

FOR THE YEAR ENDED 31 JANUARY 2022

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# **PRESIDENT & CEO REPORTS**

## **NOTICE OF ANNUAL GENERAL MEETING**

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WESTERN SUBURBS (N'CLE) LEAGUES CLUB LIMITED ACN 000 973 919



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# PRESIDENT'S REPORT

On behalf of the Board of Directors, I am happy to report that the year ended 31 January 2022 was another successful year for The Wests Group.

I would like to thank my fellow Directors for their support and guidance throughout the year and congratulate Philip and his management team for their efforts in delivering another strong financial result, especially when you consider mask enforcement rules applied from 26 June 2021, with mandated closures of all our businesses from 5 August to 11 October.

The Board would also like to thank our employees for their friendly and dedicated service in a year of constant upheaval and uncertainty.

The Wests Group's importance as a major economic contributor to our region is significant. We have also been able to support many organisations. Below is a list of those supported during the year:

Autism Australia (ASPECT)

Calvary Mater Newcastle

Hospital Auxiliary

Cancer Patients Foundation

Cerebral Palsy Alliance

Clontarf Foundation

Cultural Choice Association

Got Your Back Sista

Greater Port Stephens Dragon Boat Club

Hunter Breast Cancer Foundation

Hunter Melanoma Foundation (HMF)

Jenny's Place

Lifeline Direct Hunter Central Coast

Mark Hughes Foundation

Nelson Bay RSL Sub Branch

Newcastle Rugby League

Northern NSW Helicopter Rescue  
Service Limited

Northern Settlement Services

Nova for Women and Children

OzHarvest

PCYC NSW

Port Stephens

Family & Neighbourhood Services

Prostate Survival Alliance Inc

Road Safety Education Limited

Salvation Army

Soul Café

Starlight Children's Foundation

Tomaree Neighbourhood Centre

Variety the Children's Charity NSW/ACT

Vision Australia

Westpac Rescue Helicopter Service

Youth Off the Streets Limited

The completion of the Knights Centre of Excellence was a major achievement. My thanks go to all concerned. The facilities provided will be beneficial to all Knights players, coaches and administrators.

My thanks go to the dedicated people involved in the successful running of the intra clubs that are supported by The Wests Group.

On behalf of the Board, I would like to thank all members and guests for their continued support and patronage during a trading year that was interrupted by ongoing COVID-19 regulations.

Owen Kilpatrick  
President

# CHIEF EXECUTIVE OFFICER'S REPORT

It is a pleasure to present the 31/01/2022 accounts.

Our desire to get through 2021 unaffected by COVID was not to be. 2021 was more adversely affected by COVID than 2020, with no JobKeeper and the NRL getting relocated to Queensland for most of the season.

This again tested our ability to be flexible and resilient in the face of severe adversity. Lockdowns and the outbreak of Omicron in December had a massive impact on Club trading in 2021. From the moment that mask wearing became compulsory, Club trading slumped. To record a net profit after tax for the year of 19.4 million dollars is truly amazing. To record a net profit after tax for the two COVID years (the most difficult for Hospitality since the 2nd World War) of 40.5 million dollars was something I could not even dream about when I stood in front of all the Wests and Knights staff in 2020 to tell them the Government had mandated the closure of all of our businesses indefinitely without (at that stage) any support to staff or business. The darkest day of my professional career.

The turnaround from locking all our doors that day in March to where we sit today requires me to thank a lot of people. Firstly the Board, truly the most capable Board in the Club Industry and professional sport in Australia, as attested by these results. To Chair Owen Kilpatrick, Wayne Hore, Geoff Coburn, John McLaughlin, Rob Darcy, Katie Brassil and John Campion, I know I speak for

all members in thanking you for your guidance, support and level-headed decision making over what has been a hellish two years.

My Executive team and staff who, through lockdowns, mask mandates and COVID isolations proved we have the best people in the Industry working for The Wests Group. Thank you for turning up every day with a smile on your face and a passion for service that sets Wests apart from its competitors.

Our Knights' results again put us firmly in the top 4 for financial performance in the NRL. We have achieved that every year since we took over the Knights. A feat everyone associated with The Wests Group is very proud of. On the field the Knights made the Semi's for the second year in a row, the first time since 2004. These results could not have been achieved without the support of the best fans in the NRL and the following sponsors:



The future of The Wests Group and the Knights has never looked brighter.

