



NOTICE OF ANNUAL GENERAL MEETING
TWIN TOWNS SERVICES CLUB LIMITED

Twin Towns  *Meet you there*
CLUBS + RESORTS

NOTICE IS HEREBY GIVEN THAT THE
ANNUAL GENERAL MEETING OF TWIN TOWNS SERVICES CLUB LIMITED
WILL BE HELD IN THE SHOWROOM, LEVEL 5, TWIN TOWNS,
WHARF STREET, TWEED HEADS, NEW SOUTH WALES
ON TUESDAY 21 MAY 2019 COMMENCING AT 7.00 P.M.

THE BUSINESS OF THE MEETING

The meeting will consider the following matters and any other business that may arise.

1. **Apologies**
2. **Confirmation** of the Minutes of the previous Annual General Meeting held Tuesday, 22 May 2018.
3. **Matters arising**
4. **Correspondence received**
5. **Board Report and Financial Reports**
To receive the Board Report, Financial Statements for the year ended 31 December 2018 and the reports by Directors and Auditors thereon.
(Members can obtain a hard copy or an electronic copy of the Annual Report by written request to the Club's Secretary. Members wishing to query any of the figures displayed in the Financial Statements are requested to make a submission in writing to the Secretary at least seven (7) days prior to the Annual General Meeting).
6. **Election of Directors**
Election of three (3) Directors to the Board of Directors.
7. **To consider Ordinary Resolutions to be moved by the Board of Directors**
(The nature of each Ordinary Resolution is set out in an attachment to this Notice).
8. **General Business**

ELECTION OF DIRECTORS

NOMINATION

Nominations are called for election to the position of Director of the Twin Towns Services Club Limited. The Election will be held at the Annual General Meeting of the Club. The Election will be held to elect three (3) Directors of the Club whom will each serve a term of three (3) years in accordance with the Triennial Rule adopted in the Constitution of the Club.

Nominations will open at 9.00am (Qld) on the 4th of March 2019. Nomination forms will be available from the Executive Office of the Club during office hours. Nominations will close at 5.00pm (Qld) on Tuesday the 19th of March 2019. Nominations must be in writing and made on the form available from the Club's Executive Office.



R L SMITH
Chief Executive Officer/Secretary

ATTACHMENT TO NOTICE OF MEETING

Ordinary Resolutions to be moved by the Board in accordance with Item (7) of the Order of Business

- (a) That, pursuant to the Registered Clubs Act 1976, the members hereby approve the payment of an honorarium in the sum of \$37,350 plus the provision of a motor vehicle to the Chairperson of the Club in respect of his or her services as Chairperson of the Club and as a Director of the Club until the next Annual General Meeting of the Club.
- (b) That, pursuant to the Registered Clubs Act 1976, the members hereby approve the payment of an honorarium in the sum of \$7,600 to each Director of the Club, with the exception of the Chairperson, in respect of his or her services as a Director of the Club until the next Annual General Meeting of the Club.
- (c) That, pursuant to the Registered Clubs Act 1976, the members hereby approve that the members of the Club's Board shall be entitled to receive the following benefits and advantages:-
- (i) Reasonable food and beverage for each member of the Board at meetings of the Board and meetings of Committees of the Board.
 - (ii) The reasonable cost and expense of and incidental to representing the Club at functions held within the Club and elsewhere, and undertaking such other duties as may be approved from time to time by the Board (in the company of their partner where the Board determines it to be appropriate so to do).
 - (iii) The reasonable cost and expense of and incidental to the professional development training and education of members of the Board, including (but not limited to):-
 - Attending meetings of organisations and associations of which the Club is a member, or of which members of the Board are members;
 - Attending such conferences, seminars, lectures, trade displays, study tours, fact finding tours and other similar functions (whether organised by the Club or by another organisation and whether held within Australia or overseas) as the Board may from time to time determine to be appropriate.
 - (iv) Provision of a uniform.
- (d) The members hereby approve that Honorary Members of Twin Towns Services Club's Internal Sporting and Social Clubs (Sections) shall be entitled to have their primary annual membership of the sub club paid for from the Section's funds.
- (e) That Club Member Dorothy Joan Mortimer, Member No. 19239 be granted Life Membership of the Twin Towns Services Club Limited.
- (f) That Club Member Joseph John Russell, Member No. 1564 be granted Life Membership of the Twin Towns Services Club Limited.
- (g) That, pursuant to Section 41E of the Registered Clubs Act 1976 the property set out below which is owned by Twin Towns Services Property (QLD) Pty Ltd ACN 630 251 580, a wholly owned subsidiary of the Twin Towns Services Club Limited, be declared non-core property of the Club:
- (i) 186-188 Nebo Road, West Mackay Queensland being Lot 1 and 2 in RP711281 and Lot 5 in RP711580.
 - (ii) 309 Shakespeare Street, Mackay Queensland being Lot 1 in SP172923.
 - (iii) 47 Mogford Street, West Mackay Queensland being Lot 6 in RP711580.

EXPLANATORY NOTE

Explanatory Note for non-core property Ordinary Resolution (g)

In January 2019 the Club completed the purchase of three properties in Mackay as part of the Club's strategic plan to diversify with the acquisition of income producing and value adding assets. The properties were purchased by a wholly owned corporate subsidiary, Twin Towns Services Property (QLD) Pty Ltd.

There is a possibility that these properties might be considered "core" property within the meaning of that term in the Registered Clubs Act. If they were, substantial restrictions are placed upon dealing or disposing of those assets. In particular, disposal of the asset would require approval at a general meeting of the members and sale only by public auction or open tender. These restrictions would place the Club at a significant commercial disadvantage in endeavouring to obtain maximum benefit from any disposal of these assets.

It is more likely than not that the Mackay properties are non-core property however to put the matter beyond any doubt, the Board recommend the passage of a resolution by the general meeting of members to designate these properties as non-core property of the Club. The effect of the passage of this resolution would be to ensure that the Club was not restricted by the provisions referred to above in seeking the maximum commercial benefit from any disposal of these properties.

GENERAL NOTES TO MEMBERS

- Ordinary Members and Life Members are eligible to vote on each Resolution.
- An Ordinary Resolution will be passed if a simple majority of the members present and voting being eligible to vote), vote in favour of the resolution.
- Members who are employees of the Club are not entitled to attend, speak at or vote at any of the meetings of members, except by the invitation of the meeting.
- Proxy voting is prohibited by the Registered Clubs Act 1976.

BY ORDER OF THE BOARD



R L SMITH
Chief Executive Officer/Secretary