

# ANNUAL GENERAL MEETING

## MONDAY 6 DECEMBER 2021

### FORSTER TUNCURRY MEMORIAL SERVICES CLUB LTD

## Notice to Members

Notice is hereby given that the Annual General Meeting of the Forster Tuncurry Memorial Services Club Ltd will be held on club premises at Club Forster at 5.30pm on Monday 6 December 2021. All Members are invited to attend.

Doors will open at 4.45pm and no admittance will be permitted after the commencement of the meeting. Current membership cards must be shown to gain admittance.

Food, refreshments & first-class entertainment may follow the meeting, subject to the NSW Public Health Orders and advice in place at the time of the meeting.

Multi Award Winning International Piano and Vocal Star, Shelly White and her band, with special guest hilarious comedy impressionist, David Mitchell.

This electrifying piano & vocal star shines with musical brilliance and a unique style that sets her apart. Internationally acclaimed, her show includes many different styles of music from the classics to pop, and everything in between.

FREE ENTERTAINMENT  
FROM  
*Shelly White*

WITH SPECIAL GUEST  
*David Mitchell*



## NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Forster Tuncurry Memorial Services Club Limited will be held on the club premises, 19 Strand Street, Forster at 5.30 pm on Monday 6 December 2021 for the following purposes:

- 1. Apologies**
- 2. Confirmation of the Minutes of the Annual General Meeting held 26th October 2020**
- 3. To receive and adopt the 2021 Annual Report including the Financial Statements for the year ended 30th June 2021**
- 4. Notice of Ordinary Resolutions: To consider, and, if thought fit, to pass the following resolutions with such amendment, if any, as shall be determined at the meeting, as an Ordinary Resolution:**

### ORDINARY RESOLUTION 1

That pursuant to the Registered Clubs Act 1976:

- 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:
  - 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;
  - (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 attendance at functions with spouses where appropriate, and required, to represent the Club; with the

expenses of any of the 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;

- Reasonable expenses for the provision of a Chairpersons Dinner once a year and on such other 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;
  - The payment of Directors and Officers insurance cover premiums;
  - The Club to provide a uniform for Directors consisting of blazer, tie, trousers/skirt, shirt/blouse, sports jacket and cleaning expense of same;
  - That each Director be entitled to a specified parking space in the car park;
  - That each Director be entitled to be provided with an electronic device (for example a laptop computer, iPad, tablet or other similar device) and an electronic storage device (for example a flash drive or portable hard drive);
  - That each Director be entitled to be provided with external access to the internet.
- 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.

### EXPLANATORY NOTE

Pursuant to the requirements of the Registered Clubs Act 1976, the Club is required at each Annual General Meeting to have members approve reasonable expenditure by the Club in relation to duties performed by the Directors.

To be passed, Ordinary Resolution 1 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

The Board recommends Ordinary Resolution 1 to the meeting.

## ORDINARY RESOLUTION 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 being:
  - i. The reasonable cost of Directors attending the Australasian Hospitality and Gaming Expo, Australasian Gaming Expo and the Club's NSW Annual General Meeting and Conference;
  - 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 costs 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.

### EXPLANATORY NOTE

Pursuant to the requirements of the Registered Clubs Act 1976, the Club is required at each Annual General Meeting to have members 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 Clubs NSW Annual General Meeting and Conference 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.

To be passed, Ordinary Resolution 2 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

The Board recommends Ordinary Resolution 2 to the meeting.

## ORDINARY RESOLUTION 3

Approval of Honoraria for Directors for the year 2020/2021.

That pursuant to the Registered Clubs Acts 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.

### EXPLANATORY NOTE

Pursuant to the requirements of the Registered Clubs Act 1976, the Club is required to have the Honoraria for Directors approved by the members at the Annual General Meeting. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act. The level of Honoraria proposed is the same amount paid last year.

To be passed, Ordinary Resolution 3 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote. The Board recommends Ordinary Resolution 3 to the meeting.

## ORDINARY RESOLUTION 4

Approval of Honoraria for the Social Bowls Co-ordinator for the year 2021/2022.

That pursuant to the Registered Clubs Act 1976, as amended, the members hereby approve and agree to the Social Bowls Co-ordinator receiving an Honoraria of \$8,000 per annum which is to be paid monthly in arrears for services rendered to the Sports Club. 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.

