

**Minutes of the Annual General Meeting of Toongabbie Sports & Bowling Club
held on Wednesday 27 October 2025**

OPENED: At 6:05pm Chairman Duane Gorry ('the Chair') declared the Annual General Meeting open with those members in attendance forming a quorum.

ATTENDANCE: Thirty Six (36) members as per the attendance register.

APOLOGIES: T Lord 10360, D Nugent 10254, W Binet 29981, J Davison 22196, S Cheney 10577, G Fogarty 22459, T Heyes 10114, N Roach 10495, M Moore 19009, J Vlach 19248.

BUSINESS: The Chair welcomed all members to the meeting and requested that all mobile phones be switched off or placed on silent and that anyone addressing the meeting states their name and badge number.

A. To Confirm the Minutes of the 2024 Annual General Meeting

The minutes of the Annual General Meeting of Toongabbie Sports & Bowling Club held 9 October 2024 were tabled without comment.

Moved R Calvert (10447) seconded P Brown (35636) that the minutes be adopted. Carried.

The minutes of the General Meeting of Toongabbie Sports & Bowling Club held 9 October 2024 were tabled without comment.

Moved W Carter (32736) seconded B Fogarty (30150) that the minutes be adopted. Carried.

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

The Chairman's spoke to the Directors report noting that while the club reports a loss of \$418K, the underlying trading result was extremely positive and it was the comprehensive valuation that caused write down of \$2.6M that affected the reported result. The club maintains assets of more than \$20M.

Membership is over 16,000 and the club supported more than 20 local sporting clubs again this year. With the pause in alcohol excise by the federal government the club has held pricing and will continue to endeavour to provide value products for our members.

Amalgamation with Collarenebri was completed in March and while the process was difficult we are starting to see positive signs from the small club and are looking to make facility improvements to further improve results.

We will continue to focus on entertainment with more live shows being scheduled and live DeeJay events to be trialled.

This week we hope to see the worn out grass replaced with synthetic in the outdoor area.

The club is facing an ever increasing compliance burden from all levels of government with the club now requiring Liquor licence, gaming licence, tobacco licence, TAB licence as well as then complying with any number of state and Federal regulations.

CEO Confirmed the reported loss of \$418K noting a trading profit of \$2.2M that was driven by increased sales of 15% while costs increased 13%. With Net assets of \$20M the cash return on was actually 6.4% which is a solid result.

Regardless the clubs access to cash increased by \$1.5M with record sales this year after the completion of refurbishments. CEO noted past 5 years reported profit and trading profits showed a record trading profit.

A review of asset values was provided showing the clubs assets remained above \$20M.

A snapshot of Collarenebri trading was provided with limited history available but clearly a growth in standard Bar training and some patchy increased in gaming. Limited improvements made to date but it still contributed about \$9K to the club financial results and has for this current quarter provided a profit of around \$45K.

Moved R Calvert (10447) seconded W Carter (32736) 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 Club's Auditor (Martin Le Marchant – 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 congratulated the Club on another unmodified audit report also commenting that the \$2.2M operating profit was a great result.

Adoption of Collarenebri added \$1M assets and \$400K liabilities but pleasing to see it now trading in positive territory.

The auditor commented that the property valuations were in accordance with Australian Standards and was reflected accurately in the Club's financial accounts. He noted there is always some subjectivity around valuations, and as such losses in this period may quickly turn to profits in future periods.

Revenue growth was strong and the Club's EBITDA of +20% is considered strong with reference to IPART parameters.

The auditor confirmed despite the decrease in property valuations, the Club maintains net assets of \$20.4M.

Questions were invited.

A Johnson (25569) questioned how depreciation was being applied with the write down in assets. The auditor responded that depreciation would be adjusted in line with the adopted values and in accordance with Australian Accounting Standards. Land is not depreciated.

A Williamson (10163) questioned catering at Collarenebri and how that assist capturing caravan/tourist trade. CEO advised at this point the club was self managing with limited labour but plans are being worked on to extend catering trading when the springs open next year.

Moved B Troth (10223) seconded U Bendt (21194) that the Balance Sheet, Profit and Loss Account 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.
- (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.

(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 B Troth (10223) seconded P Stankevicius (10140) that the Resolution is put to the meeting.

