

2023 ANNUAL REPORT



TOUKLEY RSL SUB BRANCH CLUB LIMITED
ABN 61 000 990 269

**Notice of Annual General Meeting,
Ordinary Resolutions, Special
Resolution, Elections and Reports**

2022-2023 Board of Directors



Steven Chappell
Chairperson



Peter Whybourn
Senior Deputy Chair



Len Jackson
Junior Deputy Chair



Ken Baker
Director



Richard Coombe
Director



Iain Forbes
Director



Erin Henry
Director



Trevor Haynes
CEO

Life Members of the Club

Andrew McLauchlan*, Roydon Secomb*, John Chester*, Martin Owens*, Charles Hinds*, Kevin Cahill*, Ronald Saville*, Terry Smith*, Bill Armstrong*, Jock Crocks*, Noel Dyson*, Ronald Miller*, Robert Cubitt, William Baldry, Harry Burdon, John Maxted*, Jack Muller*, Mary Muller, Ken Piper, Frank Sutton* and Ron Marlin.

* Denotes deceased



Club Membership

As at 30th June 2023

	<u>2023</u>	<u>2022</u>
Social	18,685	16,085
RSL	189	173
Junior	0	0
Total	18,874	16,258

Note to Members and Guests

The Board of Directors and Management advise that as members or visitors there are health and safety requirements that are to be complied with while in our venue.

Those responsibilities are to:

- Take reasonable care of your own health and safety;
- Take reasonable care that you do not adversely affect the health and safety of other persons; and
- Comply, so far as you are reasonably able with any reasonable instruction that is given by Club staff.

Important Information for Members

- Members are able to access the Club's Annual Report and Financial Reports via the Club's website at www.thearytoukley.com.au/reports.
- A copy of the Club's 2022-2023 Financial Statements has been forwarded in September 2023 to those members who have previously advised the Club of their option to receive a hard or electronic copy of the financial report.
- For any members who wish to receive a copy of the Financial Report and have not previously advised the Club of this request, please contact the Club.
- A copy of the Club's Constitution and minutes of the previous Annual General Meeting held on Sunday, 30th October 2022 are available on request.
- Please be advised that all Directors are required to complete mandatory courses delivered by ClubsNSW in Finance for Club Board's and Director Foundation and Management Collaboration.



Notice of Annual General Meeting

The 52nd Annual General Meeting of Toukley RSL Sub Branch Club Ltd

Notice is hereby given that the 52nd Annual General Meeting of Toukley RSL Sub Branch Club Limited is to be convened on Sunday 29th October 2023 at 10.30am at the premises of the Club, 35-47 Holmes Avenue, Toukley NSW.

Business:

1. Declare meeting open
 2. Apologies
 3. To confirm the previous AGM Minutes held on Sunday, 30th October 2022
 4. To receive and consider the Chairman's report
 5. To receive and consider the CEO's report
 6. To receive and consider the Director's report
 7. To receive and consider the Income Statement, Balance Sheet, Cash Flow Statement, Statement of Changes in Equity and Notes to the Financial Statements
 8. To receive and consider the Director's Declaration
 9. To receive and consider the Independent Auditor's report
 10. Declaration of the two (2) vacant Directors' positions
 11. To consider the Director's benefits for 2023-2024
 12. To consider the proposed 7th Ordinary Resolution
 13. To consider the proposed Special Resolution
 14. Other business in accordance with the Club's Constitution
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- In order that Toukley RSL Sub Branch Club Ltd complies with the Registered Clubs Act, members are requested to produce their membership card for admittance to the Annual General Meeting.
 - To be eligible to vote at the AGM, members must have been a financial Social or Life member for not less than twenty-four consecutive months. Club members who are employees and Junior members are not eligible to vote.
 - Any additional general business or questions from the members to the AGM must be submitted in writing to the CEO no later than seven (7) days prior to the AGM to allow a response to be prepared.



