

WEST HQ LIMITED

(ACN 000 842 375)

2021 NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of West HQ Limited (ACN 000 842 375) (**West HQ**) will be held at West HQ's premises at 33 Railway Street, Rooty Hill, New South Wales on **Tuesday 18 May 2021 commencing at 6.00pm.**

BUSINESS

1. To receive and confirm the minutes of the Annual General Meeting held on 16 July 2020.
2. To receive and consider the following:
 - (a) The Financial Statements for the financial year ending 31 December 2020;
 - (b) The Directors' Report for the financial year ending 31 December 2020; and
 - (c) The Auditor's Report on the Financial Statements for the financial year ending 31 December 2020.
3. Ordinary Resolutions regarding Directors' benefits
4. Special Resolutions 1 and 2 for the purpose of amending West HQ's Constitution.
5. For the purposes of clause 4(4) of the *Registered Clubs Regulation 2015*, the Chairperson will give notice of expressions of interest in an amalgamation along with any unsolicited merger offers received by West HQ in the previous 12 months.
6. To discuss any matters of general interest which may be admitted for discussion at the discretion of the Chairperson (Note: Members are requested to submit any matters to the Chief Executive Officer, if possible, seven (7) days before the Annual General Meeting to allow for any necessary research, otherwise a detailed reply may not be able to be given at the Annual General Meeting.

By order of the Board of Directors

Richard J. Errington
CHIEF EXECUTIVE OFFICER

Dated: 15 April 2021

ENTERTAINMENT / FITNESS / LIFESTYLE / ACCOMMODATION

West HQ Limited, 33 Railway Street, Rooty Hill, NSW 2766 / ACN 000 842 375
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ORDINARY RESOLUTIONS

GENERAL NOTES REGARDING THE ORDINARY RESOLUTIONS

1. Under Rule 23 of West HQ's Constitution, subject to Rule 9(a) financial RSL Members shall be the only members of West HQ entitled to vote at Annual General Meetings or General Meetings of members provided that financial Associate Members shall be entitled to vote for the election of the Board, but not with respect to any other resolution with the exception of item 8.
2. Under Rule 5, the Constitution of West HQ is subject to the *Corporations Act 2001* (**Corporations Act**) and the *Registered Clubs Act 1976* (**Registered Clubs Act**). To the extent that any provision in the Constitution is inconsistent with mandatory provisions of these Acts or might prevent West HQ being registered under these Acts, those provisions will be inoperative and have no effect.
3. At least 50% plus one (a simple majority) of those members present and voting in favour of an Ordinary Resolution is required for it to be passed.
4. Each Ordinary Resolution must be considered as a whole and cannot be amended in substance by motions from the floor of the meeting, such as where that amendment negates the effect of a resolution.
5. Under section 10 of the Registered Clubs Act, benefits can only be provided to directors and certain members that are not offered equally to all full members of West HQ, if approved by the members. Ordinary Resolutions 1 and 2 are put to the members for approval under that section the Act.
6. Under section 10(6)(b) of the Registered Clubs Act, honorariums may be paid to directors if approved by ordinary resolution of the members. Ordinary Resolution 3 is put to the members for approval under that section of the Act.
7. The Ordinary Resolutions must be considered and voted on separately.
8. Directors Benefits are voted on by all members entitled to vote for the election

of the Board (Associate and RSL Members).

9. Only RSL Members can vote on the election of a Life Member and appointment of an Auditor.
10. Employees of West HQ are prohibited from voting under the Registered Clubs Act and Rule 9(a) of the Constitution of West HQ.
11. Proxy voting is prohibited under the Registered Clubs Act.
12. The Board recommends that the members vote in favour of the Ordinary Resolutions.

ITEM 3. ORDINARY RESOLUTIONS REGARDING DIRECTORS' BENEFITS

ORDINARY RESOLUTION 1

That pursuant to the *Registered Clubs Act 1976* (NSW):

- a) The members hereby approve expenditure by West HQ in a sum not exceeding \$80,000 plus GST and benefits until the next Annual General Meeting of West HQ for the following expenses:
 - i) Reasonable expenses incurred by Directors in traveling by their private or public transport to and from Directors' meetings, or other duties associated with West HQ business, either within West HQ or elsewhere, as approved by the Board.
 - ii) Reasonable cost of meal and beverages for each Director and Partner associated with the Director's attendance at Board or Community meetings and other West HQ duties, as approved by the Board.
 - iii) Reasonable expenses incurred by Directors either within West HQ or elsewhere in relation to such duties, including entertainment of guests of West HQ and promotional activities as approved by the Board.
 - iv) Reasonable expenditure on food and beverages for Directors and Partners, where appropriate, at functions to represent West HQ on official business and such expenditure is approved at the next Board meeting.

