

Minutes of the Annual General Meeting of Toongabbie Sports & Bowling Club
held on Monday 24 October 2016

OPENED: At 7:05pm Chairman David Nugent ('the Chair') declared the Annual General Meeting open with those members in attendance forming a quorum.

ATTENDANCE: Forty Eight (48) members as per the signatures in the register.

APOLOGIES: D Jackson 30000, R Sinclair 30039, V Profilio 10511, D Letford 10338, V Orlizki 30678

BUSINESS: The Chair welcomed all members to the meeting and requested that all mobile phones be switched off or placed on silent.

The Chair asked the members present to be upstanding for a minutes silence in respect of those member's that have passed away during the last twelve months.

A. To Confirm the Minutes of the 2015 Annual General Meeting

The minutes of the General Meeting of Toongabbie Sports & Bowling Club held 26 October 2015 were tabled without comment.

Moved D Rothery (10415) seconded R Calvert (10447) that the minutes be adopted. Carried.

B. To Receive and Consider the Reports of The Board of Directors

The Chairman's Report was presented highlighting the positive result, advising the purchase of 10 Wentworth Avenue and thanking the work of each of the Sub Clubs.

The meeting was advised that revised audit and accounting procedures were being adopted and commented on the departure of S Caundle and appointment of new staff.

The execution of the contract for sale was noted along with a note of thanks to Ross Sinclair for his contribution to the club in his 17 years as a director.

The meeting was also advised that the board were currently seeking quotes to refurbish the clubs dated toilets.

The Treasurers Report was presented highlighting the profit of \$294,325 was the result of genuine growth in core revenue noting functions profit was something to be improved.

Charts of the clubs increased profits were tabled along with a chart demonstrating the clubs broad balance sheet position.

The meeting was advised that while the clubs debt level increased this year it was due to strategic purchases of property and gaming assets.

The Treasurer closed commenting that the clubs first quarter was also tracking well.

C. To Receive and Consider the Balance Sheet, Profit and Loss Account and the Report of the Auditor

The clubs Auditor (Martin LeMarchant – Bishop Collins Audit) was introduced to the meeting.

The Balance Sheet, Profit and Loss Account and the Report of the Auditor were tabled and taken as read.

The meeting was advised that this report was an "unmodified" opinion effectively giving the club a clean bill of health.

He noted the change in accounting of the club grants confirming it was not material to the bottom line. He commented that the club appeared financially sound with cashflow representing 15% of revenue and the club was continuing investment focussed on improvements.

Moved D Rothery (10415) seconded R Calvert (1047) that the Balance Sheet, Profit and Loss Account, Directors Reports and the Report of the Auditor be adopted. Carried.

D. To deal with any Business of which due notice has been given

Ordinary Resolution 1:

That pursuant to the Registered Clubs' Act:

- (a) The Members hereby approve expenditure by the Club in a sum not exceeding \$25,000 over the following twelve months for the following activities of Directors:
- (i) The 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.
 - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors' 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 of the Club and other promotional activities as is performed as a Director in relation to the Club which expenses are approved by the Board before payment is made on production of invoices, receipts or other proper documentary evidence of such expenditure.
 - (iv) The reasonable cost 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 cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors of the Club.

Moved W Hancock (10056) seconded P Kelly (10052) that the Resolution is put to the meeting.

There were no questions or comments.

The Resolution was put to the meeting and carried on a show of hands.

Ordinary Resolution 2

That pursuant to the Registered Clubs' Act:

- (a) The Members hereby approve for 7 Directors, 2 Men's Bowling Club representatives, 2 Women's Bowling Club representatives and the clubs Welfare Officer to be provided priority parking in spaces so designated.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those noted above.

Moved D Rothery (10415) seconded P Giffney (33579) that the Resolution is put to the meeting.

There were no questions or comments.

The Resolution was put to the meeting and carried on a show of hands.

