** after Rule 51 the following new Rule 51A:

“51A. (a) Subject to paragraph (e) of this Rule 51A:

- (i) *Not more than two (2) members of the same Supported Club shall be eligible to hold office as directors of the Club;*
- (ii) *Subparagraph (i) will not apply to Supported Clubs which constitute a Supported Code and to which subparagraph (iii) will apply.*
- (iii) *Not more than two (2) members of the collective membership of those Supported Clubs which constitute a Supported Code will be eligible to hold office as directors of the Club.*

(b) *For the purposes of paragraph (a) of this Rule 51A, a person is a member of a Supported Club if they are a member, office holder or employee of the Supported Club.*

(c) *The Board of the Club will make a By-Law containing a list of the Supported Clubs and a list of those Supported Clubs constituting a Supported Code referred to in and for the purposes of paragraph (a) of this Rule 51A and may amend such By-Law from time to time by adding to or deleting from the list the names of Supported Clubs and the names of Supported Clubs constituting a Supported Code.*

(d) *Not more than two (2) members who reside within a radius of one hundred (100) metres from any point on the boundary of any land owned or occupied by the Club shall be eligible to hold office as directors of the Club.*

(e) (i) *Nothing in this Rule 51A will cause a committee or a sub committee of the Board to be a Supported Club.*

(ii) *Where a director of the Club is a patron or member of a Supported Club solely at the request of the Board then that membership shall be ignored for the purposes of paragraph (a) of this Rule 51A.*

(f) *Nothing in this Rule 51A detracts from the qualification requirements to hold office as a director in Rule 24 and Rule 24A.*

(c) by **inserting** in Rule 55 after paragraph (c) the following new paragraph (d):

“(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 51A(c).

(d) by **re-lettering** existing paragraphs “(d)”, “(e)” and “(f)” of Rule 55 as paragraphs “(e)”, “(f)” and “(g)”.

- (e) by **inserting** in Rule 56 after paragraph (h) the following new paragraph (i):

“The ballot will be determined by declaring elected the candidates who receive the highest number of votes for the positions to be filled but subject to compliance with Rule 51A(a) and Rule 51A(d).”

and by **re-lettering** existing paragraph “(i)” as paragraph “(j)”.

EXPLANATORY NOTES REGARDING FIRST SPECIAL RESOLUTION

1. If passed, the First Special Resolution will have the effect of preventing more than two members of any “Supported Club” holding office as Directors of the Club. A “Supported Club” is an organisation which receives funding or other support from the Club in excess of \$1000 or are former members of a club that has amalgamated with the Club.
2. The First Special Resolution also prevents no more than two members from what is called a ‘Supported Code’, holding office as Directors of the Club. A ‘Supported Code’ is two or more Supported Clubs that conduct, administer or represent the same generic sporting activity. For example, two Supported Clubs, one of which fields senior rugby league teams and another club which fields only junior rugby league teams would be a Supported Code. The generic sporting activity in this case is rugby league.
3. The Board of the Club will pass a by-law identifying the Supported Clubs and the Supported Codes for the purposes of these new provisions.
4. Also, the First Special Resolution prevents no more than two members who reside within a radius of 100 metres from any land owned or occupied by the Club holding office as Directors.
5. The purpose behind this amendment is to prevent the Board being dominated by particular organisations or groups which receive or have received funding or other support from the Club or, in the case of members residing within 100 metres of the Club’s boundaries, who may have issues with the Club about the Club’s proximity to their residence.
6. These amendments are in addition to the eligibility requirements to hold office as a director set out in Rules 24 and 24A of the existing Constitution.
7. Finally, the First Special Resolution creates a system whereby members nominating for election to the Board must provide to the Club a statutory declaration disclosing their residential address and their membership of any Supported Club or Supported Code.
8. The Board of the Club unanimously recommends this amendment to members and asks that they vote in favour of the First Special Resolution to give effect to it.
9. Please also read the procedural notes regarding Special Resolutions at the end of this Notice of Meeting.

SECOND SPECIAL RESOLUTION

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

That the Constitution of Western Suburbs League Club (Campbelltown) Limited be amended as follows:

- (a) by **inserting** in Rule 76 the following additional circumstances which will cause the office of a member of the Board to be immediately vacated:
- “(i) *has been convicted of an indictable offence (whether or not a conviction was actually recorded) but excluding any spent conviction within the meaning of the Criminal Records Act 1991;*
 - “(j) *has not attended any pre-nomination information session as prescribed by the Board or this Constitution;*
 - “(k) *is a director or senior manager or member of a Board committee of another registered club;*
 - “(l) *has a material personal interest in any hotel liquor licence relating to premises anywhere in Australia;*
 - “(m) *at any time has or within the previous three (3) years has had a material personal interest in any contract or arrangement for the supply of goods or services to the Club for which the Club has paid or will be obliged to pay more than ten thousand (\$10,000.00) in any twelve month period:*
 - *this can include but is not limited to being a member, officer or employee of a relevant supplier;*

- *an honorarium approved at an Annual General Meeting in respect of honorary services rendered as a Director does not count for this purpose.*

(b) **inserting** in Rule 52 the following new paragraph (c):

“(c) Notwithstanding paragraph (a) of this Rule 52, a member who is the subject of any disqualifying event referred to in paragraphs (a), (c) and (f) to (m) inclusive of Rule 76 is ineligible to be nominated for or elected or appointed to the Board.”

