



## 2018 Notice to Members

### Chairman's Report

This year I am pleased to report we continued to see modest growth in most areas of the club and have achieved another solid profit being \$453,050 (2017: \$520,995) which has again enabled the board to re-invest in your club over the year.

The DA for the Residential Aged Care Facility that was lodged with Parramatta Council in January 2017 remains with council and the delay continues to frustrate some of the boards plans for the future.

Regardless the club still spent more the \$0.5M on improving the business including the carpark being repaired, new carpark lighting, the clubs phone system upgraded, a significant shift in our IT infrastructure and an increased number of new gaming machines to name a few of the larger ticket items.

We have also recently committed to installing 100Kw solar system to offset the pending increases to our power bills and the development application for this is now also with council.

We are also very aware of the cost pressures facing much of our community and this year has seen the club provide record amounts of returns to our members which is in a large part why the club profit was not as strong as last year.

We have not increased our bar prices in more than 18 months and we have also removed ticket charges for all of our shows – where possible, so before you pay to see a show at the big clubs it might be worth a look at our line-up and see the same band for free.

Stanley Lo and the team at Bombax Brasserie continue to serve top quality food to our members and guests and are continually offering a variety of new specials to tempt your tastebuds and all at reasonable prices. The feedback from the members over the last 12 months has been consistently complimentary and as such I invite you to see what all the fuss is about.

Both our Lady and Men Bowlers enjoyed a good degree of success in their respective competitions and again I thank all of the club's various committee members, volunteers and dedicated staff for your support and efforts throughout the year.

I welcome John Burgess and David Rothery to the board having now almost completed their first year and, otherwise I thank the entire board for their support and dedication. An effective board is a cornerstone of a successful business and I am pleased to say the current board is as cohesive and focussed as I have seen it for some time.

It would be remiss of me to not also thank our dedicated staff for all of their efforts over the last 12 months, that continue to see your club continue to grow and to our CEO Andrew who always seems to somehow do what is needed to make the club work.

My condolences and best wishes to all or members and the broader community who have lost a loved one in the last year, you are not alone in hurting for your loss and if you need any support please contact Peter Casey the club's newly appointed welfare officer.

**David Nugent, Chairman**



## Treasurer's Report

2018 is perhaps best described as a year of consolidation and as noted last year being a small club means a small change can make a big difference. So while our revenue continued to grow this year the clubs profit decreased.

While the clubs profit for the year was \$453,050 (2017:\$ 520,995) which is down 13%, it should be noted that last year it increased 77%. Club revenue increased to \$5,231,342 (2017: \$5,181,213) being +1.0% however expenses also increased to \$4,778,292 (2016: \$4,660,218) being an increase of 2.5%.

As noted by the Chairman a significant reason for the clubs decreased profit is partly explained by the following expense increases, with Club Promotions being mostly attributable to increased cash and other prizes, Entertainment being a result of no ticketing income, Sports expenses and Cost of Goods being a result of not increasing prices.