Chairman's Report

Dear Members,

It is with pleasure that, on behalf of the Board of Directors, I present to you my third Annual Report as Chairman of The Ary Toukley and report a strong operating profit of \$833,711 for the 2022 – 2023 financial year. While the pandemic still has lingering effects, it was pleasing that we were able to trade for the full twelve months of the year without the interruption of forced closures and lockdowns.

Your Board of Directors have worked throughout the year to build on the foundation to ensure the continued growth and sustainability of your Club into the future. This has included a facilitated Master Planning session to guide the strategic direction of the Club, and a number of meetings and negotiations with our preferred Joint Venture partner to commence planning for our proposed Seniors Living Development. We are excited to continue expanding this vision for both the Clubhouse and site and look forward to sharing our vision with members in due course.

If you have been in the Club of late, you will have noticed that renovations are in full swing for the completion of our new café, bar and gaming lounge. We are eager to be able to present the finished product to you by the end of the year.

Perhaps one of the things that makes us proudest of our Club is the support we are able to afford the local community. Just one of the great initiatives introduced by the team this year is the Love Local, Love Toukley campaign highlighting local businesses in the area. I have enjoyed getting to know our local operators through these videos and the owners have expressed their appreciation for the exposure the initiative has afforded their businesses. If you have missed any of the clips in the campaign you can find them on our website and social media pages.

We were also pleased to support numerous other community and sports groups and organisations by way of sponsorships, donations and in-kind support.

I congratulate CEO Trevor Haynes for ticking over his ten years of service throughout the year. Under his helm the Club has continued to go from strength to strength and he remains as committed to the Club as ever. Under his leadership, our dedicated managers and staff continue to work together as a team to offer our members and guests a great experience and exceptional customer service. On behalf of the Board of Directors I would like to thank the entire team for their efforts throughout the year.



Chairman's Report

Our Toukley RSL Sub Branch Committee is to be commended for its services over the year and the support and advocacy provided to our returned service personnel and their families. The Committee has also been working hard over the year to attract new members, if eligible, I encourage you to join to experience the support, mateship and comradery that the Sub Branch is able to provide.

To my fellow Board members, your knowledge and wealth of experience from all different facets of life has been invaluable as we work together to achieve our vision.

I thank all members for their continued support and look forward to seeing you at our Club soon.

Steven Chappell,

Chairman of Directors.

MASON'S
- PLACE -

EASTCOAST SOUNDS

SUNDAY 1ST OCTOBER
1PM - 5PM

FAMILY FUNDAY
ON THE GREEN

LIVE MUSIC
WITH
ELECTRIC MAYHEM

FOR THE KIDS
1PM-4PM

- FREE FACE PAINTING & GLITTER TATTOOS
- FREE EASTCOAST JUICE*
- FREE POPCORN*
- INFLATABLE GAMES
- LAWN GAMES

eastcoast

Bickford's

vok COCKTAIL TASTING
12PM-2PM

POPCORN

WHILE STOCKS LAST

POPPIES CAFÉ
OPEN ALL DAY
FROM 10.00AM

ZIVA OPEN
FOR LUNCH
FROM 11.30AM

WE PRACTICE RESPONSIBLE SERVICE OF ALCOHOL

HELP IS CLOSE AT HAND. GAMBLEAWARE. GAMBLEAWARE.NSW.GOV.AU/ 1800 858 858

CEO's Report

Dear Members,

There are many positives to reflect on for the year under review and the most important is that your Board, Management and Staff are continually working to achieve and realise our Vision, *"to become your destination of choice in our community"* in all the decisions and actions we take.

To be the destination of choice for both customers and employees

Our staff *Dedicated to Awesomeness Program* is an ongoing initiative which acknowledges and rewards our outstanding staff and assists with employee retention. Having familiar staff who provide warm, friendly, consistent and personal service is what we pride ourselves on.

