

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, 23rd November 2025 at 11:00am.



Business

1. To confirm the minutes of the Annual General Meeting held on Sunday, 24th November 2024.
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 2025 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, senior card holding and other members of the Club as specified.
6. To consider and, if thought fit, pass a Life Member Resolution (set out below) conferring Life membership on a Leagues member of the Club.
7. To consider and, if thought fit, pass a 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 travelling 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.

Life Member Resolution:

That, in accordance with Rule 26 of the Club's Constitution, Mr Trevor Castle, Leagues Member (number: 1), having been a member of the Club for 37 continuous years, having been the President of the Club for 24 continuous years and having rendered long and meritorious service to the Club during that period, be elected to Life Membership of the Club.

Special Resolution:

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

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

"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.
- (b) **inserting** into the definition of "Liquor or Gaming Policy" the words "implementing and/or enforcing" between the words "purpose of" and "liquor or gaming harm minimisation".
- (c) **inserting** the following new Rules 9(g) to (i):
 - (g) *Under the AML/CTF Act, the Club:*
 - (i) *is a reporting entity;*
 - (ii) *provides a designated service to its members and patrons;*
 - (iii) *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*
 - (iv) *may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.*
 - (h) *In Rule 9(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:*

- (i) *its obligations under the AML/CTF Act; and*
- (ii) *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 Rule 20 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

- (d) **deleting** Rule 29(a) and inserting the following new Rule 29(a):
 - (a) *A person whose permanent place of residence in New South Wales is not less than such distance from the Club as may be determined from time to time by the Board by By-law pursuant to this Constitution;*
- (e) **deleting** Rule 30(d) and inserting the following new Rule 30(d):
 - (d) *The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may at any time refuse a Temporary member admission to the Club, remove a Temporary member from the premises of the Club at any time and/or terminate the membership of any Temporary member at any time without notice and without being required to give reason.*
- (f) **deleting** Rule 46 and inserting the following new Rules 46, 46A and 46B:

DISCIPLINARY PROCEEDINGS

- 46. *If a member refuses or neglects to comply with any of the provisions of the Constitution of the Club or the By-laws thereof or be in the opinion of the Board or the Board's duly constituted disciplinary committee (as referred to in Rule 49 below), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board or the disciplinary committee, guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board or the disciplinary committee shall have power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of members.*
- 46A. *Any use of any social media or other electronic communication by a member or their guest that is or can be construed by the Club as:*
 - (a) *negative about the Club or any of its facilities, amenities, services, strategies, employees, officers, members or guests of the Club, will be conduct prejudicial to the interests of the Club; or*
 - (b) *impinging or intruding upon the privacy of any employees, officers, members or guests of the Club, will be conduct unbecoming a member of the Club.*

46B. The following procedure shall apply to disciplinary proceedings of the Club:

- (a) Such member shall be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to the charge.
- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
- (c) The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines. In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under this Constitution, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Secretary no later than two (2) days before the meeting. Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge - the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to understand the charge and to represent themselves before the Board in the context of the Club as a social and sporting club. The Board may delegate the power to deal with an application for consent for representation by either a general delegation or by a delegation in relation to a specific charge. The Board is not obliged to consider or Rule on an application for consent to representation prior to the commencement of the meeting at which the charge is to be heard. The member is not entitled to representation in relation to the consideration of the application for consent.
- (d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.

- (e) After the Board has considered all the evidence put by the member, it may, in its absolute discretion:
 - (i) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) dismiss the member from the Board meeting to further consider all of the evidence relating to the charge against the member and further consider the member's guilt in relation to the charge. A decision under this paragraph as to the member's guilt, must be made within seven days of the date of the Board or Disciplinary Committee meeting at which the charge against the member was considered.
- (f) Once the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - (i) in the case of a decision under paragraph (e)(i) of this Rule, inform the member, of the Board's decision; or
 - (ii) in the case of a decision under paragraph (e)(ii) of this Rule, inform the member, of the Board's decision in writing within seven days of the date of the decision of the Board.
- (g) Where the member charged has been found guilty, the member must be given an opportunity to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty. In the case of a charge being dealt with in accordance with paragraphs (e)(ii) and (f)(ii) of this Rule, the members submissions on penalty must be made in writing to the Board and received by the Club within 14 days of the date of the decision in writing referred to in paragraph (f)(ii) of this Rule.
- (h) The Board may, in its absolute discretion, after considering submissions in relation to the penalty appropriate to the charge from the member:
 - (i) advise the member immediately of the Board's decision as to penalty; or
 - (ii) advise the member of the Board's decision as to penalty in writing within seven days of the date of the meeting of the Board or Disciplinary Committee.
- (i) The voting by the members of the Board or disciplinary committee present at such meeting shall be by secret ballot if requested by any member of the Board or disciplinary committee, and no resolution by the Board or disciplinary committee to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board or disciplinary committee present vote in favour of such resolution.
- (j) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board or disciplinary committee shall not be required to assign any reason for its decision.