Ordinary Resolution 3

That pursuant to the Registered Clubs' Act:

- (a) That the Members hereby approve expenditure by the Club in a sum not exceeding \$7,500 for the purpose of providing each Director and the Welfare Officer with a uniform.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors of the Club and the Welfare Officer.

Moved R Calvert (10447) seconded G Walsh (10132) that the Resolution is put to the meeting.

There were no questions or comments.

The Resolution was put to the meeting and carried on a show of hands.

Ordinary Resolution 4

That pursuant to the Registered Clubs' Act:

- (a) That the Members hereby approve to the members of the board receiving honoraria from the Club to a value of \$2,500 per director.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors of the Club.

Moved R Calvert (10447) seconded P Kelly (10052) that the Resolution is put to the meeting.

There were no questions or comments.

The Resolution was put to the meeting and carried on a show of hands.

The chair advised that only Bowling Members (issued with a Red Card) were entitled to vote on these Special Resolutions by raising their card and that they required a 75% majority.

Special Resolution 1

That the Constitution of Toongabbie Sports and Bowling Club Limited be amended by deleting Rule 19 which relates to the admission of life members to the Club and in lieu thereof inserting the following new Rule 19:

- “19. (a) “Life Member” means any financial Ordinary Member other than an Ordinary Member (Junior) who may, in consideration of long or meritorious service to the Club or for any other commendable reason, be elected at any General Meeting by a four-fifths (4/5) majority of the members present and entitled to vote, as a Life Member of the Club provided that such nomination is made in writing by two financial Ordinary Members or Life Members and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination.
- (b) A Life Member is entitled to all the rights privileges and advantages attached to the category of membership from which he or she was transferred from on becoming a Life Member.”

Discussion: The chair advised that some comments had been received regarding this motion and that while the clubs legal advice confirmed that the intent of the resolution was correct they were recommending withdrawing the resolution, to have it redrafted and considered at a later time to remove any confusion regarding the rights of Life Members.

With no questions or comments received the meeting agreed there was merit in enabling Non Bowlers to be appointed as life members.

The resolution was not moved.

Special Resolution 2

That the Constitution of Toongabbie Sports and Bowling Club Limited be amended by **deleting** Rule 33(a) which currently provides:

“33.(a) Only the following persons are entitled to attend and vote at any meetings of the Club:

- (i) Ordinary Members (Bowling);
- (ii) Ordinary Members (Non-Bowling);
- (iii) Life Members.

PROVIDED THAT, Ordinary Members (Non-Bowling) are not entitled to vote on any special resolution to amend this Constitution.”

and in lieu thereof **inserting** the following new Rule 33(a):

“33.(a) Only the following persons are entitled to attend and vote at any meetings of the Club:

- (i) Ordinary Members (Bowling);
- (ii) Ordinary Members (Non-Bowling);
- (iii) Life Members.

PROVIDED THAT, Ordinary Members (Non-Bowling) are not entitled to vote on any special resolution to amend this Constitution and FURTHER PROVIDED THAT only members with at least three (3) years continuous membership as the 30th June immediately prior to the election shall be eligible to vote in the election of the Board.”

Moved W Hancock (10056) seconded N Hornery (33719) that the Resolution is put to the meeting.

There were no questions or comments.

The Resolution was put to the meeting and carried on a show of hands.

Special Resolution 3

That the Constitution of Toongabbie Sports and Bowling Club Limited be amended by **adding** the following words at the end of Rule 47(f), “*or, as and from the Annual General Meeting held in 2017, Ordinary Members (Non-Bowling)*”.

So that Rule 47(f) would appear as follows:

- (f) *At the first meeting of the Board following an election the Board shall appoint from among its members a Chairman, a Deputy Chairman and Treasurer provided that such members are Ordinary Members (Bowling) or, as and from the Annual General meeting held in 2017, Ordinary Members (Non Bowling).*”

Moved P Kelly (10052) seconded R Calvert (10447) that the Resolution is put to the meeting.
There were no questions or comments.