You will see a lot of refurbishing work and new soft furnishings across the Group in 2022 as we catch up on work that could not be carried out due to COVID.

I would ask any member who has a question about my report or the accounts (accounts are available to Wests members via personalised link

or by sending an email request to [privacyofficer@westsnewcastle.com.au](mailto:privacyofficer@westsnewcastle.com.au)) to put your question in writing at least seven days before the AGM so we can thoroughly research your questions and provide a detailed response.

Philip Gardner  
Chief Executive Officer



## REVIEW OF OPERATIONS

All segments of the business have posted a revenue and net profit result for the Group as below:

	SEGMENT REVENUES (\$'000)		SEGMENT RESULTS (\$'000)	
	2022	2021	2022	2021
Licensed Club	<b>95,327</b>	108,082	<b>6,205</b>	10,682
Hotel	<b>19,861</b>	20,420	<b>3,229</b>	3,935
Football Operations	<b>36,856</b>	28,685	<b>9,962</b>	6,537
	<b>152,044</b>	157,187	<b>19,396</b>	21,154
Profit from ordinary activities before related income tax expense			<b>19,396</b>	21,154

## CORE & NON-CORE PROPERTY

Pursuant to Section 41J(2) of the Registered Clubs Act for the financial year ended 31 January 2022, the following land and buildings are considered to be non-core property with all other land and buildings being core property:

6 Bavin Road, Broadmeadow	76 Shoal Bay Road, Nelson Bay
73 Hobart Road, New Lambton	90 Shoal Bay Road, Nelson Bay
79 Hobart Road, New Lambton	71 Achilles Street, Nelson Bay
80 Hobart Road, New Lambton	73 Achilles Street, Nelson Bay
82 Hobart Road, New Lambton	91 Achilles Street, Nelson Bay
84 Hobart Road, New Lambton	26 Corlette Point Road, Corlette
98 Hobart Road, New Lambton	11 Merewether Street, Cardiff
94 Hobart Road, New Lambton	16 Merewether Street, Cardiff
92 Hobart Road, New Lambton	14 Munibung Road, Cardiff
7 Rugby Road, New Lambton	16 Munibung Road, Cardiff
9 Rugby Road, New Lambton	18 Munibung Road, Cardiff
10 Rugby Road, New Lambton	27 Lachlan Road, Cardiff
41 Thalaba Road, New Lambton	309 King Street, Newcastle
1A Tauranga Road, New Lambton	36 Union Street, Newcastle
286 Lambton Road, New Lambton	42 Union Street, Newcastle
70 Shoal Bay Road, Nelson Bay	32 Industrial Drive, Mayfield
72 Shoal Bay Road, Nelson Bay	

# WESTERN SUBURBS (N'CLE) LEAGUES CLUB LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE Annual General Meeting of the Western Suburbs (N'cle) Leagues Club Limited is to be held in the Marble Bar, 88 Hobart Road New Lambton premises on the 29th day of May 2022 at the hour 9.30am.

The Financial Accounts can be viewed in PDF format on the Club's website at [mywests.com.au/wests-group/annualgeneralmeeting2022](http://mywests.com.au/wests-group/annualgeneralmeeting2022) or by application from the Company Secretary.

### BUSINESS:

1. To confirm the Minutes of the previous Annual General Meeting held 30th May 2021.
2. To consider and adopt the Annual Reports.
3. Declaration of the result of the ballot (if any) for the election of Directors.
4. **To consider**, and, if thought fit, to pass the following resolution with such amendment, if any, as shall be determined at the meeting, as an **Ordinary Resolution**:

### ORDINARY RESOLUTION 1

"That pursuant to the Registered Clubs Act 1976, as amended, the members hereby approve and agree to the members of the Board and Officers of the Club, during the period preceding the next Annual General Meeting, receiving the following benefits and the members further acknowledge that the benefits outlined in subparagraphs (a) to (e) are not available to members equally, but only to those members who are elected to the Board of Directors or are Officers of the Club:

(a) reasonable meals and refreshments for each Director in conjunction with each Board or Committee meeting;

