



NOTICE OF ANNUAL GENERAL MEETING

**SUNDAY
22ND OCTOBER 2023
AT 4.00PM**

Notice is hereby given that the Annual General Meeting of the Ettalong Beach War Memorial Club Limited will be held at the Club's premises at

**51-52 The Esplanade, Ettalong Beach on
Sunday, 22nd October 2023, commencing at 4:00pm.**

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 13th October 2023.

Members will be able to attend by coming to the Club or by Zoom. If you wish to attend by Zoom, you will need to register your interest prior to 12noon Thursday 19th October 2023 by emailing your contact and membership details to info@ettalongdiggers.com

You will then be emailed on the day of the meeting a link to join the meeting via Zoom.

Ettalong Beach War Memorial Club Ltd, trading as "Ettalong Diggers"
51-52 The Esplanade (PO Box 17), Ettalong Beach NSW 2257, Australia
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BUSINESS OF MEETING

- a. Apologies.
- b. To confirm the minutes of the Annual General Meeting of the Club, held on Sunday 30th October 2022.
- c. To receive and consider the Chairman's Report.
- d. To receive and consider the CEO's Report.
- e. To receive and consider the Director's 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 30th June 2023.
- g. To declare the result of the election of positions on the Board under the triennial rule.
- h. To consider and if thought fit to pass the Special Resolution to amend the Constitution. – see pages 2 and 6.
- i. 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 pages 6 and 7.
- j. To consider and if thought fit to pass a resolution to elect Bill Jackson to Life Membership

For and on behalf of the Board of Directors

Colin Murphy,
Chief Executive Officer

PROCEDURAL MATTERS FOR SPECIAL AND ORDINARY RESOLUTIONS

1. Only Life Members, Financial Service and Club Members of the Club are entitled to attend the Annual General Meeting and vote on the Special and Ordinary Resolutions. Members will be required to produce their 2023-2024 card or current valid 3-year, 5-year or 10-year membership card before entry to the Annual General Meeting.
2. To be passed, the Special Resolution and the resolution for Life membership must receive votes in favor from not less than 75% of those Members who, being eligible to do so, vote in person on the Resolution at the meeting.
3. To be passed, each Ordinary Resolution must receive votes in favor 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. Members should read the proposed Special and Ordinary Resolutions and the Explanatory Notes set out after the Resolutions, which explains the nature and effect of each resolution.
5. Under the Registered Clubs Act:
 - a. members who are employees of the Club are not entitled to vote; and
 - b. proxy voting is prohibited.
6. Please direct any questions or concerns about the Special or Ordinary Resolutions to the CEO of the Club before the meeting.
7. 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 Rule 3.2 and inserting the following new Rule 3.2:

'Financial member' means member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the due dates, or if the Board does not charge a member a subscription, the member has renewed their membership by the date set by the Board for the renewal of that membership

(b) inserting the following new Rule 3.4:

“A reference to a person being present or participating in a meeting “in person” includes attendance by virtual or electronic means.”

(c) inserting the following new Rule 3.5:

“A reference to a notice in writing includes a notice sent electronically or notification of the notice being available being sent electronically.”

(d) inserting the following new Rule 9.7

Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to

- (a) implement house polices for the responsible service of liquor and the responsible conduct of gambling;*
- (b) include in those polices measures to assist in the harm minimisation objects;*
- (c) take steps to enforce those policies.*
- (d) without limiting the generality of Rule 9.7(c), include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary’s delegate determine that such action is necessary for the purposes of these policies.*

(e) inserting the following new Rules 16.9 and 16.10

16.8 If the Board resolve that a subscription is not required to be paid, the Board may resolve that a member’s membership must be renewed by a date determined by the Board.

16.9 Any member who does not renew their membership by the due date for the renewal of such membership shall cease to be entitled to the privileges of membership and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution.”

(f) deleting Rule 44 and in its place inserting the following new Rule

44.1 A notice may be given by the Club to any member either:

- (a) personally;*
- (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) by sending it by any electronic means;*
- (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
- (e) by any other method permitted by the Corporations Act.*

44.2 Where a notice is sent by post to a member in accordance with Rule 44.1, the notice shall be deemed to have been received by the members on the day following that on which the notice was posted.

- (a) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*

44.3 Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.