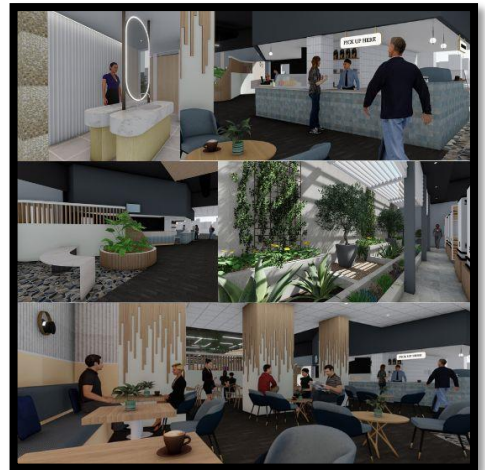
In a further step to upskill our staff and provide a supportive working environment, our management team recently completed a Mental Health First Aid course to achieve accreditation and equip ourselves with the knowledge and skills to become Mental Health First Aid responders within our workplace. Our leaders can now recognise and respond to staff that may need assistance and guidance with addressing any mental health issues that may arise.

Our ZIVA Restaurant turned seven this year and continues to be a food leader in our industry, recently adding to our awards wall by winning the Regional ClubsNSW Perfect Plate Award and placing third in the state overall.

Your Board of Directors have conducted a Strategic Workshop to review and update the Club future strategic plan. This includes master planning the facilities for members and future-proofing a revenue stream for the Club.

Continual improvement in service, facilities and sustainability

Our café and gaming room renovations are finally underway. By the time this report is tabled at the Annual General Meeting, Stage 1 of this renovation, which includes a new bar, part of a new gaming lounge, new TAB entry, new female toilets and an accessible bathroom would have been handed over. This will soon be followed by the completion of Stage 2 which includes a new café and café seating, the remaining gaming lounge and additional bathroom facilities in the gaming area.



The purpose of this renovation project is to provide for better comfort, air quality and amenities, and will not include any additional gaming machines.



CEO's Report

To be the heart of the community and a home away from home

We continually look to improve our entertainment program and food services to ensure *it's always a good time at The Ary*. The addition of the Seniors Lunch Menu has proved very popular and our Spring Menu is currently in full swing.

The current cost of living crisis is not restricted to hitting just household budgets. All businesses are feeling the pain and your Club continues to offer the best value in entertainment, food and beverages at a sustainable level for us all.

To be perceived by the local community as a business and social leader

To continue our support of the local business community and further establish The Ary as the community leader we took up the position as the major sponsor of The Coastal Towns Business Chamber. This sponsorship enables us to connect and network with local business owners, offer our facilities for meetings and events and stay up-to-date with what is happening in Toukley.



In addition to this sponsorship initiative, we have established a “Love Local, Love Toukley” campaign, where our marketing team visit local businesses and create short video profiles to share with our members through social media and email communication. This project has been extremely well received by the businesses in these tough economic times. Any exposure for small business is greatly appreciated and as always, we encourage our members to shop locally where possible to keep our town humming along.

Where possible continue to support local businesses through supply agreements

Supporting local remains top of mind when procuring all goods or services and extends to purchasing of promotional prizes.

Continue to provide support to local community and sporting organisations

We have maintained our standing as major sponsors of the Toukley Gunners Football Club, Northern Power Cricket Club, Toukley Netball Club, Warnervale Bulls JRLFC and this year added the Northern Giants Junior AFL Club to our sponsorship mix. Some of our worthy recipients other than the major sporting clubs mentioned include Northern Women's Health Centre at Wyong, Wildlife ARC, We Care Connect, Love Your Sister, Country Women's Association in Toukley and Soldier On.



CEO's Report

Pleasingly, our statutory Club Grants commitment was exceeded by some \$80,000. Many community organisations or events would not be possible without this additional support.

While it is nice to reflect on positive outcomes, it is true there have been some barriers preventing other progress at the rate we want or you may expect. It is hard to believe the legacy from Covid still impacts on outcomes such as supply chains, cost of raw materials, qualified staff to fill positions across many industries and the way some organisations continue to work. Such legacies have seen us fall behind in our previous commitment to provide members with an information meeting to brief members about the Club's master plan including the proposed seniors living development.