(b) reasonable expenses incurred by Directors in travelling by either private or public transport, to and from Directors meetings or other duly constituted Committee Meetings, either within the Club or elsewhere – as approved by the Board from time to time, on the production of invoices, receipts or other proper documentary evidence of such expenditure;

(c) reasonable costs or expenses in relation to the professional development and education of Directors and Officers of the Club including:

(i) attending meetings of associations

of which the Club is a member or Directors and Officers of the Club are members;

(ii) attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;

(iii) attending other registered clubs or gaming venues for the purpose of observing their facilities and methods of operation;

(iv) attending conferences and training sessions in relation to their roles and responsibilities under the Registered Clubs Act, the Corporations Act 2001 and any other relevant legislation;

(d) reasonable costs or expenses of attending functions or above events whilst representing the Club, with partners where appropriate;

(e) reasonable costs or expenses in relation to such other duties including entertainment of guests of the Club and other promotional activities including Newcastle Knights events as approved by the Board;

(f) the provision of specially reserved parking spaces at the Club for Directors' and Club Officers' use when attending the Club."

#### EXPLANATORY NOTE

Pursuant to the requirements of the Registered Clubs Act, 1976 the Club is required at each Annual General Meeting to have approved by ordinary resolution, the benefits to be provided to the Directors and Officers of the Club. The benefits, which are provided, are the standard benefits to have been provided to Directors and Officers of the Club over a number of years. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act.

To be passed, Ordinary Resolution 1 must receive a simple majority of votes in its favour from those members who are entitled to do so and who vote in person at the meeting.

The Board recommends Ordinary Resolution 1 to the meeting.

5 **To consider**, and, if thought fit, to pass the following resolution with such amendment, if any, as shall be determined at the meeting, as an **Ordinary Resolution**:

#### ORDINARY RESOLUTION 2

"That pursuant to the Registered Clubs Act 1976, as amended, the members hereby approve and agree to the members of the Board and Officers of the Club, during the period preceding the

next Annual General Meeting, receiving the following benefits and the members further acknowledge that the benefits outlined are not available to members equally, but only to those members who are elected to the Board of Directors or are Officers of the Club:

The costs or expenses in relation to:

- (i) sponsorship of sub clubs;
- (ii) attending presentations to members or other persons acknowledging services deemed by the Directors and Officers of the Club to be of benefit to the Club and/or the community;
- (iii) attending sporting matches, functions, corporate box activities, promotions, dinners, events or official functions with partners and guests whilst representing the Club in its corporate capacity as owners of the Newcastle Knights or pursuant to any sponsorship arrangement or other similar arrangement to a value not exceeding \$150,000 being on an arm's length basis."

#### EXPLANATORY NOTE

Pursuant to the requirements of the Registered Clubs Act, 1976 the Club is required at each Annual General Meeting to have approved by ordinary resolution, the benefits to be provided to the Directors and Officers of the Club.

Ordinary Resolution 2 deals with the benefits, which are provided as part of corporate/community activities by the Club. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act.

To be passed, Ordinary Resolution 2 must receive a simple majority of votes in its favour from those members who are entitled to do so and who vote in person at the meeting.

The Board recommends Ordinary Resolution 2 to the meeting.

The Club conducts its business in the commercial world. From time to time, as a result of the Club engaging in corporate activities including sponsorships, or ancillary to the Club's commercial dealings with trade suppliers and service providers, the Club may become entitled to benefits. The benefits may take the form of invitations to functions, events, sporting matches, dinners or other forms of benefits. The members acknowledge that it is not appropriate in every case to make the benefits available equally to all members. The members acknowledge that it is appropriate for the Board to determine which benefits should be offered to the members equally, and which benefits should be offered to persons who are in the best position to represent the Club in its corporate

capacity. Accordingly, the members acknowledge that the Board and Officers of the Club may receive benefits which are not offered equally to all members.

6 **To consider**, and, if thought fit, to pass the following resolution with such amendment, if any, as shall be determined at the meeting, as an **Ordinary Resolution**:

#### **ORDINARY RESOLUTION 3**

Approval of Honoraria for Directors for the year 2021/2022.

