



LIVERPOOL CATHOLIC CLUB LTD
ACN 000 874 073



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the 55th Annual General Meeting of **LIVERPOOL CATHOLIC CLUB LTD** to be held on **Sunday 19th April 2026** commencing at **12:00 noon** at the premises of the Club, 424-458 Hoxton Park Road, Prestons, New South Wales.

BUSINESS

The business of the meeting will be as follows:

1. Apologies.
2. To confirm the minutes of the 54th Annual General Meeting held on 18th May 2025.
3. To receive and consider the following reports in respect of the Club for the year ended 31 December 2025:
 - (a) the directors report;
 - (b) the financial report;
 - (c) the auditors report

(Note 1: The Club's Annual Report for the year ended 31 December 2025 containing these reports is available on the Club website (www.liverpoolcatholic.com.au). A copy will also be provided either in hard copy or by email to any member who makes a written request to the Club for a copy of the Annual Report.)

(Note 2: Members who wish to ask questions regarding the financial report or other matters relating to the affairs of the Club, are asked to provide the Chief Executive Officer notice in writing of their questions by 12th April 2026. This will allow appropriately researched responses to be prepared for the benefit of members. Failure to give written notice of questions will not prevent members asking questions at the meeting but it may not be possible to give considered answers to such questions.)

4. To consider and if thought fit pass each of the Nine Ordinary Resolutions in relation to benefits to Directors and other Members set out in Annexure A to this Notice.
 5. To consider and if thought fit pass each of the Five Special Resolutions to amend the Constitution of the Club set out in Annexure "B" to this Notice.
 6. To declare the results of the election of Directors.
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NOMINATIONS FOR ELECTION AS DIRECTOR

Notice is given that nominations for the office of Director must be lodged with the Secretary/Chief Executive Officer by **5:00pm on 29th March 2026** being the closing time for nominations.

Under the triennial rule there are two directors' positions that are eligible to be filled, and each position is for a three (3) year term.

If by the close of nominations the number of candidates nominated is less than two, the candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting.

If more than two candidates are nominated by the close of nominations, an election by ballot will be conducted prior to the Annual General Meeting.

The ballot will be under the supervision of a Returning Officer appointed by the Board.

Details of the election system are set out in Rule 40 of the Club's Constitution.

Dated: 4th March 2026

By direction of the Board

Dave Vidler
Secretary/Chief Executive Officer

“A”

This and the following 3 pages are the Annexure “A” referred to in the Notice of Annual General Meeting of Liverpool Catholic Club Limited to be held on 19th April 2026.

ORDINARY RESOLUTIONS

[The Ordinary Resolutions are to be read in conjunction with the notes to members set out on pages 3 and 4 of this Annexure “A” following the Seventh Ordinary Resolution]

FIRST ORDINARY RESOLUTION

That the members hereby approve and agree to expenditure by the Club in a sum not exceeding \$365,000 until the next Annual General Meeting of the Club for sponsorship of Intra Clubs.

SECOND ORDINARY RESOLUTION

- (a) That the members hereby approve and agree to expenditure by the Club in a sum not exceeding \$60,000 until the next Annual General Meeting of the Club for Directors’ Expenses as follows:
- (i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time.
 - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors’ meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
 - (iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors which activities and the expenses therefrom are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
 - (iv) The reasonable cost of Directors and their spouses/partners (if required) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
 - (v) The allocation of up to two tickets per game for up to two Directors, or a Director and a guest of that Director, to attend and represent the Club at the Corporate Box the Club provides for members for West Tigers home games.
 - (vi) The reasonable cost of Club uniforms being provided to Directors as required.
 - (vii) The provision of a designated car parking space for the exclusive use of each Director.
 - (viii) The provision of gifts to a combined value not exceeding \$5,000 for the spouses or partners of Directors in appreciation of their support of the Directors throughout the year.
- (b) That the members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Directors of the Club and the spouses/partners of Directors.

THIRD ORDINARY RESOLUTION

- (a) That the members hereby approve and agree to expenditure by the Club in a sum not exceeding \$80,000 for the professional development and education of Directors until the next Annual General Meeting and being:
- (i) The reasonable cost of Directors attending conferences, seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
 - (ii) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club;

- (iii) The reasonable cost of Directors and their spouses (if required) attending the Clubs NSW Annual General Meeting and Conference provided however that the expenses in relation to Directors' spouses or partners will be limited to:
- Economy airfares or other reasonable travel expenses;
 - Accommodation for the duration of the conference only;
 - The cost of tickets to the conference dinner.

- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Directors of the Club and the spouses/partners of Directors.

FOURTH ORDINARY RESOLUTION

That the members hereby approve and agree to expenditure by the Club in a sum not exceeding \$27,500 until the next Annual General Meeting of the Club for the reasonable costs of functions (such as wakes) to be held at the Club to honour the memory and work of members of the Club who have served the Club in a voluntary capacity over many years and who die during the course of the year. The holding of such functions and the extent of the expenditure paid or borne by the Club for such functions shall in each case be entirely at the discretion of the Board of Directors.

FIFTH ORDINARY RESOLUTION

- (a) That the members hereby approve of the Club providing a complimentary meal to each Honorary member when they attend the Club at a time which coincides with a normal meal time.
- (b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Honorary members of the Club.

SIXTH ORDINARY RESOLUTION

- (a) That the members hereby approve and agree to expenditure by the Club in the sum not exceeding \$10,000 until the next Annual General Meeting for the reasonable costs as a token of goodwill (such as food, beverage, hospitality or a small gift at Christmas) in recognition of the dedication and assistance of Life members over many years. The extent of the expenditure paid or borne by the Club in respect of the token of goodwill shall be entirely at the discretion of the Board of Directors.
- (b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Life members of the Club.

SEVENTH ORDINARY RESOLUTION

That the members hereby approve the Club paying honorariums for Directors in recognition of their services as Directors of the Club from the date of this Annual General Meeting until the date of the Annual General Meeting in 2027 as follows:

President	\$26,000	(inclusive of the Superannuation)
Vice President	\$22,100	(inclusive of the Superannuation)
Ordinary Board members	\$18,200	each (inclusive of the Superannuation)

Such honorariums to be payable by monthly instalments in arrears.

EIGHTH ORDINARY RESOLUTION

That the members hereby approve and agree that Directors may purchase travel insurance for their personal travel needs through the Club insurance providers where the terms of such insurance and premiums are more favourable than available to the general public and can only be obtained because of the corporate terms between the Club and its insurance providers.

NINTH ORDINARY RESOLUTION

That the members hereby approve and agree that Directors may receive the same offers, discounts or promotions as are made available to employees from time to time.

NOTES TO MEMBERS ON THE NINE ORDINARY RESOLUTIONS

First Ordinary Resolution

1. The First Ordinary Resolution is to have the members approve an amount no greater than \$365,000 for sponsorship of the intra-clubs.
2. The amount proposed by the First Ordinary Resolution is an increase of \$15,000 over that approved by members at the Annual General Meeting in 2025.

Second Ordinary Resolution

3. The Second Ordinary Resolution is to have the members approve an amount no greater than \$60,000 for expenses incurred by Directors in the performance of their duties. Included in the resolution is the cost of Directors attending functions as representatives of the Club and the costs of their spouses/partners also attending those functions.
4. The amount to be provided is the same as that approved by members at the Annual General Meeting in 2025.
5. The Second Ordinary Resolution also allows up to two Directors or a Director and a guest to attend West Tigers home games as representatives of the Club. This is unchanged from last year.
6. The Second Ordinary Resolution also allows \$5,000 for gifts to spouses and partners of Directors. This is unchanged from last year.

Third Ordinary Resolution

7. The Third Ordinary Resolution is to have the members approve an amount no greater than \$80,000 for the expenditure by the Club for Directors to attend conferences, seminars, lectures trade displays and other similar events and to visit other clubs to enable the Club's governing body to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business. Also included will be expenditure for Directors and their spouses (if required) to attend the ClubsNSW Annual Meeting and Conference.
8. The amount to be provided is the same as that approved by members at the Annual General Meeting in 2025.

Fourth Ordinary Resolution

9. The Fourth Ordinary Resolution is to have the members approve the Club providing funding until the next Annual General Meeting for functions (such as wakes) to honour distinguished members of the Club on their death. Without such a resolution it is arguable that the Club is not entitled to provide such functions without someone (normally members of the family of the deceased) being responsible for the cost. The amount to be approved is the same as that approved by members at the Annual General Meeting in 2025.

Fifth Ordinary Resolution

10. The Fifth Ordinary Resolution is to have the members approve the Club providing a meal to each Honorary member when they are attending the Club at a time which coincides with a normal mealtime. In practice this will happen only by the Honorary member producing his or her Gold Honorary membership card.

