

# 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, 24th November 2024 at 11.00am.



## Business

1. To confirm the minutes of the Annual General Meeting held on Sunday, 26th November 2023.
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 2024 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, and other members of the Club as specified.
6. To consider and, if thought fit, pass a Special Resolution (First Special Resolution set out below) amending the Constitution of the Club.
7. To consider and, if thought fit, pass a Special Resolution (Second Special Resolution set out below) amending the Constitution of the Club.
8. To declare the results of the election of directors.
9. 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.

### First Special Resolution

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

- (a) **inserting** the following new definition in Rule 2:

*Liquor or Gaming Policy* means any determination or policy which may be made by the Club for the purpose of liquor or gaming harm minimisation.

- (b) **inserting** the following new Rules 9(f) and (g):

(f) Every member is bound by and must comply with the Constitution, By-laws and any Liquor or Gaming Policy of the Club.

(g) Notwithstanding any other provision of this Constitution, the Club has power 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 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

- (c) **deleting** Rule 29(a) in its entirety and **inserting** instead the following new Rule 29(a):

(a) A person whose permanent place of residence in New South Wales is such distance from the Club as specified in the Registered Clubs Act (if any) or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;

- (d) **inserting** in Rule 34 after the words "bound by the Constitution" and before the words "of the Club" the words ", By Laws and any Liquor and Gaming Policy".

- (e) **deleting** Rule 47(a) in its entirety and **inserting** instead the following new Rule 47(a):

(a) In addition to any powers under section 77 of the Liquor Act, the Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), shall have the power to remove any person, and suspend any member, from the premises of the Club:

- (i) who is intoxicated, violent, quarrelsome or indecent; or
- (ii) who vandalises or maliciously damages any of the Club's property;

- (iii) who engages in or is suspected of engaging in criminal activity;

- (iv) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;

- (v) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act.

- (vi) who hawks, peddles or sells any goods on the premises of the Club;

- (vii) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is Smoke-free.

- (viii) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or the senior employee then on duty suspects of being a prohibited drug or prohibited plant.

- (ix) whom the Secretary or the senior employee then on duty, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises.

- (x) who the Club considers necessary in order to enforce the terms of any Liquor or Gaming Policy.

- (f) **deleting** Rule 52 in its entirety and **inserting** instead the following new Rule 52:

#### **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

52. Under Section 77 of the Liquor Act, the Secretary or, subject to Rule 56, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of any of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome, threatening, aggressive or disorderly;

- (b) whose presence on any premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;

- (c) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;

- (d) who uses, or has in his or her possession, while on any premises of the Club any substance that the Secretary or the senior employee then on duty suspects of being a prohibited drug or plant;

- (e) whom the Club, under the conditions of its Club Licence, or a term of a liquor accord, is authorised or required to refuse access to any premises of the Club; or

- (f) who has been turned out of or refused entry to any other venue that is a member of the Local Liquor Accord.

- (g) **deleting** Rule 60(d)(v) in its entirety and **inserting** instead the following new Rule 60(d)(v):
- (v) *has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act or Gaming Machines Act as a director of the Club.*
- (w) **making** such other consequential amendments including updating Rule numbering and cross referencing throughout the Constitution to give effect to the amendments proposed above.

### Second Special Resolution

That the Constitution of Western Suburbs Leagues Club Illawarra Limited be amended by **deleting** from Rule 97 the number “50” and **inserting** instead the number “30”.

### 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 First Special Resolution

1. The First Special Resolution proposes several amendments to the Club’s Constitution to allow the Club to enforce its Liquor and Gaming Harm Minimisation Policies.
2. As members are likely aware, in recent years the Club Industry in NSW has been the subject of media campaigns relating to the failure to take action to protect people from suffering harm associated, particularly, with the use of gaming machines.
3. The Club has robust Liquor and Gaming Policies in place. However, without provisions enshrined in the Constitution, the options available to the Club to deal with such matters (including preventing patrons (including members) from accessing the Club), have been limited.
4. The proposed amendments seek to confer on the Club a power to implement its Liquor and Gaming Policies. Where the Club forms the view that to effectively implement either or both of those Policies and minimize harm associated with the consumption of either liquor or gaming at the Club, the Club will now have the ability to do so by preventing access to the premises without the member’s consent.
5. The proposed amendments are an important step for the Club as a good corporate and community citizen and the Special resolution is recommended by management and the Board.

**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.

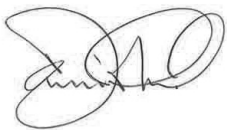
### Explanatory Message to Members regarding the Second Special Resolution

1. The Second Special Resolution proposes to reduce the quorum for general meetings (including Annual General Meetings) from 50 members to 30 members.

## 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, Intermediate 18-30 Members, Intermediate 31-35 Members, PKGC 6 Day/Clergy 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 Resolutions 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 Resolutions 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 Resolutions 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 Resolutions to the Chief Executive Officer of the Club, if possible before the meeting.

Dated 1st November 2024 by order of the Board of Directors



**DANIEL MUNK**  
CHIEF EXECUTIVE OFFER