44.4 Where a member is notified of a notice in accordance with Rule 44.1(d), the notice is taken to have been received on the day following that on which the notification was sent.

44.5 If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.

Notes to Members on the Special Resolution

1. The Special resolution proposes a number of amendments to the Club’s Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act. The Special Resolution also makes a number of other amendments to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. **Paragraphs (a) and (e)** update the definition of Financial member and other Rules to reflect the fact that the

Registered Clubs Act no longer requires a minimum subscription.

3. **Paragraph (b)** clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology.
4. **Paragraph (c)** carries that notices in writing can be given electronically.
5. **Paragraph (d)** inserts new provisions which refer to the Club's responsible service of alcohol policy and responsible service of gaming policy and provide that the Club can take action to enforce those policies, including removing persons from the premises, and denying them access to the premises. This reflects a pro active approach to harm minimisation.
6. **Paragraph (f)** updates the Rules in relation to notifications to members.

Dated: 06/09/2023

By direction of the Board

Colin Murphy

Chief Executive Officer

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.
 - VI. The provision of a laptop or tablet device for Club use.
- 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:
 - I. The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events, may be determined by the Board from time to time, including the cost of these events and the reasonable accommodation, transport, cost of meals and beverages when attending.
 - II. The cost of Directors attending mandatory training as required and the reasonable cost of meals and beverages when attending the mandatory training.
 - III. The reasonable cost of meals and refreshments for spouses/partners of Directors attending industry activities, functions and other similar events as approved by the Board.
- 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.

RESOLUTION FOR LIFE MEMBERSHIP

That Mr William (Bill) Jackson be elected to Life membership of Ettalong Beach War Memorial Club Limited.

Proposer - Eric Daniels

Secunder - Kenneth Rowe

Proposer 2 - Dode Simpson

Secunder 2 - David Anderson

Notes to members

1. The Board received two nominations that Bill Jackson be elected to Life membership of the Club.
2. Mr Jackson satisfies the criteria for eligibility for Life membership in the Club's Constitution.
3. The proposed for Life membership was submitted to the Board.
4. The Board approve and support the nomination and recommend that the members vote in favour of the resolution.

For and on behalf of the Board of Directors

Colin Murphy,

Chief Executive Officer

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 one (1) position for a term of three years.

The candidate who receives the highest number of votes will be declared elected to the three-year position.

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

Nomination forms are available from the CEO of the Club, the Office Secretary Toni Duffy or Club Reception from **Friday 22nd September 2023.**

Director Identification Number (DIN/Director ID) - A DIN is a 15-digit number given to a director (or candidate who intends to become a director) who has verified their identity with the Australian Business Registry Services. The DIN is a unique identifier that a person intending to stand or is a current Director will keep forever.

Nominating candidates must apply for a DIN through the Australian Business Registry Services (ABRS) website. Having a DIN is mandatory for all Directors of Clubs which are public companies limited by guarantee. Requirement for a DIN for Club Director or nominating candidate to become a Director are subject to the timeframe as follows:

- Individuals applying for a position as Club Director, need their DIN prior to the 6th October 2023.

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 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 3rd October 2023 at 6.00pm.

Lodgement of Nominations - Nominations must be received by the CEO no later than 4pm, Friday 6th October 2023. Nominations may be lodged:

By hand: 51-52 The Esplanade, Ettalong Beach NSW 2257.

By post: PO Box 17, Ettalong Beach NSW 2257

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 on Monday 9th October 2023 at 2.00pm.

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 15TH OCTOBER 2023 TO SATURDAY 21ST OCTOBER 2023
Between 12pm to 2pm & 4.30pm to 7pm

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 Members a copy of the Financial Report, Directors' Report and Auditor's Report in respect of the financial year. However, financial Members are permitted to request a copy (printed or emailed) of the Financial Statements in writing to the Club's Secretary. Alternatively, the Financial Report can be accessed via the Club's website at www.ettalongdiggers.com.

A copy of the Club's Constitution and Minutes of the previous Annual General Meeting held on Sunday 30th October 2022 are available from Reception.





CHAIRMAN'S REPORT

Dear members,

On behalf of myself and the Board of Directors, welcome to this year's Chairmans Report for 2023.

As indicated in the 2022-2023 Financial Report, Ettalong Diggers recorded a net profit from operations of \$2.053million.