"That pursuant to the Registered Clubs Act 1976, as amended, the members hereby approve and agree to the members of the Board during the period preceding the next Annual General Meeting receiving Honoraria for the positions named and for the sums referred to below in respect of services rendered to the Club and the members further acknowledge that the Honoraria are not available to members equally but only those members who are elected to the Board of Directors of the Club:

- (i) \$50,000 to the President;
- (ii) \$35,000 to each other Director."

#### **EXPLANATORY NOTE**

Pursuant to the requirements of the Registered Clubs Act, 1976 the Club

is required to have the honoraria for Directors approved by the members at the Annual General Meeting. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act.

To be passed, Ordinary Resolution 3 must receive a simple majority of votes in its favour from those members who are entitled to do so and who vote in person at the meeting.

The Board recommends Ordinary Resolution 3 to the meeting.

7 **To consider**, and, if thought fit, to pass the following resolution with such amendment, if any, as shall be determined at the meeting, as an

#### **Ordinary Resolution:**

#### **ORDINARY RESOLUTION 4**

"(1) That, subject to paragraph (2), KPMG to be appointed as the Auditor of Western Suburbs (N'CLE) Leagues Club Limited ("the Club") with effect from the end of the Annual General Meeting held in 2022.

(2) Paragraph 1 shall not have any force or effect unless before it is passed the Australian Securities and Investments Commission has approved the resignation of PWC from the position of auditor of the Club and PWC has

given written notice to the Club of its resignation as auditor."

#### **EXPLANATORY NOTE**

1. As members may be aware, an audit of the Club is conducted after the end of each financial year. For a number of years, these auditing services have been performed by PWC, a registered auditor.
2. The Board wish to appoint KPMG as the auditor of the Club.
3. Accordingly, the ordinary resolution above has been included as part of the business of the Annual General Meeting to satisfy the requirements of the ASIC.
4. To change auditor:
  - (a) the existing auditor PWC must apply to the Australian Securities and Investments Commission ("ASIC") for consent to resign as auditor;
  - (b) the ASIC must give its consent to the proposed resignation;
  - (c) the current auditor must then give written notice to the Club of its resignation as auditor;
  - (d) the members in general meeting must vote on the appointment of a new auditor.
5. An application will shortly be lodged with the ASIC to receive the consent of the ASIC for the resignation of PWC as

the Club's auditor.

6. If the consent of the ASIC referred to above is refused or is not forthcoming before the meeting or if the Club does not receive written notice of the resignation before the meeting, the Ordinary Resolution above will not be voted on.

7. To be passed the Ordinary Resolution requires votes from a simple majority of votes (that is 50% plus one) from those members who being eligible to do so vote in person at the meeting.

8. Attached to this notice is a copy of the nomination of KPMG to be the auditor of the Club as required by the Corporations Act.

9. The consent in writing of KPMG to be the auditor of the Club if appointed has been received by the Club.

8 **To consider**, and, if thought fit, to pass the following resolution with such amendment, if any, as shall be determined at the meeting, as a

**Special Resolution:**

**SPECIAL RESOLUTION 1**

That the Constitution of Western Suburbs (N'cle) Leagues Club Limited be amended by:

- (a) **inserting** the following new Articles 5(b) (v) and (vi):

*"(v) Perpetual Club Members*

*Persons who are over the age of 18 years and have been admitted to membership of the Club as Perpetual Club Members or have been transferred to the class of Perpetual Club Members from another class of membership.*

*(vi) 10 Year Pensioner Members*

*Persons who are over the age of 18 years who are in receipt of a pension and have been admitted to membership as 10 Year Pensioner Members or, with and subject to the approval of the Board, have transferred thereto from some other class of membership."*

- (b) **inserting** the following new

Article 12A:

*"12A. Unless otherwise determined by the Board and subject to this Constitution, membership of the Club shall automatically renew each year, provided that 10 Year Pensioner members must renew their membership on the tenth anniversary of their admission to that category of membership."*

- (c) **deleting** from Article 28 the words "including Club members who have transferred to Pensioner membership" and **inserting** the words "Perpetual Club

members, Pensioner members and 10 Year Pensioner members".