Sixth Ordinary Resolution

11. The Sixth Ordinary Resolution is to have members approve expenditure by the Club in a sum not exceeding \$10,000 until the next Annual General Meeting of the Club for reasonable costs towards recognising the dedication and assistance from life members over many years. Such recognition may be in the form of food, beverage, hospitality or a small gift at Christmas as determined by the Board of Directors.
 12. The amount is the same as that approved by members at the Annual General Meeting in 2025.
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Seventh Ordinary Resolution

13. The Seventh Ordinary Resolution is to have members approve honorariums for the President, Vice President and ordinary Directors. The amounts to be provided represent an increase of \$1,000 for the President, \$850 for the Vice President, and \$700 for Directors over that approved by members at the Annual General Meeting in 2025.

Eighth Ordinary Resolution

14. The Eighth Ordinary Resolution is to have members approve Directors being eligible to take up insurance policies for their own personal travel insurance which is available to them through the Club's insurance providers. The terms of those policies and premiums are very favourable and not available to ordinary members of the public or members of the Club other than Directors.

Ninth Ordinary Resolution

15. The Ninth Ordinary Resolution approves Directors being eligible to the same discounts and promotions that are open to employees.

Procedural matters on Ordinary Resolutions

16. To be passed, an Ordinary Resolution must receive votes from not less than a majority of members who, being eligible to do so, vote in person at the meeting.
17. Proxy voting is prohibited by the Registered Clubs Act.
18. Only financial Voting members and Life members can vote on the Resolutions.
19. Any member who is an employee of the Club is prohibited from voting by the Registered Clubs Act.
20. The Board of the Club recommends each of the resolutions to members.

Dated: 4th March 2026

By direction of the Board



Dave Vidler
Secretary / Chief Executive Officer

“B”

This and the following 3 pages are the Annexure “B” referred to in the Notice of Annual General Meeting of Liverpool Catholic Club Limited to be held on 19th April 2026.

FIRST SPECIAL RESOLUTION

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

That the Articles of Association of Liverpool Catholic Club Ltd be amended by:

1. **deleting** Article 26 and in its place **inserting** the following new Article 26:

“(a) *Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing either in hard form or created electronically and shall be in such form as the Board of the Club may from time to time prescribe, but shall contain the following particulars:*

(i) *the full name of the applicant;*

(ii) *the residential address of the applicant;*

(iii) *the date of birth and age of the applicant;*

(iv) *the email address (if any) of the applicant;*

(v) *a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;*

(vi) *such other particulars as may be prescribed by the Board from time to time.*

(b) *Every form of application for membership, whether in hard copy or electronically, must be presented to an authorised officer of the Club to be checked and processed. The authorised officer shall not complete processing the application until the applicant has attended at the Club before the authorised officer and presented to the authorised officer the applicant’s identification document, such as, without limitation, a copy of a current driver’s licence or a current passport issued to the applicant.*

(c) *The authorised officer of the Club to whom the application is presented shall compare the applicant and the particulars of the applicant as appearing on the application with the particulars and identity of the person appearing in the identification document presented by the applicant. If the officer is satisfied that the applicant and the particulars of the applicant on the application and on the identification document correspond, the officer shall record verification of the identification document and shall then cause the application to be sent to the Secretary.*

(d) *A person whose application has been checked and processed and whose identification has been verified by an authorised officer of the Club in accordance with subparagraph (c) of this Article 26 and who has paid to the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member and shall be issued with a membership card which, until such time as determined in accordance with Article 22B shall entitle such member to the rights and privileges of Provisional membership.”*

2. **deleting** paragraph (a) of Article 22B and in its place **inserting** the following new paragraph (a):

“(a) *A person who has applied for membership of the Club and whose application satisfies the requirements of paragraph (d) of Article 26 may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person’s application for membership of the Club.”*

Notes to Members on the First Special Resolution

1. If passed, the First Special Resolution will reflect the practice that has already been adopted in relation to the admission of members, namely that applications for membership can be made either in person or electronically (online). However, before an application for membership can be sent for consideration by the Board, the applicant must attend the Club with the appropriate identification document and present that identification document to an authorised officer of the Club.
2. Once the authorised officer is satisfied that the applicant is the same person referred to in the application and the identification document, the application will be sent forward to the Board for consideration and in the meantime the applicant will be given a membership card as a Provisional member.