This result has been achieved by the hard work, dedication and pride of our Employees, the outstanding loyalty of our Members, the vision and trust of our CEO, Board of Directors and Management Team.

The club has an ongoing commitment and investment to the economy of the community and to date has in its employment, 110 staff members, both full and part time roles, directly employed within the community. Excellent customer service is the life blood of any organisation and our club policy resonates this with all our new and current staff members.

Ettalong Diggers membership continues to grow and as of August 2023 we have approximately 28,000 financial members. In addition, 374 loyal children belong to the Starfish Kids Club and Teen Beach Club. Many thanks to the parents of our Junior Membership Clubs and the Mothers Groups that support the amenities, activities and events we provide for the families in our community.

During the 2023 calendar year, I am proud to inform the following Members that they are eligible to receive the Ettalong Diggers 50 year Membership badge. These recipients are: Barry Archibald, Andrew Dalton, Leslie Deeble, Jennifer Knight, George Mullins, Wayne Peterson, Peter Reeson, William Richards, Ian Ritchie, David Sanders, Charles Simon, Colin Stevenson, Gary Todhunter and Nano Waters. Recipients will be presented with their 50 year Membership badge at an afternoon tea, scheduled for Wednesday 1st November 2023. On behalf of the team at Ettalong Diggers, I would like to thank these Members for their support and loyalty to the Club over the last 50 years.

The last few years has seen substantial change and development with renovations and refurbishments, all with the goal of bringing Ettalong Diggers into the future for our Members and Guests. This year, the Club owned external carpark underwent a major facelift. Works included resealing all expansion joints, prior to receiving asphalt overlay and new line marking. Internally the gaming area has been upgraded for the comfort of our Members and Guests. These improvements, approved by the Board of Directors and Senior Management Team were funded by our Capital Expenditure Program.

I would like to extend our thanks to the Office Bearers of all the sub-clubs for their continued weekly patronage and Members support. These Clubs include: Ettalong RSL Men's & Women's Auxiliaries, Vietnam Veterans Men's & Women's Auxiliaries, Chess Club, Euchre/five Hundred Club and Ettalong Diggers Fishing Club. Full details of our daily promotions, weekly events, entertainment, dining and sub-club activities are available on our Club Facebook page and Club Website, from our friendly Reception staff or Kim Cole our Tourist Information Officer.

Through the ClubGrant Scheme our CEO, Colin Murphy and the Board of Directors has a commitment of engagement with the community. This financial year \$268,000 was distributed to local charities, service clubs and sporting groups. We thank the committee's and Members of all these sub-clubs for their weekly attendance and patronage.

Mention, must be made to our dedicated Citation Committee Members, consisting of Judy Gribble, Michael Maiden, Dave Moulton, Kent Sayer, Toni Duffy, and Mardi Belle. Judy Gribble, after a long period, has recently resigned as the Chair, with Kent Sayer filling the position. These people all volunteer their time for the monthly meetings.

I would like to take this opportunity to thank my fellow Board Members and their Partners for your contribution, dedication and support, as we endeavour to propel our Club to greater heights. Each of our Directors possess skills and experiences, which taken together, result in a balanced, effective and efficient Board.

The Board, Management and the entire Ettalong Diggers Team say a big Thank You for the support of our Members. We commit ourselves to growing Member values and providing unprecedented Member experience. We sincerely appreciate your support and patronage. Indeed, Ettalong Diggers would not be the Club in is today without the consistent, unequalled loyalty and confidence you have for us. We look forward to serving you better.

I am extremely humbled to have been your Chairman through what has been another incredible year. Wishing you all a healthy, happy and prosperous year in 2024.

John Wood,
Chairman.

BOARD OF DIRECTORS



John Wood
Chairman



Judy Gribble
Deputy Chairperson



Chris Lance
Director



Michael Maiden
Director



Kent Sayer
Director



CHIEF EXECUTIVE OFFICER'S REPORT

Dear members,

It gives me great pleasure to write to you as we close out the 2022-23 financial year. The club has been working hard to improve its service and facilities for our members and the results show.

