



Twin Towns Services Club Limited ABN 61 001 042 833

**NOTICE IS HEREBY GIVEN THAT THE  
ANNUAL GENERAL MEETING OF TWIN TOWNS SERVICES CLUB LIMITED  
WILL BE HOSTED IN THE SHOWROOM, LEVEL 5, TWIN TOWNS,  
WHARF STREET, TWEED HEADS, NEW SOUTH WALES  
ON TUESDAY 28 JULY 2020 COMMENCING AT 7.00 P.M.**

**Please check at [www.twintowns.com.au/AGM](http://www.twintowns.com.au/AGM) from 17 July 2020 to confirm the format for the meeting and any additional steps required for participation arising from restrictions imposed by the COVID 19 event.**

**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 Extraordinary General Meeting held Thursday, 12 December 2019. The minutes are available to members at [www.twintowns.com.au/AGM/Minutes](http://www.twintowns.com.au/AGM/Minutes)
- 3. Matters arising from the minutes**
- 4. Correspondence received.** Copies of correspondence to be considered are available at [www.twintowns.com.au/AGM/Correspondence](http://www.twintowns.com.au/AGM/Correspondence)
- 5. Board Report and Financial Reports**  
To receive the Board Report, Financial Statements for the year ended 31 December 2019 and the reports by Directors and Auditors thereon. These documents are available at [www.twintowns.com.au/AGM/Financials](http://www.twintowns.com.au/AGM/Financials) or at the Wharf Street premises of the Club.
- 6. Election of Directors**  
Election of three (3) Directors to the Board of Directors. Nominees details and biographies are available at [www.twintowns.com.au/AGM/Election](http://www.twintowns.com.au/AGM/Election)
- 7. To consider Ordinary Resolutions to be moved by the Board of Directors**  
(The nature of each Ordinary Resolution is set out at [www.twintowns.com.au/AGM/Ordinaryresolutions](http://www.twintowns.com.au/AGM/Ordinaryresolutions))
- 8. To consider Special Resolutions to be moved by the Board of Directors**  
(The nature of each Special Resolution is set out at [www.twintowns.com.au/AGM/Specialresolutions](http://www.twintowns.com.au/AGM/Specialresolutions))  
In addition, the text of the Special Resolution is attached to this notice, together with an explanatory memorandum.
- 9. General Business**

BY ORDER OF THE BOARD

**R L SMITH**  
Chief Executive Officer/Secretary

## COVID 19 NOTES TO MEMBERS

The Club was required to cancel the scheduled AGM in May 2020 as a result of restrictions imposed by the NSW Government due to the COVID 19 event.

The Club intends to hold an in person AGM on 28 July 2020 in accordance with the “no action” policy of ASIC for the delayed meeting date. The meeting will be subject to any restrictions on gatherings in place at that time as determined by the NSW Government, including limitations on the number of attendees in one premises or one location within the premises.

In the event it is not possible to convene an in person meeting, due to restrictions imposed at that time, the Club will conduct the meeting by digital means in accordance with Commonwealth Legislation permitting meetings of this type during the affected period.

Members will find a statement at [www.twintowns.com.au/AGM](http://www.twintowns.com.au/AGM) from 9 am on 17 July 2020 confirming the format for the meeting.

If the meeting is to be convened by digital means the web address [www.twintowns.com.au/AGM](http://www.twintowns.com.au/AGM) will contain details of the steps a member will need to take to register to participate in the meeting.

It is the Board's sincere desire to have interested members attend the meeting in person to participate in the meeting's business in accordance with the practices contained within the Constitution. In the event this is not possible the alternate method will be necessary to ensure the Club's compliance with its legal reporting obligations. The Board recommends that Members monitor the Club's website and other communications for further updates relating to the AGM.

## ATTACHMENT TO NOTICE OF MEETING

### Nominees for the election of three (3) Directors to the Board of Directors in accordance with Item (6) of the Order of Business

#### **Mr. R. D. (Bob) Loring**

(Current Board Member seeking re-election)

13 years Board member. Member of Nominations, New Projects and Donations Sub-Committees. Director of Twin Towns Services Community Foundation. Bob is a member of the Club Directors Institute and has completed the Corporate Governance course at Southern Cross University. 31 years employed as District Fisheries Officer with NSW Department of Primary Industry. Ex-President of South Tweed Community Touch Football (10 years.)



#### **Ms. S. (Sharon) Styman**

Sharon Styman has grown up in the Tweed and is a local businesswoman with 20 years' experience in business. Sharon has trained in the personal and professional development world and has helped many business owners in her consultancy company.

Sharon has completed an MBA and Assoc Deg in Business Administration. She has also completed the Australian Institute of Company Director's intensive and sat on a variety of Company Boards since 2002. Her own personal experience in business has been extensive working from the start-up stage right through to the mature and medium sized enterprise.

Sharon specialises in strategic thinking, strategy development and managerial communications. Trained also in the field of coaching she is capable of leading teams through change management processes and has the ability to work cohesively in a team environment.

Sharon has strong family ties in the Tweed with her family all living in the region. Her hobbies include, health and fitness, bushwalking and local and overseas travel.