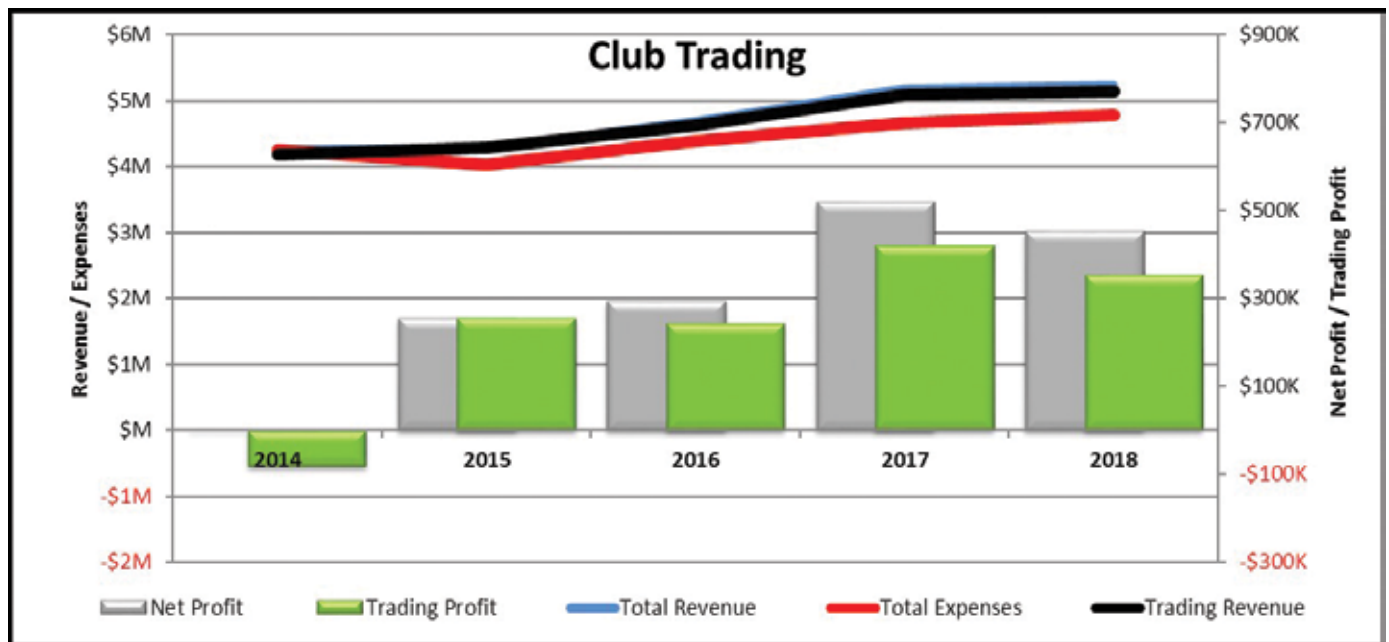
As a board we continue to focus on providing the best facilities we can and 2018 saw reinvestment in property, plant and equipment of \$564,283 (2017: \$507,315) and a further \$120,730 in other assets—primarily gaming.

The Club Trading table shows the club last 5 years reported and real profit, with 2017 and 2018's reported profit including a non-refundable deposit of \$100,000.

The clubs Balance Sheet is equally pleasing showing Net Assets of \$11,792,821 (2017: \$11,339,771). Total Liabilities decreased by \$62,043 (-3.7%) while Total Assets increased by \$391,007 (+2.7%). Our support of community sport continues with more than \$140,000 being devoted to these endeavours.

So as I opened my report I close it by saying this year was very much about consolidation as the club waits for the finalisation of the Residential Aged Care Facility project.

**Duane Gorry, Treasurer**



Expense	2018	2017	Var \$	Var %
Club Promotions	\$374,654	\$330,965	\$43,689	11.7%
Entertainment	\$274,113	\$240,377	\$33,736	12.3%
Sports Expenses	\$227,092		\$22,245	9.8%
Cost of Goods	\$654,322	\$639,266	\$15,056	2.3%
TOTAL			\$114,726	

Notice is hereby given that the

## **ANNUAL GENERAL MEETING OF TOONGABBIE SPORTS & BOWLING CLUB LIMITED**

ABN 32 001 050 371

Will be held at the premises of the Toongabbie Sports & Bowling Club located at 12 Station Road, Toongabbie on  
MONDAY 29 OCTOBER 2018 at 7PM.

### **THE BUSINESS OF THE MEETING IS**

- A. To confirm the Minutes of the 2017 Annual General Meeting held on 30 October 2017.
- B. To receive and consider the Reports of the Board.
- C. To receive and consider the Balance Sheet, Profit and Loss Account and the Report of the Auditor.
- D. To deal with any Business of which due notice has been given.
- E. To allow the Members as a whole to ask questions about or make comment on the management of the club.

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## **Ordinary Resolutions**

To be passed an Ordinary Resolution must receive votes from a simple majority (ie 50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting. Each Resolution should be read in conjunction with the notes to members which follow the Resolution. All members (except Honorary members, Provisional members and Temporary members) are eligible to attend the meeting and vote on the Ordinary Resolutions.

Under the Registered Clubs Act:

- members who are employees of the Club are not entitled to vote; and
- proxy voting is prohibited.

The Board of the Club recommends each of the Resolutions to members.

### **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.

Explanatory Notes

- In order to comply with the Registered Clubs Act the members must approve the benefits listed above.
- The Board recommends this resolution to the meeting.

### **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. The Members acknowledge that the benefits in paragraph (a) overleaf are not available to members generally but only for those noted above.

### Ordinary Resolution 2 (continued)

#### Explanatory Notes

- In order to comply with the Registered Clubs Act the members must approve the benefits listed overleaf.
- The Board recommends this resolution the meeting.

### 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.

#### Explanatory Notes

- In order to comply with the Registered Clubs Act the members must approve the benefits listed above.
- The Board recommends this resolution to the meeting.

