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, 22nd November 2026 at 10.00am.

Business

1. To confirm the minutes of the Annual General Meeting held on Sunday, 23rd November 2025.
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 2026 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 an Ordinary Resolution (Third Ordinary Resolution set out below) relating to the transfer of gaming machine entitlements held in respect of the Club's Port Kembla Golf Club premises.
7. To consider and, if though fit, pass a Life Member Resolution (set out below) conferring Life membership on a Leagues member of the Club.
8. To consider and, if thought fit, pass a Special Resolution (set out below) amending the Constitution of the Club.
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 $100,000 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 traveling 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 take-away 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.

Third Ordinary Resolution:

That in accordance with section 21(4) of the Gaming Machines Act 2001 the ordinary members of Western Suburbs Leagues Club (Illawarra) Limited approve in principle the transfer of the Club's fifteen (15) gaming machine entitlements from the Club's Port Kembla Golf Club premises (Club Licence No: LIQC300244105) to such other registered club premises as the Board of the Club may determine.

Life Member Resolution:

That, in accordance with Rule 26 of the Club's Constitution, Mr Russell Hayes, Leagues Member (number: 8), having been a member of the Club for 40 continuous years, having been a Director of the Club for 25 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:

*"**Executive Committee**" means the President, Vice President and one (1) Ordinary Director elected under Rule 59(h).*

(b) **deleting** Rule 59 and **inserting** the following new Rule 59:

59. (a) Commencing from the 2027 election of the Board, the Board shall consist of 9 members, being the Chairperson, Vice-Chairperson, and 7 Ordinary Directors.

Senior Football Club Directors

(b) Six members of the Board, including the Chairperson, must be persons of at least 3 years continuous membership standing as a Leagues member or Life member of the Club (which includes membership as an Ordinary Member, Associate Life Member or Life Member of the Club prior to the date of the Special Resolution adopting this Constitution and excludes all PKGC Members) and of at least 3 years continuous membership standing of the section of the Club known as the "Western Suburbs Rugby League Football Club Illawarra" ("the senior football club"). The period of 3 years as it relates to the senior football club referred to in this paragraph shall be deemed to include a person's membership of the predecessor association known as the "Western Suburbs Rugby League Football Club Illawarra Incorporated".

Ordinary Directors

(c) The Board can determine the number of Ordinary Directors to be elected at any election of the Board provided that the Board must comprise at least one (1) and up to two (2) Ordinary Directors who must be a person of at least 3 years continuous membership standing as a Leagues member or Life member of the Club (which includes membership as an Ordinary Member, Associate Life Member or Life Member of the Club prior to the date of the Special Resolution adopting Constitution and excludes all PKGC Members) but who is not members of the senior football club as referred to in paragraph (b) of this Rule. An Ordinary Director elected under this Rule 59(c) must not become a member of the senior football club during their term of office on the Board.

PKGC Advisory Committee Director

(d) While the Club operates PKGC, one member of the Board must be a person:

(i) who is a PKGC Advisory Committee member;

(ii) who has been nominated by the PKGC Advisory Committee; and

(iii) whose nomination has been ratified by the Board of the Club;

but who is not a member of the senior football club as referred to in paragraph 59(b) of this Rule. This director must not become a member of the senior football club during his or her term of office on the Board.

(e) For the purpose of paragraph 59(d)(iii) of this Rule the Board of the Club can decline to ratify the nomination of the nominee from PKGC Advisory Committee without being required to assign reasons.

(f) If the Club ceases to operate PKGC, for a period of four (4) years following the date of cessation and subject to Rule 59(g), one member of the Board must be a member who was formerly a director under Rule 59(d).

(g) If a member holding the qualifications contained in Rule 59(f) does not nominate for election to the Board of the Club, there shall be a casual vacancy in that office.

Skills Based Director

(h) The Board may determine from time to time a skill, qualification, expertise or professional experience which the Board considers desirable to be represented on the Board having regard to the existing skills on the Board, the Club's operations, strategic objectives and corporate governance requirements.

(i) The Board can determine to:

(i) call for the election of a Skill Based Director; or

(ii) appoint a Skill Based Director pursuant to clause 26 of the Registered Clubs Regulation.

