



MINUTES TWIN TOWNS SERVICES CLUB LIMITED ANNUAL GENERAL MEETING

23/05/2023 | 07:00 PM

SHOWROOM, LEVEL 5 TWIN TOWNS SERVICES CLUB

ATTENDEES

Brian Brown; Rob Smith

Mark Bolster, Company Solicitor and 95 members in attendance.

MEETING OPENING

The Chairman declared the 66th Annual General Meeting of Twin Towns Services Club Limited open at 7.00 p.m.

A quorum was confirmed.

The Chairman formally welcomed the attendees and introduced on the stage;

- Robert Smith, CEO
- Mark Bolster, Company Solicitor

Also present;

- Michael Sullivan, Company Auditor
- Twin Towns Services Club Directors - David Phillips, Ken Culpitt, Bob Loring, John Keating, Ragina Rogers and Sharon Styman.

The Ode was observed.

APOLOGIES

Mr Michael Fraser #34

Mr Howard Pascoe #17196

Mrs Yvonne Morrison #17787

Mr Greg Morrison #4337

Dr John Griffin #77

Kerry Budzinauskas #42405

Annie Bulmer #31364

Sharon Latchford #14991

Marlene Wormald #26801

Members were advised that the meeting would proceed according to the contemporary rules and procedures for General Meetings of public companies.

ADOPTION OF THE MINUTES OF THE PREVIOUS EXTRAORDINARY GENERAL MEETING

The Minutes of the Extraordinary General Meeting held on Tuesday, 26 July 2022 were received and no corrections noted.

BOARD REPORT AND FINANCIAL REPORTS

The members were advised that the Board Report, Financial Statements, the Directors' Report and the Auditor's Report for the year ended 31 December 2022 have been available on the Club's website and published as required.

Receipt of those statements and reports does not require any resolution.

REPORTS OF SECTIONS WITHIN THE CLUB

The members were advised that reports received from sub-clubs within the club have been available on the Club's website.

Receipt of reports from the following sub-clubs were noted:

- Twin Towns Seniors Social Club
- Club Banora Golf Club
- Club Banora Tennis Club
- Club Banora Garden Club

Nil comments noted.

CORRESPONDENCE FROM MEMBERS

One, answer provided to the member by the Company Solicitor.

AUDITOR

No written questions have been received from members for the auditor or in relation to the annual statements and reports.

Nil questions noted for the Auditor.

ELECTION OF DIRECTORS

The Chairman advised members that three nominations for the positions of Board Director had been received and declared the three nominees R.D. (Bob) Loring, J. (Justin) McGurgan and S.L. (Sharon) Styman duly elected.

ORDINARY RESOLUTIONS

The members were advised that each of the proposed ordinary resolutions is set out in full in the meeting notice and will be address separately.

In line with modern corporate practice there is no need for a mover or a seconder for the proposed motions because they are already on the Agenda.

ORDINARY RESOLUTION (a)

The proposed resolution deals with an honorarium and benefits for the Chairperson. Brian Brown stepped down from the Chair as outgoing Chairperson and invited director David Phillips took the chair to put Ordinary Resolution (a).

The motion was put: That pursuant to the *Registered Clubs Act 1976*, the members approve the payment of an honorarium at the annual rate of \$42,580plus 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. The honorarium is payable by equal monthly instalments in arrears and prorated on a daily basis for any broken period of less than a calendar month at the start or end of the Chairperson's term, until the next AGM.

Nil speakers against the motion.

D Phillips declared the motion carried on a show of hands and handed the Chair back to the Chairperson, Brian Brown.

ORDINARY RESOLUTION (b)

The proposed resolution deals with an honorarium for other directors.

The motion was put: That pursuant to the *Registered Clubs Act 1976*, the members approve the payment of an honorarium at the annual rate of \$8,680 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. The honorarium is payable by equal

monthly instalments in arrears and prorated on a daily basis for any broken period of less than a calendar month at the start or end of the Director's term, until the next AGM.

Nil speakers against the motion.

B Brown declared the motion carried on a show of hands.

ORDINARY RESOLUTION (c)

The proposed resolution deals with expenses in relation to the activities of directors.

The motion was put: That pursuant to the *Registered Clubs Act 1976*, the members authorise (and declare to be reasonable) the provision by the Club at the expense of the club (or payment or reimbursement by the Club for, as the case requires), of -

- reasonable food and beverage for each member of the Board at meetings of the Board and meetings of Committees of the Board
- 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)
- 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; and
- provision of a uniform.

Nil speakers against the motion.

B Brown declared the motion carried on a show of hands.

ORDINARY RESOLUTION (d)

The proposed ordinary resolution deals with waiving sub-club annual fees for honorary members of the particular sub-club.

The motion was put: That pursuant to the *Registered Clubs Act 1976*, the members authorise (and declare to be reasonable) that each honorary Member of an Internal Sporting and Social Club (Section) is entitled to their membership of those Sections free of any obligation to pay the primary annual Section membership fee.

Nil speakers against the motion.

B Brown declared the motion carried on a show of hands.

ORDINARY RESOLUTION (e)

Members were advised the proposed resolution is set out in full in the meeting notice and has been distributed to members and available on the Club's website. The Chairman invited speakers for and against the motion.

The floor was opened for general discussion before voting.

There were no speakers for or against the motion.

The motion was put: The members declare, for the purposes of Section 41E of the *Registered Clubs Act 1976 (NSW)*, that part of the land contained within Lot 2 in Deposited Plan 1040576, being part of the first floor in the Club Banora Clubhouse, part of the carpark area and an adjacent service area depicted in the three plans attached to this notice not be core property of the Twin Towns Services Club Limited. The areas are identified in the plans referred to above being the area depicted in colour in each of the plans.

A result for the motion was determined by a show of hands.

B Brown declared the motion carried.

ORDINARY RESOLUTION (f)

The proposed ordinary resolution deals with life membership of the Club.

Mr David Phillips read a summary of the long and meritorious service of member Ross Stanley O'Leary.

The motion was put: That Club Member Ross Stanley O'Leary, Member No. 44 be granted Life Membership of Twin Towns Services Club Limited.

Nil speakers against the motion.

B Brown declared the motion carried.

GENERAL BUSINESS

Craig Gribble #13223 suggested that the Club extend usage date of voucher for GO2 bus for members.

CEO advised the Club is in the process of upgrading the software at this time.

Mark Madden #25036 former Diggers Swimming Club Secretary made a statement regards the Oasis Pool closure.

MEETING CLOSURE

The members were advised that a Board meeting will be held after the conclusion of this Annual General Meeting and the Board will then select the Chairperson and a Deputy Chairperson from amongst their own number in accordance with Rule 19 (b) of the Constitution. The Secretary will post the names of the Chairperson and Deputy Chairperson on the Club's Notice Board for the information of members.

Members were invited to attend the River room for refreshments. The Board will join members there, after the election meeting.

B Brown thanked members and the Club's consultants assisting with the meeting, for their attendance.

B Brown declared the 66th Annual General Meeting of the Club closed at 7.26 p.m.

SIGNED AS A TRUE RECORD

B BROWN, CHAIRMAN