(c) **inserting** at the beginning of Rule 24(d) and Rule 24A(d) the words “*Subject to Rule 52 and Rule 76*”.

EXPLANATORY NOTES REGARDING SECOND SPECIAL RESOLUTION

1. If passed the Second Special Resolution will add a number of items to the list of circumstances in Rule 76 which will cause a director to vacate his or her office.
2. The Second Special Resolution will also provide that (with three exceptions) the list of disqualifying circumstances in Rule 76 will also prevent a person being eligible to be nominated, elected or appointed to office as a director.
3. These amendments are to help ensure the integrity of directors.
4. The Board will require all nominees for election to the Board to make statutory declarations to the effect that they are not disqualified from holding office by reason of any of these matters and will require existing directors to give prompt notice to the Board should they become affected by any of these matters.
5. The Board of the Club unanimously recommends this amendment to members and ask that they vote in favour of the Second Special Resolution to give effect to it.
6. Please also read the procedural notes regarding Special Resolutions at the end of this Notice of Meeting.

PROCEDURAL NOTES REGARDING SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the Meeting.
2. Please refer to the “Note To Members Regarding Voting Rights” on the first page of this Notice of Annual General Meeting for details of which members are eligible to vote on the Special Resolution.
3. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
4. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.

NOTICE OF ORDINARY RESOLUTIONS

FIRST ORDINARY RESOLUTION

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

- (i) the sponsorship of affiliated sporting clubs and members of the affiliated sporting clubs;
- (ii) presentations to members or other persons to acknowledge services deemed by the Board as being of benefit to the Club;
- (iii) sponsorship of sporting events and sports persons deemed by the Board to be of benefit to the Club and/or the community.

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

SECOND ORDINARY RESOLUTION

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

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

The members acknowledge that the benefits are not available to members generally but only to those who are directors of the Club and those members directly involved in the aforementioned activities.

THIRD ORDINARY RESOLUTION

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

- (i) The reasonable cost as approved by the Board of such Directors attending the Clubs NSW Annual General Meeting;
- (ii) The reasonable cost as approved by the Board of such Directors attending meetings of other Associations of which the Club is a member;
- (iii) The reasonable cost as approved by the Board of such Directors attending seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board from time to time;
- (iv) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- (v) The reasonable cost of Directors undertaking training as required by the Registered Clubs Act and/or Regulations or guidelines made pursuant to the Regulations.

The members acknowledge that the benefits above are not available to members generally but only for those who are Directors and those persons directly involved in the above activities.

FOURTH ORDINARY RESOLUTION

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

FIFTH ORDINARY RESOLUTION

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

SIXTH ORDINARY RESOLUTION

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

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.

EXPLANATORY NOTES REGARDING THE FIRST TO SEVENTH ORDINARY RESOLUTIONS

These notes are to be read in conjunction with the proposed Ordinary Resolutions:

1. The First Ordinary Resolution is to have the members approve a sum not exceeding \$1.7 million (plus GST) for the expenditure by the Club until the next Annual General Meeting in relation to the sponsorships, expenses and donations set out in that resolution.
2. The Second Ordinary Resolution is to have the members approve a sum not exceeding \$15,000 (plus GST) for reasonable costs and expenses related to the Directors carrying out their duties as directors of the Club.
3. The Third Ordinary Resolution is to have the members approve a sum not exceeding \$100,000 (plus GST) for the expenditure by the Club until the next Annual General Meeting for Directors to undertake training as required by law and also to attend seminars, lectures, trade displays, and other similar events including the Clubs NSW Annual General Meeting and to visit other clubs to enable the Board to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
4. The Fourth, Fifth, Sixth and Seventh Ordinary Resolutions seek the members' approval for honoraria for the services provided by the Chairman, Deputy Chairman, each Director and the Sports Ambassador.
5. Each of the Ordinary Resolutions are in the same terms in each case as passed by the members at the Annual General Meeting last year but in relation to the Fourth Ordinary Resolution the amount of the Chairman's Honorarium has been increased from \$12,000 to \$15,000 and in the case of the Fifth Ordinary Resolution, the Honorarium for the Deputy Chairman has been increased from \$10,000 to \$12,000.

PROCEDURAL NOTES REGARDING THE FIRST TO SEVENTH ORDINARY RESOLUTIONS

1. To be passed, each Ordinary Resolution requires votes from a simple majority (50%+1) of members present and voting on the resolution at the meeting.
2. The Registered Clubs Act 1976 (NSW) prohibits proxy voting at any General Meeting (including the Annual General Meeting) of the Club and at any election of the Board of Directors.
3. The Registered Clubs Act 1976 (NSW) prohibits employees who are also members from voting.

By Order of the Board of Directors.

Dated: 28/1/19



Tony Mathew B.Bus
Chief Executive Officer