Renovations and Concept Master Plan

Beer Garden "Mason's Place"

Since its launch in November 2022, Mason's has proved very popular and generated significant visitation and social connection for our members. Members may have noticed the vending caravan on Mason's. As soon as our Development Application is approved by Central Coast Council, we will take full advantage of this space with the addition of food and beverage to members from this outlet.

Current Café and Gaming Renovations

I reported previously that our current renovations would be complete by December 2022. While this hasn't happened, unavoidable delays have given opportunity to revise some of the design to allow for better operational flow, which will give members a heightened experience and improve workplace health and safety.

I am confident when members are able to experience the new space you will agree that it was worth the wait. The comfort and additional facilities will provide an enhanced level of service to our members.

Proposed Seniors Living Development and Master Planning

I apologise to members that the Board have not yet provided members with an information meeting on the proposed Seniors Living Development and Master Planning of the Club. The master planning concept has been completed and we await the final piece to bring it all together which is how the proposed Seniors Living Development fits within this plan. While the concept of both developments is understood, it would be premature to present this to members without first executing a Heads of Agreement with our preferred Joint Venture partner. The best I can say at this time is we are confident to be able to provide a progress report by the Annual General Meeting.



CEO's Report

RSL Sub Branch

As with every other year, it was pleasing to be able to honour Veterans in our traditional Anzac Day March and Commemoration hosted by the Toukley RSL Sub Branch. The community spirit generated by the march to the Cenotaph and all who participate delivers the pride of the community and the benefits of this cannot be understated.

The Sub Branch and Club Board are currently considering an amalgamated project, focusing on building Sub Branch Membership to ensure its longevity and relevance to the Veteran community for years to come. This is currently in its initial stages and we hope to achieve a significant positive outcome for Veterans.

Financial outcomes

Another positive to reflect upon is the financial performance of the Club for 2022 – 2023 financial year, which unlike the previous financial year, was not impacted by a COVID lockdown closure. Due to the delay of our current renovation program the Club was able to trade largely uninterrupted and marginally exceed budgets. A summary of the recorded profit of \$902,437 is provided below.

As strong as the Financial Statement is, some of key financial areas are not as healthy as we would like and we continue to look at strategies to maintain continuous improvement in key areas of the report. Specifically, for tactics to raise key areas such as profitability and EBITARD.

Key Trading & Profit	2023	2022 Variation %	
Before tax profit	\$902,437	-6%	
Net Gaming Revenue	\$7,229,001	33%	
Catering Revenue	\$2,146,824	28%	
Bar Revenue	\$2,801,891	111%	
Depreciation	\$728,895	-3%	
Net Assets	\$18,143,925	5%	
Key Financial Ratios	2023	2022	Variation %
Total Wage Cost	34.63%	35.16%	-0.53%
Current Ratio	6.96	5.15	35.15%
Profitability	6.31%	9.83%	-3.52%
Debt Ratio	6.93%	9.27%	-2.34%
EBITARD	11.31%	17.48%	-6.17%

CEO's Report

Sub Clubs

Both the Fishing Club and Bowling Club continue their operations and should be congratulated on the services that they provide to our community.

The Fishing Club are building membership numbers nicely with their charter outings and the Bowling Club are looking to rebuild operations on the back of some community social activity. Whilst no longer aligned with the NSW Bowling Association, the social bowls program is still as competitive as you would want it, for those who want that level of competition, otherwise, it's social as social can be. Of course, whatever the level of bowls you are looking for, the presentation of our rinks cannot be faulted.

Members are welcome to support a Sub Club raffle each Friday or Sunday during our own Good Times Raffles.

Close

To our leaders, Chairman Steven Chappell, Sub Branch President Ian Collier and Operations Manager Alex Patterson, thank you for your support and leadership of the team.

To our entire team, thank you for your awesomeness.

To those members, staff and friends who have lost a loved one throughout the year, you carry our deepest sympathy.

Please be considerate to those in the community who may still be feeling their way in what we call the new normal by reaching out with a friendly hand. Invite a neighbour to share a meal, coffee or a beer in your Club. Happiness can be infectious.

