

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the next Annual General Meeting of Blacktown Workers' Club Ltd ACN 000 858 006 (the '**Club**') will be held at Workers Blacktown, 55 Campbell Street, Blacktown, New South Wales 2148 at **9.00am Sunday 5 May 2024**.

### **BUSINESS**

- I. Apologies.
- II. Confirmation of the Minutes of the previous Annual General Meeting (**AGM**) held on 30 April 2023.
- III. To receive and consider the Directors' Report.
- IV. To receive and consider the Financial Report and the Auditor's Report.
- V. To consider and, if thought fit, to pass Ordinary Resolution **1** to approve Directors' benefits.
- VI. To consider and, if thought fit, to pass Ordinary Resolution **2** to approve Directors' Honoraria.
- VII. To consider and, if thought fit, to pass Ordinary Resolution **3** to approve Life Members, VIP members and Tin Shed members benefits.
- VIII. To consider and, if thought fit, to pass Life Membership Resolution **1** to elect Gary Callaghan to Life membership.
- IX. To consider and, if thought fit, to pass Life Membership Resolution **2** to elect Jack Miller to Life membership.
- X. To consider and, if thought fit, to pass the Club Patron Resolution to appoint Kay Kelly as a Patron of the Club.
- XI. To declare the results of the 2024 Board election.
- XII. To hold the annual election of the Executive.
- XIII. To notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months before the AGM (if any have been received).
- XIV. Any other business brought forward in accordance with the Club's Constitution.

### **NOTES:**

Members can view and download the Club's Annual Report for the financial year ending 31 December 2023 on the Club's website [www.workerslifestylegroup.com.au](http://www.workerslifestylegroup.com.au) by clicking on 'Publications'. The Club will send a copy of the Annual Report by email or post to any Full Member who makes a written request to the Chief Executive Officer.

The Club is able to send members Notices of AGMs and special General Meetings, along with associated materials such as Board election information, electronically. If you need to update your email address and/or mobile phone number, please notify the Club in writing.

### **ORDINARY RESOLUTIONS**

#### **ORDINARY RESOLUTION 1**

That pursuant to the *Registered Clubs Act 1976* (NSW) the members approve and agree to the members of the Board receiving the following benefits to a total value not exceeding \$200,000 (plus GST) during the period preceding the next Annual General Meeting, and, the members further acknowledge that these benefits are not available to members generally but only to those members who are elected as Directors of the Club and those other members referred to in this resolution:

- 1 A reasonable meal and refreshment to be associated with each Board meeting of the Club;

- 2 The reasonable costs of Directors and their partners attending functions (including, but not limited to, corporate sponsorship/box events, promotions, and charity events) on behalf of the Club;
- 3 The right for Directors to incur reasonable expenses in travelling to and from Directors' meetings or to other constituted meetings as approved by the Board from time to time to be reimbursed on the production of invoices, receipts or other proper documentary evidence of such expenditure;
- 4 The reasonable cost of Directors and partners attending ClubsNSW meetings and meetings of other Associations of which the Club is a member;
- 5 The reasonable costs of Directors attending seminars, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;
- 6 The reasonable costs of Directors attending other registered clubs and other venues which are the same or similar as facilities that are operated (or proposed to be operated) by the Club, for the purpose of viewing and assessing their facilities and the method of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- 7 The provision of Board apparel for the use of Directors when representing the Club and dry-cleaning costs as required;
- 8 The provision of car parking spaces adjacent to the Club for Directors;
- 9 The reasonable costs of entertaining guests of the Club; and
- 10 The reasonable costs of an annual dinner for the Board and their partners.

#### EXPLANATORY NOTES – ORDINARY RESOLUTION 1

- 1 Under the *Registered Clubs Act 1976 (NSW)* (**Registered Clubs Act**) benefits may only be given to Directors and others representing the Club, which are not also available to every Full Member of the Club, if those benefits are approved by ordinary resolution of the members.
- 2 Ordinary Resolution 1 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

#### ORDINARY RESOLUTION 2

That the members approve the payment of the following honoraria to the Directors of the Club to the total aggregate sum of \$221,150 per annum (plus superannuation required to be paid by law) to be paid monthly in arrears for every month a Director holds office, in respect of services to the Club for the period preceding the next Annual General Meeting, allocated as follows:

- 1 President – \$30,900 per annum (approximately \$2,575 per month);
- 2 Each other member of the Board Executive (Senior Vice President, Vice President and Treasurer) – \$25,750 per annum (approximately \$2,145 per month); and
- 3 Each other Director – \$22,600 per annum (approximately \$1,888 per month),

provided that if any Director serves in office for any period of less than a calendar month, then the payment for that month will be prorated on a daily basis.

#### EXPLANATORY NOTES – ORDINARY RESOLUTION 2

- 1 Under the *Registered Clubs Act* honoraria payable to the President and other Directors must be approved by ordinary resolution. Members are advised that where required by law, the Club will make superannuation contributions in addition to the honoraria at a level which is sufficient to ensure that the Club is compliant with superannuation guarantee legislation.