- v) Reasonable expenses for attendance of Directors and Partners, where appropriate, at functions to represent West HQ as approved by the Board.
 - vi) Reasonable expenses on a pre-Christmas dinner for Directors and Partners.
 - vii) Reasonable expenditure for clothing indicative of their position as a Director.
 - viii) Reasonable access by Directors and Partners to entertainment held at West HQ for the purposes of West HQ business.
 - ix) Provide and maintain electronic devices to perform their role as a Director.
 - x) That the bar in West HQ Boardroom and Bio Box is available for the Directors and that all beverages and refreshments in the Boardroom and Bio Box are at the expense of West HQ when dealing with West HQ business.
 - xi) The reasonable expenses incurred in relation to providing a wake for departed members in circumstances which the Board, in its discretion, determines are special and significant to West HQ.
 - xii) That each director be allotted to a designated parking place in the car park.
- b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those who are Directors of West HQ and those persons directly involved in the above activities.

ORDINARY RESOLUTION 2

That pursuant to the *Registered Clubs Act 1976* (NSW):

- a) The members hereby approve expenditure by West HQ in a sum not exceeding \$80,000 plus GST for the professional development and education of Directors until the next Annual General Meeting including:
 - i) The reasonable cost of Directors and Partners attending ClubsNSW Annual General Meeting and Conference, to represent West HQ.

- ii) The reasonable cost of Directors attending meetings of other Associations.
 - iii) The reasonable cost of Directors attending other Registered Clubs for the purpose of viewing and assessing facilities and methods of operation, as approved by the Board.
 - iv) The reasonable cost of Directors attending seminars, lectures, trade displays, organized study tours, fact-finding tours, and other similar events, in Australia or overseas as may be determined by the Board from time-to-time for the benefit of the future prosperity of West HQ and its members.
- b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those who are Directors of West HQ and those persons directly involved in the above activities.

ORDINARY RESOLUTION 3

For the purposes of section 10(6)(b) of the Registered Clubs Act, in recognition of their services as members of the Board of Directors, the following honorariums (inclusive of Superannuation Guarantee Levy) are granted in respect of the period up to next the Annual General Meeting of West HQ, payable in instalments and intervals to be determined by the Board:

- a) That the Chairperson of West HQ receives an Honorarium in the sum of \$17,500.
- b) That the Vice Chairperson of West HQ receives an Honorarium in the sum of \$15,000.
- c) The other Directors of West HQ each receive an Honorarium in the sum of \$12,500.

SPECIAL RESOLUTIONS

GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS

1. Any member may obtain a copy of the Constitution of West HQ from the Customer Service desk on request.
2. Under Rule 96, the Constitution can only be amended by a Special Resolution. Under Rules 26 and 96, only RSL Members (and Life Members who were RSL Members immediately before becoming Life Members) are entitled to vote on a special resolution to

amend the Constitution. At least 75% of those members present and entitled to vote in favour of a Special Resolution is required for it to be passed.

3. Each Special Resolution must be considered as a whole and cannot be amended in substance by motions from the floor of the meeting.
4. The Special Resolutions must be considered and voted on separately.
5. Employees of West HQ are prohibited from voting under the Registered Clubs Act.
6. Proxy voting is prohibited under the Registered Clubs Act.
7. The Board recommends that the members vote in favour of the Special Resolutions.

ITEM 4. NOTICE OF SPECIAL RESOLUTIONS FOR AMENDMENT TO CONSTITUTION

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 1

1. This Special Resolution would allow Associate Members to vote on Life membership resolutions. Presently, only RSL Members may vote on Life membership resolutions.
2. All other existing voting rights financial RSL Members and financial Associate Members will be unaffected if Special Resolution 1 is passed.

SPECIAL RESOLUTION 1

That the Constitution of West HQ Limited is amended by deleting rule 23 and inserting instead the following new rule 23:

"23 Subject to Rule 9(a), any other provision of this Constitution and the requirements of the Registered Clubs Act or any other law:

- a) *financial RSL Members shall be entitled to vote for the election of the Board and to vote on all matters at Annual General Meetings or General Meetings of members; and*
- b) *financial Associate Members shall be entitled to vote for the election of the Board and to vote on Life membership resolutions under Rule 26, but not with respect to any other resolution."*

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 2

1. Section 41C of the Registered Clubs Act now refers to the Registered Clubs Accountability Code contained in schedule 2 of the *Registered Clubs Regulation 2015 (Accountability Code)*. The Accountability Code contains a range of accountability requirements to be met by registered Clubs, including their officers.
2. Existing rule 64 refers to section 41C only in respect of a director's disclosure of an interest in a contract. However, the Accountability Code contains a wider range of matters requiring disclosure.
3. If Special Resolution 2 is passed, rule 64 will refer to the Accountability Code requirements more generally.

SPECIAL RESOLUTION 2

That the Constitution of West HQ Limited is amended by deleting rule 64 and inserting instead the following new rule 64:

"64 A director is subject to the requirements of section 41C of the Registered Clubs Act and the Registered Clubs Accountability Code contained in Schedule 2 of the Registered West Clubs Regulation 2015 (NSW)."

By order of the Board of Directors

Richard J. Errington
CHIEF EXECUTIVE OFFICER

Dated: 15 April 2021