Stay safe and thank you for your continued support.

Trevor Haynes,
CEO.



Resolutions for 2023 AGM

- **First Ordinary Resolution:** That the members hereby approve the provision of an honorarium to the Chairman not exceeding \$13,000 (inclusive of 11% superannuation guarantee levy - if applicable) until the next AGM.
- **Second Ordinary Resolution:** That the members hereby approve the provision of honorariums to the Senior Deputy Chairman not exceeding \$8,000 (inclusive of 11% superannuation guarantee levy - if applicable) and the Junior Deputy Chairman not exceeding \$8,000 (inclusive of 11% superannuation guarantee levy - if applicable) until the next AGM.
- **Third Ordinary Resolution:** That the members hereby approve an honorarium to the other four (4) Directors not exceeding \$6,000 (inclusive of 11% superannuation guarantee levy - if applicable) per Director until the next AGM.
- **Fourth Ordinary Resolution:** That the members hereby approve the provision by the Club of the following benefits for each of the Directors of the Club until the next AGM:
 1. Club Uniform.
 2. Reasonable dry-cleaning expenses of the Club uniform.
 3. Reserved car parking spaces.
 4. The reasonable cost of a meal for each Director when attending Board meetings when that meeting coincides with a normal meal time.
 5. The reasonable cost of refreshments immediately after a Board meeting.
 6. The reasonable cost of a meal and refreshments for Directors and Spouse attending a Directors End of Term Dinner. The reasonable cost of a meal and refreshments for Directors and Spouse attending a Christmas Dinner and a Christmas hamper.
 7. The reasonable cost of the provision of telecommunications for Directors to attend remote Board meetings as required.
- **Fifth Ordinary Resolution:** That the members hereby approve former Directors being allowed to wear their Club uniform in the Club after the expiration of their term in office.
- **Sixth Ordinary Resolution:** That the members hereby approve and agree to the reasonable costs incurred by the Club until the next AGM in relation to the following:
 1. The reasonable cost of professional development and education for Directors until the next AGM.
 2. The reasonable cost of Directors and their spouses/partners attending industry activities and functions and other similar events as approved by the Board from time to time.
- **Seventh Ordinary Resolution:** That the members hereby consider the nomination recommended by the Board of Directors that Mrs Deborah Condon be elected for Life Membership of the Club.



Special Resolution

(The Special Resolution is to be read in conjunction with the notes to members which follow immediately after it)

That the Constitution of Toukley RSL Sub Branch Club Limited be amended by:

(a) inserting the following new Rules 2.5 and 2.6:

“(d) Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.

(e) The Constitution and By-laws of the Club have effect as a contract between:

- (i) the Club and each member; and*
- (ii) the Club and each director;*
- (iii) each member and each other member,*

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.”

(b) deleting Rule 3.2(b) and inserting the following new Rule 3.2:

‘Financial member’ means member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the due dates, or if the Board does not charge a member a subscription, the member has renewed their membership by the date set by the Board for the renewal of that membership

(c) inserting the following new Rule 3.4:

“A reference to a person being present or participating in a meeting “in person” includes attendance by virtual or electronic means.”

(d) inserting the following new Rule 3.5:

“A reference to a notice in writing includes a notice sent electronically or notification of the notice being available being sent electronically.”

(e) inserting the following new Rule 9.7

Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to:

- (a) implement house polices for the responsible service of liquor and the responsible conduct of gambling;*
- (b) include in those polices measures to assist in the harm minimisation objects;*
- (c) take steps to enforce those policies.*