#### **Mr. R. S. (Ross) O'Leary JP**

(Current Board Member seeking re-election)

Ross has been a Director since 2008 served on a number of Committees including Donations, Disciplinary, Compliance & Risk, New Projects, Membership and Club Banora Consultative Sub-Committees. Club representative on the ClubGrants Local Committee and Director of Twin Towns Services Community Foundation. Past Committee Member of Twin Towns Men's Bowls Club for 7 years. Ross is a member of the Club Directors Institute and has completed the Corporate Governance course at Southern Cross University. Ross worked in the Meat Industry, owned and operated three butcher shops for twenty years and is now retired.



**Mr. P. M. (Mark) Day** *B.Sc., Grad.Dip.Phty., Master Phty. Sts., A.P.A.M., F.A.I.C.D.*  
(Current Board Member seeking re-election)

Mark Day has been a member of the Twin Towns Services Club Board of Directors for 24 years and a member of the Twin Towns Services Club for 36 years. He is the chairman of the Disciplinary Committee, deputy chairman of the Twin Towns Services Community Foundation and a member of the Audit, Remuneration, Nominations and New Projects sub-committees.

As he believes that it is important for directors to have a strong understanding of their duties and responsibilities to the company, he has completed the Australian Institute of Company Directors program that ensures directors fully understand their role and legal obligations regarding the management of a significant company like Twin Towns Services Club.

Mark Day is a Musculoskeletal Physiotherapist in private practice in Coolangatta. He has gained a detailed knowledge of business principles over the past 38 years having owned and managed a successful business. He holds degrees from the University of Queensland, the University of Sydney, the University of New South Wales and he is a Fellow of the Australian Institute of Company Directors that is the peak body for company directorship in Australia.



### **Mr. T. (Trevor) Arbon**

To be nominated for the board of Twin Towns Clubs & Resorts is both an honour and a privilege.

As an owner and operator of a local Watersports and tourism business for over the last 30 years, I have connections with both older and younger locals and tourists of the area.

Previous experience as a community member over the years includes the following:

- President of Tweed Coast Surf Riders Foundation
- Club House Director of Rainbow Bay Surf Life Saving Club • Vice President of SAND
- Contest Director of Greenmount Mal Meets and Tag Team Surfing Australia
- Festival Director of the Moolies and Doolies Festival

Tweed/Coolangatta "Clean up Australia Day" has been an annual event of which I have organised and supervised for the last 30 years. I am currently an avid member of Twin Towns Services Club, Rainbow Bay Surf Life Saving Club, Greenmount Surf Life Saving Club and our local Board Riding Clubs. My credentials that may assist in this role also include a Certificate IV in Business and Senior First Aid Certificate and Advanced Resuscitation.

Looking forward to being of service. *"Big" Trev Arbon*



### **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 \$38,000 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 \$7,750 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 Pauline Grace Ryan, Member No. 18800 be granted Life Membership of the Twin Towns Services Club Limited.

## Special Resolutions to be moved by the Board in accordance with Item (8) of the Order of Business

1. That the Constitution be amended:
  - i. by removing the words ‘**in the current membership promotion category**’ at the conclusion of clause 5.5(a)(i);
  - ii. by removing the words ‘**for that membership promotion category applicable at the time they make this application for membership**’ at the conclusion of clause 5.5(a)(iii);
  - iii. by removing clause 5.5(d)(i) in its entirety and replacing it with the following:

**5.5(d) Subject to and without limiting any other provisions of this Constitution, a Social Member is:**

    - (i) **elected to membership as a Social Member (in the relevant membership promotion category if applicable) until the membership is renewed or expires, or the member has become an Ordinary Member;**
  - iv. by substituting “25%” for “50%” in clause 5.3(b).

## Explanatory Memorandum to the Special Resolutions

The Board of Management have given notice of the intention to move a special resolution at the Annual General Meeting which, if passed by the requisite majority, will effect a change in the Constitution of the Club.

The text of the resolution is contained in the meeting notice however this explanatory note is provided to assist members in understanding the effect of the changes proposed and to aid them in deciding whether to support the motion or not.

Presently the Constitution provides for a number of classes of full member. One of those classes is social member. A social member pays a lesser annual subscription than ordinary members but they are not entitled to attend, speak at or vote at a meeting of the Club and are not entitled to stand for election to the Board, together with some other limitations set out in the Constitution.

A social membership, as it presently stands, is a ‘one-off’ non renewable form of membership. Promotion of social memberships in recent years has revealed that there are a substantial number of people who wish to become and remain social members. The proposed amendments (other than the amendment to clause 5.3(b)) are designed to allow social members to renew their membership from year to year and continue as a social member of the Club, rather than be removed from membership or have to apply again to be admitted as a new member.

The amendment to Clause 5.3(b) is designed to align the provision of the Constitution with those of the Registered Clubs Act, which provides for a minimum proportion of full members with voting rights to be 25% of the overall full membership. The resolution is to effect a change to the Constitution and will require a majority of 75% to be passed.

Under the Registered Clubs Act 1976 and the Twin Towns Services Club Limited Constitution:

- (a) Members who are employees of the Club are not entitled to vote; and
- (b) Proxy voting is prohibited.

The Board of Management recommends the resolution to members.

## 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.
- A Special Resolution will be passed if seventy five percent (75%) of the members present and voting (being eligible to vote), vote in favour of the resolution.
- Members who are employees of the Club or Social Members who are known as Club Key members are not entitled to attend, speak at or vote at any general meeting of members.
- Proxy voting is prohibited by the Registered Clubs Act 1976.
- A copy of the Annual Report has been published on the Club’s website at [www.twintowns.com.au/AGM/Financials](http://www.twintowns.com.au/AGM/Financials). Members can also 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.