

APPENDIX B

- **AGENDA:** Annual General Meeting of the Russell Vale Golf & Social Club Ltd to be held on 16 October 2022 (pages 2-3)
- **Minutes** of the Annual General Meeting of the Russell Vale Golf & Social Club Ltd held on 21 November 2021 (pages 4-10)

RUSSELL VALE GOLF & SOCIAL CLUB LTD
36th ANNUAL GENERAL MEETING

SUNDAY 16th OCTOBER 2022 – 11.30AM

AGENDA

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 21st November 2021.
6. Adoption of the Minutes from the 2021 AGM.
7. Business arising from 2021 AGM minutes.
8. Adoption of the Reports from the President, Treasurer, Club Captain, Ladies Golf Coordinator, Facility Manager, Sponsorship and Compliance and Health & Safety Manager for 2021/22.
9. President's address to members.
10. Treasurer – Frazer Davey presents the Financial Statements of Russell Vale Golf & Social Club Ltd for the Financial Year ended 30th June 2022. Any questions will be addressed by the Treasurer.
11. Adoption of the Auditor's Report.
12. Confirmation of Daley & Co as Auditors for 2022/23.
13. Appointment of Company Secretary & Minute Secretary.
14. General Business:
 - a. **Honorariums** – The recommendation from the Board of Directors for Honorariums for the period of 2021/22 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 2021/22

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 35th Annual General Meeting
held on 21 November 2021

MEMBERS PRESENT: (40)

APOLOGIES: (10)

MEETING OPENED: 11:30 AM

ITEM 1: *Phillip Peace* welcomed all Members, Life Members, Patron (Bob Jordan) and declared the 35th 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 27th September 2020.

ITEM 6: The minutes of the previous 34th Annual General Meeting held on 27th September 2020 were made available to members present.

The **ADOPTION** of these minutes as a true and accurate record was proposed
MOVED: Mark Peace, SECONDED: Noel Sussman 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 2020/21 were presented for adoption. **MOVED: Les Ledwidge, SECONDED: John Pippen** 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 35th Annual Report. The 2020/21 financial year was another eventual one for the Russell Vale Golf & Social Club Ltd (the Club). The Club was able to complete almost a full trading year until the last days in June 2021, when COVID-19 caused the second lockdown in NSW. The second COVID-19 induced lockdown resulted in a shutdown of clubhouse trading for 16 weeks to October 2021.

As mentioned in last year's report, the Board of Director's key imperative during COVID-19 has been the health and safety of its members. The Board worked closely with Wollongong City Council on COVID-19 playing conditions and developed and revised COVID-19 conditions of entry to the clubhouse and a COVID Safety Plan. The support of our members complying with COVID safe practices is greatly appreciated.

The Club recorded a profit of \$27,340 for the 2020/21 financial year, but again this result was assisted by a number of government grants, some COVID related. Although the clubhouse was closed for 16 weeks in 2021 due to the second COVID lockdown, the Club remains in a strong financial position.

Membership at the end of the 2020/21 financial year was 687, an increase of 6.7% from the prior year. Golf competition rounds in 2020/21 were 16,077, which brings the Club back to average playing numbers from 2015 onwards, when the 2019/20 year is excluded.

Phillip noted that the Club's golf and pennants competitions are run by a great golf management team, led by Alan Sellers (Club Captain) and Pattie Moore (Ladies Captain). With the assistance of the Vice-Captains and other members of the Golf Operations Committee, the Captains were able to re-organise the 2020 and 2021 Golf Events Calendars around all the COVID-19 restrictions in their various arrangements. All members, from time to time, should show their appreciation to the committed volunteers running the Club's golf competitions. Phillip congratulated all our players who represented the Club in pennants and other open competitions during the year.

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 the coming years.

In March 2021, the Club celebrated the 35th anniversary of the first golf game played on the Russell Vale golf course. A special booklet was compiled by the Club Patron, Bob Jordan, and some of the foundation members joined Bob in the 35th anniversary celebrations on the 11th hole and later in the clubhouse.

During 2020/21 planning for the project to refurbish and refresh the clubhouse was undertaken in consultation with members. A project manager, BellCorp, was engaged to assist the Board in the planning processes. A final concept plan was developed which included new and relocated bar and kitchen facilities, an upgraded front entry and new floorcoverings and furniture. The concept plan was provided to Wollongong City Council in its capacity as licensee and local certifying authority. Council approved the plan and advised that it was a complying development. The plan was costed by a quantity surveyor and submissions were made for grant funding through the ClubGrants Program run by the NSW Government.

Phillip advised the meeting that the first round of funding submissions under the ClubGrants Program was unsuccessful, but another application has been made in the November 2021 round and the Board will await the outcome of this funding

submission, around March next year, to determine the next steps to upgrade the bar and kitchen facilities.

In the interim, work has proceeded on refreshing the toilet facilities off the Sports Bar. Also, the roof of the Sports Bar will be replaced, and a new veranda installed to match the existing one over the deck. Work is also planned to improve the entry to the clubhouse in coming months.

Phillip concluded by thanking the volunteer Board members for their work during last financial year and the period since, which has again been impacted by the COVID-19 pandemic. The Board continued to work in a constructive and pragmatic manner to ensure the safety of members and the continual viability of the Club.

He commended the 35th Annual Report and 2020/21 Financial Statements to all members.

ITEM 10: FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021:

Phillip Peace called on **Frazer Davey** to address the meeting. Frazer gave an overview of the 2020/21 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 \$27,340 in 2020/21 an increase on the prior year profit of \$24,357. 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 a second COVID related Federal Government support payment of \$10,000, JobKeeper payments of \$1,500 and further non-COVID related grants of \$1,182.

