

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 25 February 2018, 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 26 February 2017.
2. To receive and consider the Report of the Board of Directors.
3. To receive and consider the Report of the Chief Executive Officer.
4. To receive and consider the Financial Report, Directors Report and the Independent Auditor's Report for the year ended 31 October 2017.
5. To consider and if thought fit, pass each of the seven (7) Ordinary Resolutions set out below under the heading "Notice of Ordinary Resolutions".
6. To consider and if thought fit pass the Special Resolution set out below under the heading "Special Resolution".
7. To consider and if thought fit pass the Resolution set out below under the heading "Life Membership".
8. 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.
9. To deal with any other general business that may be dealt with at the AGM.

NOTE TO MEMBERS REGARDING 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, 12 February 2018.

ANNUAL REPORT

In accordance with the *Corporations Act*, the Annual Report of the Club for the year ended 31 October 2017, 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.

NOTE TO MEMBERS REGARDING FINANCIAL QUERIES

Members who wish to raise any queries 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 queries or requests by 19 February 2018. This will enable properly researched replies to be prepared for the benefit of Members.

NOTE TO MEMBERS REGARDING VOTING RIGHTS

The following members are entitled to vote on all resolutions at the Annual General Meeting (including the Special Resolution) and vote in the election of the Board:

Life Members, financial Club Members, financial Tennis Members and financial Golfing Members who:

- (a) have been admitted to membership of the Club **before 26 February 2017** (being the date of the Annual General Meeting in 2017); and
- (b) have been Life Members, financial Club Members, financial Tennis Members or financial Golfing Members (or any combination of those classes of membership) for at least three (3) consecutive years immediately preceding the date of this Annual General Meeting (being 25 February 2018).

Members who have been admitted to membership **after 26 February 2017** are not eligible to vote and will not be eligible until they have been members for five (5) consecutive years from the date they are admitted to membership.

NOTICE OF ORDINARY RESOLUTIONS AND SPECIAL RESOLUTION

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 \$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.

FIFTH ORDINARY RESOLUTION

That the Deputy Chairman of the Club receive an Honorarium in the sum of \$10,000 (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.

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.

SPECIAL RESOLUTION

[The 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 by deleting Rule 10(r) and re-lettering the remaining provisions of Rule 10 accordingly.

EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION

1. Rule 10(r) of the Constitution states that one of the Club's objects is:
"to establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members, and to

make payments towards insurance for any purpose, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.”

2. The Club currently receives an income tax exemption from the Australian Taxation Office (**ATO**).
3. The ATO has advised that it is prepared to extend this income tax exemption to 2020 if Rule 10(r) is deleted from the Club's Constitution.
4. Accordingly, the Special Resolution proposes to delete Rule 10(r) from the Club's Constitution so that the Club can continue to receive an income tax exemption from the ATO.
5. The deletion of Rule 10(r) will not result in any adverse consequences for the Club.

PROCEDURAL NOTES REGARDING THE SPECIAL RESOLUTION

1. To be passed, the 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.
5. The Board of the Club recommend the Special Resolution to members.

LIFE MEMBERSHIP

That pursuant to Rule 23 of the Club's Constitution, Mr Roy Warby (Membership No. 25) is 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.
2. The Board submits that Mr Roy Warby (Membership No. 25) has rendered outstanding service to the Club. Details of this service will be given to members at the meeting.
3. The Board recommends members vote in favour of the resolution to elect Mr Roy Warby as a Life member of the Club.

By Order of the Board of Directors.

Dated: 29/1/18



Tony Mathew
Chief Executive Officer