The Resolution was put to the meeting and carried on a show of hands.

Special Resolution 4

That the Constitution of Toongabbie Sports and Bowling Club Limited be amended:

- (a) by **deleting** Rule 38 which currently provides as follows:

“38. *The Board shall consist of seven [7] Directors. Five [5] Directors shall be elected from Ordinary Members (Bowling) and two [2] other Directors may be Ordinary Members (Bowling) or Ordinary Members (Non-Bowling).*”

and in lieu thereof **inserting** the following new Rule 38:

“38. *Subject at all times to the provisions of this Constitution the Board shall consist of seven [7] Directors. Five [5] Directors shall be elected from Ordinary Members (Bowling) and two [2] other Directors may be Ordinary Members (Bowling) or Ordinary Members (Non-Bowling).provided that as and from the Annual General Meeting held in 2017 four (4) Directors shall be elected from Ordinary Members (Bowling) and three (3) other Directors may be Ordinary Members (Bowling) or Ordinary Members (Non-Bowling). The requirement for a minimum number of Ordinary Members (Bowling) to be on the Board shall not apply in the circumstances where there are insufficient nominations from Ordinary Members (Bowling) as at the date nominations close for the election of the Board or in the case of a casual vacancy or in the case of an appointment of a director arising from and after the removal of a director pursuant to rule 50 hereof.”*

- (b) by **deleting** Rules 49 and 50 which relate to the appointment of directors to fill casual vacancies and the removal of directors and in lieu thereof **inserting** the following new Rules 49 and 50:

“49. *The board may at any time appoint any eligible Full Member (including an Ordinary Member (Non Bowling to fill a vacancy caused by an Ordinary Member (Bowling)) to be a Director to fill a casual vacancy and any Director so appointed will hold office for such time only as the Director who vacated the position would have held office.*

50. *The Club may by a resolution of members entitled to vote at a General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another Director or Directors (who may be an Ordinary Member (Bowling) or an Ordinary Member (Non Bowling) as the case may be in his or their place. The person or persons so appointed will hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.”*

Moved N Hornery (33719) seconded P Kelly (10052) that the Resolution is put to the meeting.

K Smith (10080) questioned whether if insufficient nominations received whether Non Bowling members can join the board. The chair advised that was the case and was existing in the constitution now based on our legal advice.

W Hancock (10056) asked whether this was about diminishing the control of the bowling club. The chair responded it was about getting quality board members to help the club grow. It was about planning for the future.

D Rothery (10415) stated as members only need to pay their fee's to be considered a bowling member why change it. The chair responded this was about encouraging quality candidates to stand for the board and removing impediments.

T Lord (10360) noted that bowls and bowlers were declining statewide and this would open the positions on the board to accommodate the decrease in the available bowling pool. Went on to comment the bowlers could control who is admitted as a bowling member.

K Smith (10080) said his concern was that the number of bowlers on the board could drop below 4. The chair responded that if this occurred it would only be until the next election. The CEO advised that at the time of election if insufficient nominations were received any member could be appointed and that further casual vacancies could also be appointed from ordinary membership confirming the clubs advice was that these processes were existing now and that in effect the only change being proposed was the reduction of 5 to 4 bowlers – as advised by Piggot Stinson.

P Kelly (10052) advised that while he had some concerns on first reading he was now satisfied that the outcome still provided for a majority of bowlers if they nominated.

The Resolution was put to the meeting and carried on a show of hands.

Special Resolution 5

That the Constitution of Toongabbie Sports and Bowling Club Limited be amended by **adding** the following words at the end of Rule 41 “*provided that they have been financial members of the Club for a continuous period of at least three (3) years as at the 30th June immediately prior to the election of the Board.*”

So that Rule 41 would appear as follows:

“41. *Only Ordinary Members (Bowling), Ordinary Members (Non-Bowling) and Life Members are entitled to stand for or be elected or appointed to the Board provided that they have been financial members of the Club for a continuous period of at least three (3) years as at the 30th June immediately prior to the election of the Board.”*

Moved P Kelly (10052) seconded R Calvert (10447) that the Resolution is put to the meeting. There were no questions or comments.