### Ordinary Resolution 4

That pursuant to the Registered Clubs' Act:

- (a). That the Members hereby approve the members of the board receiving honoraria from the Club to a value of \$2,500 per director.
- (b). That the Members hereby approve the clubs Welfare Officer receiving honoraria from the Club to a value of \$1,500.
- (c). The Members acknowledge that the benefits listed above are not available to members generally.

#### Explanatory Notes

- In order to comply with the Registered Clubs Act the members must approve the benefits listed above.
- The Board recommends this resolution to the meeting.

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## Special Resolutions

To be passed, a Special Resolution must receive votes from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting. Each Special Resolution should be read in conjunction with the notes to members which follow the Special Resolution. Only Life members and financial Ordinary Members (Bowling) are eligible to vote on the Special Resolutions.

Under the Registered Clubs Act:

- members who are employees of the Club are not entitled to vote; and
- proxy voting is prohibited.

The Board of the Club recommends each of the Special Resolutions to members.

### Special Resolution 1

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

- (a). 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 (Bowling) or Ordinary Member (Non Bowling) who may, inconsideration 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 (Bowling or Non Bowling) 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 including voting on Special Resolutions.
  - (c) A Life member is not obliged to pay any annual subscription (excluding bowling affiliation fees required to be paid to play bowls) as applicable under this Constitution."

#### Explanatory Notes

1. The First Special Resolution proposes to change the eligibility requirements for Life membership in order to allow for the first time Ordinary Members (Non-Bowling) to be eligible to be elected to Life membership. At the moment only Ordinary Members (Bowling) are eligible to be elected to Life membership.
2. In order to be elected as a Life Member a member will still need the approval of 4/5ths of those members who are eligible to vote and who do vote at a General Meeting of the Club.

### Special Resolution 2

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

- (a) **deleting** the words, "in writing by a pre-paid letter sent by post to the member's last known address" from Rule 28(b)(ii) and by inserting the words, "as permitted under rule 85 of this Constitution".
- (b) **adding** the following new Rule 28A and re numbering existing Rules 28A to 28D and the numbering within those rules:

*"DISCIPLINARY COMMITTEE*

*28A. DISCIPLINARY COMMITTEE*

*28A.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 28 to a Disciplinary Committee comprising not less than three (3) persons which may consist of directors, non director members of the Club or members of staff as selected by the Board.*

*28A.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 28 save that:*

- (a) a quorum of the Disciplinary Committee shall be three (3) and*
- (b) all references to the Board in Rule 28, except in Rule 28 (b)(x) shall be read as being references to the Disciplinary Committee.*

*28A.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 28 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:*

- (a) the procedure set out in Rule 28 is followed; and*
- (b) the member is notified that the Board is exercising the power under this Rule 28A.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.*

*28A.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 28A.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee."*

Explanatory Notes

1. The Second Special Resolution proposes 2 amendments to the Disciplinary provisions in the Constitution.
2. Item (a) will simply allow the club to give Notice of a Disciplinary Charge to a member by electronic mail as well by post.
3. Item (b) will add a new Rule 28A which will allow the Board of Directors to delegate its disciplinary powers to a disciplinary committee comprising of three persons who may be a combination of directors, non-director members and senior members of staff. The Board retains the power to review a decision of a disciplinary committee provided the Board follows the procedure set out in Rule 28A.3.

### Special Resolution 3

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

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

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. 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) deleting Rule 47(f), and inserting the following new Rule 47(f):  
*"47(f) At the first meeting of the Board following an election the Board shall appoint from among its members a Chairman and a Deputy Chairman."*



### Special Resolution 3 (continued)

#### Explanatory Notes

1. The Third Special Resolution essentially updates Rules 38 and 47(f) in the constitution by removing reference to the commencement date of the changes approved by members in 2016 and an out of date reference to a "Treasurer" in rule 47(f).

