

**MINUTES OF ANNUAL GENERAL MEETING OF THE FORSTER-TUNCURRY  
MEMORIAL SERVICES CLUB LTD HELD MONDAY 31<sup>ST</sup> OCTOBER 2022**

**CHAIR:**

President and Chairperson C Fletcher declared the meeting open at 5.30 pm and requested that the doors be closed.

**ACKNOWLEDGEMENT OF COUNTRY:**

The Chairperson respectfully acknowledged the Worimi people as the traditional owners of the land on which we gather and pay respect to their elders, past, present and emerging.

**PRESENT:**

204 members registered in attendance.

**INTRODUCTIONS ON STAGE:**

The Chairperson introduced those on the dais being Colin Cross (Vice President), Gail Stewart (Vice President), Peter Clarke (General Manager), Lyndell Howe (Finance Manager), Michelle Snape of Baker & Borthwick (Solicitors) and Andrew Parsons, Harrison Main & McArthur (Auditor).

**ACKNOWLEDGE SPECIAL GUESTS:**

The Chairperson then introduced special guests and Board Colleagues – Paul Nicholas, Neil Stuckey, Robyn Kirk, Darcy Cheetham, Peter Rayner and Life Members.

**MINUTE'S SILENCE:**

The Chairperson called on those present to stand and observe a minutes' silence out of respect of members who had passed away during the year and deepest sympathies were offered to their families.

**APOLOGIES:** Apologies were received from C Miller Membership No. 5209 and J Simons Membership No. 10416.

Moved D Cheetham Membership No. 3106, seconded I Reynolds Membership No. 14646 that the apologies be accepted

**CARRIED.**

**NOTICE OF MEETING AND QUORUM:**

The Chairperson inquired with the General Manager whether the meeting has been correctly constituted and a quorum exists.

The General Manager advised that the Notice of Meeting as required by the Clubs Constitution had been sent to all members on Friday 2<sup>nd</sup> September, 2022 and that a quorum exists as the meeting has in excess of 40 members present, in fact there are 204 members present, in accordance with Clause 64 of the Club's Constitution.

Before proceeding with business the Chairperson advised that copies of the 2021 Annual General Meeting Minutes and the 2022 Annual Report were available upon entering the auditorium. The Chairperson asked that members involved in the business of the meeting clearly state their name and membership number in order to record accurate minutes.

**METHOD OF VOTING:**

The Chairperson advised that voting will be decided by a show of hands.

**MINUTES OF PREVIOUS ANNUAL GENERAL MEETING:**

Moved J Morwitch Badge No. 5909, seconded G Fall Badge No. 7100 that the Minutes of the Annual General Meeting held Monday 6<sup>th</sup> December, 2021 be adopted as a true and correct record of the proceedings subject to the correction that on page 7 Ordinary Resolution No. 5 was defeated by a substantial majority (over 90 percent of members present) instead of the reported simple majority.

**CARRIED.**

**RECEPTION OF 2022 ANNUAL REPORT AND OTHER REPORTS:**

The Chairperson called for a Motion that the reports as circulated be taken as read and received.

Moved B Cross Membership No. 77, seconded J Smith Membership No. 9150 that the 2022 Annual Report including Financial Statements, President and other reports as circulated be taken as read and received

**CARRIED.**

**BUSINESS ARISING FROM ANNUAL REPORT:**

The Chairperson asked the General Manager whether any questions relating to the 2022 Annual Report have been formally received.

The General Manager advised that three questions have been received regarding the 2022 Annual Report and all questions relate to Item 3 Future Developments on Page 44 of the Annual Report. P Clarke answered all three questions concisely by referring to prepared responses.

The Chairperson invited the General Manager to speak on his Annual report. P Clarke thanked the President, Board, Management, staff and members for their terrific loyalty and support during challenging and changing times.