## EXPLANATORY NOTE

The Social Bowls Co-ordinator administers social bowling events at the Sports Club and is remunerated for such service in line with past years. The level of Honoraria proposed is increased by \$500 compared to last year. In order for this to occur, the Club Limited is required pursuant to the requirements of the Registered Clubs Act, 1976 to have the Honoraria approved by the members at the Annual General Meeting.

To be passed, Ordinary Resolution 4 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

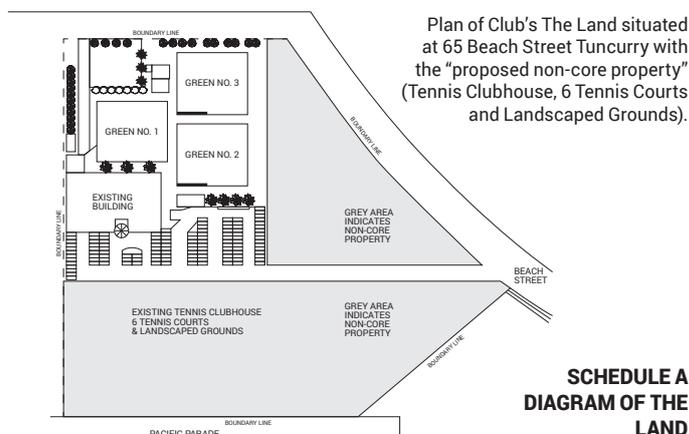
The Board recommends Ordinary Resolution 4 to the meeting.

## ORDINARY RESOLUTION 5

That, for the purposes of Section 41E of the Registered Clubs Act, the members of Forster-Tuncurry Memorial Services Club Limited (Club) hereby declare that part of the Club's core property set out in Schedule "A" (referred to as The Land being the Tennis Clubhouse, 6 Tennis Courts and Landscaped Grounds) situated at 65 Beach Street, Tuncurry not to be core property of the Club (i.e. that the Tennis Clubhouse, 6 Tennis Courts and landscaped grounds are "non-core" property of the Club).

### EXPLANATORY NOTES

1. The Club premises at 65 Beach Street, Tuncurry being defined licenced premises known as "Sporties Tuncurry", 3 bowling greens, car park, tennis club house and 6 tennis courts is currently "core property" of the Club.
2. All other parts of the Club's land at 65 Beach Street, Tuncurry being the landscaped grounds is currently "non-core property" of the Club.
3. The Ordinary Resolution proposes that members declare the area marked in Schedule "A" being the Tennis Clubhouse, 6 Tennis Courts and Landscaped Grounds to be all "non-core property" of the Club.
4. That is, if the Ordinary Resolution is passed, the only parts of the Club's land at 65 Beach Street, Tuncurry that will remain core property will be the defined licenced premises, 3 bowling greens and car park. All other land belonging to the Club at 65 Beach Street, Tuncurry will be "non-core property".



### CORE PROPERTY AND NON-CORE PROPERTY

5. Under Section 41E of the Registered Clubs Act, land owned by a registered club is divided into core and non-core property.
6. Core property is any real property (land) owned or occupied by the Club that comprises:
  - a. The licenced premises of the Club;
  - b. Any facility provided by the Club for its members and their guests (such as a car park or bowling green); and
  - c. Any other property declared by a resolution passed by members at a general meeting to be core property of the Club.
7. Non-core property is any land owned or occupied by the Club that is not core property.
8. The difference between core property and non-core property is that core property cannot be leased, sold or disposed of by the Club (except for limited purposes set out in the Registered Clubs Regulations) without the approval of the members in general meeting.

9. On the other hand, non-core property can be disposed of by the Club pursuant to a resolution of the Board and without the necessity of obtaining the approval of the members in general meeting.
10. Section 41E of the Registered Clubs Act gives members power by resolution passed at a general meeting to declare core property to be non-core property.