(j) Any person:

(i) standing for election as a Skill Based Director; or

(ii) to be appointed by the Board to be a Skill Based Director pursuant to clause 26 of the Registered Clubs Regulation,

must be a full member of the Club but does not have to satisfy any other requirement in this Constitution including without imitation belonging to a particular category of membership or being a member of the Club for a specific period of time before standing for or being elected or appointed to the Board.

(k) A person appointed under subclause 59(i)(ii) only has to satisfy the requirements of that clause to be appointed and:

(i) may be appointed for a term of no more than 3 years, and

(ii) must remain a full member of the Club for the duration of his or her appointment, and

(iii) is not eligible for re-appointment under subclause 59(i)(ii), including re-appointment after the end of that term.

(l) Within 21 days of an appointment being made under subclause 59(i)(ii), a notice must be clearly displayed on a notice board on the premises of the registered club and on the club's website (if any) that states:

(i) the reasons for the person's appointment, and

(ii) the person's relevant skills and qualifications, and

(iii) any payments to be made to the person in connection with his or her appointment.

(m) A person wishing to nominate for election as a Skills Based Director must provide such information and evidence as and when the Board reasonably requires to demonstrate that the person possesses the relevant skill, qualification, expertise or professional experience sought.

(n) The Board shall determine whether a person possesses the relevant skill, qualification, expertise or professional experience and the Board's determination shall be final.

(o) If the Board determines that the person does not possess the relevant skill, qualification, expertise or professional experience the person will not be eligible to nominate for election as a Skills Based Director.

(p) If no person satisfies the Board that they have requirements for a Skill Based Director Rules, or no nominations are received for a Skill Based Director, the vacancy shall be a casual vacancy for the purpose of Rule 92.

(q) The members of the Board shall elect the Chairperson, Vice-Chairperson and one (1) Ordinary Director for the purposes of the Executive Committee from among their number at the first meeting of the Board following the election of the Board. The Secretary shall act as Chairman (but shall not have the right to vote) for the purpose of electing the Chairperson.

(c) **inserting** after Rule 73 the following new Rule 73A:

MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE

73A.1 The Executive Committee shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.

73A.2 A quorum for a meeting of the Executive Committee shall be two (2) members.

73A.3 All decisions of the Executive Committee shall be recorded in minutes signed by the President and provided to the next meeting of the Board for noting or endorsement.

73A.4 The President shall preside at meetings of the Executive Committee, or in the President's absence, the Vice President shall preside.

73A.5 The purpose of the Executive Committee is to:

(a) facilitate the efficient management of the Club's affairs between meetings of the Board;

(b) assist the President in ensuring that resolutions of the Board are implemented;

(c) act in urgent situations where it is impracticable to convene a meeting of the full Board; and

(d) provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.

73A.6 Subject to Rule 73A.7, the Executive Committee may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive Committee.

73A.7 The Executive Committee shall not:

(a) authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board from time to time;

(b) appoint or terminate the Chief Executive Officer;

(c) make or amend Club policy;

(d) admit, suspend or expel any member unless delegated such power in accordance with Rule 48; or

(e) take any action that is inconsistent with a resolution or policy of the Board.

73A.8 In urgent or exceptional circumstances, the Executive Committee may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board.

(d) **inserting** the following new Rules 99(b) and (c) and renumbering the remainder of Rule 99 accordingly:

(b) Despite Rules 99(a), the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).

(c) A person elected under Rule 99(b) who is not a member of the Club is not entitled to vote at the general meeting

(e) **deleting** Rule 121 and inserting the following new Rule 121

121. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life members, Leagues members and any director of the Club who is not a Life member or Leagues member, who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

(f) **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 Third Ordinary Resolution

As members are aware, the Club has agreed to terms with the Swing Factory to redevelop parts of the Club's Port Kembla Golf Club premises, including the leasing of the existing club house. As part of that arrangement, the Club must surrender its Club Licence at the Port Kembla Golf Club premises. Upon surrendering the Club Licence the Club will have 12 months to transfer the fifteen (15) gaming machine entitlements held at those premises.