**ADOPTION OF 2022 ANNUAL REPORT:**

Moved P Rayner Membership No. 15006, seconded B McCallum Membership No. 4648 that the 2022 Annual Report be adopted

**CARRIED.**

**ORDINARY RESOLUTIONS:**

The Chairperson advised that Members are asked to consider and if thought fit pass the Ordinary Resolutions as outlined in the Clubs 2022 Notice of Meeting.

The Chairperson invited the General Manager to explain the Ordinary Resolutions.

The General Manager stated that each of the resolutions must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate motions.

To be passed each ordinary resolution must receive votes in its favour from not less than a simple majority of those members who being entitled to do so vote in person at the meeting.

### **Ordinary Resolution No. 1**

The first resolution is to have the members in a General Meeting approve reasonable expenditure by the Club in relation to duties performed by the Club's Directors.

The Board recommends Ordinary Resolution No. 1 to this meeting.

As all members have been given due notice of this resolution as it has been included and circulated in the Clubs 2022 Notice of Meeting that any discussion now be invited by the Chairperson or a motion be received from the floor of the meeting.

That pursuant to the Registered Club's Act:

1. The members hereby approve and agree to reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following activities of Directors
  - (a) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee Meeting on the day of that Meeting where the Meeting corresponds with a normal meal time.
  - (b)
    - (i) Reasonable expenses incurred by Directors in relation to such other activities including entertainment of special guests to the Club;
    - (ii) Expenses involved in attendance at Intra-Club activities, sponsorship of sporting events deemed by the Directors to be of benefit to the Club and/or the community and other promotional activities performed by Directors;
    - (iii) Reasonable costs of Directors attending all functions and activities at the Club deemed by the Directors to be of benefit to the Club;
    - (iv) Reasonable costs for the attendance at functions with spouses

where appropriate, and required, to represent the Club; with the expenses of any of that aforementioned activities to be approved by the Board before payment is made on the production of receipts, invoices or other proper documentary evidence of such expenditure;

- (c) Reasonable expenses for the provision of a Chairpersons Dinner once a year and on such occasions as the Board might approve with the persons in attendance to comprise the Directors and their partners and persons chosen by the Chairperson who have supported the club during the relevant year and thereby promoted the success of the club;
  - (d) The payment of Directors and Officers insurance cover premiums;
  - (e) The Club to provide a uniform for Directors consisting of blazer, tie, trousers/skirt, shirt/blouse, sports jacket and cleaning expense of same;
  - (f) That each Director be entitled to a specified parking space in the Club's car park;
  - (g) That each Director be entitled to be provided with an electronic device (for example a laptop computer, i-pad, tablet or other similar device) and an electronic storage device (for example a flash drive or portable hard drive);
  - (h) That each Director be entitled to be provided with external access to the internet.
2. The members acknowledge that the benefits in paragraph (1) are not available to the members generally but only to those who are Directors of the Club and those members directly involved in the above activities.

There being no discussion from the floor of the meeting, the Chairperson accepted a motion.

Moved J Lynch Membership No. 12791, Seconded D Cheetham Membership No. 3106 that Ordinary Resolution No. 1 as circulated and explained be approved

**CARRIED.**

The Chairperson invited the General Manager to explain Ordinary Resolution No. 2.

The General Manager stated that the second ordinary resolution is to have

members in the General Meeting approve reasonable expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events including Australasian Hospitality and Gaming Expo, Australasian Gaming Expo and ClubsNSW Annual Conference and Annual General Meeting and to visit other clubs to enable the Club's governing body to keep abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.

The Board recommends Ordinary Resolution No. 2 to this meeting.

Again, as all members have been given due notice of this ordinary resolution being included and circulated in the Clubs 2022 Notice of Meeting that any discussion now be invited by the Chairperson or a motion be received from the floor of the meeting.

