

Minutes AGM 2019 Sunday 30th June, 2019

In attendance 80 members as per the register meeting opened 10am

Guests: Mr Grant Gleeson (Returning Officer), Mrs Rebeka Schroder (Boothco Auditors) & Mr Bernie Brown (CEO & Secretary).

Apologies

Chris Allen, Stephen Young, Dianne Young, Ralph Catenitch, Alan Brady, Robert Pender, Ray Ganderton, Neil Montgomery, Kevin Duffey, Christopher Dendle, Bill Ferguson, Ray Selway, Alby Barker, Pat Leach, Sue Rose and Les Jones

Minutes 71st AGM were presented to the members

Moved R Walsh seconded A Bird – CARRIED

Business Arising from the previous minutes: NIL

Correspondence: Nil correspondence received with reference to any matters arising from the prior AGM

Presidents report

Mr Eddie Lee presented the Presidents report for the year ended 31st March 2019 and asked for any questions from the floor.

Moved D McLeod seconded T Smith to accept the Presidents report – CARRIED

Treasurers Report / Auditors Report & Adoption of Financial Report 2019

Rebeka Schroeder (Boothco). A successful year financially with revenue up over 9%. In addition, the Club has achieved a very good profit of \$711,000 this year V a profit of \$276,00 last year. Balance sheet is very healthy. Looking at net assets they come in at \$32,000,000 with 2 new investment properties purchased through the year as well as continued renovations. The Club is positioned very well congratulations. Moved A Bird Seconded J Newbold – CARRIED

Election of Officers

Eddie Lee addressed the meeting stating that all board positions had been filled prior to the meeting and directors returned unopposed.

Group 2 (3 years)

Service Vice President **Bill Garrick**

Service Director **Suz Dendle**

Associate Director **John Newbold**

Group 3 (1 year)

Service Director **Neville Whalan**

Ordinary Resolution 1

Associate Life Membership Nomination

Mr John Newbold

Mr Brown read a statement from Mr Alan Bird for the nomination.

Moved Alan Bird Seconded Neville Whalan – Motion CARRIED

Ordinary Resolution 2

Service Life Membership Nomination

Mr Kevin Bryson (Posthumous)

Mr Brown read a statement from Mr Chris Allen for the nomination.

Moved Allan Bird Seconded Chris Allen – Motion CARRIED

Ordinary Resolution 3

To consider and if thought fit to pass the following Ordinary Resolution:-

“That pursuant to Section 10(1)(i) of the Registered Club’s Act, which states as follows:-

“(i) A member of the Club whether or not he or she is a member of the governing body, or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.”

The members of the Shoalhaven Ex-Servicemen’s Club Limited approve that the Board of Directors and Senior Management, during the 12-month period preceding the 2020 Annual General Meeting, receive the following benefits: -

- a) The Provision of reasonable meals and beverages at Board meetings.
- b) The provision of reasonable expenses in travelling to and from Board meetings or any other constituted meetings or duties as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure.
- c) The provision to the Board of Directors and invited guests with two Board dinners per annum.
- d) The reasonable cost of Directors attending the Annual General Meeting of Clubs NSW and the RSL and Services Clubs Association.
- e) The reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be approved by the Board from time to time.
- f) The provision of a uniform consisting of a suit, shirts and a tie for Directors and Life Members.

- g) The provision of a Christmas bottle of Scotch or equivalent to Directors and Life Members.
- h) The provision to the Board of Directors and invited guests with a Certificate of Merit Presentation function.
- i) The provision of reasonable expenditure on food and refreshments for Directors and Senior Management officers attending and/or entertaining dignitaries and/or guests of the Club at functions (whether on Club premises or otherwise) including the Presidents ANZAC Day Luncheon, The Annual Corporate Suppliers Golf Day and other marketing or promotional events or activities provided such expenditure is approved by the Board from time to time as being reasonable and properly incurred.
- j) That all Club Directors receive, upon retiring from the Board and after having completed a minimum of five years continuous service, a farewell gift of appreciation to the value of \$500.00 and an extra \$100.00 per annum for each full year completed thereafter up to a maximum of \$3,000.00 in recognition of conspicuous service rendered to the Club.”

And the members acknowledge that by passing this resolution the benefits listed above are not available to members generally.

Moved Alan Bird seconded Bill Garrick – CARRIED

Special Resolution 1

That the Constitution of Shoalhaven Ex-Servicemen’s Club Limited be amended by:

- (a) deleting Rule 10.1 and in lieu thereof inserting the following new Rule 10.1:

“10.1 Intentionally Deleted.”

- (b) deleting Rules 31 to 33 inclusive and the headings before those Rules and in lieu thereof inserting the following new headings and Rules 31 to 33 inclusive:

“31. MATERIAL PERSONAL INTERESTS OF DIRECTORS

31.1 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 31.2.

31.2 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.

32. Registered Clubs Accountability Code

32.1. 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 32.

32.2 For the purposes of this Rule 32, 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

32.3 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.

32.4 Contracts of employment with top executives will not have any effect until they are 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

32.5 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.

32.6 A “pecuniary interest” in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.

Contracts With Secretary And Managers

32.7 Unless 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

32.8 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.

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

32.9 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.