SECOND SPECIAL RESOLUTION

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

That the Articles of Association of Liverpool Catholic Club Ltd be amended by **deleting** Article 30 and in its place **inserting** the following new Article 30:

“The subscription (if any) payable by members shall be for such amounts as determined by the Board from time to time and according to categories of membership and as determined by the Board shall be paid according to categories of membership annually in advance or for more than one year in advance or half-yearly or quarterly or monthly in advance but in each case the due date for payment will be determined by reference to the date that the member became an Ordinary member of the Club.”

Notes to Members on the Second Special Resolution

1. If passed, the Second Special Resolution will reflect what is happening in practice and that is that subscriptions (if any) will be payable either half-yearly, quarterly or monthly, but determined from the date that each member became an Ordinary member of the Club.

THIRD SPECIAL RESOLUTION

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

That the Articles of Association of Liverpool Catholic Club Ltd be amended by **deleting** from Article 40A(f) the word “*than*” when first appearing in that Article and by **inserting** in Article 1(b)(i) the number “29” after the opening words, “*If pursuant to Article...*”.

Notes to Members on the Third Special Resolution

2. The Third Special Resolution simply corrects two typographical errors in the Constitution, which might have possibly been corrected administratively, but as there are other more substantive amendments to be made, it was thought best to include these as a Third Special Resolution.

FOURTH SPECIAL RESOLUTION

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

That the Articles of Association of Liverpool Catholic Club Ltd be amended by:

- (a) **deleting** Article 55A and in its place **inserting** the following new Article 55A:
- “(a) *The Club must comply with the requirements of the Registered Clubs Accountability Code as referred to in the Regulations made under the Registered Clubs Act (as amended from time to time).*
- “(b) *If a member of the Club asks the Club for a copy of the Constitution of the Club, the Club will provide a copy together with a copy of the Registered Clubs Accountability Code.*”
- (b) **deleting** Articles 55B, 55C, 55D, 55E, 55F, 55G, 55H, 55I, 55J, 55K, 55L and 55M.

Notes to Members on the Fourth Special Resolution

1. Article 55A of the Club’s Articles of Association refers to the *Registered Clubs Accountability Code (the Accountability Code)*.
2. The Accountability Code is part of the Regulations made under the *Registered Clubs Act* and contains important provisions relating to the governance, and in some cases, the management of the Club and reporting to members.
3. If passed, the Special Resolution will reaffirm the Club’s obligation to comply with the Accountability Code but deletes Articles 55B through to 55M (inclusive). These Articles are all based on the Accountability Code, but in minor respects are now out of date as the Code was updated earlier this year by the *Registered Clubs Regulation 2025*. This will continue to be a growing problem as the Accountability Code changes from time to time while the provisions of the Constitution based on it, no longer strictly align with wording of the Accountability Code.
4. It will also be seen that, if a member asks for a copy of the Club’s Constitution (Memorandum and Articles of Association), the Club will provide a copy and will also provide a copy of the *Accountability Code*.

FIFTH SPECIAL RESOLUTION

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

That the Articles of Association of Liverpool Catholic Club Ltd be amended by **deleting** Article 21 and in its place **inserting** the following new Article 21:

- “21. *A person shall not be admitted as a Temporary member of the Club unless that person satisfies the eligibility requirements determined by the Board by By-Law pursuant to Article 22 that are requisite and appropriate having regard to the Registered Clubs Act and the purposes of the Club.*”

Notes to Members on the Fifth Special Resolution

1. If passed, the Fifth Special Resolution will amend the Club’s Articles of Association in relation to Temporary members.

2. The new Article 21 will retain the existing flexibility given to the Board under existing Article 21 to determine the qualifications for temporary membership by By-Law under Article 22 but the new Article 21 emphasises that the qualifications must be requisite and appropriate having regard to the Registered Clubs Act as well as the purposes of the Club.
 3. The qualifications for temporary membership in the current By-Laws are consistent with the Registered Clubs Act which was amended in 2024 to delete what was then known as the “5 km rule” for temporary membership.
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Procedural matters

1. Amendments to each of the Special Resolutions will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of a Special Resolution.
 2. To be passed, each Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
 3. Under the Club’s Constitution only Voting members and Life members are eligible to vote on the Special Resolutions.
 4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 5. The Board of the Club recommends that members vote in favour of each of the Special Resolutions.
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Dated: 4th March 2026

By direction of the Board



David Vidler
Secretary Manager