The Resolution was put to the meeting and carried on a show of hands.

Special Resolution 6

That the Constitution of Toongabbie Sports and Bowling Club Limited be amended by **inserting** the following new Rule 42A:

“42A. *A member is ineligible to be nominated for or be elected or appointed to the Board if that member:*

- (i) *has been cited to appear before the Board or the Board’s duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of six (6) months within the period of two (2) years immediately prior to the 30th of June in the year of a Biennial General Meeting; or*
- (ii) *has at any time been convicted of an indictable offence; or*
- (iii) *is a former employee of the Club whose services were terminated by the Club for misconduct.*
- (iv) *was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years immediately prior to the 30th June in the year of a Biennial General Meeting.”*

Moved R Calvert (10447) seconded D Rothery (10415) that the Resolution is put to the meeting.

There were no questions or comments.

The Resolution was put to the meeting and carried on a show of hands.

Special Resolution 7

That the Constitution of Toongabbie Sports and Bowling Club Limited be amended by adding the following words at the end of Rule 93 “*provided that should the number of Ordinary Members (Bowling) fall below 80 as at the 30th of June in any one year then Ordinary Members (Non-Bowling) shall also be eligible to vote on any special resolution proposed to amend this Constitution at any meeting held within the following 12 month period even if the number of Ordinary Members (Bowling) should exceed 80 as at the date of the meeting.*”

So that Rule 93 would appear as follows:

“93. *This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life Members and Ordinary Members (Bowling) who are present and voting at a General Meeting, being a meeting of which at least twenty-one [21] days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution provided that should the number of Ordinary Members (Bowling) fall below 80 as at the 30th of June in any one year then Ordinary Members (Non Bowling) shall also be eligible to vote on any special resolution proposed to amend this Constitution at any meeting held within the following 12 month period even if the number of Ordinary Members (Bowling) should exceed 80 as at the date of the meeting.*”

Moved N Hornery (33719) seconded T Lord (10360) that the Resolution is put to the meeting.
There were no questions or comments.

The Resolution was put to the meeting and carried on a show of hands.

G. Allow the Members as a whole to ask questions about or make comment on the management of the Club

Before general questions the clubs CEO (Andrew Lauridsen) provided a brief update.

The meeting was advised that the club had signed a conditional contract for sale as advised at the last meeting and that the first 2 conditions had now been met, with the final 2 conditions effectively being obtained at DA approval.

That discussions continued around the final design with respect to its impact on the club.

The CEO confirmed the properties involved and provided a plan of the shared paths at the clubs rear advising that it was a dated map but showed the current plans to increase the clubs access to Wentworth Rd and the importance of the clubs recent property purchase in this regards.

A brief overview of the clubs gaming, promotional and entertainment options were advised to the members without question.

R Calvert (10447) asked what a recent DA advertisement in the local paper was for. CEO advised that it related to the club seeking to formalise its trading hours with council and was now approved.

W Hancock (10056) asked whether the board were looking at establishing a new club. The Chairman advised the board were already looking 5-20 years ahead and this formed a part of ongoing business.

J Beard (39072) asked why the catering menu hadn't changed. The Chair advised a new menu was currently being drafted.

L Neich (10119) asked why there were no blackboard specials. The Chair advised catering remained a part of the board ongoing business and that would be considered.

P Johnson (30386) asked whether the club had considered Flexicast. The CEO advised it had been considered but sidelined until TAB released their version which was now being made available. The club was currently costing the TAB version for consideration.

There being no further business the Chair thanked the members for their attendance.

The meeting closed at 8:05PM.

Signed as a true and correct record,

Chairman

Date