

NOTICE OF AGM

WEST TAMWORTH LEAGUE CLUB LIMITED (A Company Limited by Guarantee) ACN 001 037 832

NOTICE is hereby given of the 65th Annual General Meeting of **WEST TAMWORTH LEAGUE CLUB LIMITED** to be held at the premises of the club, 58 Phillip Street, West Tamworth, New South Wales on **Tuesday 25 November 2025** commencing at **6:30pm**.

The West Tamworth League Club Limited Annual Report for 2024-2025 is available on the club website www.wtlc.com.au/important-documents.

BUSINESS

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 of 19 November 2024.
4. PRESIDENT'S REPORT
5. CHIEF EXECUTIVE OFFICER'S REPORT
6. REPORTS: To lay the 64th Annual Report and Financial Statements (Directors' Report, Financial Statements and Directors' Declaration, Independent Auditors' Report) before the meeting.
7. ORDINARY RESOLUTIONS: To consider and if thought fit pass **two (2)** Ordinary Resolutions.
8. SPECIAL RESOLUTIONS: To consider and if thought fit pass **one (1)** Special Resolution.
9. DECLARATION OF DIRECTORS AND ELECTION OF OFFICE BEARERS
10. GENERAL BUSINESS (of which due notice has been given) that may be brought before the meeting in accordance with the club's Constitution.

QUESTIONS ON THE REPORTS

Members who have questions in relation to any report referred to in Item 6 are requested to submit their questions in writing to the chief executive officer – company secretary by **5:00pm** on **Friday 7 November 2025**. 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. Amendments to the 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.
3. To be passed, the 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.
4. Under Rule 33 of 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 Special Resolution as it will keep the club's Constitution current with relevant legislation, and best practices of registered clubs.

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 2026 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 2025 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 2025 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 2025 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.

SPECIAL RESOLUTION 1

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

- (a) **deleting** wherever occurring in the Constitution:
 - the words "*not a financial member*" and inserting the words "*a Non-financial member*".
 - the words "*subscription*" and "*annual subscription*" and inserting the words "*Annual Subscription*".
- (b) **inserting** into Rule 3(a) the following new definitions in alphabetical order:

"AML/CTF Act" means the *Anti-Money Laundering and Counter Terrorism Financing Act 2006*. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.

"Annual Subscription" means such amount (if any) determined by the board as the annual subscription for each class of membership of the club for the purposes of section 30(2B) of the *Registered Clubs Act*.

"Director Identification Number" means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the club.

"financial" and **"financial member"** means a member who has renewed their membership by the relevant due date and/or has paid any annual subscription, levy or other payments owing to the club.

"Liquor or Gaming Policy" means any determination or policy made by the club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.

"Non-financial member" means a member who has not renewed their membership or paid all joining fees, subscriptions, levies and other payments to the club by the relevant due dates.

"Quarter" means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.
- (c) **deleting** Rule 3(b) and renumbering the remainder of the Rule.
- (d) **inserting** after Rule 14 the following new Rule 14A:

14A. A copy of the Constitution of the club shall be supplied to a member on request being made to the secretary of the club, and if demanded by the secretary from that member, on payment of any fee that may be prescribed by the Act.
- (e) **deleting** Rule 16(g) and inserting the following new Rules 16(g) to (i):
 - (g) **Under the AML/CTF Act the club:**
 - (a) is a reporting entity;
 - (b) provides a designated service to its members and patrons;
 - (c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the club, to verify the member or patrons' identity; and
 - (d) may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.

- (h) In Rule 16(g) “enhanced due diligence” means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron’s transactions within the club.
- (i) Notwithstanding any other provision of this Constitution, the club has power to implement and enforce:
 - (a) its obligations under the AML/CTF Act; and
 - (b) any Liquor or Gaming Policy, which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the club and the provisions of Rules 43 to 47 inclusive and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.
- (f) **deleting** from Rule 27(b) the words “and address”.
- (g) **deleting** from Rule 29 the words “within six weeks from the date of the nomination form being given to the secretary or should that person’s application for membership be refused (whichever is the sooner)”.
- (h) **inserting** the following new Rule 30(c):
 - (c) The secretary or senior employee then on duty may refuse a provisional member admission to the club’s premises or 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.
- (i) **deleting** Rule 32(a) and inserting the following new Rule 32(a):
 - (a) Any visitor whose permanent place of residence in New South Wales is not less than such distance as may be determined from time to time by the board by By-law pursuant to this Constitution.
- (j) **inserting** the following new Rule 44(c):
 - (c) Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the club.
- (k) **inserting** the following new Rule 60(b)(vii) and **renumbering** the existing provisions accordingly:
 - (vii) the use of social media and other forms of electronic communication relating to the club by members and guests of members;
- (l) **deleting** Rule 62 and inserting the following new Rule 62:

62. The board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the board shall meet whenever it deems it necessary but at least once in each quarter for the transaction of business.
- (m) **deleting** Rule 71 and inserting the following new Rule 71:

71. A meeting of the board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.
- (n) **inserting** the following new Rule 72(c):
 - (c) If the board reasonably determines that a director has a material personal interest in a matter and the director does not comply with this Rule 72(a):
 - (i) the director’s failure will constitute conduct prejudicial to the interests of the club and may be the subject of disciplinary proceedings; and
 - (ii) the board may remove or have removed, the director from any board meeting while the matter is being considered.
- (o) **deleting** Rule 76D(b).
- (p) **deleting** Rule 78 and inserting the following new Rule 78:

78. The office of a member of the board shall automatically be vacated if the person holding that office:

 - (a) dies;
 - (b) if the person is disqualified for any reason referred to in Section 206B of the Act.
 - (c) if, for the purposes of Rule 55A, the person fails to complete the mandatory training requirements for directors referred to in Rule 55A within the prescribed period referred to in Rule 55A (unless exempted).
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (e) is absent from meetings of the board for a continuous period of ninety (90) days (calculated from the last meeting of the board attended) without leave of absence from the board and the board resolves that the office be vacated.
 - (f) by notice in writing resigns from office as a director.
 - (g) becomes prohibited from being a member of the board by reason of any order or declaration made under the Act, Registered Clubs Act, or the Liquor Act.
 - (h) ceases to be a member of the club.
 - (i) becomes an employee of the club.
 - (j) becomes a contractor or a director, secretary, employee or a business owner of a contractor.
 - (k) was not eligible to stand for or be elected or appointed to the board.
 - (l) ceases to hold the necessary qualifications to be elected or appointed to the board.
 - (m) is convicted of an indictable offence (unless no conviction is recorded).
 - (n) is not a non-financial member of the club.
 - (o) is found guilty of a disciplinary charge and suspended from membership of the club for a period of three (3) months or more.
 - (p) does not hold a Director Identification Number (unless exempted from doing so).
- (q) **inserting** after Rule 91 the following new Rule 91A:

91A. (a) Despite Rules 91, the board of the club may, by resolution, elect any individual present (including a non-member of the club) to chair a general meeting of the club (or any part of it).

(b) A person elected under Rule 91A(a) who is not a member of the club is not entitled to vote at the general meeting.
- (r) **inserting** the following new Rule 110:

110. For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.
- (s) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

SPECIAL RESOLUTION 1 - EXPLANATORY NOTE

1. The Special Resolution proposes a series of amendments to the club's Constitution to bring it into line with best practice and the requirements of the *Corporations Act 2001*, *Registered Clubs Act 1976* and *Anti-Money Laundering and Counter-Terrorism Financing Act 2006*.
2. Paragraph (a) makes a wording change throughout the Constitution.
3. Paragraphs (b) and (c) insert and give effect to new definitions of terms used in the Constitution.
4. Paragraph (d) inserts a new Rule reflecting the Corporations Act.
5. Paragraph (e) is a new Rule necessary to ensure that the club can effectively comply with its legal obligations under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML/CTF Act)* and related regulatory frameworks.

As a registered club, the club is considered a “**reporting entity**” under the AML/CTF Act, as it provides certain designated services such as gaming and financial transactions to members and patrons. Under this legislation, the club is subject to strict regulatory obligations, including the need to:

- **Verify the identity** of members and patrons engaging in relevant transactions;
- **Conduct “enhanced due diligence”** in higher-risk situations, such as large or unusual transactions;
- **Monitor and report suspicious activities** to AUSTRAC (Australian Transaction Reports and Analysis Centre);
- **Implement and enforce internal compliance procedures**, including restrictions on access to the club's premises.