Section 21(4) of the Gaming Machines Act 2001 provides that:

(4) If for the time being the number of gaming machine entitlements held in respect of a club licence is 10 or less (the remaining entitlements), the club cannot transfer any of those remaining entitlements unless the transfer has been approved in principle at an extraordinary general meeting of the ordinary members of the club (being an approval supported by a majority of the votes cast at the meeting).

The Third Ordinary Resolution seeks the approval of the ordinary members to transfer the fifteen (15) gaming machine entitlements held at the Port Kembla Golf Club premises to any other registered club premises as the Board may determine.

Explanatory Message to Members regarding the Life Member Resolution

In August 2026, Mr Trevor Castle, Leagues Member (number: 1) and Mr Marco Boncompagni, Leagues Member (number: 4) presented to the Board for recommendation, a written nomination for Mr Hayes to be elected as a Life member of the Club.

The Board considered the nomination at the September 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 2026.

By way of background, the nominee for Life Membership, Mr Russell Hayes, joined the Club as a Leagues Member on 15/06/1986. Mr Hayes has been a continuous member of the Club for 40 years since that time. Mr Hayes has also been a director of the Club for 25 years 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 insert further provisions relating to the structure of the Board of the Club, to establish an Executive Committee and to reflect best practice.
3. **Rule 59 - Explanation of Board Composition and Director Eligibility**

   Rule 59 sets out how the Club's nine (9) member Board is structured to ensure representation from the Senior Football Club, the broader Club membership, PKGC and members with specialist skills.

   Board Composition

   The Board consists of:

   (a) 1 Chairperson
   (b) 1 Vice-Chairperson
   (c) 7 Ordinary Directors

   for a total of nine (9) directors.

   Senior Football Club Representation

   Six (6) of the nine (9) directors, including the Chairperson, must:

   (a) be Leagues members or Life members of the Club with at least three years' continuous membership; and
   (b) have at least three years' continuous membership of the senior football club (Western Suburbs Rugby League Football Club Illawarra, including membership of its predecessor incorporated association).

   This ensures that the Senior Football Club continues to have substantial representation on the Board.

   Ordinary Directors

   The Board may determine whether there will be one or two Ordinary directors who are not members of the Senior Football Club.

   Any director elected to one of these positions must:

   (a) have at least three years' continuous Leagues or Life membership of the Club; and
   (b) not be members of the Senior Football Club.

   These directors must remain non-members of the Senior Football Club while serving on the Board. This ensures representation of the broader Club membership while allowing flexibility in the overall composition of the Board.

   PKGC Representative Director

   While the Club operates PKGC, one director must:

   (a) be a member of the PKGC Advisory Committee;
   (b) be nominated by that Committee; and
   (c) have their nomination ratified by the Board.

   This director must not be a member of the Senior Football Club. The Board may decline to ratify a nomination from the PKGC Advisory Committee without giving reasons.

   If PKGC Ceases to Operate

   For four (4) years after PKGC ceases operating, one Board position is reserved for a former PKGC representative director. If no eligible person nominates, the position may be filled by a person who qualifies as a non-senior football club director.

   Skills Based Director

   The Constitution also now allows for a position to be occupied by a member who has particular skills, qualifications or professional experience identified by the Board as desirable.

   The Board may determine from time to time that expertise in areas such as finance, law, governance, property, technology, risk management or other fields would benefit the Club and may either:

   (a) call for the election of a Skills Based Director by the members; or
   (b) appoint a Skills Based Director in accordance with the Registered Clubs Regulation.

   A Skills Based Director:

   (a) must be a full member of the Club in any class of membership;
   (b) does not need a minimum period of Club membership;
   (c) must provide evidence of the required skills or experience; and
   (d) must satisfy the Board that they possess the identified expertise.

The Board's decision on whether a nominee meets the required criteria is final.

A Skills Based Director appointed by the Board may be appointed for a term of up to three years and cannot be reappointed under the same appointment mechanism at the end of that term. Details of any such appointment, including the reasons for the appointment, the person's qualifications and any remuneration, must be disclosed to members.

If no suitable nominee is available, the position is treated as a casual vacancy.

Election of Office Bearers

Following each Board election, the directors elect from amongst themselves:

(a) the Chairperson;
(b) the Vice-Chairperson; and
(c) one Ordinary Director,

who together form the Executive Committee.

