

# NOTICE OF 2018 ANNUAL GENERAL MEETING

**AGM – Sunday 28<sup>th</sup> October 2018  
commencing at 4.00pm**

## NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that the **Annual General Meeting** of the Ettalong Beach War Memorial Club Limited will be held in the Club's premises at 51-52 The Esplanade, Ettalong Beach on **Sunday, 28<sup>th</sup> October 2018**, commencing at **4.00pm**.

### BUSINESS OF MEETING

- a) Apologies.
- b) To confirm the minutes of the Annual General Meeting of the Ettalong Beach War Memorial Club Limited, held on Sunday 22<sup>nd</sup> October 2017.
- c) To receive and consider the Chairman's Report.
- d) To receive and consider the CEO's Report.
- e) To receive and consider the Directors' Report.
- f) To receive and consider the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and Notes to the Financial Statements for the period ending June 30<sup>th</sup> 2018.
- g) To consider and if thought fit to pass the Special Resolution to amend the Constitution . – see page 2.
- h) To consider and if thought fit to pass two Ordinary Resolutions conferring benefits and privileges on the Directors of the Club pursuant to section 10(6A) of the *Registered Clubs Act* 1976. – see page 5.
- i) To declare the result of the election.
- j) To consider and if thought fit to pass the following resolutions:
  - “To elect Club Member Albert Ken Wilcox to Life Membership under clause 10.11 of Constitution for long and meritorious service to the Club.
  - To elect Club Member John Wood to Life Membership under clause 10.11 of the Constitution for long and meritorious service to the Club.”

### PROCEDURAL MATTERS FOR RESOLUTIONS

1. Only Life Members and Financial Service and Club Members of the Club are entitled to attend the Annual General Meeting. Members will be required to produce their 2018-2019 or current valid 3-year or 5-year membership card before entry to the Annual General Meeting will be permitted. Members who claim that their membership card has been lost or stolen will only be able to enter/vote upon obtaining prior written evidence of their membership from the CEO of the Club.
2. To be passed, an Special Resolution must each receive votes in favour from not less than a 75% of those Members who being eligible to do so, vote in person on the Resolution at the meeting.
3. To be passed, an Ordinary Resolution must each receive votes in favour from not less than a majority (50%+1) of those Members who being eligible to do so, vote in person on the Resolution at the meeting.

4. Only Life members, financial Service members and financial Club members are eligible to vote on the Resolutions.
5. Members should read the proposed Resolutions and the Explanatory Notes set out after the Resolutions, which explains the nature and effects of each resolution.
6. Under the Registered Clubs Act:
  - a. members who are employees of the Club are not entitled to vote; and
  - b. proxy voting is prohibited.
7. Please direct any questions or concerns about the Resolutions to the CEO of the Club before the meeting.
8. The Board of the Club recommends the Resolutions to members.

## **SPECIAL RESOLUTION**

That the Constitution of Ettalong Beach War Memorial Club Limited be amended by

- (a) deleting Article 28.1(y) and inserting the following:

*“The Board shall meet separately during the Annual General Meeting, after the results of the election of directors has been reported, and shall choose from amongst their number a Chairperson and Deputy Chairperson and shall then inform the meeting of the results of that election. Notwithstanding any other rule in this Constitution, the Annual General Meeting may continue with any other remaining business set out in the notice of meeting while the Board meet to elect the Chairperson and Deputy Chairperson and the Chief Executive Officer shall during the absence of directors chair the Annual General Meeting but not have any deliberative or casting vote”*

- (b) deleting Rules 31 to 33 inclusive and inserting the following:

**“MATERIAL PERSONAL INTERESTS OF DIRECTORS**

31. Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge declare the nature of the interest at a meeting of the Board and comply with Rule 32.
32. Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
  - (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.

**REGISTERED CLUBS ACCOUNTABILITY CODE**

33. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rules 79 to 81 inclusive.
- 33A. For the purposes of Rules 33 to 33 inclusive, the following terms shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations:
  - (a) Close relative.
  - (b) Controlling interest.
  - (c) Departmental Secretary.
  - (d) Management contract.
  - (e) Manager.
  - (f) Pecuniary interest.
  - (g) Top executive.