- (d) **inserting** the following new Article 45B:

*"45B. The Board of Directors may from time to time and its absolute discretion provide Perpetual Club members and 10 Year Pensioner members with membership vouchers which are not offered or otherwise made available to members in the other classes of Ordinary membership of the Club. The amount of the vouchers shall be determined by the Board in its absolute discretion. This provision constitutes an ongoing authorisation for the purposes of section 10(1)(i) and section 10(6A) of the Registered Clubs Act."*

**EXPLANATORY NOTE**

1. Special Resolution 1 proposes to amend the Club's Constitution to:
- (a) formally introduce two (2) new categories of membership into the Club's Constitution; and
  - (b) allow the Board to provide membership vouchers to Perpetual Club members and 10 Year Pensioner members which may not be made available to other categories of membership;
  - (c) allow for the automatic renewal of memberships.



## **NEW MEMBERSHIP CATEGORIES**

2. Special Resolution 1 proposes to formally incorporate Perpetual Club membership and 10 Year Pensioner membership as new categories of membership.

3. The Club proposes to formally introduce Perpetual Club membership and 10 Year Pensioner membership as new categories of membership of the Club in the Club's Constitution for the following reasons:

(a) The Registered Clubs Act previously required clubs to charge a minimum annual subscription of two dollars (\$2) for all members (excluding Honorary Life members).

(b) The Registered Clubs Act no longer requires clubs to charge an annual subscription for membership.

(c) The Club proposes to have categories of membership where an annual subscription is payable (Perpetual Club membership and 10 Year Pensioner membership) and categories of membership where an annual subscription may or may not be payable (Club membership and Pensioner membership).

(d) The Board will determine whether or not annual subscriptions are payable by some or all categories

of membership on annual basis.

However, for the 2022-2023 membership year, the Board has determined that an annual subscription will be payable for Perpetual Club membership and 10 Year Pensioner membership, but no annual subscription will be payable for Club membership and Pensioner membership.

(e) Perpetual Club members and Club members will have the rights and privileges which are currently afforded to Club members (that is, full membership rights subject to the restrictions contained in the Constitution).

(f) The only difference between Perpetual Club membership and Club membership is that the Club may provide membership vouchers to Perpetual Club members which are not also provided to Club members.

(g) 10 Year Pensioner members and Pensioner members will have the same rights and privileges which are currently afforded to Pensioner members (that is, full membership rights subject to the restrictions contained in the Constitution).

(h) The only difference between 10 Year Pensioner membership

and Pensioner membership is that the Club may provide membership vouchers to 10 Year Pensioner members which are not also provided to Pensioner members.

4. Accordingly, if Special Resolution 1 is passed, Perpetual Club membership and 10 Year Pensioner membership will be incorporated into the Club's Constitution as categories of membership of the Club.

## **MEMBERSHIP VOUCHERS**

5. The Registered Clubs Act provides that the Club cannot provide benefits (including membership vouchers) to some but not all members unless members have authorised the Club to do so.

6. Special Resolution 1 proposes for members to authorise the Club to provide membership vouchers to Perpetual Club members and 10 Year Pensioner members which are not available to other members.

7. The effect of Special Resolution 1 is that the Club could provide:

(a) all members with membership vouchers; and

(b) only Perpetual Club members and 10 Year Pensioner members with membership vouchers;

(c) additional membership vouchers

to Perpetual Club members and 10 Year Pensioner members (for example, the Club could provide a membership voucher to all members but a further voucher only to Perpetual Club members and 10 Year Pensioner members).

#### **AUTOMATIC RENEWAL OF MEMBERSHIP**

8. The renewal of membership currently requires members to complete and deliver a renewal form to the Club each year. This process is cumbersome for the Club and its members.

9. Accordingly, Special Resolution 1 proposes to introduce a system where memberships automatically renew each year.

10. Accordingly, if Special Resolution 1 is passed and unless otherwise determined the Board, memberships will automatically renew each year but 10 Year Pensioner members will need to renew their membership on the tenth anniversary of their admission to 10 Year Pensioner membership.

9 **To consider**, and, if thought fit, to pass the following resolution with such amendment, if any, as shall be determined at the meeting, as a

#### **Special Resolution:**

#### **SPECIAL RESOLUTION 2**

That the Constitution of Western Suburbs (N'cle) Leagues Club Limited be amended by:

(a) **deleting** the definition of "Financial member" in Article 1 and inserting the following new definition:

*"Financial member" means a member who has paid all joining fees, subscriptions, levies and other payments (if any) to the Club by the relevant due dates."*

(b) **inserting** into Article 5(b) the words "and subject to sub paragraph (e) below" after the words "determined by the Board".