Summary

While PKGC operates, the Board is intended to comprise:

Category	Number
Senior Football Club Directors	6
Ordinary Directors	1 to 2
PKGC Advisory Committee Director	1
Skills-Based Director (if determined by the Board)	Up to 1
Total Directors	**9**

These provisions are designed to ensure that the Board reflects the Club's football heritage, provides representation for the broader membership and PKGC, and allows the Club to benefit from directors with valuable professional skills and expertise.

4. **Rule 73A – Executive Committee**

The Constitution establishes an Executive Committee comprising the President, Vice President and one Ordinary Director elected by the Board. The Executive Committee is intended to assist with the efficient management of the Club between Board meetings and to deal with urgent matters where it is impracticable to convene the full Board.

The Executive Committee may meet in person or electronically, requires a quorum of two members and must keep minutes of all decisions. Those decisions must be reported to the next Board meeting for noting or endorsement, ensuring that the Board remains informed of any actions taken.

The Executive Committee's role is primarily to:

(a) assist in implementing Board decisions;
(b) provide operational oversight and guidance to the Chief Executive Officer;
(c) deal with urgent matters between Board meetings; and
(d) exercise powers specifically delegated to it by the Board.

Importantly, the Executive Committee is not a replacement for the Board. Its powers are limited and can be varied, restricted or withdrawn by the Board at any time. The Executive Committee cannot approve major expenditure above limits set by the Board, appoint or terminate the Chief Executive Officer, make or amend Club policies, exercise disciplinary powers over members unless specifically delegated, or act inconsistently with Board resolutions or policies.

In exceptional or urgent circumstances, the Executive Committee may take action necessary to protect the Club's interests, but any such action must be reported to the next Board meeting together with the reasons for the decision.

These provisions are intended to improve operational efficiency and responsiveness while ensuring that ultimate responsibility for the governance and strategic direction of the Club remains with the full Board.

5. **Rule 99(b) and (c) – Independent Chair of General Meetings**

These provisions give the Board flexibility to appoint an independent person to chair a general meeting where it considers that doing so would assist in the orderly and impartial conduct of the meeting.

Under Rule 99(b), the Board may resolve to appoint any individual present at the meeting, including a person who is not a member of the Club, to act as chair of the meeting or part of the meeting. This may be useful where a matter is particularly significant, contentious or complex, and the Board considers that an independent chair would assist in ensuring members have confidence in the meeting process.

Rule 99(c) makes clear that a person appointed as chair under this provision who is not a member of the Club acts only as the presiding officer and is not entitled to vote on any resolution being considered by the members.

These Rules are intended to provide the Club with greater flexibility in managing general meetings while preserving the members' exclusive right to determine the outcome of resolutions put to the meeting.

6. **Rule 121 – Amendments to the Constitution**

This Rule sets out how the Club's Constitution may be amended.

Any amendment to the Constitution must be approved by a Special Resolution passed by at least 75% of eligible members present and voting at a general meeting. Members must receive at least 21 days' written notice of the proposed amendment.

On the basis that the Board may comprise a Skills Based Director, and that person is not required to be a Life member or Leagues member of the Club, the Rule is amended to clarify that, in addition to Life Members and Leagues Members, any director who is not otherwise a Life Member or Leagues Member is entitled to vote on a proposed constitutional amendment.

7. **Consequential Amendments**

The final item in the Special Resolution authorises the Club to make any minor and consequential changes required to give effect to the Constitutional amendments approved by members.

These changes may include:

(a) updating rule numbers where new rules are inserted or existing rules are removed;

(b) correcting cross-references to other rules in the Constitution;

(c) making minor drafting, formatting or wording changes necessary to ensure the Constitution remains internally consistent; and

(d) correcting any references that become inaccurate as a result of the amendments adopted by members.

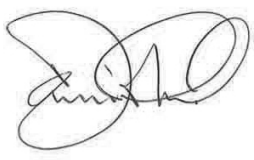
This item does not permit the introduction of substantive new amendments that have not been disclosed to members. Its purpose is simply to ensure that, if the proposed amendments are approved, the Constitution operates properly and all Rule references remain accurate and consistent throughout the document.

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, Second and Third 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 questions 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 30 October 2026 by order of the Board of Directors



DANIEL MUNK
CHIEF EXECUTIVE OFFER