**Contracts with Top Executives**

- 33B. (a) Each employment contract entered into by the Club must be in writing and must deal with:
- (i) the top executive's terms of employment;
  - (ii) the roles and responsibilities of the top executive;
  - (iii) the remuneration (including fees for service) of the top executive; and
  - (iv) the termination of the top executive's employment.
- (b) Contracts of employment with top executives:
- (i) will not have any effect until they are approved by the Board; and
  - (ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

**Contracts with Directors or Top Executives**

- (c) The Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (d) A "pecuniary interest" in a company for the purposes of Rule 30B(c) does not include any interest exempted by the Registered Clubs Act.

**Contracts with Secretary and Managers**

- (e) Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (i) the Secretary or a manager;
  - (ii) any close relative of the Secretary or a manager; or
  - (i) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest .

**Loans to Directors and Employees**

- (f) The Club must not:
- (i) lend money to a director of the Club; and
  - (ii) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

**Restrictions on the Employment of close relatives of Directors and Top Executives**

- (g) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- (h) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the decision to employ the person, and the person's employment if they are employed.

**Disclosures by Directors and Employees of the Club**

- (i) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (i) Any material personal interest that the director has in a matter relating to the affairs of the Club.
  - (ii) Any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club.
  - (iii) Any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises.

(iv) Any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the club.

(j) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 33B(i).

#### **PROVISION OF INFORMATION TO MEMBERS**

33C. The Club must:

(a) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relates, and

(b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information."

#### EXPLANATORY NOTE REGARDING THE SPECIAL RESOLUTION

1. The Special Resolution proposes 2 amendments to the Constitution.
2. Paragraph (a) of the Special Resolution amends the procedure for the election of the Chairperson and Deputy Chairperson to reflect recent practice. The Board elect the Chairperson and Deputy Chairperson. The amendment provides that the Board will meet to do this during the Annual General Meeting itself.
3. Paragraph (b) amends corporate governance and accountability provisions in the Constitution to reflect the current provisions in the *Registered Clubs Act*.
4. The relevant sections of the *Registered Clubs Act* were amended earlier this year. The Special Resolution amends the rules in the Constitution that deal with these matters.

### **DIRECTORS' BENEFITS**

#### **FIRST ORDINARY RESOLUTION**

- a) That members hereby approve and agree to expenditure by the Club, until the next Annual General Meeting of the Club, on the following activities of Directors:
  - I. The reasonable cost of a meal and beverage for each director immediately before or immediately after a Board, Special Board, or Committee Meeting on the day of that meeting when that meeting corresponds with a normal meal time;
  - II. Each new Board Member to receive a Director's uniform and/or replacement of any damaged uniform for existing Board Members;
  - III. The provision and marking out of car parking spaces for exclusive use by Directors and Management;
  - IV. The provision of being allocated a membership number between 2 and 10 on the Club's Membership database during the term of their directorship.
  - V. Payment of the premium for Directors' and Officers' insurance cover;
- b) The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only for those who are Directors of the Club and persons directly involved.

## SECOND ORDINARY RESOLUTION

- a) The members hereby approve and agree to expenditure by the Club for the professional development and education of Directors until the next Annual General Meeting and including:
  - I. The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time including the cost of seminars etc and the reasonable costs of meals and beverages when attending the seminar etc.
  - II. The cost of Directors attending mandatory training as required and the reasonable costs of meals and beverages when attending the mandatory training.
  - III. The reasonable cost of a meal and refreshments for spouses/partners of Directors attending industry activities and functions and other similar events as approved by the Board from time to time.
- b) The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only for those who are Directors of the Club and persons directly involved.

### EXPLANATORY NOTE REGARDING THE ORDINARY RESOLUTIONS

The purpose of the First Ordinary Resolution is to have the Members at the Annual General Meeting approve, in accordance with section 10(6) of the *Registered Clubs Act 1976*, reasonable expenditure by the Club in relation to the duties performed by the Club's Directors.

The purpose of the Second Ordinary Resolution is to have the Members at the Annual General Meeting approve, in accordance with section 10(6) of the *Registered Clubs Act 1976*, reasonable expenditure by the Club in relation to the Club's Directors attending seminars, lectures, trade displays, mandatory training and other similar events for the education of Directors.

## 2018 ELECTION OF THE BOARD OF DIRECTORS ELECTION NOTICE

Australian Election Company has been appointed Returning Officer for the Election of the Board of Directors for Ettalong Beach War Memorial Club Ltd.

Nominations this year are invited for 2 positions for a term of three years each.

One election will be conducted. The two candidates who receive the two highest numbers of votes will be declared elected to the two three year positions.

