

APPENDIX B

- **AGENDA:** Annual General Meeting of the Russell Vale Golf & Social Club Ltd to be held on 21 November 2021 (pages 2-4)

- **Minutes** of the Annual General Meeting of the Russell Vale Golf & Social Club Ltd held on 27 September 2021 (pages 5-10)

RUSSELL VALE GOLF & SOCIAL CLUB LTD
35th ANNUAL GENERAL MEETING

SUNDAY 21st NOVEMBER 2021 – 11.30AM

1. On behalf of the Board, welcome to Members & Life Members of Russell Vale Golf & Social Club Ltd.
2. All eligible Financial Members present, requested to sign the Attendance Register.
3. All apologies to be listed in the Apologies Register.
4. Social Members are not eligible to vote, in accordance with the Club's Articles of Association.
5. Presentation of the Minutes of the previous Annual General Meeting (AGM) held on 27th September 2020.
6. Adoption of the Minutes from the 2020 AGM.
7. Business arising from 2020 AGM minutes.
8. Adoption of President, Treasurer, Club Captain, Ladies Chairperson, Juniors, Veteran, Facilities, Sponsorship and Work Health & Safety Reports for 2020/21.
9. President's address to members.
10. Treasurer – Frazer Davey presents the Financial Statement of Russell Vale Golf & Social Club Ltd for the Financial Year ended 30th June 2021. Any questions will be addressed by the Treasurer.
11. Adoption of the Auditor's Report.
12. Confirmation of Daley & Co as Auditors for 2021/22.
13. The Board of Directors at the 2019 AGM was elected for a two-year term. The Board to stand down and the Returning Officer (Bob Jordan) announces the result of the Election of Directors and the Board of Directors for the 2021/23 term.
14. Appointment of Company Secretary & Minute Secretary.
15. Special Resolutions:
 - i. The Board of Directors at their meeting on 21st October 2021 received, approved, and endorsed the nomination of Barry Johnston for Life Membership of the Russell Vale Golf & Social Club Ltd, by Steve Gray and Greg Turnbull.

The Board puts forward the nomination of **Barry Johnston for Life Membership**. Barry Johnston's service to the Club meets the criteria under Clause 13 of the Club's Articles of Association, that is, a minimum of 15 years membership and a minimum of 10 years as a player and/or as a volunteer role

with such service in either role being taken concurrently **and has rendered outstanding service to the Club.**

- ii. The Board of Directors at their meeting on 21st October 2021 received, approved, and endorsed the nomination of Pattie Moore for Life Membership of the Russell Vale Golf & Social Club Ltd, by Bob Jordan and Tom Kerr.

The Board puts forward the nomination of **Pattie Moore for Life Membership.** Pattie Moore's service to the Club meets the criteria under Clause 13 of the Club's Articles of Association, that is, a minimum of 15 years membership and a minimum of 10 years as a player and/or as a volunteer role with such service in either role being taken concurrently **and has rendered outstanding service to the Club.**

- iii. The Board of Directors at their meeting on 21st October 2021 received, approved, and endorsed the nomination of Alan Sellers for Life Membership of the Russell Vale Golf & Social Club Ltd, by Bob Jordan and Tom Kerr.

The Board puts forward the nomination of **Alan Sellers for Life Membership.** Alan Sellers' service to the Club meets the criteria under Clause 13 of the Club's Articles of Association, that is, a minimum of 15 years membership and a minimum of 10 years as a player and/or as a volunteer role with such service in either role being taken concurrently **and has rendered outstanding service to the Club.**

- iv. The Board of Directors at their meeting on 21st October 2021 received, approved, and endorsed qualification requirements for prospective candidates for Director positions:

If elected/appointed to a Director position, the candidate must be able to demonstrate to the Board to the effect that the person:

- is not an undischarged bankrupt;
- has not executed a deed of arrangement under Part X of the Bankruptcy Act;
- is not disqualified from managing a corporation under the Corporations Act;
- is not disqualified from being a Director of a registered club pursuant to any order or declaration made by any Court or tribunal or by Liquor and Gaming NSW;
- has not been convicted of serious fraud or convicted of an offence against an Australia law or any other law in connection with the promotion, formation or management of a body corporate or corporation.

If elected/appointed to a Director position, the candidate must be able to demonstrate to the Board:

- their competency level with technology.
- their proficiency in digital communication, including SMS and e-mail.
- their ability to manage Club correspondence online and participate in virtual meetings (Zoom or Microsoft Teams), as required.

