

KATOOMBA RSL ALL SERVICES CLUB LTD

MINUTES OF SEVENTY FIRST ANNUAL GENERAL MEETING

HELD IN THE MEETING ROOMS ON SUNDAY 18TH NOVEMBER 2018 AT
11:00am

- CHAIR:** Mr Brian Turner presided over the meeting.
- ATTENDANCE:** There were 25 members in attendance at the commencement of the meeting as per attendance book.
- Mr Ray Travers, Piggott Stinson Lawyers,
Mr Nick Nancarrow Cutcher & Neale Assurance, Club
Auditors
Ms Michelle Wilson, Australian Election Company.
- APOLOGIES:** Paul Edmunds (Director)
Steve Barratt (Director)
David White (Director)
Rod Hoffman – Keystone Partners Financial Services
Carole O'Connor - Member
- MINUTES:** Angela Newton

PROCEEDINGS:

Meeting called to order at 11.05 by Chair, B. Turner.

RESOLVED: Attendance record be received. Moved Geoff Bates. Seconded Len Colless. Carried.

TO CONFIRM THE MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING HELD ON SUNDAY 26TH NOVEMBER, 2017:

RESOLVED: Minutes be received and adopted. Moved Eric Tasker. Seconded Doug Baker. Carried.

TO RECEIVE AND CONSIDER THE SUMMARY FINANCIAL REPORT OF THE COMPANY FOR THE YEAR ENDED 30TH JUNE 2018 AND THE REPORTS BY DIRECTORS AND AUDITORS THEREON:

Mr Nick Nancarrow from Cutcher & Neale Assurance, gave an overview regarding the 2018 financial accounts.

The Club has reported a profit after tax of \$11,171,079 for the year ended 30 June 2018 compared to a loss of \$4,142,771 in 2017.

RESOLVED: The summary financial accounts be received and adopted. Moved Angela Field. Seconded Wayne Berthon. Carried.

CEO'S ADDRESS

Nick Darias addressed the meeting. He thanked Nick Nancarrow, our auditor, and Ray Travers, our lawyer, for all the assistance they have provided during a difficult time following the fire. He thanked all the directors for giving up so much time for meetings and the staff for going above and beyond to keep normality in the workplace. He also thanked Wentworth Falls Men's Bowling Club who have assisted with welcoming members to the Wentworth Falls Bowling Club and the sub-branch committee and members for their efforts in arranging Anzac Day and Remembrance Day services without the RSL. Special mention was made of Blue Mountains City Council who have assisted and supported with the re-development of Katoomba RSL Club.

OVERVIEW OF THE TRIENNIAL RULE AND HOW THE ELECTIONS WORK THIS YEAR:

Ray Travers advised the Members this was the seventh election under the triennial rule, which was adopted by Members at the 2011 Annual General Meeting. A third of the Board will be elected each year as per this triennial rule.

At the 2017 Annual General Meeting the term of office for the directors allotted to Group 2 came to an end, and therefore Members this year will be electing three directors to fill the Group 3 positions for a three-year term.

Group 3 retired this year, being Brian Turner, Owen Wood and Wayne Berthon and nominations for these positions were conducted. There were three nominations for office received:

Brian Turner
Owen Wood
Wayne Berthon

DECLARATION OF ELECTION RESULTS - MICHELLE WILSON.

Michelle reported nominations opened 9am 26/10/18 and closed 5pm 2/11/18.

Nominees are

(1) Brian Turner – proposed by Owen Wood, seconded Steve Barratt.

(2) Owen Wood – proposed by Brian Turner, seconded Steve Barratt.

(3) Wayne Berthon – proposed Steve Barratt, seconded Angela Field.

No election was necessary as these were the only nominations and the directors were appointed unopposed.

CONSIDERATION OF TWO ORDINARY RESOLUTIONS REGARDING EXPENSES OF DIRECTORS

First ordinary resolution proposes to approve and agree to expenditure by the Club in a sum not exceeding \$20,000.00 until the Annual General Meeting of the Club held in 2019 for the professional development and education of directors.

RESOLVED: Resolution be approved. Carried by majority vote.

Second ordinary resolution proposes to approve and agree to expenditure by the Club in a sum not exceeding \$9,000.00 until the Annual General Meeting of the Club held in 2019 for reasonable expenditures.

RESOLVED: Resolution be approved. Carried by majority vote.

CONSIDERATION OF THE FIRST SPECIAL RESOLUTION REGARDING THE AMENDMENT OF THE CONSTITUTION

The First Special Resolution proposes to replace the current definition of “Ex Serviceman” with a new definition of “Australian Defence Force member”. The definition determines whether a person is eligible to belong to the RSL member category of the Club by **deleting** the definition of “*Ex Serviceman*” in Rule 5(a) and **inserting** the following definition in Rule 5(a) in alphabetical order:

“**Australian Defence Force Member**” means a person who is or was a member of the Australian Defence Force.”

And by deleting from Rules 22(a)(i) and 22(a)(ii) the words “*Ex Service Member*” and in their place **inserting** the words “*Australian Defence Force Member*”.

RESOLVED: Resolution be approved. Carried by majority vote.

CONSIDERATION OF THE SECOND SPECIAL RESOLUTION REGARDING THE AMENDMENT OF THE CONSTITUTION

The Second Special Resolution proposes to make 3 changes to the size and structure of the Board.

There being no quorum of RSL Members or Life Members who were former RSL Members, this resolution was adjourned to a meeting to be held at 11am on Sunday 25 November, 2018.

CONSIDERATION OF THE THIRD SPECIAL RESOLUTION REGARDING THE AMENDMENT OF THE CONSTITUTION

The Third Special Resolution proposes to amend the term of office for the officeholder/”executive” positions on the Board.

RESOLVED: Resolution be approved. Carried by majority vote.

CONSIDERATION OF THE FOURTH SPECIAL RESOLUTION REGARDING THE AMENDMENT OF THE CONSTITUTION

The Fourth Special Resolution proposes to introduce term limits for the officeholder/"executive" positions.

RESOLVED: Resolution be approved. Carried by majority vote

CONSIDERATION OF THE FIFTH SPECIAL RESOLUTION REGARDING THE AMENDMENT OF THE CONSTITUTION

The Fifth Special Resolution also proposes to introduce term limits for the position of director.

RESOLVED: Resolution be approved. Carried by majority vote

CONSIDERATION OF THE SIXTH SPECIAL RESOLUTION REGARDING THE AMENDMENT OF THE CONSTITUTION

The Sixth Special Resolution proposes to introduce new education and training requirements for directors and candidates for the Board.

RESOLVED: Resolution be approved. Carried by majority vote

CONSIDERATION OF THE SEVENTH SPECIAL RESOLUTION REGARDING THE AMENDMENT OF THE CONSTITUTION

The Seventh Special Resolution significantly amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the recent amendments to the corporate governance and accountability provisions of the Registered Clubs Act.

RESOLVED: Resolution be approved. Carried by majority vote

GENERAL BUSINESS

Moira McGhee asked what is the outcome of Special Resolution No. 2 being deferred to a meeting on Sunday 25th. Brian Turner advised her that RSL Members or Life Members who were former RSL Members attendees at that meeting will establish a quorum regardless of how many attend and the resolution will be voted on.

Meeting was adjourned at 11.31am until 11am 25 November 2018.

Chairman