

**WINDSOR LEAGUES CLUB LTD
(ACN 001 263 663)**

**NOTICE OF SPECIAL RESOLUTIONS AND
ANNUAL GENERAL MEETING**

***NOTICE** is hereby given of the Annual General Meeting of the **Windsor Leagues Club Ltd** to be held on **Monday, 20 May 2024** commencing at the hour of **6.30pm** at the premises of the Club, 1a Rifle Range Road, South Windsor, New South Wales.*

AGENDA

1. Opening, apologies, and condolences.
 2. To receive and consider the Minutes of the Annual General Meeting of the Club held on 22 May 2023.
 3. To receive and consider:
 - (a) the financial report of the Club for the financial year ending 31 December 2023.
 - (b) the directors' report for the financial year ending 31 December 2023.
 - (c) the auditor's report for the financial year ending 31 December 2023.
 4. To consider and if thought fit pass the Ordinary Resolution set out below.
 5. Nomination for Life Member, Mr Maurie Hyde.
 6. To declare the results of the ballot for the election of directors.
 7. To consider and if thought fit pass the Special Resolutions set out below.
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ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976:

1. That the members hereby approve expenditure by the Club to a maximum of \$30,000, until the next Annual General Meeting of the Club, for the following:
 - (a) Reimbursement of reasonable out of pocket expenses associated with the office of Director.
 - (b) Reasonable food and beverage provided to Directors at board meetings, whilst on duty, at Rugby League Venues and performing other Director duties.
 - (c) The issue of Club uniforms to each Director.
 - (d) Professional education in their capacity as Director for such activities as attending trade displays, trade shows, conferences, seminars (specifically on gaming and legislative reform), reviewing competitor's operations, and similar activities to remain up to date with the club industry.
 2. The members acknowledge that the benefits in paragraph 1 are not available to members generally but are only for those who are Directors of the Club.
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NOTES TO MEMBERS ON THE ORDINARY RESOLUTION

[These notes are to be read in conjunction with the proposed First Ordinary Resolution set out above];

1. The Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments, which may have a significant bearing on the Club and for other out of pocket expenses. Included in the Ordinary Resolution is the cost of Directors attending functions as representatives of the Club and the reasonable food and beverage to be provided at Board meetings and at Rugby League venues when performing duties. The Directors will also receive a uniform if they require one,
2. Section 10(6)(d) of the *Registered Clubs Act* allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.
3. Section 10(6A) of the *Registered Clubs Act* provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.

LIFE MEMBERSHIP RESOLUTION

The Board of Directors recommend that member Mr Maurie Hyde Badge No.166 be granted Life membership of the Club for his outstanding services to the Club in accordance with the Club's Constitution.

Notes to Members on the Life Membership Resolution

1. The Life Membership Resolution proposes for members to grant Life membership on Mr Maurie Hyde.
2. The Board received a nomination for Life membership for Mr Hyde on 28 February 2024. The nomination was proposed by Life member Mr Peter Greenwood Badge No 1637.
3. The Board has approved that the nomination for Life membership is put to members in consideration of Mr Hyde's outstanding service to the Club. Mr Hyde has been a loyal and tireless servant of the Windsor Wolves in many capacities from being a player, coach, manager, fundraiser, ground announcer, trainer, ground manager and current Director, just to name a few.
4. If a simple majority of the members (50% + 1) who vote approve the Life membership resolution, Mr Hyde will be admitted as a Life member of the Club. A person elected as a Life member is relieved from any requirement to pay annual subscriptions to the Club. Only one member may be elected to Life membership of the Club in any one financial year.

PROCEDURAL MATTERS FOR THE SPECIAL RESOLUTIONS

1. To be passed, each Special Resolutions must receive votes in its favour from not less than three quarters (75%) of those members who, being eligible to do so in person, vote on the Special Resolutions at the meeting.
2. Each Special Resolution should be read in conjunction with the notes that follow the Special Resolution.
3. Under the Club's Constitution, only Life members and financial Football members are eligible to vote on the Special Resolutions. The Second Special Resolution will only be considered if the members approve the First Special Resolution.
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. The Board recommends the Special Resolution and proposed new Constitution to members.

FIRST SPECIAL RESOLUTION

[The First Special Resolution is to be read in conjunction with the notes to members set out below.]

- (a) **That** the Constitution of Windsor Leagues Club Ltd be amended by:

"That the Constitution of Windsor Leagues Club Ltd (the Club) in the form presented to the meeting (and having previously been made available to members on the Club's notice board, on the Club's website and in hard copy on request) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Constitution of the Club."

Notes to Members on the First Special Resolution

1. The First Special Resolution is to adopt a new Constitution of the Club to replace the existing Constitution.
2. Please refer to the Explanatory Memorandum which accompanies this Notice as it sets out a summary and the effect of the proposed Constitution and the reasons why it is proposed by the Board.
3. If members want copies of the proposed new Constitution and the existing Constitution, they can be obtained from the office. A copy of the proposed Constitution and a copy of the existing Constitution are also on the Club's website along with the existing Constitution and on display on the Club's Notice Board.

SECOND SPECIAL RESOLUTION

[The Second Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Windsor Leagues Club Ltd be amended by:

- (a) **inserting** the following new sub-heading and Rule 49:

"49. ACKNOWLEDGEMENT OF WALKER FAMILY

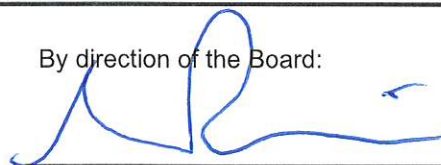
49.1 In recognition of the outstanding contribution of the Walker family to the game of rugby league football in the Windsor District, the Club will display a sign at the Club's rugby league playing fields acknowledging the Walker Family."

Notes to Members on the Second Special Resolution

1. The Second Special Resolution will only be considered if the First Special Resolution is passed.
2. The Second Special Resolution proposes to insert a new Rule 49 into the new Constitution.
3. Rule 49 is proposed by the Board to acknowledge the contribution of the Walker family to the game of Rugby League in the Windsor district and for the Windsor Wolves by displaying a sign acknowledging the "Walker Family" within the grounds of the Windsor Wolves Football Complex.
4. Members may be familiar with the story of the Walker Family as in 2023 the Windsor Wolves celebrated our local Indigenous Community contributions to our Club – of which the Walker Family were celebrated.
5. The Walkers have been in Windsor since 1971 with Chris Walker playing for his beloved Windsor Wolves soon after. Chris' parents Josie and Bill became known as the matriarch and patriarch of the hill – such was their unwavering attendance and support for their children and eventually for their grandchildren who played many games for the Windsor Wolves. Chris played along with his uncle Dennis, and his 4 brothers Graham, Bernie, Dallas, and Charlie.
6. The Walkers are a true rugby league family who epitomise the Club's values in their unyielding support of the Windsor Wolves, and representation in the Club's community.

Dated: 30 April, 2024

By direction of the Board:



Michael Pullin
General Manager