The Board puts forward this Resolution iv for endorsement by 75% of the eligible members present and voting at the Annual General Meeting on 21st November 2021.

- v. The following motion has been nominated by Peter Redman and seconded by Graham Jones in regard to Friday night Bookings:

Is the Club willing to revert back to Friday night Booking with the following conditions:

1. One person can book in a maximum of two groups
2. Open computer booking after 6:00pm Friday night

This could help the older members that are not computer savvy. This could also help boost numbers in the Club on Friday night.

This Resolution 5 is submitted for endorsement by 75% of the eligible members present and voting at the Annual General Meeting on 21st November 2021.

16. General Business:

- a. **Honorariums** – The recommendation from the Board of Directors for Honorariums for the period of 2020/21 to be paid in arrears; to be accepted and endorsed by the Financial Members present.

The recommended Honorariums are at the same level as last year.

Honorariums 2020/21

President	\$1,000.00
Treasurer	\$1,000.00
Club Captain	\$1,000.00
Directors (6) \$500 each	\$3,000.00
Ladies Captain	\$ 250.00
Club Vice-Captain	<u>\$ 250.00</u>
Total	<u>\$6,500.00</u>

RUSSELL VALE GOLF & SOCIAL CLUB LTD
Minutes of the 34th Annual General Meeting
held on 27 September 2020

MEMBERS PRESENT: (33)

APOLOGIES: (7)

MEETING OPENED: 11:30 AM

ITEM 1: *Phillip Peace* welcomed all Members, Life Members, Patron (Bob Jordan) and declared the 34th Annual General Meeting of Russell Vale Golf & Social Club Ltd open.

ITEM 2: All eligible Financial Members present were requested to sign the attendance register.

ITEM 3: All apologies were required to be listed in the apologies register.

ITEM 4: All Social Members present were reminded that they were not eligible to vote.

ITEM 5: The Minute Secretary presented the minutes of the previous Annual General Meeting held on 29th September 2019.

ITEM 6: The minutes of the previous 33rd Annual General Meeting held on 29th September 2019 were made available to members present.

The **ADOPTION** of these minutes as a true and accurate record was proposed **MOVED: Mark Peace, SECONDED: Jane Davey** and **ENDORSED** by the financial members present.

ITEM 7: BUSINESS ARISING: Nil

ITEM 8: ADOPTION OF REPORTS:

President, Treasurer, Club Captain, Ladies Captain, Juniors, Facility Manager, Sponsorship and Compliance and Health & Safety Reports for 2019/20 were presented for adoption. **MOVED: Jane Davey, SECONDED: Pattie Moore** and **ENDORSED** by the financial members present.

ITEM 9: PRESIDENT'S ADDRESS TO MEMBERS:

Phillip Peace provided an overview of the President's Report in the 34th Annual Report. The 2019/20 financial year was an eventual one for the Russell Vale Golf & Social Club Ltd (the Club). During March to June 2020, the COVID-19 pandemic caused a cessation of golf competitions for five weeks and the Clubhouse was forced to close for nearly 11 weeks. However, the Club was able to manage these unprecedented events on an operational and financial basis.

The Club finished the 2019/20 financial year with a profit of \$24,357, however, this result was assisted by a number of government grants, some COVID related. Even with the cessation of operations for nearly 11 weeks this year, the Club remains in a strong financial position.

Membership at the end of the 2019/20 financial year was 644, a slight decrease of 3.6% from the prior year. Golf competition rounds in 2019/20 were 13,197, a 14.4% decrease on the prior year, predominantly caused by the COVID related course closure for five weeks. However,

post the COVID shutdown, competition rounds have increased to levels not seen for many years – a positive sign.

The Club's golf and pennants competitions were again managed by a great team, led by Alan Sellers and Pattie Moore. With the assistance of the Vice-Captains and other members of the Match & Handicap Committee, the Captains were able to re-organise the 2020 Golf Events Calendar to take account of the COVID-19 five week stoppage in competitions and still run most of the year's major events, including the Championships. All members, from time to time, should show their appreciation to the committed volunteers running the Club's golf competitions. Congratulations to all our players who represented the Club in pennants and other open competitions.

Phillip acknowledged the work of all the club volunteers during the year, without whose efforts the Club would not be able to function. Phillip also thanked the many sponsors and looked forward to their support in coming years.