Special Resolution

- (d) *without limiting the generality of Rule 9.7(b), include in those policies provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies.*
- (f) **inserting** the following words at the end of Rule 12.1:
- “provided that if the applicant has made an electronic/online application for membership, the applicant cannot be admitted to Provisional membership unless and until the person provides to the Club the forms of identification as required by Rule 15 to verify their identity.”*
- (g) **inserting** the following new Rule 14.7:
- “A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 18.1(c) on the first day that they enter the Club's premises during that period.”*
- (h) **inserting** into Rule 15.4 after the words *“in writing”* the words *“either in hard copy or created electronically”*.
- (i) **deleting** Rule 15.4(d) and inserting the following new Rule:
- “the email address of the applicant, and the telephone number of the applicant.”*
- (j) **inserting** into Rule 15.5 after the words *“application for membership”* the words *“made in a hard copy application”*.
- (k) **renumbering** Rule 15.8 to 15.10 as Rules 15.11 to 15.13 and **inserting** the following new Rules 36(e), (f) and (g):
- “15.8 A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present to an authorized officer of the Club:*
- (a) the entrance fee and the appropriate annual subscription, if any; and*
- (b) identification (without limitation a current driver's licence or a current passport) held by that applicant”.*
- 15.9 The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application and in the form of identification correspond, the authorised officer shall note the forms of identification and cause the application to be sent to the Secretary.*

Special Resolution

15.10 *A person whose online application has been referred to the Secretary in accordance with Rule 15.9 and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member."*

(l) **inserting** the following new Rule 15.14

"If an applicant has made application for membership electronically, and has not become a Provisional member, the election by the Board for that person to be a member shall not have any effect unless and until the person provides to the Club the forms of identification as required by Rule 36 to verify their identity."

(m) **inserting** the following new Rules 16.8 and 16.9

"16.8 If the Board resolve that a subscription is not required to be paid, the Board may resolve that a member's membership must be renewed by a date determined by the Board.

16.9 Any member who does not renew their membership by the due date for the renewal of such membership shall cease to be entitled to the privileges of membership and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution."

(n) **deleting** from Rule 19.1 the word "address" and in its place **inserting** the words "contact details, including address, email address and phone number".

(o) **deleting** from Rule 20.2(b) the words "by a prepaid letter sent by post to the member's last known address" and in their place **inserting** "sent to the member".

(p) and **renumbering** Rules 20.2(d) to (j) as Rules and inserting the following new Rules 20.2(j) to (p) the remaining paragraphs accordingly:

"(d) The member charged shall be entitled to call witnesses provided that:

(1) if the proposed witness fails to attend the hearing or provide evidence at the hearing, the Board could still hear and determine the charge; and

(2) the Club cannot force any person, including a member, proposed by the member charged as a witness to attend and provide evidence at the hearing;

(e) The member charged must act in an appropriate manner at the meeting and in particular without limitation the member must not act in an offensive or disruptive manner.

Special Resolution

- (e) *If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the board will continue to consider and deal with the charge in the absence of the member.*
- (g) *If the member charged does not comply with the warning given in accordance with Rule 20.2(f), the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.*
- (h) *The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 20.*
- (i) *The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting."*

(q) **inserting** the following new Rule 20.2(q):

"The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 20.2 is not strictly complied with provided that there was no substantive injustice for the member charged."

(r) **inserting** the following new Rule 21A:

"Disciplinary Powers of the Secretary

21A.1 *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:*

- (a) *is unbecoming of a member; or*
- (b) *is prejudicial to the interests of the Club,*

then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

21A.2 *In respect of any suspension pursuant to Rule 21A.1 the requirements of Rule 20 shall not apply.*

21A.3 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 21A.1, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

Special Resolution

- (a) *the member has been suspended as a member of the Club; and*
- (b) *the period of suspension;*
- (c) *the privileges of membership which have been suspended; and*
- (d) *if the member wishes to do so, the member may request by notice in writing (sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 20.*

21A.4 *If a member submits a request under Rule 21A.3(iv):*

- (a) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
- (b) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.*

21A.5 *The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate)."*

(s) **inserting** the following new Rules 27.4(d) to (g):

- "(d) is disqualified from managing any company under the Act;*
- (e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*
- (f) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*
- (g) who does not have a Director Identification Number, or who does not provide to the Club, as at the close of nominations or the proposed date of appointment."*

(t) **deleting** from Rule 28.1(g) the words *"additional nominations shall with the consent of the nominee or nominees at the meeting for the position not so filled"* and in its place inserting the words *"all remaining positions will be casual vacancies."*

(u) **inserting** in Rule 29.10(a) after the words *"To establish"* the words *"and dissolve"*.