If only two (2) nominations are received and accepted, those nominees will be elected to the 3 year terms. If just one (1) nomination is received and accepted, that nominee will be elected to a 3 year term.

Nominations must be in writing and be signed by the nominee (candidate). Nominees must be nominated in writing by two (2) financial full members.

Nomination forms are available from the CEO of the Club, the Office Secretary Joy Allan or Club Reception from **28<sup>th</sup> September 2018**.

**Pre Nomination for Directors Information Session** - It is a requirement of the ClubsNSW Code of Practice and Best Practice Guidelines for Ettalong Diggers Club Members who are considering nominating for the position of Club Director to attend this very important and informative session.

By attending the Pre-Nomination Information Session, Club Members wishing to nominate for the 2018 Elections will be informed of the significant responsibilities that are associated with the role of Club Director.

The information session is to be held in the Boardroom of Ettalong Diggers on Tuesday 9<sup>th</sup> October at 6.00pm.

**Lodgement of Nominations - Nominations must be received by the CEO not later than 4pm, Friday 12<sup>th</sup> October 2018. Nominations may be lodged:**

**By hand:** 51-52 The Esplanade, Ettalong Beach NSW 2257.  
**By post:** PO Box 17, Ettalong Beach NSW 2257  
**By fax:** (02) 4342 3639

Should more than the required number of nominations be received and accepted, a draw will be conducted to determine the order of candidates' names on the ballot paper at Ettalong Beach War Memorial Club by the Returning Officer, 2pm Monday 15<sup>th</sup> October 2018.

**Election of Directors** - If more than the required nominations are received and accepted, an election of Nominated Directors will be conducted at the Club on the following days and times:

**Sunday 21<sup>st</sup> October 2018 to Saturday 27<sup>th</sup> October 2018 inclusive**  
**From 12noon to 2.00pm and from 4.30pm to 7.00pm each day.**

Eligible financial members of the Club are invited to vote and must produce their current membership card.

## **ANNUAL FINANCIAL REPORTING TO MEMBERS**

In accordance with amendments made to the Corporations Act in 2007, the Club is not required to send to Members a copy of the Financial Report, Directors' Report and Auditor's Report in respect of the financial year. However, financial Members are able to request in writing to the Club's Secretary to receive a copy of the Financial Statements in either printed form or via email. Alternatively the Financial Report can be accessed via the Club's website at [www.ettalongdiggers.com](http://www.ettalongdiggers.com).

A copy of the Club's Constitution and Minutes of the previous Annual General Meeting held on Sunday 22<sup>nd</sup> October 2017 are available from Reception.

To provide the Club with the opportunity to respond to any questions Members may wish to raise relating to the Financial Report at the Club's AGM, Members are requested to provide written notice to the Chief Executive Officer by **5.00pm on Friday 19<sup>th</sup> October 2018.**

## **CHAIRMAN'S REPORT**

On behalf of the Board of Directors; Judy Gribble (Deputy Chair), Joy Conroy, Tim Johnson and Michael Duffy – it is an honour to present the 2018 Chairman's Report for Ettalong Diggers.

Yet again, another great year for the club as we continue to grow and develop. Our most notable achievement this year was our well overdue internal renovations. Unless you have been involved in such a venture, it may be difficult to grasp how much work went into preparing this initiative.

Our operation profit for the 2017-2018 period as indicated in the Ettalong diggers Financial Report was \$2,250,363.

Club Membership continues to grow and as of June 2018 we have 27,609 financial members. This year we have six long time members due for fifty-year membership badges. They are; Cecil Tarlington, William Clark, Jeffrey Dick, Neil Evans, John Knock and Raymond McFarlane. Thank you for your long term patronage and loyalty.

Our Starfish Kids Membership now totals 755 and our newly established Teen Beach Club Membership is 18 and growing.

A key reason for this growth in membership numbers is the friendly, welcoming atmosphere evident in the club. This is something which many members comment on. It is vitally important that we don't lose this ethos. Our priority is not, and never will be, to increase membership, but rather to ensure that people enjoy and gain from the experience of being a club member.

I'd like to explain what I believe makes our club different; and why we continue to prosper in a rapidly changing environment. Our core strengths is our strong leadership and commitment to community; this is as vital and relevant to us today, as it was when we opened our doors some 70 years ago.

We have always played a significant role in the community. Our CEO, Mr Bill Jackson has an entrepreneurial mindset and values innovation and growth. Bill and his team are constantly out and about engaging with patrons and staff members. Seeing first hand what's working and what's not. From these insights we are always challenging the status quo and refining our venue.

