

**MINUTES OF THE 65th ANNUAL GENERAL MEETING OF
RAMSGATE RSL MEMORIAL CLUB LIMITED ACN 000 088 291**

**HELD IN THE AUDITORIUM AT CNR RAMSGATE ROAD & CHUTER AVENUE, SANS SOUCI
On Sunday 2 May, 2021 @ 10.00AM**

1.0 CHAIR:

All members were welcomed and the meeting was precluded with the *Ode of Remembrance* being recited by Keith Wills Director of the Ramsgate RSL Memorial Club.

The President, Sallianne Faulkner occupied the Chair (hereafter called “the Chairperson”) and declared the 65th Annual General Meeting open at 10.00am with the following acknowledgment:

I would like to take this opportunity to show our respect and acknowledge the Traditional Custodians of the Land, of Elders past, present and emerging on which this meeting takes place.

The Chairperson welcomed all Members and Invited Guests.

The Chairperson said that the meeting will be recorded to assist in the writing of the minutes, and once these are completed the voice recording will be destroyed. The following persons occupied the head table and were introduced to the meeting: Jason Maher (Auditor, *Maher & Partners*); Tony Johnston (Solicitor, *Pigott & Stinson*); Carol Harkins (Returning Officer, *Club Elections NSW*). David Moorcroft (CEO, *Ramsgate RSL Memorial Club Limited*); Zoran Naumovski (CFO, *Ramsgate RSL Memorial Club Limited*); Nicole Heinrich (Commercial Manager, *Ramsgate RSL Memorial Club Limited*) and Jenna Quinn (Executive Assistant, *Ramsgate RSL Memorial Club Limited - Minutes*);

2.0 ATTENDANCE:

The Chairperson announced that there were **24** members present.

APOLOGIES:

Rosaria Sciberras #14,284 and Andrew Tsounis #11,437

3.0 CONFIRMATION OF MINUTES & REPORTS:

3.1 It was **resolved** that the Minutes of the 64th Annual General Meeting of the **Ramsgate RSL Memorial Club Ltd** held on Sunday August 30, 2020 be received and adopted.

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There were no questions or business arising from the said minutes.

Moved: C. Edwards (#1,044) **Seconded:** K. Hughes (#2,129) **Carried**

3.2 CEO's Report:

The CEO's Report was received as tabled.

There were no questions or business arising from the CEO's Report.
The Chairperson asked that the meeting approve the CEO's Report as tabled

Moved: K. Wills (#3,199) **Seconded:** J. Garvan (#2,016) **Carried**

3.3 It was **resolved** that the Financial report, Directors' report and Auditor's report for the year ending 31 December 2020 be received and adopted.

Moved: K. Wills (#3,199) **Seconded:** K. Hughes (#2,129) **Carried**

4.0 PRESIDENTS ADDRESS:

The President stated the following address:

On behalf of the Ramsgate RSL Memorial Club Limited Board of Directors, I am pleased to advise that the 2020 financial result is a profit of \$ \$3,234,006. I am mindful that our 2019 AGM was held in August however I must reiterate at this time that as we began 2020, we could never have known the remarkable year that was before us. On 23rd March, the entire NSW hospitality industry, along with many more, was closed to our members and our community with less than 24 hours' notice, with no end date. What unfolded was memorable for all the wrong reasons. In the days prior to the announcement of the Federal Governments Jobkeeper support, I am immensely proud of our Board who took the immediate decision to continue our staff on full pay, with a review scheduled after three months. It is this security and strength that our members provided our staff, in return for their dedication to our business, our great club. This fast and furious period of evolving change has shown us that our values of respect, trust and friendliness have delivered a solid base for making decisions in and about our community and assisted us in following the NSW Health instructions to ensure safety in the COVID challenged environment. Further, our ongoing commitment to Governance provide the Board with a similarly solid base to help guide our management team through this crisis. Upon closure, our staff