(c) **inserting** into Article 5(e) the words "A Provisional member is not an Ordinary member of the Club" before the words "A Provisional member shall be entitled to".

(d) **deleting** Article 5(h).

(e) **inserting** the following new Article 6A:

*"6A. For the purposes of section 17AC of the Registered Clubs Act, persons admitted to membership of the Club pursuant to the amalgamation between the Club and:*

*(a) Nelson Bay RSL Memorial Club Limited shall be identified in the*

*Club's register of members as "Nelson Bay RSL members"; and*

*(b) THCL2 shall be identified in the Club's register of members as "THCL2 members";*

*(c) THCL3 shall be identified in the Club's register of members as "THCL3 members".*

(f) **deleting** from Article 10 the words "and addresses".

(g) **deleting** Articles 13 to 16 inclusive and **inserting** the following new Articles 13 to 16A inclusive:

*"13. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.*

*14. In accordance with the Registered Clubs Act, the Board may from time to time determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance or for more than one (1) year in advance.*

*15. Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription (if any) as determined by the Board from time to time.*

*16. All joining fees, subscriptions, levies*

and other payments (if any) shall be due and payable on a date or dates determined by the Board.

16A. Any person who has not paid their joining fee, subscription, levy or other payment (if any):

- (a) by the due date shall cease to be entitled to the privileges of membership of the Club; and
- (b) within one (1) month after the due date shall cease to be a member of the Club."

(h) **deleting** from Article 29 the words "in each calendar month (hereinafter called the "Regular Monthly Meeting")" and **inserting** the words "per quarter (as defined in the Registered Clubs Act)".

(i) **inserting** the following new Articles 30A to 30C inclusive:

"30A. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw their consent within a reasonable period before the meeting.

30B. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may

consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

30C. A member shall not be entitled to be elected or appointed to the Board if the member does not have a Director Identification Number on the date of their proposed election or appointment to the Board".

(j) **inserting** the following new Article 32(g):

"(g) If the director does not hold a Director Identification Number (unless exempted from doing so).

(h) If the director was not eligible to nominate for or be elected or appointed to the Board."

(k) **inserting** at the beginning of Articles 35 and 50 the words

"Subject to any restrictions contained in this Constitution".

(l) **inserting** into Rule 37(a) the words

"Subject to any further restrictions contained in this Constitution" before the words "a member is ineligible to".

(m) **inserting** the following new Articles 58A and 58B:

"58A. In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):

- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and/or

- (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;

- (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.

58B. If there is any inconsistency between Article 58A and any other provision of this Constitution, Article 58A shall prevail to the extent of that inconsistency."

(n) **deleting** from Rule 64(e) the words "and occupations" and **inserting** the word, "and" between the words, "names addresses" and **inserting** the



words, “,where applicable,” before the words, “a record showing”.

(o) **deleting** from Article 68(c) the words “nominated by” and **inserting** the word “of”.

(p) **deleting** Rule 68(d) and **inserting** the following new Rule 68(d):

*“(d) by sending the member sufficient information (either electronically or in physical form) to allow the member to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member’s residential address containing instructions on how to access the notice”.*

(q) **deleting** Rule 69 and **inserting** the following new Rule 69:

*“69. Intentionally Deleted”*

(r) **deleting** Article 70 and **inserting** the following new Article 70:

*“70. Where a notice is personally given to a member in accordance with Article 68(a), the notice is received on the day that the member is given the notice.”*

(s) **deleting** from Article 71 the words “by electronic means” and **inserting** the words “to a member in accordance with Articles 68(b) and (c)”.

(t) **deleting** Article 72 and **inserting** the following new Article 72:

*“72. Where a notice is sent to a member in accordance with Rule 68(d), the notice is taken to be given on the day following that on which the Club provided the member with the relevant information to access the notice electronically”.*

(u) **replacing** all gender specific terminology where it appears in the Constitution with gender neutral terminology.

#### EXPLANATORY NOTE

1. Special Resolution 2 proposes amendments to the Club’s Constitution to bring it into line with best practice and the requirements of the Corporations Act and the Registered Clubs Act.