- 2 The Board intends that in subsequent years, these amounts will be increased by way of a fixed percentage of 3% or the Fair Work Commission Wage Decision increase percentage, whichever is greater, in recognition of the increased workload on the Club's board due to enhanced compliance obligations and the greater responsibilities arising from the Club's upcoming projects.
- 3 Ordinary Resolution 2 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

### **ORDINARY RESOLUTION 3**

That pursuant to the *Registered Clubs Act 1976* (NSW) the members approve and agree to expenditure by the Club of an amount not exceeding \$10,000 (plus GST) during the period preceding the next Annual General Meeting for special events held for Life Members, VIP Members and other members being the original holders of membership known as the 'Tin Shed Members' including the annual lunch, and such expenditure may include arranging and providing transport for any Life Member, VIP Member or Tin Shed Member to and from such an event if considered appropriate by the Board.

#### **EXPLANATORY NOTES – ORDINARY RESOLUTION 3**

- 1 This resolution is proposed to enable the Board to approve expenditure, within the limit set out in the resolution, to provide benefits associated with the annual lunch and other special events to recognise our Life Members, VIP Members and Tin Shed members. The resolution acknowledges that there may be circumstances where it is appropriate to provide transport for some of those members in order to enable them to attend.
- 2 Ordinary Resolution 3 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

### **LIFE MEMBERSHIP RESOLUTIONS**

#### **LIFE MEMBERSHIP RESOLUTION 1**

That pursuant to Rule 7.6 of the Constitution of the Blacktown Workers' Club Ltd. ACN 000 858 006 (**Club**), Gary Callaghan (Member No.41258 be elected to Life membership of the Club.

#### **EXPLANATORY NOTES – LIFE MEMBERSHIP RESOLUTION 1**

- 1 The Board received a nomination to elect Mr Gary Callaghan as a Life member of the Club, and resolved to put this nomination to the Club's membership at the Annual General Meeting.
- 2 Gary joined as a member of the Club in 1999.
- 3 In Gary's 24 years as a member of the Club he has held various important positions including as Treasurer, Member Audit Risk Compliance, Life Member of and past President & Committee member of Workers Junior Rugby League Football Club.
- 4 Gary is currently a Club Director and has been a longstanding member of the Board. He is a valued member who is passionate in upholding the Club's values of community service and excellence as well as strategic and financial performance to achieve outstanding outcomes for members of the Club.
- 5 The Board recommends the election of Gary Callaghan as a Life member for his outstanding service to the Club.
- 6 Life Member Resolution 1 will be passed if a two-thirds majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

## LIFE MEMBERSHIP RESOLUTION 2

That pursuant to Rule 7.6 of the Constitution of Blacktown Workers' Club Ltd ACN 000 858 006 (**Club**), Jack Miller (Member No. 10076 be elected to Life membership of the Club.

### EXPLANATORY NOTES – LIFE MEMBERSHIP RESOLUTION 1

- 1 The Board received a nomination to elect Mr Jack Miller as a Life member of the Club, and resolved to put this nomination to the Club's membership at the Annual General Meeting.
- 2 Jack joined as a member of the Club in 1976.
- 3 In addition to his 30 years of management experience, Jack has been Senior Vice President for 10 years and has been a director for various committees at Blacktown Workers Club. Jack is passionate in all aspects of Club business and sporting bodies.
- 4 Jack is currently a Club Director and has been a longstanding member of the Board. He is a valued Member who has provided services to members of the Club for several decades.
- 5 The Board recommends the election of Jack Miller as a Life member for his outstanding service to the Club.
- 6 Life Member Resolution 2 will be passed if a two-thirds majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

## CLUB PATRON RESOLUTION

That pursuant to Rule 15 of the Constitution of the Blacktown Workers' Club Ltd. ACN 000 858 006 (**Club**), Kay Kelly (Member No.50 be appointed as a Patron of the Club.

### EXPLANATORY NOTES – CLUB PATRON RESOLUTION

- 1 The Board recommends that under Rule 15 of the Club's Constitution the appointment of **Kay Kelly** as a Patron of the Club and has resolved to put this recommendation to the Club's membership at the Annual General Meeting.
- 2 Kay has served as Club President since 2008 and has been a longstanding member of the Board since 1995. She has been a valued member of the Club for over 48 years, and was awarded Life Membership in 1986. She has been passionate about upholding the Club's values of community service and excellence as well as strategic and financial performance to achieve outstanding outcomes for members of the Club.
- 3 Recently, Kay announced her decision to not stand in the 2024 election of the Board after her years of long service. In light of her significant work representing the best of the Club to the community and industry, the Board voted in favour of recommending to the members that Kay be appointed as a Patron of the Club.
- 4 The Board therefore recommends the appointment of Kay Kelly as a Patron for her outstanding service to the Club and the local community.
- 5 This resolution will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

**GENERAL NOTES FOR MEMBERS**

- 1 Financial Life members, HCC Life Members, VIP members and Club members present at the AGM are entitled to vote on each resolution.
- 2 Employees of the Club are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.
- 3 A copy of the Club's current Constitution is available to members on request from the Club's office.
- 4 Members wishing to attend must register with the Returning Officer at the AGM to verify their eligibility and obtain any voting papers, and registration will open at 8.00am on the day. Members are reminded to be in attendance in time to register before the meeting commences at 9.00am.

**BY ORDER OF THE BOARD**

MORGAN STEWART

Chief Executive Officer & Secretary

8 February 2024