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commenced calling and checking on our most vulnerable members and maintaining our important social connections – “we are in this together” became the daily catchcry as we tried to navigate a- never-before-seen crisis in our club. Once we reopened with social distancing and sanitisation guidelines, the daily updates from the NSW Premier and Chief Medical Officer meant immediate and numerous updates of our Covidsafe plan. I extend the Board’s sincere thanks to our management and staff for their steadfast dedication to providing our members with a safe environment. Our junior and senior sporting groups, local charities and community sporting connections also had their challenges too but Ramsgate RSL Memorial Club stood strongly in support and once these groups were allowed to reset and restart, your club was able to provide a means by which they could get back out and about safely.

ANZAC Day 2020, so different to the ANZAC Day last week, but will be noted as the ‘end of the driveway’ commemoration but highlighted the importance of our veterans to our community. We thank our veterans for their service and are grateful to be living in a country where we could once again commemorate the fallen together.

In December 2020, following much due diligence, the Board received unanimously support for the amalgamation of our Club with Fingal Bay Sports Club. This amalgamation is a great opportunity for our club and we look forward to working with the team to deliver another excellent offering to the community and our members. I am proud to announce that as of yesterday, Ramsgate RSL Memorial Club now has a second venue, that being Fingal Bay Sports Club.

Thank you to our Chief Executive Officer, David Moorcroft, for your hard work throughout 2020. In what was a challenging year, David has guided our staff and members safely and carefully and we are grateful for his dedication to our club. Last year I noted that as an integral part of our community, Ramsgate RSL Club, would overcome the challenges of global illness and the like, and we will do it together. Today, I confirm this sentiment. Members, be assured, we are striving to do our very best for everyone now and in the future.

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5.0 ORDINARY RESOLUTIONS

It was moved to consider and if thought fit, pass the Ordinary Resolutions (1 – 4) set out in the Agenda. The outcomes are reported in Table 1.

Table 1: Ordinary Resolutions: Outcomes				
Ordinary Resolution	Details	Moved	Second	Carried / Not Carried
First	<p><i>"That pursuant to Section 10(6) (b) of the Registered Clubs Act, the Members hereby approve the payment, of an honorarium to the President of the Club at the monthly rate of \$500, payable monthly in arrears, pro-rated on a daily basis for any broken period of less than a calendar month at the start or end of the term of the President in respect of service on the Board until the next Annual General Meeting.</i></p> <p><i>The Members hereby acknowledge that the benefits in this Resolution are not available to Members generally but only to the President of the Club."</i></p>	John Garvan #2,016	Cliff Edwards #1,044	Carried
Second	<p><i>"That pursuant to Section 10(6) (b) of the Registered Clubs Act the members hereby approve the payment of a honorarium to each Director of the Club (other than the President who will receive a different honorarium if the First Ordinary Resolution is passed) at the monthly rate of \$334, payable monthly in arrears and pro-rated on a daily basis for any broken period of less than a calendar month at the start or end of their term, in respect of service on the Board until the next Annual General Meeting.</i></p> <p><i>The Members hereby acknowledge that the benefits in this Resolution are not available to Members generally but only to those who are Directors of the Club."</i></p>	Margaret Garvan #1,106	John Garvan #2,016	Carried

