



NOTICE OF AGM

WEST TAMWORTH LEAGUE CLUB LIMITED

ACN 001 037 832

NOTICE is hereby given of the Annual General Meeting of **WEST TAMWORTH LEAGUE CLUB LIMITED** to be held on **Tuesday 19 November 2024** commencing at **6:30pm** at the premises of the Club, 58 Phillip Street, West Tamworth, New South Wales.

AGENDA

The following business will be dealt with at the Annual General Meeting:

1. WELCOME
2. APOLOGIES
3. CONFIRMATION of the minutes of the previous Annual General Meeting held on Tuesday 28 November 2023.
4. REPORTS: To lay the Directors' Report, Auditors' Report and Financial Report for the 52-week period ended 25 June 2024 before the meeting. Please note: These reports can be viewed in PDF format on the Club's website www.wtlc.com.au or on written request to the chief executive officer – company secretary.
5. ORDINARY RESOLUTIONS: To consider and if thought fit pass **three (3)** Ordinary Resolutions.
6. SPECIAL RESOLUTIONS: To consider and if thought fit pass **two (2)** Special Resolutions.
7. DECLARATION OF DIRECTORS AND ELECTION OF OFFICE BEARERS
8. GENERAL BUSINESS (of which due notice has been given) that may be brought before the meeting in accordance with the Club's Constitution.
9. MEETING CLOSE

QUESTIONS ON THE REPORTS

Members who have questions in relation to any report referred to in Item 4 are requested to submit their questions in writing to the chief executive officer – company secretary by **5:00pm on Friday 1 November 2024**. This will allow sufficient time for information to be gathered or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.

PROCEDURAL MATTERS

1. To be passed, an Ordinary Resolution requires votes from not less than a majority (50% + 1) of those members who being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
2. To be passed, a Special Resolution requires votes 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.
3. Amendments to a Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Resolution.
4. Under the Club's Constitution only financial Full Fee, Pensioner, Tamworth RSL, Tamworth Tennis, Honorary Life and Gold Life members are eligible to vote on the Resolutions.
5. Under the Registered Clubs Act, proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
6. The Board of Directors recommends that members vote in favour of the Resolutions.

ORDINARY RESOLUTION 1

That the members hereby:

- (a) approve that the Club's Board of Directors are entitled to receive the following benefits for the twelve (12) month period preceding the 2025 Annual General Meeting:
 - (i) reasonable food and refreshments for each Director at Board or Committee meetings.
 - (ii) payment by the Club of reasonable costs or expenses of attending functions whilst representing the Club (with spouses or partners where appropriate) or in relation to such other duties including entertainment of special guests of the Club and other promotional activities as may be approved from time to time by the Board.
 - (iii) reasonable costs or expenses in relation to the professional development and education of Directors, including (but not limited to):
 - (1) attending meetings of associations of which the Club is a member or Directors are members;
 - (2) attending conferences, seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events (whether held within Australia or overseas) as may be determined by the Board from time to time;
 - (3) attending other registered Clubs or gaming venues for the purpose of observing their facilities and methods of operation;
 - (4) attending conferences and training sessions (including mandatory training) in relation to Director's roles and responsibilities under the *Registered Clubs Act 1976*, the *Corporations Act 2001* and any other relevant legislation.
 - (iv) payment by the Club for provision of associated apparel.
- (b) acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club (and their spouses or partners in the circumstances set out in paragraph (a)(ii) above).

ORDINARY RESOLUTION 1 - EXPLANATORY NOTE

1. The resolution is to have the members approve expenditure by the Club on Directors (and their spouses or partners in certain circumstances) in respect of the matters set out in the resolution.
2. Included in the resolution is the cost of Directors attending seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club.

ORDINARY RESOLUTION 2

That the members hereby approve:

- (a) payment of the following honorariums (inclusive of any superannuation guarantee levy if payable) to the Club's Directors for services as Directors for the twelve (12) month period preceding the 2024 Annual General Meeting:
 - (i) President - \$10,000;
 - (ii) Vice President - \$8500; and
 - (iii) Directors (including any Board appointed Directors) - \$5000 each.
- (b) such honorariums to be paid on a pro-rata basis if the President, Vice President or a Director only held office for part of the twelve (12) month period preceding the 2024 Annual General Meeting.

ORDINARY RESOLUTION 2 - EXPLANATORY NOTE

1. The resolution is to have the members approve honorariums for the Directors of the Club for duties to be performed by them during the twelve (12) month period preceding the 2024 Annual General Meeting.
2. The honorariums will be paid on a pro-rata basis which means that if the President, Vice President or an Ordinary Director (including a Board appointed Director) only held office for part of the year, that person will only receive a proportional part of the honorarium.