32.10 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

32.11 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.

32.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 32.11.

Provision of Information To Members

32.13 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.

33. INTENTIONALLY DELETED.”

Moved Alan Bird Seconded Brian Dwyer – CARRIED Unanimously

Special Resolution 2

That the Constitution of Shoalhaven Ex-Servicemen’s Club Limited be amended by:

(c) deleting Rule 27.1 (a) which provides:

“Subject to Rule 27.1(b) and Rule 35, the Board shall consist of eight (8) directors who shall comprise:

- (a) a President (who shall be either a Life member (Service) or a Service member); and
- (b) two (2) Vice Presidents (one of whom shall be a Life member (Service) or a Service member and one of whom shall be a Life member (Associate) or an Associate member with at least 5 years consecutive membership of the Club);

(c) a Treasurer (who shall be a Life member (Service), a Life member (Associate) or a Service member or an Associate member with at least 5 years consecutive membership of the Club);

(d) four (4) other ordinary directors (two of whom shall be Life members (Service) or Service members and 2 of whom shall be Life members (Associate) or Associate members with at least 5 years consecutive membership of the Club).”

and replacing it with the following new Rule 27.1 (a):

“Subject to Rule 27.1(b) and Rule 35, the Board shall consist of eight (8) directors who shall comprise a President, two (2) Vice Presidents, a Treasurer and four (4) other ordinary directors.”

(d) deleting the following words from Rule 10.9 (c), “except for the position of President” so that Rule 10.9 (c) will appear as follows “Subject to Rule 27.4, nominate for and be elected to hold office on the Board.”

(e) deleting the words and number “five (5) years” wherever they appear in Rules 10.9, 10.10, 10.11, 27.3(c) and 28.1(d) and replacing them with the words and number “twenty four (24) months”.

(f) deleting the words and number “five (5) consecutive years” from Rules 36.19(c) and 47.1 and replacing them with the words and number, “twenty four (24) consecutive months” so that Rules 36.19(c) and 47.1 will appear as follows:

“36.19(c) Subject to the Registered Clubs Act and Gaming Machines Act;

(a) Life members,

(b) Service members, and

(c) Associate members who have more than twenty four (24) consecutive months membership at the Club,

are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.

47.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members, Service members, and in the case of Associate members only those Associate members who have more than twenty four (24) consecutive months membership at the Club, shall be the only members eligible to vote on any Special Resolution to amend this Constitution.”

Question how is the 24 months determined? Mr Brown the 24 months is calculated from your joining date, its currently 5 years.

Question if there are members in here with less than 5 years can they vote? No they cant and should not be in attendance. Some members have been refused entry. Discussion. 2 members were admitted as non-voting observers.

Moved Bob Walsh seconded Doug McLeod – CARRIED Unanimously

Mr Glesson stepped down and congratulated the Club on a great year.

Mr Eddie Lee Closed the meeting at 10.30am and opened the floor for General Business

General Business

Ian Abberly – Question regarding the Club rebranding and implications to Bowls sub group uniforms and restrictions from Bowls NSW and Bowls Australia.

Mr Brown – We will work closely with the sub club regarding uniform changes and allow plenty of time for approvals etc. Mr Brown further elaborated on the Club rebranding process. Branding for corporate image will be Shoalhaven Ex-Services Group (SESG) the Main Club will be The EXservos the Sports Club will be Worrigeer Sports

Ken – Regarding Club entertainment. Everyone loves karaoke, will it be on again? Can you fill us in.

Mr Brown – During Sports Club refurbishments we have all entertainment on hold as lounge areas will be shut down. We have communicated to the agent and then passed to the provider. We are using this time to review all entertainment at the both clubs. We are looking at the opportunity to move to the main club, however, as yet had no response. We feel that it would be a good fit.

Men's Bowling Club – What can we do to slow the golf carts around the greens its very dangerous.

Mr Brown - we will review the area and as of next year with the external renovations golf buggy pathways will be reconfigured away from bowling greens. We will look at an interim solution.

Bowling Member – We understand that there are a number of renovations happening at the Sports Club and moving of some facilities. Can you outline what will be undertaken and potentially a map?

Mr Brown – The internal refurbishes will commence shortly and aim to finish by November. We will be having a member information night for the 2020 Growers concept where we will have slide shows and question and answer opportunity. The concept has come to life via our strategic planning. The golf section has been involved as they will have their facilities relocated like for like plus a new pro shop. Member cart storage capacity will improve.

Question regarding the purchase of investment properties?

Mr Brown – Again this is part of our diversification and property acquisition strategy. Strategically the 12 lots along Greenwell Point Road that back onto HDO could be used in the future for further expansion facilities or residential development. This would be a 5 – 7 year plan. We are currently receiving a rental return.

In response to the karaoke question, we have not had a reply from Andrew. Comments around lapsed membership and attendance today was denied, it seems inconsistent, his membership did lapse for a short time.

Mr Brown – We will follow up with Andrew regarding entertainment. As of today, members with 24 months will be able to attend and vote thanks.

Mr Brown Stay tuned for the upcoming information sessions regarding the renovations. The future is bright thanks to the board and their continued support. Thank you.

Mr Eddie Lee
President

Mr Bernie Brown
Secretary / CEO