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Third	<p>"That pursuant to section 10(6A) of the Registered Clubs Act the members hereby approve an amount not exceeding \$35,000 for expenditure by the Club until the next Annual General Meeting of the Club for the following:</p> <p>(a)The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.</p> <p>(b)The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by Clubs NSW, the Club Managers Association, the RSL & Services Clubs Association and such other conferences and trade shows as determined by the Board from time to time.</p> <p>(c)The reasonable cost of directors attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.</p> <p>(d)The reasonable cost of directors (excluding spouses/partners) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.</p> <p>(e)The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from Board meetings or other duly constituted meetings of any committee of the Board.</p> <p>(f)The reasonable cost of meals and beverages for each director at or after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal meal time.</p> <p>(g)The reasonable expenses incurred by directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.</p> <p>(h)The reasonable cost of Club apparel being provided to directors as required.</p> <p>(i)The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to directors in respect of their duties as directors of the Club.</p> <p>The members acknowledge that the benefits in this Resolution are not available for members generally but are only for those who are directors of the Club."</p>	John Garvan #2,016	Brian Peacock #2,017	Carried
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<p align="center">Fourth</p>	<p><i>"That pursuant to Section 10(6A) of the Registered Clubs Act, the Members hereby approve the provision by the Club, at a reasonable cost, of an Annual Dinner at the Club for Life Members, Veteran Members and members who are War Widows of former Life Members or former Veteran Members.</i></p> <p>The members acknowledge that the benefits in this Resolution are not available to members generally, but only to those who are Life Members, Veteran Members or Ramsgate R.S.L. Memorial Club War Widows of former Life or former Veteran Members."</p>	<p align="center">Keith Wills #3,199</p>	<p align="center">Cliff Edwards #1,044</p>	<p align="center">Carried</p>
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6.0 DECLARATION OF THE ELECTION OF BOARD POSITIONS

The Chairperson called on Carol Harkins (Returning Officer, *Club Elections NSW*) to declare the results of the election of the two (2) vacant Board positions. Carol stated that on 11 March 2021, a Notice calling for nominations for persons wishing to be elected to the Board was placed on the Club Notice Board as required by Rule 28.1(b) of the Club's Constitution. Nominations closed on 30th March 2021 at 5.00pm. There were (3) nominations received for the two (2) positions available on the Board.

1. Gaspare Sciberras (#9,893)
2. Andrew Tsounis (#11,437)
3. Harry Clegg (#2,294)

Accordingly, a poll was conducted and 111 members voted. At the completion of the poll Gaspare Sciberras (#9,893) and Harry Clegg (#2,294) were declared as elected to the Board of Ramsgate RSL Memorial Club Limited.

The Chairperson asked the meeting to move a motion for Club Elections NSW to destroy the ballot papers.

Moved: Keith Wills (#3,199) **Seconded:** Ken Hughes (#2,129) **Carried**

7.0 GENERAL BUSINESS

The Chairperson stated that Club Management had not received any questions from the Members in relation to the 2020 Financial Report.

The Chairperson announced the meeting open for General Business.

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Table 2: General Business			
	Club Member	Member Questions and Comments	Response
1	John Garvan (#2,016)	John expressed his concern about a certain member applying for the position of Director and questioned if the members had to allow that member to continue to run for a board position in the future. John noted that the said member withdrew their application late in 2020 resulting in the Club having to run the election resulting in unnecessary costs to the Club.	Tony Johnston (Lawyer Pigott Stinson) informed the meeting that there are provisions within the Clubs constitution that allows them to stand for the position of Director. This year there was an election for 2 board positions we had three nominations the member is entitled to stand and unfortunately that can cause the club to spend more money than it has to, but no you cannot stop it and or target individuals and write them out of the constitution and take their rights off them to stand for Election to the Board.
2	Cliff Edwards (#1,044)	Cliff thanked the Board and Management for their work in bringing the Club through the rough times and making the club what it is today.	Sallianne thanked Cliff for his kind words and appreciation.

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3	Margaret Garvan (#1,106	Margaret requested that the placement of the Members notice board be looked at as it is currently in an inconvenient location. Margaret stated that it is very difficult to read the notices, noting that she is aware the Club has a limited amount of space however believes it should be looked at.	Sallianne informed the meeting that most if not all notices are in addition to the members notice board placed on the Clubs website and can be clearly viewed there.
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8.0 END OF MEETING

The Chairperson thanked all attendees for their participation at the meeting and declared the meeting closed at 10.15am.

Signed as a true record:

Chairperson

Date