2. **Paragraph (a)** amends the definition of “Financial member”.

3. **Paragraphs (b) and (c)** clarify that a Provisional member is not a “full member” of the Club. In this regard, the Registered Clubs Act provides that a Provisional member is an applicant for membership who is awaiting a decision from the Club as to whether they have been accepted to membership and consequently, they are not a “full member” of the Club.

4. **Paragraphs (d) and (e)** amend existing provisions relating to the

admission of membership from clubs which the Club has previously amalgamated with. These amendments have no practical impact on those members.

5. **Paragraph (f)** amends existing provisions relating to the procedure for admission to membership of the Club to bring the Constitution into line with the Registered Clubs Act.

6. **Paragraph (g)** amends existing provisions relating to annual subscriptions to bring the Constitution into line with the Registered Clubs Act.

7. **Paragraph (h)** amends existing provisions relating to board meetings to bring the Constitution into line with the Registered Clubs Act.

8. **Paragraph (i)** clarifies that, in accordance with the Corporations Act:

(a) a board meeting may be called and held using technology (for example, by using Zoom); and

(b) a board resolution can be passed without the need for a formal board meeting (for example, a board resolution could be passed by all directors confirming by reply email that they approve the proposed resolution);

(c) a member cannot be elected or appointed to the board if they do not

have a Director Identification Number on the proposed date of their election or appointment to the Board.

9. **Paragraph (j)** amends existing provisions relating to the circumstances in which vacancies arise on the Board to bring the Constitution into line with best practice and the Corporations Act.

10. **Paragraphs (k) and (l)** clarify that the rights of financial members to nominate members for election to the Board, attend and vote at general meetings (including Annual General Meetings) and vote in a ballot are subject to the restrictions contained in the Constitution.

11. **Paragraph (m)** clarifies that, in accordance with the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):

- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or
- (b) hold a meeting at which all or

some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;

(c) allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.

12. **Paragraph (n)** amends existing provisions relating to the register of members to bring the Constitution into line with the Registered Clubs Act.

13. **Paragraphs (o) to (t) inclusive** amend existing provisions relating to the sending of notices to members to bring the Constitution into line with the Corporations Act and Registered Clubs Act.

14. **Paragraph (u)** replaces gender specific terminology in the Club's Constitution with gender neutral terminology (for example, terms such as "he" and "her" will be replaced with the term "the member"). These amendments will not have a practical effect on members.

## **PROCEDURAL MATTERS FOR THE SPECIAL RESOLUTIONS**

- To be passed, a Special Resolution must receive votes in its favour 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.
- Only Honorary Life members, financial General members, financial Club members and financial Pensioner members can vote on the Special Resolutions.
- Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
- The Board of the Club recommends the Special Resolutions to members.

10 **ANY OTHER BUSINESS** (of which due notice has been given) that may be brought before the meeting in accordance with the rules of the Club.

## **ANNUAL REPORT**

A copy of the Wests Annual Report will be available from 9.00am, 29 April 2022 on the following URL; **mywests.com.au/wests-group/annualgeneralmeeting2022**, or by sending an email request to [privacyofficer@westsnewcastle.com.au](mailto:privacyofficer@westsnewcastle.com.au)

DATED: 31st March 2022

BY Direction of the Board

P Gardner

Chief Executive Officer –  
Company Secretary

Directors:

O. Kilpatrick

W. Hore

G. Coburn

J. McLaughlin

R. Darcy

K. Brassil

J. Campion

Chief Executive Officer:

Philip Patrick Gardner

Bankers:

National Australia Bank

– Newcastle Branch

Westpac Banking Corporation

Auditors:

PricewaterhouseCoopers

Chartered Accountants

Registered Office:

Cnr. Hobart & Tauranga Roads,  
New Lambton

2 March 2022


Board of Directors  
Western Suburbs (Ncle) Leagues Club Limited  
88 Hobart Road  
NEW LAMBTON NSW 2305

Dear Board of Directors

RE: NOMINATION OF AUDITOR

Pursuant to Section 328B(1) of the Corporations Act, I hereby nominate KPMG to be the auditor of Western Suburbs (Ncle) Leagues Club Limited, ACN: 000 973 919.

Yours Sincerely

  
John Campion  
Member Number: 16154