**Ordinary Resolution No. 2**

That pursuant to the Registered Clubs Act 1976:

- (a) The members hereby approve and agree to reasonable expenditure by the Club for professional development and education of Directors until the next Annual General Meeting and being:
  - (i) The reasonable cost of Directors attending at the Australasian Hospitality and Gaming Expo, Australasian Gaming Expo and ClubsNSW Annual Conference and Annual General Meeting;
  - (ii) The reasonable costs of Directors attending Seminars, Lectures, Trade Displays, Organised Study Tours, Fact-finding Tours and other similar events as may be determined by the Board from time to time;
  - (iii) The reasonable cost of Directors attending other clubs or similar types of business for the purpose of observing their facilities and methods of operation;
  - (iv) Attendance at functions with spouses where appropriate, and required, to represent the Club.
  
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Directors of the Club and those members directly involved in the above activities.

There being no discussion from the floor of the meeting the Chairperson accepted a motion.

Moved B McCallum Membership No. 4648, Seconded J Lynch Membership

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Chairperson .....

No. 12791 that Ordinary Resolution No. 2 as circulated and explained be approved

**CARRIED.**

**Ordinary Resolution No. 3**

The Chairperson invited the General Manager to explain Ordinary Resolution No. 3.

The General Manager stated that this resolution pursuant to the Registered Clubs Act of 1976: as amended, the members hereby approve and agree to the members of the Board during the period preceding this Annual General Meeting receiving Honoraria for the positions named and for the sums referred to below in respect of services rendered to the Club and the members further acknowledge that the Honoraria are not available to members equally but only those members elected to the Board of Directors of the Club:

- i \$15,000 to the President;
- ii \$10,000 to the Vice Presidents;
- iii \$8,000 to each Director.

The level of Honoraria proposed is the same amount paid last year.

The Board recommends Ordinary Resolution No. 3 to this meeting.

There being no discussion from the floor of the meeting the Chairperson accepted a motion.

Moved J Lynch Badge No. 12791, Seconded B McCallum Membership No. 4648 that Ordinary Resolution No. 3 as circulated and explained be approved  
**CARRIED.**

**Ordinary Resolution No. 4**

The Chairperson invited the General Manager to explain Ordinary Resolution No.4

The General Manager stated that this resolution pursuant to the Registered Clubs Act of 1976: as amended, the members hereby approve and agree to the Social Bowls Co-ordinator receiving an Honoraria of \$8,000 for the year 2022/2023. The Social Bowls Co-ordinator administers social bowling events at the Sports Club and is remunerated for such service. The level of Honoraria proposed is the same amount paid as last year.

If the Social Bowls Co-ordinator only holds this position for part of the year, then the Honoraria shall be paid on a pro-rata basis.

The Board recommends Ordinary Resolution No.4 to this meeting.

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Chairperson .....

There being no further discussion from the floor of the meeting the Chairperson accepted a motion.

Moved J Lynch Membership No. 12791, seconded C Constable Membership No. 7058 that Ordinary Resolution No. 4 as circulated and explained be approved

**CARRIED.**

**DECLARATION OF BALLOT FOR BOARD OF DIRECTORS:**

C Fletcher invited B Smith to declare all positions vacant and to declare the result of the Ballot.

B Smith stated the following:

**RETURNING OFFICERS 2022-2024 REPORT**

It was my pleasure to conduct the 2022-2024 Election from 24<sup>th</sup> to 31<sup>st</sup> October in accordance with Clubs NSW Best Practice Guidelines and Clause 35 and 36 of the Club's Constitution.

The Election was once again conducted via the use of the Club's E-voting system which we have been using since the 2016/2018 Election and once again proved to be very successful.

Firstly I would just like to take this opportunity to thank the Board of Directors for the opportunity to serve as your Returning Officer once again and the General Manager and Staff for their co-operation during the week of the Elections.

Before I announce the Election Results I would like to thank my Assisting Returning Officer, my husband John Smith for his exceptional service and support during the course of the Election. As suggested by the Board the voting days had been increased by two extra days at Club Forster to give members the opportunity to cast their votes, so we needed and required the help of more Electoral Staff, so I would like to give thanks to Phil Woodhouse and Elaine O'Brien for their assistance last Wednesday and Thursday.

