

Minutes of the Annual General Meeting of Toongabbie Sports & Bowling Club
held on Monday 28 October 2019

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

ATTENDANCE: Twenty Nine (29) members as per the signatures in the register.

APOLOGIES: D Begg 10121, A Brien 10084, R Brown 35881, P Brown 35636, R Brownlow 30885, M Degan 10336, D Fogarty 30143, G Fogarty 22459, D Gorry 10250, N Hornery 33719, D Letford 10338, T Lord 10360, E Nunan 10400, E Nunan 10543, V Profilio 10511, D Ruse 10306.

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 2018 Annual General Meeting

The minutes of the General Meeting of Toongabbie Sports & Bowling Club held 29 October 2018 were tabled without comment.

Moved D Rothery (10415) seconded M Jamieson (21565) that the minutes be adopted. Carried.

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

The Chairman's announced the club profit of \$732,705 was a good result despite sluggish sales. It was noted the clubs audit and accounts process continues to work well.

It was confirmed the sale of property to Opal had now been completed to an extent that has seen the club take receipt of full funding of \$5,075,574 and that this certainty had now enabled the club to undertake refurbishment works and investigate other improvements.

The clubs power costs remained under control now that the solar system was contributing to offset the 56% increase in prices.

The chairman congratulated the Mens and Ladies bowls teams that enjoyed success in the year and thanked the committees for enabling them to achieve their success.

The chairman closed his report by stating that growth had been sluggish for sometime and there was no expectation for this to change unless the club changes to meet the new challenges the industry faces and that the board planning session in early 2019 identified the need for some changes to start occurring.

The CEO Report was presented identifying the club profit without the revaluations that added \$306K was a respectable \$426K. While the result was similar to 2018 the result came off reduced bar sales of 1% and modest gaming increases of 2% being less than CPI. The slowing of the club's sales growth was demonstrated in 5 year comparisons of sales and trading profits noting that the club had continued to manage debt having come from a significant debt position not that long ago.

CEO then provided brief updates on the Opal Aged Care project, the current refurbishments, new staff uniforms, the clubs recent increase in trading hours and confirming some of the club's other activities would continue unabated.

Moved R Calvert (10447) seconded W Fogarty (10027) that the Directors Reports be adopted. Carried.

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 auditor confirmed this years Annual Report was an unqualified report giving the club a clean bill of health noting that many clubs continued to struggle as registered clubs found themselves in a state of flux that continues to see clubs closing or amalgamating.

Toongabbie holds a respectable balance sheet of \$13.5M and continues to manage a healthy EBITDA of 15%, despite the alcoholic beverage industry continuing to decline at circa 2% per annum and gaming only achieving modest growth of 1% as an industry average.

The cause of the changes is unclear but he believes is partly impacted by high housing prices as people are either struggling to save or repay for the Australian dream, or are now resigned to not being able buy a house and instead spending on luxury type items. The generational change is now probably also impacting the industry as the older club patrons are not being replaced by the younger generations who seem to eat "out" less and socialise "out" less.

P Stankevicius 10140 asked whether the 2 elections might have impacted the clubs trading this year. M LeMarchant agreed the uncertainty around these 2 elections would have eroded consumer confidence and possibly more so in the clubs membership as largely older Australians may have suffered the most had a Labour government won.

M LeMarchant encouraged the members to use their voice to have an impact on the future of their club.

Moved R Calvert (10447) seconded P Giffney (33575) that the Balance Sheet, Profit and Loss Account and the Report of the Auditor be adopted. Carried.

D. To declare the result of the election of the seven Directors

Elected Directors

The chairman announced that the incumbent six (6) directors had been re-elected unopposed and thanked his fellow directors for the support and efforts over the last 12 months.

The elected directors were advised as;

- Rob Brownlow,
- John Burgess,
- Duane Gorry,
- Tim Heyes,
- David Nugent,
- David Rothery.

The chairman also thanked Trevor Lord who recently retired for his efforts over the last five years and wished him well in his retirement.

The CEO advised the meeting that nominations would be taken from the floor and provided an overview of the process before seeking nominations.

There were no nominations received from the floor and members were encouraged to approach the current board should they have an interest in joining the board.

E. 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.
 - (vi). 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.
 - (vii). That the Members hereby approve the members of the board receiving honoraria from the Club to a value of \$2,500 per director to be paid in kind.
- (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 M Jamieson (21565) 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 P Giffney (33579) seconded P Stankevicius (10140) 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 the clubs Welfare Officer receiving honoraria from the Club to a value of \$1,500 to be paid in kind.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally.

Moved P Bartlett (10046) seconded W Fogarty (10027) 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 further update on current matters.

The meeting was advised that the sale of land for the construction of an Aged Care Facility remained incomplete, but agreement had been reached to release full funding while the club retained control over the land subject to commencement of works. Members could expect demolition to commence late this year and full construction mid 2020.

The beginning of full construction would see the clubs second exit lost for up to 24 months and the club has already commenced preliminary meetings with council to add an extra exit from the club onto Station Rd providing a dedicated left and right exit lane. There remain no certainties such a plan will be accepted by Council or RMS but it remained the clubs intent to establish this and then erect new purpose built signage.

An update of the current refurbishments was given including sample boards with the CEO confirming completion before Christmas.

CEO then advised the meeting of plans to construct a brand new outdoor area incorporating children's play, cabana, cook your own BBQ and other items to entice the technology generation out of their rooms and into the club and provide a space for the increasing number of high density residents to enjoy a backyard BBQ experience with their family.

The meeting was also advised of the clubs desire to reduce the size of the greens to 6 rinks and line them up towards the road to provide grade parking at the club door.

The CEO stressed that all these plans were preliminary and required significant additional input but the Board seeks the opinion of the members present.

G Walsh (10132) asked whether the greens would have shade. CEO advised shade would be reinstated with G Walsh saying the current shade was not sufficient. CEO advised other options could be investigated. The CEO advised that at this stage there was no intent to establish synthetic greens unless the Bowlers as a whole wanted them.

R Calvert (10447) asked whether toilets would be added. CEO advised that they would.

M Linnell (33432) stated he thought the concept was a great idea and needed to attract new members.

M Jamieson (21565) asked whether a Bowls office would be located in the new function space overlooking the greens. CEO advised that if the project proceeded the lockers and bowls office would need to be located in this space if it is to provide the added security the club seeks.

There was also a question as to whether the new works would remediate the club issue with overflowing box gutters at the clubs entry. The CEO advised that the club continued to remediate many issues in the club but these works were not expected to provide a solution to that specific problem, noting they would equally not worsen the problem.

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

27/11/2019

Date