Our commitment to the community

The club has a deep-seated pride in its support of our local community. In the past 12 months, we have supported 43 vital community organisations contributing \$345,000 in cash and in-kind donations. We also invest a lot of time and energy into supporting these groups beyond monetary terms. With each organisation having different needs, we often find ourselves helping in other ways through troubleshooting, advice and simply being involved in their day-to-day activities. This coming year, we are excited to launch for the first time, a sponsorship for a year 11 student to attend the Kokoda Youth Leadership Challenge in Papua New Guinea.

Financials

The profit for the club, from operating activities, for the financial year after income tax amounted to \$2,055,489 compared with \$1,350,620 in 2022. Loan repayments paid for the year totalled \$3,900,000. Taking the Club's cash operations net profit, adding back depreciation (\$1,671,652) and Interest paid (\$213,868), along with Income Tax credit of \$12,185 our EBITDA comes in at \$3,928,824 or 17.12%.

Facilities

The club has been busy improving its facilities with major upgrades to the club's car park. This consisted of repairs to expansion joints, resurfacing the ground-floor car park as well as the installation of an engineered sub-level drainage system in the basement carpark to address the risk of the rising water table. The club has finalised the tiling work to all external areas of the building, as well as installed a new garden bed at the front of the club.

We have recently introduced a wider range of products to our tap beer range, moving away from a one-brand venue to allow for greater choice for our members. Further to this the club is currently in the process of planning a redesign of the Riley's Bar area to include a 38-tap font, which will also offer our craft beer range into the most utilised bar in our venue. The refresh will also allow for a more streamlined layout to improve service times. We expect the build will take place in the new year after school holidays.

Sustainability

In October last year, the club completed the installation of our Pulpmaster- a machine that turns food waste into fertiliser as well as dramatically reducing our landfill. We are still working with the collection team to gather accurate information as to the impact on our carbon footprint. It has been a big change for our catering team to undertake, but the results are amazing.

As the club's chiller was nearing end of life, we recently installed a new chiller for the building which has a major impact on our energy use. Whilst it came at a considerable expense, the operational efficiency gained from the unit ensures we have a faster return on the investment as well as reducing our energy consumption.

Our next focus will turn to a product which uses technology to replace cleaning chemicals. The e-water system is approved for use in commercial settings and is organically certified. The onsite production also means a reduction in transport emissions and removes the waste of single-use plastics.

Entertainment

In challenging times, the club has continued its commitment to ensuring our members have a wide range of entertainment on offer for all ages. We reintroduced the Morning Club show on the first Monday of the month for our retiree market. We have had a range of national and international artists perform and soon to perform such as The Italian Tenors, David Hobson & Marina Prior, Jimeoin, Arj Barker and many more well-known artists. The club has made a concerted effort to bring free as well as affordable entertainment for families during school holidays. As the end of the year approaches, we have plenty more in store like our Melbourne Cup Luncheon, Xmas Luncheon shows in November, and the Radiators for New Years Eve. Be sure to check out the club's website for further information.

Directors

The club has a team of dedicated Directors who tirelessly volunteer their time to ensure the club is moving in the right direction. Chairman John Wood and fellow Directors, Judy Gribble, Kent Sayer, Chris Lance and Michael Maiden have helped guide the club with our members always centre of their focus. A big thank you is also extended to the Director's partners who make their own sacrifices while the directors fulfil their role, quite often during evenings and social hours.

The Team

We have a dedicated and hard-working team across the club from front of house roles, who greet you, take your order and provide service as well as many behind the scenes who keep the place ticking over. I would like to personally thank all team members for their efforts over the past year. It takes many people to create what we have here, and you should be extremely proud of the work you do.

The Strategic Plan

In April this year, the club undertook its annual Strategic Planning session, as we step away to take a look at where we are and where we are going. With a current environment of rising costs, the club is making sure we are on top of this while still ensuring we are investing in our facilities and our members. The club has a detailed plan for the next 12 months as well as a road map for the next 5 years.

Vale

It's important that the club acknowledges the loss of some of our members over the past year. Sadly, we mourn the loss of Garry Lewis, Albert (Ken) Wilcox, Jewel Asiano and Dulcie Johnstone. Sadly, there are many others we have lost who have been valued members of Ettalong Diggers. We pass on to all their families and loved ones our deepest condolences.

Signing Off

As we are approaching the festive season it is a time to catch up with loved ones and friends. If we don't get the chance to in person, we would like to wish you and your families a very Merry Christmas and Happy New Year.

Col Murphy,
CEO