(v) **inserting** the following new 30.10:

"In addition to Rule 30.8, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution."

(w) **deleting** Rules 31, 32, and 33, **renumbering** Rule 31E as 31O and **inserting** the following new Rules:



Special Resolution

“MATERIAL PERSONAL INTERESTS OF DIRECTORS

31. *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:*
- (a) declare the nature of the interest at a meeting of the Board; and*
 - (b) comply with Rule 32.*
32. *Notwithstanding anything contained in 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.*

REGISTERED CLUBS ACCOUNTABILITY CODE

33. *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 69 to 69. If there is any inconsistency between the Registered Clubs Accountability Code and those rules, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*
- 33A. *For the purposes of Rules 33 to 69, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

CONTRACTS WITH TOP EXECUTIVES

- 33B. *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.*
- 33C. *Contracts of employment with top executives:*
- (a) will not have any effect until they approved by the Board; and*
 - (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

Special Resolution

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 33D. *Subject to any restrictions contained in the Registered Clubs Act, 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.*
- 33E. *A “pecuniary interest” in a company for the purposes of Rule 33D does not include any interest exempted by the Registered Clubs Act.*

CONTRACTS WITH SECRETARY AND MANAGERS

- 33F. *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

- 33G. *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

- 33H. *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.*
- 33I. *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

- 33J. *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:*

Special Resolution

- (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.*

33K. *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 33J.*

TRAINING DISCLOSURES

33L. *The Club must make available to members:*

- (a) *details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and*
- (b) *the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.*

33M. *The Club must 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.*

PROVISION OF INFORMATION TO MEMBERS

33N. *The Club must:*

- (a) *make the information required by the Registered Club Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: 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."*

(x) **inserting** the following new Rule 36.3A

"The Board shall determine when, where and how all general meetings of the Club will be held provided the time of the meeting is reasonable and such meetings may be held:



Special Resolution

- (i) *at one or more physical venues;*
- (ii) *at one more physical venues using virtual meeting technology; or*
- (iii) *using virtual meeting technology.”*

(y) **deleting** from Rule 36.6(b) the full stop, **inserting** in its place a semicolon and **inserting** the word “and”.

(z) **inserting** the following new Rule 36.6(d):

“if the general meeting is to be held with technology, information on how members can participate in the meeting by technology”

(aa) **deleting** from Rule 36.24 the words “*present in person*”.

(bb) **inserting** at the start of Rule 92(a) the words “*Subject to Rule 92(e)*”.

(cc) **inserting** at the end of Rule 36.25 the words “*provided that if a general meeting is being conducted exclusively or partly through the use of technology, every resolution submitted to such a meeting shall be decided by a poll.*”

(dd) **inserting** the following new Rule 43.5:

“A director or the Secretary may sign a document pursuant to this Rule 43.4 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf the Club can sign different copies of the document and all use different methods to sign the document.”

(ee) **deleting** Rule 44 and in its place inserting the following new Rule 44:

“44.1 A notice may be given by the Club to any member either:

- (a) personally;*
- (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) by sending it by any electronic means;*
- (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
- (e) by any other method permitted by the Corporations Act.*

44.2 Where a notice is sent by post to a member in accordance with Rule 44.1, the notice shall be deemed to have been received by the members on the day following that on which the notice was posted.



