

WEST HQ LIMITED (ACN 000 842 375)

2022 NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of West HQ Limited (ACN 000 842 375) (**Club**) will be held at the Club's premises at 33 Railway Street, Rooty Hill, New South Wales on **Tuesday 17 May 2022 at 6.00pm**.

BUSINESS

1. To receive and confirm the minutes of the Annual General Meeting held on 18 May 2021.
2. To receive and consider the following:
 - (a) The Financial Statements for the financial year ending 31 December 2021;
 - (b) The Directors' Report for the financial year ending 31 December 2021; and
 - (c) The Auditor's Report on the Financial Statements for the financial year ending 31 December 2021.
3. Ordinary Resolutions regarding Directors' benefits.
4. Ordinary Resolutions for the election of Members to Life membership.
5. Special Resolutions for the purpose of amending the Club's Constitution.
6. 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 the Club in the previous 12 months.
7. To declare the results of the 2022 election of the Board.
8. Call for Nomination(s) for one (1) RSL Ordinary Director vacancy on the Board.
9. 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: 20 April 2022.

ORDINARY RESOLUTIONS

GENERAL NOTES REGARDING THE ORDINARY RESOLUTIONS

1. Under Rule 23 of the Club's Constitution, subject to Rule 9(a) financial RSL Members shall be the only members of the Club 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 and to vote on Life membership resolutions, but not with respect to any other resolution with the exception of item 8.
2. Under Rule 5, the Constitution of the Club 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 the Club 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 favor 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 the Club, 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 and Associate Members can vote on the election of a Life Member.
10. Employees of the Club are prohibited from voting under the Registered Clubs Act and Rule 9(a) of the Constitution of the Club.
11. Proxy voting is prohibited under the Registered Clubs Act.
12. The Board recommends that the members vote in favor 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 the Club in a sum not exceeding \$80,000 plus GST and benefits until the next Annual General Meeting of the Club 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 Club business, either within the Club 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 Club duties, as approved by the Board.

- iii: Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such duties, including entertainment of guests of the Club 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 the Club 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 the Club 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 the Club for the purposes of Club business.
 - ix: Provide and maintain electronic devices to perform their role as a Director.
 - x: That the bar in the Club 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 the Club when dealing with Club 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 the Club.
 - 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 the Club 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 the Club 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 the ClubsNSW Annual General Meeting and Conference, to represent the Club.
 - 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 the Club 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 the Club 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 are granted in respect of the period up to next the Annual General Meeting of the Club, payable in installments and intervals to be determined by the Board:

- (a) That the Chairperson of the Club receives an Honorarium in the sum of \$20,000 (inclusive of Superannuation Guarantee Levy).
- (b) That the Vice Chairperson of the Club receives an Honorarium in the sum of \$17,500 (inclusive of Superannuation Guarantee Levy).
- (c) Those other Directors of the Club each receive an Honorarium in the sum of \$15,000 (inclusive of Superannuation Guarantee Levy).

ITEM 4. ORDINARY RESOLUTIONS FOR THE ELECTION OF A MEMBER TO LIFE MEMBERSHIP

ORDINARY RESOLUTION 4

'That pursuant to Rule 26 of the Constitution of the Club, Mr Dennis Dewhurst (Membership number **291**) be elected as a Life Member of the Club.'

ORDINARY RESOLUTION 5

'That pursuant to Rule 26 of the Constitution of the Club, Mr Cresencio Pilao (Membership number **8131**) be elected as a Life Member of the Club.'

SPECIAL RESOLUTIONS

GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS

1. Any member may obtain a copy of the Constitution of the Club from the Club office 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. The Special Resolution must be considered as a whole and cannot be amended in substance by motions from the floor of the meeting.
4. Employees of the Club are prohibited from voting under the Registered Clubs Act.
5. Proxy voting is prohibited under the Registered Clubs Act.
6. The Board recommends that the members vote in favour of the Special Resolution.

ITEM 5. NOTICE OF SPECIAL RESOLUTION FOR AMENDMENT TO CONSTITUTION

EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION 1

Rules 35(b) and 40 of the Club's Constitution

1. The Registered Clubs Act was recently amended including as follows:
 - (a) former section 30(1)(j) of the Registered Clubs Act has been repealed. This removes the minimum annual subscription of \$2 per annum for Ordinary members of a registered club;
 - (b) section 30(2)(a) of the Registered Clubs Act no longer requires the address of a new applicant for membership of a registered club to be displayed on the registered club's notice board. Only the person's name has to be displayed.
2. The proposed changes to rules 35(b) and 40 are to make those rules consistent with the recent changes made to the Registered Clubs Act.
3. Rule 35(b) currently requires an applicant for Full membership to have their address exhibited on the Club's notice board. The proposed change to this rule will no longer require an applicant for Full membership to have their address place on the Club's notice board.
4. Rule 40 of the Club's Constitution currently refers to the minimum subscription payable by Ordinary Members as \$2 per annum or such other minimum prescribed by the Registered Clubs Act. Proposed new rule 40 will exclude reference to the \$2 per annum as a minimum subscription and simply allows a minimum subscription to be allocated if the Registered Clubs Act prescribes it in future years.