### Special Resolution 4

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

- (a). deleting Rules 61 to 61C inclusive and the headings before those Rules and in lieu thereof inserting the following new headings and Rules 61 and 61A inclusive:

*"61. MATERIAL PERSONAL INTERESTS OF DIRECTORS*

*61.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge declare the nature of the interest at a meeting of the Board and comply with Rule 61.2.*

*61.2 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*

- (a) *must not vote on the matter; and*
- (b) *must not be present while the matter is being considered at the meeting.*

*61A. REGISTERED CLUBS ACCOUNTABILITY CODE*

*61A.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 61A.*

*61A.2 For the purposes of this Rule 61A, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

#### **Contracts With Top Executives**

*61A.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*

- (a) *the top executive's terms of employment; and*
- (b) *the roles and responsibilities of the top executive;*
- (c) *the remuneration (including fees for service) of the top executive;*
- (d) *the termination of the top executive's employment.*

*61A.4 Contracts of employment with top executives will not have any effect until they approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

#### **Contracts With Directors Or Top Executives**

*61A.5 Subject to Rule 31.7 and any restrictions contained in the Registered Clubs Act the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*

*61A.6 A "pecuniary interest" in a company for the purposes of Rule 61A.5 does not include any interest exempted by the Registered Clubs Act.*

#### **Contracts With Secretary And Managers**

*61A.7 Unless the commercial arrangement or contract is a contract of employment or is a contract that results from an open tender process or is otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*

- (a) *the Secretary or a manager; or*
- (b) *any close relative of the Secretary or a manager;*
- (c) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

#### **Loans To Directors And Employees**

*61A.8 The Club must not:*

- (a) *lend money to a director of the Club; and*
- (b) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

## Special Resolution 4 (continued)

### **Restrictions On The Employment Of Close Relatives Of Directors And Top Executives**

61A.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

61A.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

### **Disclosures By Directors And Employees Of The Club**

61A.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the Club.

61A.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 61A.11.

### **Provision of Information To Members**

61A.13 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relate; and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.

- (b). deleting the words, "or one hundred [100] (whichever is the lesser)," from the first sentence of Rule 64 so that the first sentence will appear as:

*"A General Meeting (other than the Annual General Meeting) may be called on any date by the Chairman of the Board and must be called by the Chief Executive Officer upon receipt by him of a requisition (which need not be in one document) signed by not less than 5% of members entitled to attend and vote stating the business to be considered"*

#### Explanatory Notes

1. The Fourth Special Resolution proposes two (2) amendments to the Club's Constitution to bring the Constitution into line with the Corporations Act, Registered Clubs Act and Registered Clubs Regulation.
2. Paragraph (a) amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the recent and significant amendments to the corporate governance and accountability provisions of the Registered Clubs Act and Registered Clubs Regulation.
3. Paragraph (b) amends existing provisions relating to the calling of general meetings on the request of members to bring the Constitution into line with the Corporations Act.

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## INFORMATION TO MEMBERS

As permitted by the Corporations Act 2001 Sect 314 the Full Financial Report for the year; the Directors Report for the year and the Auditor's Report will be available from our website, [www.toongabbiesportsclub.com.au](http://www.toongabbiesportsclub.com.au); via post upon written request or via electronic copy upon request to [info@toongabbiesportsclub.com.au](mailto:info@toongabbiesportsclub.com.au).

Members are advised that questions concerning the Balance Sheet, Profit and Loss Statement or Auditors Report must be in writing and handed to the CEO by 5.00pm by Monday 22 October 2018 and that otherwise no new business, notices of motions or resolutions can be considered at the AGM.

Dated 28 September 2018 by Direction of the Board

**Andrew Lauridsen, Chief Executive Officer**

Toongabbie Sports Club Ltd

# Live Entertainment



**ABBA LANCHE**  
THE AUSTRALIAN ABBA TRIBUTE SHOW

TOONGABBIE SPORTS

FREE BAND FRIDAY  
9TH NOVEMBER



**UGLY PAST**  
THE 80'S & 90'S EXPERIENCE

TOONGABBIE SPORTS

FREE BAND FRIDAY  
14TH DECEMBER



**TWO FIRES CHISEL BARNES SHOW**

TOONGABBIE SPORTS

FREE BAND FRIDAY  
25TH JANUARY



**the RADIATORS**

TOONGABBIE SPORTS

FREE BAND FRIDAY  
8TH FEBRUARY



**ALL ACCESS 80S**

TOONGABBIE SPORTS

FREE BAND FRIDAY  
8TH MARCH



**HARDEGE**

TOONGABBIE SPORTS

FREE BAND FRIDAY  
12TH APRIL



**THE FROCKS**  
THE BAND THAT ROCKS

TOONGABBIE SPORTS

FREE BAND FRIDAY  
10TH MAY



**ROCK CITY SAINTS**

TOONGABBIE SPORTS

FREE BAND FRIDAY  
14TH JUNE