Special Resolution

- 44.3 *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*
- 44.4 *Where a member is notified of a notice in accordance with Rule 44.1(d), the notice is taken to have been received on the day following that on which the notification was sent.*
- 44.5 *If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.*



Notes to Members on Special Resolution

1. The Special Resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act. The Special Resolutions also makes a number of other amendments to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. Paragraph (a) will insert introductory Rules into the Constitution which reflect the status of the Constitution as a binding contract between members.
3. Paragraph (b) updates the definition of Financial member to reflect the fact that the Registered Clubs Act no longer requires a minimum subscription.
4. Paragraph (c) clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology.
5. Paragraph (d) carries that notices in writing can be given electronically.
6. Paragraph (e) inserts new provisions which refer to the Club's responsible service of alcohol policy and responsible service of gaming policy and provide that the Club can take action to enforce those policies, including removing persons from the premises, and denying them access to the premises. This reflects a proactive approach to harm minimisation.
7. Paragraphs (f) to (n) update the Constitution in relation to applications for membership, allow application for membership to be lodged electronically, confirm the identification necessary to become a Provisional member and amend the Club's Constitution to reflect the Club's current practice.
8. Paragraph (o) removes the requirement for the Club to keep the occupation of members in the Register of Members. This is no longer required by the Registered Clubs Act.
9. Paragraph (p) updates the Rule requiring members to inform the Club of changes to their contact details.
10. Paragraphs (q) to (t) update the Constitution in relation to disciplinary proceedings to reflect current advised practice, set out the procedures for disciplinary hearings in greater detail, and clarify the procedure for a member to bring witnesses to the meeting.
11. These amendments include new disciplinary powers to be exercised by the Secretary. In summary, they provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based on the alleged conduct and the Board's decision would be in substitution for the Secretary's decision.
12. Paragraph (s) clarifies the eligibility criteria for members to be elected or appointed to the Board.
13. Paragraph (a) clarifies that a nomination for election to the Board can be withdrawn up to the time when voting commences.
14. Paragraph (u) updates the Constitution in relation to sections to confirm the Board's powers in relation to sections.
15. Paragraph (v) updates the Constitution in relation to Board meetings to confirm how directors can pass resolutions electronically by email.
16. Paragraph (w) updates the corporate governance and accountability provisions of the Constitution so that they reflect the current provisions of the Registered Clubs Act.
17. Paragraphs (x) to (cc) will update the Constitution in relation to general meetings and Annual General Meetings to reflect current provisions of the Corporations Act and allow for the use of technology.
18. Paragraph (ff) will update the Constitution to allow the Club to execute documents electronically.
19. Paragraph (ee) updates the Rules in relation to giving notices to members.



2023 Election of Directors

Nominee's Information for Directorship



Pat Bergin

Occupation (current): Assisted School Travel Officer

Occupation (previous): Sales manager

Qualifications & experience relevant to the vacant Director position: Customer service officer, quality assurance officer, fire warden, WHS, First Aid & CPR qualifications

Positions held in Club: Not applicable

Positions in Amenity Clubs: Not applicable



Peter Whybourn

Occupation (current): Retired.

Occupation (previous): Hospitality, Security industry, Private Investigator, underground miner, sales manager

Qualifications & experience relevant to the vacant Director position: Senior First Aid, Customer Relations Certificate, WHS Consultation Certificate, RSA & RCG Certificates, Owner/director of private inquiry company, completion of ClubsNSW Director Online Courses

Positions held in Club: The Ary previous employee, WHS Committee 6 years (Chair - 5 years), Club Director 6 years (Junior Deputy 2017-19 & Senior Deputy Chair 2020-23)

Positions in Amenity Clubs: Bowling Club Committee (2015 – 2022), Bowling Club Sponsorship Development Officer



Victor Harmsen

Occupation (current): Retired/ small online business owner

Occupation (previous): Registered Nurse, International Retrieval Nurse, Café owner, small business owner

Qualifications & Experience relevant to the vacant Director position: Bachelor of Nursing, Small Business / Café Owner

Positions held in Club: Not applicable

Positions in Amenity Clubs: Not applicable



William Patterson

Occupation (current): Motor Mechanic / small business owner

Occupation (previous): Motor Mechanic

Qualifications & Experience relevant to the vacant Director position: NRMA manager, Transport business manager, Chair & Director of Newcastle Carriers, small family business operator

Positions held in Club: Not applicable

Positions in Amenity Clubs: Pipe Master, Toukley RSL Pipe Band, associated Pipe Master duties at Remembrance and Anzac ceremonies