The Resolution was put to the meeting and carried unanimously 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 Stankevicius (10140) seconded P Brown (35636) that the Resolution is put to the meeting.

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

Ordinary Resolution 3

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 \$6,000 per director to be paid in kind.
- (b) 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.
- (c) The Members acknowledge that the benefits listed above are not available to members generally.

Moved R Calvert (10447) seconded V Profilio (10511) that the Resolution is put to the meeting.

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

Special Resolution 1:

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

- (a) **inserting** into Rule 2 in alphabetical order the following new definitions:

"ALM/CTF Act" means the Anti-Money Laundering and Counter Terrorism Financing Act 2006.

"Liquor and Gaming Policy" means any determination or policy made by the Club for the purposes of implementing and/or enforcing gaming or liquor harm minimisation."

- (b) **deleting** the definition of Gaming Machine Act in Rule 2 and in its place **inserting** the following new definition:

"Gaming Machines Act" means the Gaming Machines Act, 2001."

- (c) **deleting** the heading above Rule 4 and in its place **inserting** the following new heading **"REQUIREMENTS OF THE LAW AND OTHER LEGISLATION"**.

- (d) **inserting** the following new Rule 4A:

"4A. The Constitution and By-laws of the Club have effect as a contract between:

- (a) *the Club and each member; and*
- (b) *the club and each director;*
- (c) *the Club and each other member,*

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person."

- (e) **inserting** the following new Rule 8A:

"8A (a) Under the AML/CTF Act the Club:

- (i) *is a reporting entity;*
- (ii) *provides a designated service to its members and patrons;*
- (iii) *may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and*
- (iv) *maybe required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances."*

- (f) **deleting** Rule 18(d) and in its place **inserting** the following new Rule 18(d):

"Provisional member" means a person who has paid the entrance fee (if any) and the applicable annual subscription for one of the categories of ordinary membership set out in paragraphs (a) to (c) above (if any) but who has not been elected to that category of membership. A Provisional Member is entitled to such privileges and advantages of membership as determined by the board but is not entitled to vote in the election of the board or attend or vote at any meetings of the Club. A person will cease to be a Provisional member upon approval or refusal of that person's application by the Board in accordance with Clause 24."

- (g) **deleting** Rules 21(b) and (c) and in their place **inserting** the following new Rule 21(b) and renumbering the remaining provisions accordingly:

"(b) The Board or the Chief Executive Officer have the discretion to admit any person as a Temporary Member of the Club."

- (h) **inserting** the following new Rule 28(aa):

"(aa) Any use of social media or other electronic communication by a Member or a guest of a Member that is contrary to any By-Law or that can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club."

(i) **deleting the word "he" in Rule 29A(c)(iv) and inserting the word "the" in its place.**

(j) **inserting the following new Rules 48(i) to (k) inclusive:**

"(i) ceases to hold the necessary qualifications to be elected or appointed to the Board.

(j) is suspended from membership of the Club for any period of time:

(i) including a suspension under Rule 29A;

(ii) including any period between the making of a request under 29A(c)(iv) and the Board dealing with the matter; and

(iii) excluding any suspension under Rule 28B.

(k) ceases to hold a Director Identification Number."

(k) **inserting the following new Rule 52(q)(ix) and renumbering the remaining provision accordingly:**

"(ix) The use of social media and other forms of electronic communication by Members and guests of Members relating to the Club."

(l) making such general consequential amendments necessary to ensure the cross referencing of Rule sand paragraphs, together with Rule and paragraph numbering, are correct throughout the Constitution.

Moved U Bendt (20094) seconded R Calvert (10447) that the Resolution is put to the meeting.
The Resolution was put to the meeting and carried unanimously 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

P Stankevicius (10140) suggested the club should consider extending happy hour to attract more people to the club. The Chair advised the board would consider at its next meeting.

A Williamson (10163) commented that the club should show Bowls on TV instead of League replays using YouTube or Foxtel. The CEO advised that it is possible to show Foxtel options is already achievable but that YouTube would present new challenges. He further advised that ordinarily our staff will assist with requests for channel changes and that there had been no commets of requests for bowls to be displayed but he would check with staff this week.

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

The meeting closed at 6.39PM.

Signed as a true and correct record,



Chairman – Duane Gorry

29th October 2025

Date