When these grant funds and lease accounting changes of \$3,347 are separated from the result; the Club generated an operating surplus of \$17,985. This was a pleasing result given the extraordinary events of the 2019/20 financial year. The Club remains in a strong financial position with assets exceeding liabilities by \$861,680 and cash balances of \$543,770.

Frazer thanked Joy Nelson for her support in the treasury functions of the Club. He welcomed Julie Neil to the Finance Committee and also thanked Bob Jordan for his continual involvement in some of the day-today finance tasks.

ITEM 11: ADOPTION OF AUDITOR'S REPORT:

MOVED: Frazer Davey, SECONDED: Jane Davey: 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 2021/22 financial year and to provide an independent audit report on the financial statements. **MOVED: Frazer Davey, SECONDED: Joy Nelson, CARRIED.**

ITEM 13: BOARD OF DIRECTORS

The Board of Directors at the 2019 AGM was elected for a 2-year term and, as there were ten nominations for the Director positions for the period 2021/23, a ballot was held amongst financial members between 9 November 2021 and 20 November 2021.

The Board of Directors stood down and the Returning Officer for the Ballot of Directors, Bob Jordan, addressed the AGM with the results of the Ballot. Bob reported that 180 eligible members voted, which was a substantial response from the membership. From the 180 ballot papers, 15 were informal, leaving 165 valid ballot papers. Bob reported the following result of the ballot:

Nominee	Votes	Outcome
Alan Sellers	164	Re-elected Director
Julie Neal	159	Elected Director
Barry Johnston	122	Re-elected Director
Les Beauchamp	155	Re-elected Director
Frazer Davey	162	Re-elected Director
Alison Crossley	150	Re-elected Director
John Szczur	140	Re-elected Director
Barry Basman	116	Not Elected
Joy Nelson	160	Re-elected Director
Phillip Peace	157	Re-elected Director

The elected Board of Directors for the next two-year term was:

Alan Sellers, Julie Neal, Barry Johnston, Les Beauchamp, Frazer Davey, Alison Crossley, John Szczur, Joy Nelson, and Phillip Peace. Commiserations were extended to Barry Basman on not being elected to the Board.

Bob Jordan was thanked for his Returning Officer duties and the newly elected Board of Directors was welcomed by the financial members. Phillip Peace was requested to chair the remainder of the AGM and reported that the Board would hold a meeting immediately after the AGM to elect the Board Executive (President, Vice-President, and Treasurer) and golf operations positions.

ITEM 14: 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: Joy Nelson - CARRIED.** In addition, Phillip Peace was submitted for re-appointment as Minute Secretary of the Board: **MOVED: Frazer Davey, SECONDED: Ray Elyard – CARRIED.**

ITEM 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 put 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. **This motion was carried by unanimous vote (Joy Nelson and Barry Johnston abstained from the vote)**. The members then congratulated Barry Johnston on his appointment of life membership of 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 put 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. **This motion was carried by unanimous vote (Joy Nelson and Pattie Moore abstained from the vote)**. The members then congratulated Pattie Moore on her appointment of life membership of 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 put 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. **This motion was carried by unanimous vote (Joy Nelson and Alan Sellers abstained from the vote)**. The members then congratulated Alan Sellers on his appointment of life membership of 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 put forward Resolution iv for endorsement by 75% of the eligible members present and voting at the Annual General Meeting on 21st November 2021. **MOVED: Phillip Peace; SECONDED: Rita Beauchamp – CARRIED (with two members against: Paul Shoobert & Barry Johnston).**

- v. The following motion was 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 v was submitted for endorsement by 75% of the eligible members present and voting at the Annual General Meeting on 21st November 2021. **MOVED: Peter Redman; SECONDED: Graham Jones – MOTION WAS NOT ENDORSED.**

ITEM 16: GENERAL BUSINESS:

- a) **Honorariums** – The Board has endorsed and approved the following Honorariums, to be paid in arrears for the year 2020/21, and submitted them to the Annual General Meeting on the 21st November 2021 for approval of the financial members.

President	\$1,000.00
Treasurer	\$1,000.00
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>

MOVED: Noel Sussman, SECONDED: Russell Hammond – CARRIED.

- b) **Recognition of the Volunteer Work of Trevor Johnston:** Phillip Peace advised the meeting that Trevor Johnston did not seek re-election to the Board for the next two-year term. On behalf of the members, Phillip thanked Trevor for his work at the Club in various roles over many years and wished him all the best for the future, good golf and if he is able to do volunteer work at the Club in the future, he would be welcomed back. The members at the meeting showed their appreciation for Trevor's contribution to the Club by a round of applause.
- c) **Resignation of Pattie Moore:** Pattie Moore advised the AGM, that due to recent health issues, she would be unable to fully undertake the role of Ladies Golf Co-Ordinator and advised of her resignation from that role. Phillip Peace advised members of Dennis Moore's recent accident and the resultant period of recovery. On behalf of all the members of the Club, Phillip thanked Pattie on her volunteer work and support of the Club over many years and wished her and Dennis all the best for the immediate future. Pattie is always welcome back at the Club in a volunteer capacity whenever she wishes/able to return. The members at the meeting showed their appreciation for Pattie's contribution to the Club by a round of applause.
- d) **Proposal for a new Club Constitution:** Phillip Peace advised the meeting that the new Board would develop a new draft Club constitution over the next 12 months, in consultation with the membership. The aim is to have a draft new Club constitution, based on the Golf NSW Template Framework Constitution, ready for adoption at the 2022 AGM to be held in September 2022. The current Club constitution has had a number of amendments over the years, and in some sections is difficult to understand at the first or second reading. The objective is to have a constitution that reflects modern corporations practice and law.

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

MEETING CLOSED 12:45PM.

Phillip Peace
**President &
Minutes Secretary**