The proposed amendment:

- Clarifies the club's status and responsibilities under the AML/CTF framework;
- Provides transparency and certainty to members and patrons that the club may need to request additional personal information or undertake enhanced due diligence in certain cases;
- Confirms the club's power to take appropriate action, including restricting access to the premises, to comply with AML/CTF and relevant Liquor or Gaming policies;
- Ensures the club can act swiftly and lawfully, where necessary, without being constrained by other provisions of the Constitution (e.g. disciplinary processes under Rule 47 and 47B), which may not be appropriate or practical in such regulatory contexts.

These amendments are both protective and proactive. They safeguard the club from regulatory risk and potential penalties, while reinforcing the club's commitment to responsible conduct and compliance with national and state laws.

6. Paragraph (f) removes words from Rule 27(b) following amendments to the Registered Clubs Act.
7. Paragraphs (g) and (h) remove the time limit of 6 weeks for determining a nomination for membership. This is because the board is now required to meet only quarterly and confirms that provisional members can be refused admission and their membership terminated.
8. Paragraph (i) amends the existing Rule 32(a) to reflect recent changes to the Registered Clubs Act which removed the requirement for temporary members to live beyond 5km from the club. The club had a 10km radius but that is deleted.
9. Paragraphs (j) and (k) are intended to address the growing use and impact of social media and electronic communication, and to ensure that all members and their guests uphold standards of conduct that support the reputation, integrity, and operational stability of the club. Under these new Rules, any use of social media or electronic communication by a member or their guest that is negative or can be reasonably construed as negative toward the club — including its facilities, services, employees, officers, members or strategies — will be deemed conduct prejudicial to the interests of the club.

These amendments are important for the following reasons:

- **Protecting the club's reputation:** Negative or disparaging comments made online can spread rapidly and damage the club's standing in the community, its relationships with stakeholders, and its ability to attract and retain members.
- **Supporting staff and member wellbeing:** Public or semi-public criticism of staff or other members can cause unnecessary distress, undermine morale, and create a hostile environment that is inconsistent with the club's values and objectives.
- **Reinforcing member responsibilities:** Membership in the club carries with it certain privileges and responsibilities. These Rules ensure that members and their guests understand the importance of expressing concerns or feedback through appropriate internal channels rather than through public forums.
- **Modernising the Constitution:** The inclusion of these Rules bring the club's Constitution into alignment with contemporary standards of governance and conduct, recognising the potential real-world impact of online behaviour on the club, its employees and members.

Importantly, this rule does not prevent members from raising genuine concerns with management or the board. Rather, it encourages such matters to be dealt with constructively and respectfully through the appropriate internal processes.

10. Paragraph (l) and (m) insert the definition of ‘quarter’ in relation to board meetings to reflect amendments to the Registered Clubs Act and to update the basis on which technology can be used to conduct board meetings to reflect amendments to the Corporations Act.
11. Paragraph (n) proposes a new Rule 72(c) which seeks to ensure that directors of the club act in the best interests of the club at all times and comply with their legal and ethical obligations when dealing with matters in which they may have a material personal interest. The Rule allows the board to take appropriate action where a director fails to disclose such an interest or participate improperly in related decisions. In particular:
 - (a) A failure to comply with the Rule may be treated as conduct prejudicial to the interests of the club, which can lead to disciplinary action; and
 - (b) The board may remove the director from meetings where the relevant matter is being discussed to ensure transparency and protect the integrity of decision-making.

This safeguard promotes accountability, protects the club from conflicts of interest, and aligns with directors' duties under the law. It is a key governance measure to maintain members' trust and confidence in the board's operations.

12. Paragraph (p) updates the grounds upon which the office of a director will be vacated and reflects amendments to the Registered Clubs Act, Corporations Act and industry best practice.
13. Paragraph (q) inserts a new Rule 91A which reflects the Corporations Act and allows the board to elect any person to chair a meeting of the club.
14. Paragraph (r) includes a provision allowing a special resolution passed by the members to satisfy section 246B of the Corporations Act.
15. Paragraph (s) permits any necessary amendments to be made following the amendments to the Rule including those required to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

Summary

The proposed amendments are intended to modernise the Constitution, ensure legal compliance, and strengthen governance, while preserving the rights of members of the club.

DATED: 30 September 2025
BY direction of the Board



Rod Laing
Chief Executive Officer – Company Secretary