

Bangalow Bowling & Sports Club Ltd
Annual General Meeting
MINUTES

Meeting Held: Tuesday 26th April 2022, 6pm
Chair: Rowan Keast
Attendance: 85 (see Appendix 1)
Sign in and voting: 6:00 – 6.30
Meeting started: 6:30pm

1. Welcome by Chair

- Confirmation of the Returning Officer Richard Rombouts
- Minute Taker: Christine Ahern
- There is a special resolution to be voted on at this meeting.

2. Apologies

- Gerry and Marie Swain
- Brian and Madeline Mackney
- Shane Ironside

3. Previous Minutes

Moved by: Rob Frater
Seconded by: Sonny Singh
All in favour: Yes

4. Business arising from previous minutes.

Nil

5. Presidents Report

The President's full report is with the audited financial report on the club's website. The text of his verbal report presented to the AGM is in Appendix 2. Retiring Board member Thomas Harsas was thanked for his contribution to the club.

6. Treasurers Report

Ian Holden presented a summary of the FY2021 Financials, a year in which the club was battered by a second year of the Covid pandemic. The audited accounts are available on the club's website. A summary of his verbal report is attached in appendix 3.

7. Directors Report & Audited Financial Accounts

The Executive of the Board confirm that an audited set of financial accounts for the year ended 31 December 2020 have been presented to the membership.

Moved: Ian Holden
Seconded: Terry Wright
All in favour: Yes

8. Correspondence In – Nil

9. Special Resolution

The BBSC operates under the Registered Clubs Act. The resolution proposed tonight makes several minor changes to the club's Constitution which will bring it in line with recent amendments to the Act. The resolution has been available on the club website for the

prescribed amount of time prior to this AGM. I would like to thank our member and solicitor Leyla Roberts for her invaluable assistance in drafting these amendments. The full proposal is detailed in Appendix 4. In summary:

- 14.4 Remove clause 14.4 (d) requiring “the occupation of applicant”.
Occupation no longer required
- 14.8 Remove clause the words “and address” from clause 14.8.
Address is still needed, but it’s no longer required to display it on the club notice board
- 15.1 Replace the existing clause 15.1 with Joining fees, subscriptions, levies and other payments payable by members of the Club shall be determined from time to time by the Board, as provided by The Registered Clubs Act. Min fee of \$2 removed
- 15.3 Replace the existing clause 15.3, with a new clause:
Any person elected to any class of membership during the financial year of the Club, shall pay such proportion of the annual subscription determined by the Board from time to time, as provided by The Registered Clubs Act. Min fee of \$2 removed
- 35.19 Eligibility to vote: Adds either in person or by electronic means, but only if a person who speaks at a meeting can be heard by the other persons attending.
- 35.21 How to vote: Replace existing clause re show of hands or a poll, with a new clause Every member eligible to vote shall be entitled to vote on a show of hands in person or by electronic means and shall have one vote.

Resolution: I move that the six proposed amendments are made to the 2019 Constitution of the Bangalow Bowling and Sports Club.

Moved: Atosha Clancy

Seconded: John Hudson

All in favour: Yes (a show of hands was not conducted at time of motion but conducted in question time. With an overwhelming yes (with nil No or Abstain) the motion was carried by more than 75% of members present.

10. Notice that club has responded to an EOI for an amalgamation

As per the "Registered Clubs Amendment (Accountability and Amalgamations) Act 2018 No 10" Clause (4) states that “A registered club must, at each annual meeting of the club, give notice of each expression of interest in an amalgamation, along with each unsolicited merger offer, the club has received from another club within the previous 12 months”.

As such the board wishes to disclosure the following:

We, (the board of Directors of the Bangalow Bowling & Sports Club Limited) replied to an open Expression of Interest from Norths Collective to the Club industry in January 2022.

Member consultation is current and ongoing. No MOU has been drafted at the date of this meeting. No recommendation from the board on a proposed membership vote regarding an Amalgamation has been made at the date of this meeting.

Details of any such MOU document, and subsequent recommendation from the board for a membership vote on Amalgamation, will be provided to the membership with plenty of advance

notice, and within the disclosure requirements under the Clubs Constitution and relevant Registered Clubs Acts.

The land this Club sits on is considered 'core property' of the Bangalow Bowling & Sports Club Limited under the Registered Clubs Act 1976.