In May 2020, the Board resolved to change the Club's strategic direction. As Wollongong City Council was not showing direct support and any financial backing for the proposal for a co-located clubhouse and Pro Shop, and the possibility that the Club could incur significant planning and development costs to establish a clubhouse next to the existing Pro Shop; the Club decided to consolidate and invest its resources in the Clubhouse at its current site for the benefit of members.

The Club is now planning for a project to refurbish and refresh the Clubhouse: including new and repositioned bar and kitchen facilities; relocation of the office inside the Clubhouse; new floorcoverings, furniture, additional acoustic ceiling tiles and larger doors opening onto the deck. As the plans develop, the Board will communicate the details to members via the newsletter and website.

Phillip concluded by thanking the volunteer Board members for their work during an unusual year caused by the COVID-19 pandemic. Faced with changes to normal operations, the Board worked in a constructive and pragmatic manner to ensure the safety of members and the continual viability of the Club.

He commended the 34th Annual Report and 2019/20 Financial Statements to all members.

ITEM 10: FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020:

Phillip Peace called on **Frazer Davey** to address the meeting. Frazer gave an overview of the 2019/20 Financial Statements and the Daley & Co Independent Audit Report, which included an unqualified and unmodified audit opinion. Frazer Davey reported that the Club had made a profit of \$24,357 in 2019/20 an increase on the prior year profit of \$4,914. Frazer noted that as a result of the Club's strong financial position, and the fact the Club is primarily volunteer run, the financial impact of COVID-19 has been minimal. The Club was able to receive COVID related government support of \$19,000 and further non-COVID related grants of \$17,136, which were used for the deck extension and purchase of a new printer for the office.

When these grant funds and the adjustment for asset write offs and lease accounting changes are separated from the result; the Club generated an operating surplus of \$5,803. This was a pleasing result given the extraordinary events in the last quarter of the 2019/20 financial year. The Club remains in a healthy financial position with substantial assets over liabilities and cash balances just under \$513,000.

ITEM 11: ADOPTION OF AUDITOR'S REPORT:

MOVED: Frazer Davey, SECONDED: Betty Suann: By the financial members present that the Daley & Co Independent Audit Report be adopted, **CARRIED.**

ITEM 12: APPOINTMENT OF AUDITORS:

Phillip Peace requested approval from the members that Daley & Co be appointed auditors for the 2020/21 financial year and to provide an independent audit report on the financial statements. **MOVED: Frazer Davey, SECONDED: Joy Nelson, CARRIED.**

ITEM 13: APPOINTMENT OF COMPANY SECRETARY & MINUTE SECRETARY OF THE BOARD:

Phillip Peace submitted for approval the nomination of Frazer Davey for the Company Secretary position for the Club: **MOVED: Phillip Peace, SECONDED: Rita Beauchamp - CARRIED.** In addition, Phillip Peace was submitted for re-appointment as Minute Secretary of the Board: **MOVED: Joy Nelson, SECONDED: Alison Crossley – CARRIED.**

ITEM 14: GENERAL BUSINESS:

- a) **HONORARIUMS** – The Board has endorsed and approved the following Honorariums, to be paid in arrears for the year 2019/20, and submitted them to the Annual General Meeting on the 27th September 2020 for approval of the financial members. The recommended Honorariums are slightly higher than the prior year amount of \$6,163.00.

President	\$1,000.00
Treasurer	\$1,000.00
Captain	\$1,000.00
Directors – (6) \$500 each	\$3,000.00
Ladies Captain	<u>\$ 250.00</u>
Total	<u>\$6,250.00</u>

MOVED: Betty Suann, SECONDED: Julie Neal – CARRIED.

- b) **PROPOSED CHANGES TO THE ARTICLES OF ASSOCIATION:** The Board of Directors at their meeting on 17 September 2020 approved the following resolution to be endorsed by 75% of eligible members present at the Annual General Meeting on 27 September 2020: That the Articles of Association of Russell Vale Golf & Social Club Limited be amended as follows:

Delete:

"Financial Member" means a member who has paid his entry fee for membership to the Club and his annual subscription within thirty (30) days of the due date for payment or within such further time as the Committee shall in respect of any member or members allow and shall have paid all other moneys due by him to the Club within 14 days after formal demand has been made therefore in pursuance of a resolution by the Committee.

Replace with:

"Financial Member" means a member who has paid the entry fee for membership to the Club and the annual subscription by the due date or within such further time as the Committee shall in respect of any member or members allow and shall have paid all other

moneys due by the member to the Club within 14 days after formal demand has been made therefore in pursuance of a resolution by the Committee.

