

MINUTES
MUNMORAH UNITED BOWLING CLUB LIMITED 56th ANNUAL GENERAL MEETING
22 September 2024

Meeting Opened: 10.00am

Present: 66 Bowling Members – as per attendance sheets
36 Non-Bowling Members – as per attendance sheets
Quorum established for the meeting

Apologies: Maureen Cassar, Graeme Pennycuick, Jan Matthews, Parriss McDougall.

Chairman John Heaton welcomed all present and advised all members that all Annual General and Extraordinary meetings will follow a “CONSENT AGENDA”. A Consent Agenda can be confirmed in one action rather than filing motions for each item, therefore having no need for a mover and a seconder.

Previous Minutes

Minutes of the 55th Annual General Meeting held Sunday 17 September 2023

Accepted and Adopted

The minutes of the meeting held on Sunday 17 September 2023 were shared with members via the Club website and were adopted as a true and accurate recording. **CARRIED**

Business arising from the minutes of the meeting held Sunday 17 September 2023

Nil to report

Presidents Report

Member #1682 requested that both President’s and CEO reports be read to the members present.

Presidents Report broadcast to all present and tabled as read.

Adopted

CARRIED

Business arising from Presidents Report

Nil to report

CEO’s Report

CEO’s Report broadcast to all present and tabled as read.

Adopted

CARRIED

Business arising from CEO’s Report

Nil to report

Directors Report & Financial and Auditors Report

Directors Report tabled

Adopted

CARRIED

Auditors Report

Business arising from Financial and Auditors Report

Kirsty Porteous, Pitcher Partners, tabled a concise report to the members on the financial result for the year ending 30 June 2024.

Key performance indicators included:

- Net Profit **\$343,908**. This was down from **\$470,908** following the **\$127,000** write off of capital WIP.
- Operating Cashflow **\$934,900**. Very strong
- Revenue **\$6,479,223** up from **\$6,094,934**
- Net Assets **\$6357,974**
- Working Capital healthy at **\$2,618,065** up from **\$2,154,424**
- Bar, Brasserie, and Gaming all up on the previous year.

A very solid result for the company.

Members would be pleased that the Company has very solid and robust internal controls which attributed to the 30 June 2024 result.

Club Munmorah's result is well above industry benchmark.

Business arising from Directors and Auditors Report

Nil

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Ordinary Resolutions: total of 2

Members were then asked to consider and vote on the following Ordinary Resolutions:

Note: Ordinary Resolutions do not alter the Club's constitution and only require 50% + 1 members present to vote in favour for the resolution to be adopted. Having 102 members present, 52 had to vote in favour for any Ordinary Resolutions tabled to carry.

The chairman handed the chair to the CEO. The CEO detailed the 1st & 2nd Ordinary resolutions. All Directors left the meeting.

Ordinary Resolution 1 - "The First Resolution is to have the members approve expenditure by the Club on Directors (and their spouses/partners and other officers of the Club in certain circumstances) in respect of the matters set out in the first resolution. Included in the first resolution in the cost of Directors attending seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club".

1st Ordinary Resolution Accepted and Adopted
CARRIED

Ordinary Resolution 2 – “The Second Resolution is to have honorariums for Directors of the Club for duties performed by them until the next Annual General Meeting. The honorariums will be paid quarterly on a pro-rata basis which means that if a person only holds office for part of the period until the next Annual General Meeting, that person will only receive a proportional part of the honorarium.”.

Member #764 requested that Ordinary Resolution #2 be amended so that the Vice President receive \$5000 in honorarium.

Lawyer, Ray Travers, informed member #764 that resolutions cannot be amended off the floor unless the resolution is lower than detailed in the notice. It cannot be amended up as all members haven't been notified of the change.

Therefore, the 2nd Ordinary Resolution had to remain as tabled in the notice.

2nd Ordinary Resolution Accepted and Adopted
CARRIED

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The Returning Officer from Australian Election Company was asked to declare result of ballot for the positions of President, Vice President, and Director.

Meeting handed over to RO Michelle Wilson. Michelle detailed the returning officers report to the members.

President -	Bill Ralley	<i>Elected President</i>
Vice President -	Colin Beggs	<i>Elected Vice President</i>
Bowling Directors -	Rosemary Elliott	<i>Elected</i>
	Ross Churchland	<i>Elected</i>
	John Heaton	<i>Elected</i>
	Sonia Geddes	<i>Elected</i>
Non-Bowling Director -	Daniel Kovac	<i>Elected</i>

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New President Bill Ralley continued as the chair of the meeting.

General Business

The President invited members who may have questions or comments not related to the specific business of the meeting to speak.

Member #764 – stated that a consent agenda is not recommended for use at an AGM as it can be seen as coercive and intimidating and should not be used. It states that a consent agenda

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does not require a show of hands and if not objected to, can pass without discussion. The authorized method of voting, especially at an AGM, should be by show of hands.

Lawyer Ray Travers advised member #764 that a consent agenda can be used and from what has occurred at this company AGM today, voting was by a show of hands and the floor was opened to discussion. There is no problem or illegality of the use of a consent agenda.

Member #764 stated that a casual vacancy was incorrectly practiced in the company constitution. The member mentioned the constitution stated that a new board member should be recruited if there was not the adequate number of members on the board.

Lawyer disagreed with the member and stated it was the Board's prerogative if a casual vacancy would be filled. The lawyer also stated that if the board did not have a quorum, then they would need to recruit for the board.

Member #764 requested that the method of conducting an election should be by 1 ballot with the President and the Vice President being elected by the elected board members.

Taken on notice.

Member #623 - Asked if the Club could produce a line of communication with members, preferably by form of a newsletter. This would keep members updated on happenings within the club.

Taken on notice.

The CEO thanked the outgoing board members for their input during their term as directors as well as making informed decisions in relation to the community and the company's financial position. It is those decisions made that have the company in the position it is today.

The CEO shared floorplans, schematic plans, and artist impressions of the refurbishment and repositioning of Club Munmorah with all members present.

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The Chairman then asked the meeting if there was any further general business. There being no further general business, the Chairman closed the meeting and invited those present to enjoy a complimentary beverage from the bar.

The meeting closed at 11.01am