Now for the results you have all been waiting for;

The validity of the count for the Election has been checked and I am satisfied the results to be true and correct.

There were 281 members who registered their votes compared to 310 who registered votes in the 2020-2022 Election.

I will now announce the results for the Board of Directors for the term of 2022-

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Chairperson .....

2024

I now declare all positions vacant.

Nominations were received for the following positions:

Being only Four nominations for President and with only one position required.

PRESIDENT Candidates are:

	Number of Votes
Darcy W CHEETHAM	34
Gail E STEWART	37
Claire E FLETCHER	128 1 <sup>st</sup>
Colin P CROSS	82
<u>TOTAL VOTES</u>	<u>281</u>

I therefore declare Claire E. FLETCHER elected as President for the term of 2022-2024

Now for Vice President

Being only Five nominations for Vice President and with only two positions required.

VICE PRESIDENT Candidates are;

	Number of Votes
Gail E STEWART	162
Darcy W CHEETHAM	127
Neil D STUCKEY	192 2 <sup>nd</sup>
Paul Nicholas	154
Colin P CROSS	208 1 <sup>st</sup>
<u>TOTAL VOTES</u>	<u>843</u>

I therefore declare Colin P. CROSS with 208 votes and Neil E. STUCKEY with 192 votes elected as Vice Presidents for the term of 2022-2024

And now lastly for DIRECTORS

Being Eleven nominations for Directors with two removed for Vice President and with only six positions required.

DIRECTOR Candidates are;

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Chairperson .....



	Number of Votes
Neil D STUCKEY	232
Colin P CROSS	242
Peter A. RAYNER	222 3 <sup>rd</sup>
Paul NICHOLAS	237 1 <sup>st</sup>
Darcy W CHEETHAM	194 6 <sup>th</sup>
Colin CONSTABLE	215 4 <sup>th</sup>
Peter A THOMPSON	182
Robert J MCCALLUM	165
Robyn M KIRK	237 1 <sup>st</sup>
Gail E STEWART	199 5 <sup>th</sup>
Brian ZIEBELL	123
<u>TOTAL VOTES</u>	<u>2,248</u>

I therefore declare the following have been elected as Directors.  
In the order of the highest votes are;

Robyn M KIRK	237
Paul NICHOLAS	237
Peter A RAYNER	222
Colin CONSTABLE	215
Gail E STEWART	199
Darcy W CHEETHAM	194

Congratulations to President Claire and your Board colleagues for your Election Result and may I wish the Board much success as they continue to govern the Club and its affairs with much distinction.

Signing off for another Election

**DESTROY ELECTRONIC BALLOT PAPERS:**

The Chairperson invited a motion, Moved B McCallum Membership No. 4648, seconded D Robinson Membership No. 11172 that the Electronic Ballot papers for the 2022/2024 elections be destroyed after one month

**CARRIED.**

**INTRODUCTION OF NEW BOARD MEMBERS:**

The Chairperson acknowledged and congratulated the reappointment of Board members, welcomed C Constable onto the Board and thanked all candidates for their participation and interest.

**ANY OTHER BUSINESS:**

The Chairperson sought confirmation from the General Manager whether any other business had been received of which due notice had been given. The General Manager stated that no notices of motion up to and including the 30th August, 2022 or any questions in relation to the Annual report up to and including 19<sup>th</sup> November 2022 had been received.

**CLOSE:**

There being no further business the Chairperson C. Fletcher declared the meeting closed at 6.09pm, thanked all for their attendance and invited them to partake of food, refreshments and entertainment titled "A Tribute to the Songs of Peter Allen" performed by Simon Gillespie and Susannah Mirana to follow.

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**CHAIRPERSON**

.....  
**SECRETARY**

.....  
**DATE**