As a result, we are constantly reinventing ourselves looking for ways to best meet the needs of our changing members. Our culture is one of continual learning. Individually and collectively we value and seek constant improvement. In this rapidly changing environment that serves us well.

Some of the innovative ways we look at engaging and exciting our members are with our extensive range of entertainment, handpicked by our Entertainment and marketing team to cater for all ages, demographics and tastes. This includes the weekly attendance of award-winning Caricaturist Steve Panozzo. His presence in our family area and is a hit with the children, their families, members and guests all vying of his highly sort after sketches...and we have made this happen at no cost to our members and guests.

Even though we are a business, I like to think we run it like a family business and that does make a difference. It provides a deeper sense of connection and belonging to our team; and it underpins our community connection. That we genuinely care, shapes culture, behaviour, the customer experience and ultimately performance. We are incredibly proud of our team. They provide an exceptional customer experience. We know that the quality of our customer interactions drives our results, so we invest heavily in coaching, training and development.

As from May 2018, extensive internal renovations commenced to upgrade the facilities available to our members and guests. On entering the Club, our foyer has had a major facelift with new carpet flowing into our sporting, dining and conference areas. Chicas Sports Bar and Riley's Bar have had complete makeovers accompanied with modern and practical furniture.

State of the art and modern parents' facilities are available at the relocated children's play area. Our Bistro has been completely remodelled accompanied with a new kitchen equipped with the latest technology available.

Under the guidelines of the Club's Strategic Plan, this project was funded by our capital expenditure program at a cost of \$2.4m.

We have many activities available for our members and guests which include morning shows, many sub clubs and health and fitness services.

Details of all daily activities are available in our quarterly editions of the high quality 'Peninsula People' Magazine. Our customer friendly receptionist or our Tourist Information Officer Kim Cole will gladly assist in your inquiries.

We recently reached another milestone when our club turned 70 this year and Mr Jackson threw an elaborate special 70th Birthday Party. On entry, guests were treated to a spectacular room and table arrangement prepared by Megan Napier (Material Girlz and staff member). Anthea Johnson, the Club's Entertainment Manager sourced seven International Acts along with our resident highly acclaimed musicians for the night's entertainment.

Matt Fayers, the Club's Executive Chef along with fellow Chefs' and waiters presented a three-course fine dining meal for this special occasion. Thank you, Matt, Anthea and Megan and courteous staff, for making this function a memorable event.

Our CEO Bill Jackson and the Board of Directors has a commitment of engagement with the community. This year saw \$285,000 being distributed to local charities, service Clubs and sporting groups through the ClubsGrant Scheme.

Thank you to our dedicated Citation Committee Members consisting of Judy Gribble (Chair), Joy Conroy (Director), Anne O'Donnell (Member's Representative) and Nathan McColm (Staff Representative) who all volunteer their time for the monthly meetings.

Ettalong Diggers has a very dedicated Board of Directors and I thank them for their voluntary service to our Club. It is a pleasure to work with a Board making quick and decisive decisions. Our AGM is scheduled for Sunday 28th October 2018 and wish our Directors sitting for re-election all the best.

Ettalong Diggers is a major employer of local staff with 125 employees on full and part-time work. I would like to welcome all staff employed over the last 12 months and wish you a full and productive career with us. Along with our existing employees, you have all demonstrated a strong work ethic with outstanding customer service skills – thank you all.

Once again, I thank you, our loyal members and guests for your continued patronage of this wonderful Club.

Whilst we should again be proud of what we have achieved this year, we don't plan to rest on our laurels and the directors are always keen to hear ideas from our members. So please come along, visit our new amenities and have your say at the AGM. As with any organisation, a club is only as good as its members.

Merry Christmas and A Happy New Year to you all.

John Wood,  
Chairman.

## **CHIEF EXECUTIVE OFFICER'S REPORT.**

To ensure printing deadlines are met for this Notice to Members relative to the Club's Annual General Meeting, Financials and Board Election, the CEO's Report has been prepared separately. Members are encouraged to access the CEO's report via the Club's Web which will be made available as soon as possible at [www.ettalongdiggers.com](http://www.ettalongdiggers.com) by clicking on 'About' Tab and then hitting the Financial Report link. Alternatively, a copy of the CEO's Report will be available upon request to the Club's Reception.