- (k) *The Secretary shall not vote but may assist the Board or disciplinary committee in its deliberations.*
- (l) *Unless a court or tribunal determines otherwise, disciplinary proceedings (including without limitation, the outcome of disciplinary proceedings) shall not be invalidated or voided if the procedure set out in Rule 46 is not strictly complied with.*
- (m) *In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board or disciplinary committee shall have power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board or disciplinary committee on a member shall be notified in writing to that member.*
- (n) *Any member suspended pursuant to paragraphs (a) and (m) of this Rule shall during the period of such suspension not be entitled to:*
 - (i) *attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or*
 - (ii) *participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;*
 - (iii) *attend or vote at any meeting of the Club or any Sub club;*
 - (iv) *nominate or be elected or appointed to the Board or any committee of a Sub club;*
 - (v) *vote in the election of the Board or any committee of a Sub club;*
 - (vi) *propose, second or nominate any person for membership of the Club;*
 - (vii) *propose, second or nominate any eligible member for any office of the Club or any Sub club;*
 - (viii) *propose, second or nominate any eligible member for Life membership.*
- (o) *Any member suspended pursuant to paragraphs (a) and (m) of this Rule shall, for two (2) years following the next Annual General Meeting at which a declaration of the election of directors is to be made, not be entitled nominate or be elected or appointed to the Board or any committee of a Sub club.*
- (g) **inserting** the following new Rule 63(b)(x) and renumbering the remainder of the Rule accordingly:
 - (x) *the use of social media and other forms of electronic communication relating to the Club by members and guests of members;*
- (h) **deleting** Rule 80B and inserting the following new Rule 80B:

80B. 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.
- (i) **inserting** the following new Rule 81(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 Rule 81(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 the Board meeting while the matter is being considered.*
- (j) **inserting** after Rule 120 the following new Rule 120A:

120A. 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.
- (k) **making** such other consequential amendments including updating Rule numbering and cross referencing throughout the Constitution to give effect to the amendments proposed above.

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 that have been conferred on Life members of the Club for a number of years at the AGM. The Board believes that such benefits are fitting for conferral on Life members of the Club.

Explanatory Message to Members regarding the Life Member Resolution

In July 2025, Mr Russell Hayes, Leagues Member (number: 8) and Mr Mark Carberry, Leagues Member (number: 6) presented to the Board for recommendation, a written nomination for Mr Castle to be elected as a Life member of the Club.

The Board considered the nomination at the July Board meeting and resolved to accept the recommendation and to put the Life Member Resolution set out above, to the members for consideration at the Annual General Meeting of the Club in November 2025.

By way of background, the nominee for Life Membership, Mr Trevor Castle, joined the Club as a Leagues Member on 17 February 1988. Mr Castle has been a continuous member of the Club for 37 years since that time. Mr Castle has also been a director of the Club for 26 years, holding office as the President of the Club for 24 years during that period and has been instrumental in working with his fellow directors to return the Club to its current trading position.

The Board commends the Life Member Resolution to the members.

Explanatory Message to Members regarding the Special Resolution

1. The Board has conducted a review of the Club's Constitution to ensure that it reflects current legal requirements, good governance practice, and the operational needs of the Club.
2. 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.
3. In particular, the new definition of AML/CTF Act and Rules 9(g) to (i) are 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.
4. 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.

5. The amendment proposed to Rule 29(a) is to reflect recent changes to the Registered Clubs Act which removed the '5km rule' for people wishing to use the Club as temporary members.
6. The amendment to Rule 30(d) clarifies that the Secretary, or in the Secretary's absence a senior employee of the Club on duty, may at any time refuse a Temporary member admission to the Club, remove a Temporary member from the premises of the Club at any time and/or terminate the membership of any Temporary member at any time without notice and without being required to give reason. This is consistent with industry best practice.
7. Importantly the new Rule 22.1A and the amendments proposed to Rule 30.18(h) 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.
8. Under these new Rules 46A and 63(b)(x), 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** and any use of social media impinging or intruding upon the privacy of any employee, officers, members or guests of the Club, will be conduct unbecoming a member 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.

- **Protecting privacy:** Employees, officer, members and guests attending the Club are entitled to privacy and prohibiting the use of social media to disclose that people are in attendance at the Club or engaging in certain activities at the Club is paramount to that right to privacy.
- **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.

9. The amendment to Rule 80A allows the Board to conduct meetings using any technology available provided it gives those in attendance a reasonable opportunity to participate in the meeting and vote. This reflects amendments to the Corporations Act.
10. The insertion of Rule 81(c) allows the Board to requires a director who the Board considers has a material personal interest in a matter to leave the meeting and confers a right to exercise disciplinary powers in respect of that director if he or she does not make the relevant declarations.
11. Rule 120A provides that the passing of a special resolution by the members in general meeting will satisfy the requirements of section 246B of the Corporations Act.

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.

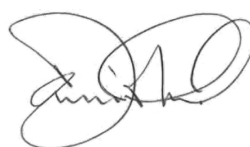
Members are encouraged to read the amended Constitution in full before voting and to contact the Club if they have any questions about the proposed changes.

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.

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 and Intermediate 18-30 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 and the Life Member Resolution.
2. All Life Members and financial Leagues Members only (except employees of the Club) are entitled to vote on the Special Resolution 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 Life Member Resolution must receive votes in its favour from not less than two-thirds (66.6%) of those members who being eligible to do so, vote in person at the meeting.
5. To be passed, the Special Resolution 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.
6. Members should read the proposed Ordinary Resolutions, Life Member Resolution and Special Resolution and the Explanatory Message to Members which explains the nature and effect of each resolution.
7. 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.
8. Members of the Club, who are employees of the Club, cannot vote at the meeting.
9. Proxy Votes are not allowed under the Registered Clubs Act 1976.
10. Please direct any question or concerns about the Ordinary Resolutions, Life Member Resolution or Special Resolution to the Chief Executive Officer of the Club, if possible before the meeting.

Dated: 31 October 2025 by order of the Board of Directors



DANIEL MUNK
CHIEF EXECUTIVE OFFER