ORDINARY RESOLUTION 3

That pursuant to section 21(4) of the Gaming Machines Act, the members hereby approve the transfer of all gaming machine entitlements issued to the Club's licensed premises located at corner Napier & Roderick Street, East Tamworth NSW 2340 known as "The Courts @ East" to the Club's other premises located at 4 Kable Avenue, Tamworth NSW 2340 known as "West's Diggers".

ORDINARY RESOLUTION 3 - EXPLANATORY NOTE

1. The resolution proposes that members approve the transfer of the ten (10) entitlements issued to the Club's licensed premises, The Courts @ East to its other premises, West's Diggers.
2. Even though the Club would not be disposing of the entitlements to another club, under the Gaming Machines Act, member approval is required in certain circumstances, including when a club wishes to transfer all of its entitlements from one of its premises, regardless of where the entitlements are transferred to.
3. Even though the Club is retaining the assets, the Gaming Machines Act still requires member approval as the entitlements will be transferred from one licensed premises of the Club to another.

SPECIAL RESOLUTION 1

That the Constitution of West Tamworth League Club Ltd be amended by:

- (a) **inserting** the following new Rule 2(e)
"A reference to a notice in writing includes a notice sent electronically or notification of the notice being available being sent electronically".
- (b) **inserting** the following new Rule 15(g)
Notwithstanding any other provision of the Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of alcohol) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has the power to:
- (i) *implement house policies for the responsible service of alcohol and the responsible conduct of gambling;*
 - (ii) *include in those policies measures to assist in the harm minimisation objects;*
 - (iii) *take steps to enforce those policies;*
 - (iv) *without limiting the generality of Rule 15(g)(iii) include in those policies provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies and the provisions of Rules 43 to 47 inclusive shall not apply to any such exclusion.*
- (c) **deleting** Rule 55D and **renumbering** Rule 55E as Rule 55D.
- (d) **deleting** from Rule 91 the word and figure "twenty (20)" and in its place **inserting** the word and figure "ten (10)".
- (e) **deleting** Rule 104 to 105B inclusive and **inserting** the following new Rules:
- 104 A notice may be given by the Club to any member either:
- (a) personally;
 - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (c) by sending it by any electronic means;
 - (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or
 - (e) by any other method permitted by the Corporations Act.
- 105 Where a notice is sent by post to a member in accordance with Rule 104(a), the notice shall be deemed to have been received by the member on the day following that on which the notice was posted.
- 105A Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.
- 105B Where a member is notified of a notice in accordance with Rule 104(d), the notice is taken to have been received on the day following that on which the notification was sent.
- 105C If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.

SPECIAL RESOLUTION 1 - EXPLANATORY NOTES

1. The Special Resolution proposes five (5) amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act.
2. **Paragraph (a)** confirms that notices in writing can be given electronically.
3. **Paragraph (b)** inserts new provisions which refer to the Club's responsible service of alcohol policy and responsible conduct of gambling policy and provides that the Club can take action to enforce those policies, including removing persons from the premises, and denying them access to the premises. This reflects a proactive approach to harm minimisation.
4. **Paragraph (c)** proposes to remove an additional eligibility requirement in relation to nominating for and being elected or appointed to the Board.
5. **Paragraph (d)** proposes to reduce the quorum of general meetings and annual general meetings from twenty (20) to ten (10).
6. Over recent years, it is becoming increasingly difficult to achieve a quorum for annual general meetings and general meetings. If a quorum is not achieved at the meeting, it is necessary to adjourn the meeting for another week. The Board is proposing this amendment to ensure that meetings can proceed on the due date.
7. A quorum is only the minimum number of members that need to attend. If more members wish to attend, of course they would be admitted to the meeting.
8. **Paragraph (e)** updates the Rules in relation to giving notices to members to reflect the current provision of the Corporations Act.

SPECIAL RESOLUTION 2

That the members hereby approve Denis Dewhurst member no. 8 be admitted as an Honorary Life member of West Tamworth League Club Limited.

SPECIAL RESOLUTION 2 - EXPLANATORY NOTE

1. A Honorary Life member shall be any member who has rendered long or meritorious service to the Club or for any other commendable reason.
2. Honorary Life membership may only be conferred at a general meeting.
3. A proposal from Grant Dewhurst member no. 4261 and Tony Dewhurst member no. 6752 nominating Denis Dewhurst for Honorary Life membership was received on 13 August 2024.
4. The nomination was approved by the Board of Directors on 29 August 2024.
5. A Honorary Life member is relieved from the payment of any annual subscription.

DATED: 29 August 2024
BY direction of the Board



Rod Laing
Chief Executive Officer – Company Secretary