11. Honorariums

No honorariums were paid to officers of the company in respect of the year ending 31 December 2021.

Resolution: No honorariums shall be paid to officers of the company in respect of the year ending 31 December 2022

Moved: Ian Holden
Second: Greg Clark
All in favour Yes

12. The Chair invited questions from the floor.

a) Is there was a time frame for discussion about EOI for amalgamation by North prior to a vote by members?

Answer: Rowan explained the Board just needed to advise at the moment and there was no proposed timeframe although June 2022 was mentioned as a possibility.

b) Same member then asked if any other party had expressed interest in amalgamation? R

Answer: Rowan explained no EOI had been sought by the Board and no other EOI had been offered.

c) There was a request for a meeting of members to look at other options and proposed other working groups be set up for this purpose, without Norths being present?

Answer: Rowan agreed this was a good idea and clarified that whilst April had been designated for discussions with North, it is proposed that May be spent looking at other options with members only.

d) Which June was being proposed?

Answer: Rowan and Atosha stated there would be at least a three-to-six-month timeline before any vote by members but no specific timeline was currently proposed. Atosha then clarified that the Board must give 21 days' notice prior to a vote by members, and this would need to occur in the context of a general meeting.

No further questions

13. Election of Office Bearers

The current Board stepped down. The Chair was handed over to the Returning Officer Richard Rombouts. There were nine (9) nominations received for the seven Board positions. They were posted on the general notice board, on the club website and emailed to the members prior to the AGM.

The nominees are:

Bowlers: Simon Evans and Ian Holden.

Non-Bowlers: Atosha Clancy, Justin Coombs, Grant Erikson, Lisa Fisher, Rebecka Harwood, Sol Ibrahim and Rowan Keast.

Clause 26.1 (b) states that “at least two elected directors on the Board at all times must also be members of Bangalow Men’s Bowling Club and/or the Bangalow Women’s Bowling Club”. Hence, Simon and Ian are automatically on the new Board

A secret ballot was held at the beginning of the meeting, with Returning Officer Richard Rombouts and scrutineers Tony Hutchinson and Jeff Nolan. 86 votes were received of which 85 were valid, resulting in the following non-bowlers being elected.

Atosha Clancy, Justin Coombs, Grant Erikson, Rebecka Harwood, and Rowan Keast.

Richard Rombouts noted that the Board shall elect the executive positions of president, vice-president and treasurer at their next meeting, which takes place at the conclusion of the AGM. Richard handed back to the Chair Rowan Keast.

14. Chair thanked members for their attendance and the AGM closed 6.45pm

Signed:
Rowan Keast
President / Chair



APPENDIX 1

There were 85 club members present at the AGM. They were (by member no)

267	1277	3128	1731	1538	4050
23383924	1	282	4125	829	4028
4092	168	2769	734	2837	4103
121	71	76	1320	450	4015
2166	209	130	3971	649	4102
303	4115	3560	4017	170	3074
3140	1981	197	4118	4116	4124
1347	744	372	4117	338	1002
1407	1003	147	516	745	124
675	289	118	1024	923	2096
63	62	120	91	922	649
522	360	3567	2477	70	272
3044	578	97	96	239	220
3129	1569	865	4029	2795	2279
2338					

APPENDIX 2 President’s verbal report to the AGM

The COVID-19 pandemic continued to have a significant impact on our lives and our Club in 2021. Despite our hopes for a less disruptive year from health orders requiring capacity restrictions and shutdowns, we were unable to avoid them entirely.

Despite these ongoing challenges I am pleased to report that our members and the Bangalow community turned up and continued supporting the Club which is greatly appreciated.

We embarked on a 'Membership Drive' in the second half of the year which saw an excellent increase in 'paid up' financial memberships. Thank you to all our members who responded to the call.

I congratulate our management team lead by General Manager Chis Watson and Assistant Manager Nina Carew, and all staff at the Bowlo for continuing to serve our community during these challenging times with professionalism, exceptional service, and a smile.

During the course of the year the Board and Management had to pivot our business model a number of times, usually with very short notice due to COVID-19 health orders. We have managed the past year with a mixed trading format, from the venue being completely open with no restrictions, to being completely closed for any trade.

Unfortunately, we had to close the doors on some of our busiest trading days of the year, with the Christmas / New Year outbreak closure having the biggest financial impact.