**The Board's reasons for asking members to declare the Tennis Clubhouse, 6 Tennis Courts and Landscaped Grounds (The Land) to be "non-core property" of the Club are:**

11. The Board is continuously considering and planning for the future Strategic direction of the Club.
12. As part of this Strategic Planning, the Board reviews and considers the present and future possible alternative use of the Club's properties, including "The Land".
13. The Board believes it is imperative for the Club to plan and to diversify the Club's revenue streams for the long-term viability and sustainability of the Club. The Board have been considering various suitable diversification projects over the years from a motel, over 55 seniors living and even a recreational vehicle caravan park. After conducting feasibility studies the Board have concluded that an over 55 lifestyle village project has the strongest business case and return to the Club.
14. The Board have received an Expression of Interest to develop such a lifestyle village on land at the Sports Club. This development may comprise 50 to 70 cottages including other facilities.
15. It is for this reason the Board signed an in-principle joint venture agreement on 15th June, 2021 with a Property Developer. However, for the Board to proceed with this vitally important project members need to approve and declare the Tennis Clubhouse, 6 Tennis Courts along with the landscaped grounds as non-core property.
16. Under this business model the Club remains the land holder and owner of the development. The project consequently would significantly increase the asset value of current undervalued land besides providing a significant annual financial return and ensuring the Clubs long-term financial viability and sustainability.
17. The Board considers the proposed unit lifestyle cottage development as a strong business case conservatively estimated to deliver an annual annuity or a regular Net Profit for life to the Club within the vicinity of \$250,000 to \$300,000. This does not reflect the increased Club profitability across food, beverage and gaming from prospective property owners which could foreseeably be well in excess of \$130,000 per annum if prospective property owners only visited the Club one day each week.
18. In order to proceed to a Project Development Agreement it requires members to pass this Ordinary Resolution and declare the Tennis Clubhouse and 6 Tennis Courts as non-core property in conjunction with the existing landscaped grounds. That is, if the Ordinary Resolution is passed, the only parts of the Club's land at 65 Beach Street, Tuncurry that remain core property will be the defined licensed premises, 3 bowling greens and car park. All other land belonging to the Club at 65 Beach Street, Tuncurry will be "non-core property". By doing so, that would allow the Club the opportunity to lease this land to achieve the development objective of delivering sustainable investment returns for the benefit of members and the community.
19. Currently, the Club receives negligible amount of income from the Tennis Club and it's operations and in fact it costs the Club money by maintaining the Tennis Clubhouse lawns and landscaped grounds.
20. It is the Board's view that the sport of tennis would still be well provided for in the local community with 8 courts available at Twin Towns Tennis Club, Tuncurry and 13 courts at Forster Tennis Club.
21. The Board recognise the sport of tennis is declining in popularity and participation as more time-poor people are turning to lifestyle activities like walking, cycling, and going to the gym as opposed to playing tennis.
22. It is the Boards view that the Tennis Complex and facilities as they are aging and experiencing less use should be retired to make way for a significantly more profitable enterprise that will serve our members and the community more richly.
23. It is for these reasons the Board recommends Ordinary Resolution 5 to the meeting.

## 5. Notice of Special Resolution

To consider and if thought fit, pass the following resolution which is proposed as a Special Resolution:

### SPECIAL RESOLUTION 1

To consider and if thought fit, pass a Special Resolution that Honorary Membership for his Lifetime be conferred on James Simons, Membership No. 10416. Moved by Claire Fletcher Membership No. 303, seconded by Robyn Kirk Membership No. 11285.

To be passed, Special Resolution 1 must receive votes from not less than three quarter of those members who being eligible to do so vote in person on the Special Resolution at the meeting. The Board recommends Special Resolution 1 to the meeting.

## 6. Any other business of which due notice has been given.

## 7. Close.

# NOTICE TO MEMBERS

In accordance with the Corporations Act and for Companies Limited by Guarantee, the Company is no longer required to send a copy of the Annual Financial Report to every member, only to those who elect to receive a copy either in hard or digital format (via email or SMS).

Any member electing to receive a copy of the Annual Financial Report must do so in writing, requesting a hard or digital copy from the Chief Executive Officer by Friday 5th November 2021, supplying their email address or mobile number, if a digital copy is requested. The election by a member to receive a copy of the Annual Financial Report will be a standing election for future financial years.

Alternatively, members may download copies of the Annual Financial Report and last years Annual General Meeting minutes from the Club's website at [www.clubforster.com.au](http://www.clubforster.com.au), which will be available for download on or after 25th October 2021.

Members requiring clarification of any matter appertaining to the Annual Report are requested to give your question in writing to the Chief Executive Officer no later than Wednesday 24th November, 2021 so that your query can be fully considered and answered at the meeting.

Dated 28th September, 2021

By Direction of the Board



**P. V. Clarke FCPA**  
Chief Executive Officer/Company Secretary