SPECIAL RESOLUTION 1

That the Constitution of West HQ Limited (**Club**) is amended by:

- In rule 35(b), deleting the words "and address" before the words "of the candidate to be exhibited in a conspicuous place" so that rule 35(b) will read as follows:

"(b) The application form shall be lodged with the Secretary of the Club, together with the entrance fee, (if any), and the first annual subscription. The Secretary shall cause the name of the candidate to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the proposal of a person for election and their election."
- Deleting rule 40 and inserting instead the following new rule 40:

"40 The entrance fees and subscriptions or payments payable by members of the Club shall be as such the Board may from time to time prescribe provided that the annual subscription payable by Ordinary Members shall not be less than an amount as may be prescribed by the Registered Clubs Act."

EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION 2

Rules 47(a)7 and 47(a)(8) of the Club's Constitution

5. Rule 47 of the Club's Constitution deals with circumstances when the Club's Secretary/CEO or delegated employee may require a person to leave the Club's premises or may immediately suspend the membership of a member. Among those circumstances are:
 - (a) exclusion from the Club's premises pursuant to the terms which may be imposed on the Club's liquor licence or pursuant to the terms of a local liquor accord; or
 - (b) exclusion from the Club's premises pursuant to a banning order under the Liquor Act. A banning order can be obtained by among others, the Club or the Commissioner of Police.
6. Existing rule 47(a)(7) incorrectly refers to section 76A(1) of the Liquor Act regarding local liquor accords. The rule should refer to both section 134 (regarding local liquor accords) and 136D (regarding community event or precinct liquor accords) pursuant to which certain persons can be excluded from the Club's premises. The proposed change to rule 47(a)(7) is to make it consistent with those legislative provisions.
7. Existing rule 47(a)(8) incorrectly refers to section 77 of the Liquor Act regarding banning orders. However, banning orders are made under section 78 of the Liquor Act. The proposed change to rule 47(a)(8) is to correct this error.

SPECIAL RESOLUTION 2

That the Constitution of West HQ Limited (**Club**) is amended by:

- In rule 47(a)(7):
 - replacing the words and numbers "Section 76A(1)" with the words and numbers "section 134 or section 136D of the Liquor Act" and
 - adding the words "community event or precinct liquor accord" after the words "local liquor accord,"

so that rule 47(a)(7) will read as follows:

"(7) whom the Club, under the conditions of its Club Licence, or a term (of the kind referred to in section 134 or section 136D of the Liquor Act) of a local liquor accord, community event or precinct liquor accord is authorised or required to refuse access to the Club; or"

- In rule 47(a)(8), replacing the reference to number "77" with a reference to the number "78" so that rule 47(a)(8) will read as follows:

"(8) whose presence on the premises of the Club will be in breach of a requirement or exclusion under the Liquor Act including a self exclusion agreement under section 76 of the Liquor Act or a banning order under section 78 of the Liquor Act."

EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION 3

Rule 50(a) of the Club's Constitution

8. Existing rule 50(a) is divided into sub-paragraphs/sub-rules (i) and (ii). The first sub-rule provides that up to conclusion of the 2022 Annual General Meeting, there shall be 8 RSL Directors and 1 Associate Director on the Board. The second sub-rule provides that after the conclusion of the 2022 Annual General Meeting, there shall be 7 RSL Directors and 2 Associate Directors on the Board. Each sub-rule also prescribes that the Chairperson and Vice-Chairperson shall be RSL Directors.
9. Proposed new rule 50(a) simply removes the requirements of the first sub-rule in existing rule 50(a) as it will no longer be relevant after the conclusion of the 2022 Annual General Meeting. The new rule 50(a) is consistent with the existing rule 50(a)(ii) of the Constitution.

SPECIAL RESOLUTION 3

That the Constitution of West HQ Limited (**Club**) is amended by:

- Deleting rule 50(a) and inserting instead the following new rule 50(a):

"50 (a) The business of the Club and custody of its funds and property shall be managed by a Board of nine (9) Directors, consisting of seven (7) RSL Directors and two (2) Associate Directors of the Club, on and from the conclusion of the 2022 Annual General Meeting. The seven (7) RSL Directors of the Board shall, at all times consist of a Chairperson, Vice-Chairperson and five (5) Ordinary Directors."

By Order of the Board
Richard Errington
Chief Executive Officer

20 April 2022