Our biggest success for the year was the rapid move to a full takeaway only menu for both food and beverage, when the Club was not allowed to open due to COVID-19 restrictions. This itself presented new challenges for the staff and management, and I commend everyone involved in making this possible, so that we could continue to serve our community. One benefit to come from this is we now have a permanent takeaway menu which has become very popular with the Bangalow community.

Our capacity to sponsor local sports clubs was reluctantly reduced

In the few years prior to COVID-19, the Bowlo was very proud to be either a major or significant sponsor of many of our local sporting clubs. These sporting clubs are such an important part of our community and the backbone of 'The Bowlo' itself. It was genuinely disappointing to have reduced capacity to financially support our local sporting clubs last year. We look forward to an improvement in trade during 2022, so that we can hopefully return to financially committing sponsorship to our local sporting clubs again.

Our heartbreaking capital depletion, has postponed essential maintenance upgrades

At the beginning of 2021 we had over \$80,000 accumulated in our infrastructure cash account. This was accumulated through a disciplined weekly savings allocation from trade. This money had been steadily accumulating to contribute towards much needed building maintenance, in particular, the replacement of our ageing asbestos roof.

The replacement of the roof will assist in reducing our annual building insurance costs significantly and quadruple our capacity to add solar panels to reduce our annual electricity costs (something that cannot be done whilst ever we have an asbestos roof). We have applied twice in the past year via the infrastructure grants program run by the office of responsible gambling to replace the roof, and both times were unsuccessful.

The grant process itself is an enormous task, with our Vice President Atosha doing the majority of the grunt work. We continue to explore options for this into the future. It was heartbreaking to see this infrastructure account deplete over the course of the year. Due to COVID-19, the club was not only unable to continue the disciplined weekly saving, but it was forced to use the funds to pay for other non-infrastructure operational expenses, which could not be avoided without having an adverse financial impact on the Club.

The Board's decision-making process is always focused on ensuring the long-term stability and success of the Club, so that we can remain present and relevant to our members, now and for many generations into the future.

During this past year our bi-annual strategic planning sessions were put on hold, as the board and management were forced to deal with more short-term decision making and operational requirements to navigate through COVID-19.

We commenced our strategic planning again in Q1 this year. The board will be taking time to look closely at what our Club needs in order to remain relevant and financially sustainable for the future.

Now, I have a list of people I would like to thank:

Thank you, Jeff 'Blocka' Nolan (Life Member & former Executive Board Member), for continuing to volunteer your time to the Club. Blocka retired from the board in 2019, but continues to process our weekly banking and invoices, as well as handling numerous other important financial requirements every week without fail. Blocka is never afraid to keep Chris on his toes when it comes to the finances of the Club.

A huge thank you, to all of the volunteers that come together year after year to keep our Club going, there are too many of you to mention individually.

Thank you, Bobby Dudgeon, for running the courtesy bus.

Thank you, to our General Manager Chris Watson, and Nina Carew Assistant Manager, who stepped up to the Acting General Manager role whilst Chris had time off for hip surgery last year.

Thank you, to all of the amazing staff of the Bangalow Bowlo.

Thank you, to our local Bangalow sporting clubs:

- Bangalow Men's and Women's Bowling Club's
- Bluedogs Soccer Club
- Rebels Rugby Club
- Bangalow Netball Club
- Bangalow Cricket Club

Thank you, to all other sporting and community clubs, and associations that continue to support this Club.

Thank you, to our Board members for all the time you dedicate to the ongoing governance of the Club. You each bring your own special talents and skills. I am very grateful for the opportunity to work with each of you. Thank you, not only your time in attending monthly Board meetings, but also for your dedication in following through with your individual board portfolios, and for coming nearly every month of the year for a Sunday morning working bee, prior to the club open, to work on the grounds and maintenance. Your contribution is often not seen by our members, tonight we recognise these efforts and thank you.

I would like to take this opportunity to make a special mention of a few individuals from our board.

Firstly, to our retiring board member Thomas Harsas. Thomas was the architect of the membership drive last year and contributed hundreds of hours to this very important and successful membership engagement process, amongst other marketing initiatives. This was all in addition to his usual board duties which he has delivered in a calm, considerate, diligent, and professional manner. Thomas has

been an enthusiastic participant in our weekend working bees around the Club. Thank you, Thomas you will be dearly missed by all of the board. You can leave this board knowing the Club has benefited significantly from the time you have spent on the board.