Delete:

4. The Company is established for the purposes as set out in the memorandum of Articles.

Replace with:

4. The Company is established for the purposes as set out in the Memorandum of Association.

Delete:

14. ORDINARY MEMBERS – Ordinary members shall be those accepted for membership by the Board of Directors and who are over the age of twenty-one years and shall be subject to such playing rights and other conditions or restrictions as to the use of its club house and amenities as the Board of Directors may from time to time determine. Ordinary members include Pensioners, Patron, Honorary Members, Corporate Members and Youth Members who shall be entitled to vote at General Meeting of the Company.

Replace with:

14. ORDINARY MEMBERS – Ordinary members shall be those accepted for membership by the Board of Directors and who are twenty five years of age and over and shall be subject to such playing rights and other conditions or restrictions as to the use of its club house and amenities as the Board of Directors may from time to time determine. Ordinary members include Patron Members, Honorary Members and Corporate Members who shall be entitled to vote at General Meetings of the Club.

Delete:

19. JUNIOR MEMBERS – Junior members are members whose age is 12 to 17 years old. They become Youth Members on their 18th Birthday. They pay membership fees for the category of membership that they are in at the date the fees are due. Junior members shall be subjected to such limited playing rights and such conditions and restrictions as to the use of the club house and its amenities as the Committee may from time to time determine. Junior members shall not be entitled to vote at any General Meeting of the Club.

Replace with:

19. JUNIOR MEMBERS – Junior members are members whose age is 12 to 17 years old. They become Intermediate Members on their 18th Birthday. They pay membership fees for the category of membership that they are in at the date the fees are due. Junior members shall be subjected to such limited playing rights and such conditions and restrictions as to the use of the club house and its amenities as the Committee may from time to time determine. Junior members shall not be entitled to vote at any General Meeting of the Club.

Delete:

30. CESSATION OF MEMBERSHIP

If the subscription of a member shall remain unpaid for a period of thirty (30) days after it becomes due then the member may after notice of default having been sent to him by the Secretary be debarred by resolution from the Board of Directors from all privileges of membership provided that the Board of Directors may reinstate the member on payment of all arrears, if the Board of Directors think it is fit to do so in its absolute discretion.

Replace with:

30. CESSATION OF MEMBERSHIP

If the subscription of a member shall remain unpaid after it becomes due then the member may after notice of default having been sent to him by the Secretary be debarred by resolution from the Board of Directors from all privileges of membership provided that the Board of Directors may reinstate the member on payment of all arrears, if the Board of Directors think it is fit to do so in its absolute discretion.

Delete:

82. No member of any Class shall compete for any prize whilst they shall be More than thirty (30) days in arrears as to any money due to the Club. Penalty for any Breach of this Article shall be disqualification. The acceptance of any entrance fee for any Competition by any officer or servant of the Club shall not exonerate any Member from this Penalty.

Replace with:

82. No member of any Class shall compete for any prize whilst they are in arrears as to any money due to the Club. Penalty for any Breach of this Article shall be disqualification. The acceptance of any entrance fee for any Competition by any officer or servant of the Club shall not exonerate any Member from this Penalty.

Delete:

LIFE MEMBERSHIP [Amended AGM 15TH October 2015]

The Board at their meeting on the 16th February 2015, received, approved and endorsed the nomination of Trevor Johnston for Life Membership of Russell Vale Golf & Social Club Ltd, by Paul Shoobert and Geoff Evans.

The Board puts forward this nomination of Trevor Johnston for Life Membership. Trevor Johnston's service to the club meets the criteria under Item 13 of the clubs Articles of Association (Constitution) for his dedication to the club over the past 20+ years, and is worthy of this recognition.

Not Required in the Articles of Association – was a resolution at an AGM and not a change to the Articles.

MOVED: Pattie Moore, SECONDED: George Young – CARRIED.

- c) **DISCUSSION ON PROPOSAL TO REFURBISH THE CLUBHOUSE FACILITIES** – Paul Shoobert brought up a number of suggestions regarding the proposal to refurbish the clubhouse facilities. These were noted and will be considered by the Board in the planning and assessment phase of the project. Preliminary designs of the refurbishment proposal were displayed on a monitor for the information of members present at the AGM.

Members were invited to stay for light refreshments and a beverage after the conclusion of the meeting.

MEETING CLOSED 12:40PM.

Phillip Peace
**President &
Minutes Secretary**