Next, I would like to thank Ian Holden, Life Member and Treasurer. Ian has been on the board for several years now. This thank you, is not just for the dedication you bring to the role of Treasurer, but to the huge number of hours you donate to running the bookkeeping and finances of the Club. If we had to pay for these services, it would cost the Club tens of thousands of dollars a year. You and your trusty sick kick Blocka are the masters of juggling cash flow. Ian, a sincere thank you on behalf of the Club.

My next thank you goes to a very special lady, whose contribution to this Club is immeasurable. Life Member and Vice President, Atosha Clancy. Atosha is the longest serving current board member. I have had the pleasure of working with Atosha since joining the board in 2017. Atosha has been the Vice President since 2019, the same year I was first appointed as President. To be perfectly honest, I could not have done this role as President over the past 3 years without Atosha, and more importantly, I would 'not want to be' in the role of President without Atosha as Vice President. Atosha brings an unparalleled level of dedication, motivation and professionalism to everything she does here for the Club, 'which I can assure you is an enormous amount'! Thank you, Atosha from me personally and on behalf of the Club, you are amazing.

Finally, and most importantly, thank you, to **you**, our Members. You are the purpose for the Club's existence, we thank you for your continued support and patronage during another challenging year for the hospitality industry.

The year ahead is set to be a journey of discovery and deliberation that we'll all be taking together, as we consider our options to secure the best possible future for our Club.

We need to continue to keep our spirits high and remain focused on the goal of keeping this Club financially viable.

We look forward to an open, transparent conversation with our members, and working with you to ensure we collaborate in making appropriate and informed decisions to ensure the future success of this iconic community hub we all love so much.

Appendix 3 Treasurer's verbal report to the AGM

Covid restrictions continued to present challenges during 2021.

We continued to receive some Government Assistance however this was half of what was received in 2020.

While our revenue (excluding Government Assistance) increased overall operating expenses increased by a greater amount.

Main areas were staff wages and associated costs such as superannuation and workers compensation insurance.

Repairs and maintenance of building and plant and equipment continues to be a substantial drain due to advanced age.

The age and condition of the building also contributes to increasing insurance costs as well as presenting challenges to obtaining coverage.

This area will continue to be a drain on our income while ever we are lacking in the capital reserves to enable us to make substantial and much needed improvement.

While the kitchen has now been "in house" for more than 12 months it still remains a "work in progress" to get all settings right. This area mainly contributed to the increase staff costs as by nature it is a labour-intensive area.

All areas of our operations continue to remain under constant review with the view to achieving savings wherever possible.

Full Financial accounts and Auditors report can be found in the Clubs Annual Report that has been posted on our website.

In summary while ever we lack substantial capital to achieve the much-needed upgrading of our facilities and equipment our overall financial resources will remain under increasing stress.

APPENDIX 4 SPECIAL RESOLUTIONS

The BBSC operates under the Registered Clubs Act. The resolutions proposed below will bring the club's Constitution in line with recent amendments to the Act.

14.4 Remove clause 14.4 (d) requiring "the occupation of applicant"

Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:

~~4. the occupation of the applicant;~~

14.8 Remove clause the words "and address" from clause 14.8

The full name ~~and address~~ of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.

15.1 Replace the existing clause 15.1

Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act

With a new clause 15.1

Joining fees, subscriptions, levies and other payments payable by members of the Club shall be determined from time to time by the Board, as provided by The Registered Clubs Act.

15.3 Replace the existing clause 15.3

Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.

With a new clause 15.3:

Any person elected to any class of membership during the financial year of the Club, shall pay such proportion of the annual subscription determined by the Board from time to time, as provided by The Registered Clubs Act.

35.19 Replace existing clause 35.19:

Subject to the Registered Clubs Act and Gaming Machines Act, Life members and Club members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.

With a new clause 35.19:

Subject to the Registered Clubs Act and Gaming Machines Act, Life members and Club members may attend and vote at a general meeting (and an Annual General Meeting) of the Club either in person or by electronic means, but only if a person who speaks at a meeting can be heard by the other persons attending.

35.21 Replace existing clause 35.21:

Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.

With a new clause 35.21

Every member eligible to vote shall be entitled to vote on a show of hands in person or by electronic means and shall have one vote.

Prepared by Atosha Clancy and Leyla Roberts 19/3/2022