

**GLADESVILLE RSL & COMMUNITY CLUB LTD
MINUTES OF THE 47th ANNUAL GENERAL MEETING OF MEMBERS**

**HELD IN THE CLUB
4-6 LINSLEY STREET, GLADESVILLE
SUNDAY 26th MAY 2019**

Mr James Butt, President, declared a quorum present and opened the meeting at 10.35am.

ATTENDANCE

President: Mr James Butt

Directors: Mr James Robertson (Vice President), Mr Lindsay Cornwell, Mr G. Winslow, Ms Marcia Lyndon & Mr Robert Mavin.

In Attendance: Mr Paul Barratt (Auditor - VJ Ryan and Co), Mr Bruce Gotterson (Solicitor – Pigott Stinson), Mr Ashley Parmenter (CEO)

ITEM 1: APOLOGIES

G. Aitken (#6024), H. Lochlin (#5540).

ITEM 2: MINUTES

It was moved by S. Clarke (#4945) and seconded by I. Stevenson (#106) the minutes of the Annual General Meeting of the Club held on Sunday 27th May 2018 be received and adopted - *Carried*.

ITEM 3: ACCOUNTS & REPORTS

It was moved by E. Haslop (#4020) and seconded by C. Butt (#3144) the Financial Statements, Directors' and Auditor's Report for the period ending 31st December 2018 be received – *Carried*.

ITEM 4: ORDINARY RESOLUTION

To consider and if thought fit pass the following first Ordinary Resolution: The members hereby agree to and approve the following honorariums for Directors of the Club - President \$14,560 per annum, Vice President \$13,000 per annum and other Directors \$10,400 per annum.

It was moved by P. Mazzitelli (#4412) and seconded by B. Dunn-Tomoe (#7141) the motion be accepted – *Carried*.

ITEMS 5 & 6: ORDINARY RESOLUTIONS

It was moved by P. Mazzitelli (#4412) and seconded by B. Dunn-Toemoe (#7141) items 5 & 6 on the Agenda be passed collectively – *Carried*.

Item 5: To consider and if thought fit pass the following second Ordinary Resolution: The members hereby agree to and approve the following benefits for the Directors of the Club:

- a. Purchase and repairs where necessary of a Club uniform for each Director.
- b. Directors attending meetings relating to Gladesville RSL Club matters are entitled to a reasonable meal, refreshments and travel at the expense of the Club.
- c. Reasonable expenditure for professional development and education of Directors which includes:
 - i. The reasonable cost of attending association conferences, seminars, lectures, trade displays and other similar events as may be determined by the Board of Directors from time to time.
 - ii. The reasonable cost of attending hospitality venues for the purpose of observing their facilities and methods of operation.

- iii. The reasonable costs of overseas travel, accommodation and related expenses to observe gaming facilities and other club related facilities and amenities on no more than one occasion from the Annual General Meeting in 2019 until the Annual General Meeting in 2020.

Provided the attendance of Directors referred to in paragraphs (i), (ii), (iii) is pursuant to a resolution of the Board of Directors.

- d. The Members acknowledge the benefits above are not available to Members generally but only to those who are Directors of the Club.

Item 6: To consider and if thought fit pass the following third Ordinary Resolution: The members agree to reasonable expenditure by the Club to cover the following expenses until the 2020 Annual General Meeting:

- a. Food, drinks and entertainment for members and their guests invited to attend the Annual Life Members function.
- b. Attendance at Club Functions for Directors and Honorary Life Members at the discretion of the Board.

It was moved by P. Mazzitelli (#4412) and seconded by B. Dunn-Tomeoe (#7141) the motion be accepted – *Carried*.

ITEM 7: ORDINARY RESOLUTION

To consider and if thought fit pass the following fourth Ordinary Resolution: To adopt the recommendation of the Board of Directors that Mr Lindsay Cornwell, membership number #3293, be elected as an Honorary Life Member of Gladesville RSL & Community Club Ltd, pursuant to Article 13(b). The recommendation is based on Mr Cornwell's 10 years of service on Gladesville RSL & Community Club Ltd Board of Directors.

It was moved by S. Clarke (#4945) and seconded by C. Coady (#1218) the motion be accepted – *Carried*.

ITEM 8: SPECIAL RESOLUTION

To consider and if thought fit pass the following Special Resolution: That the Constitution of Gladesville RSL & Community Club Limited (the Club) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Club (Articles).

It was moved by I. Stevenson (#106) and seconded by C. Coady (#1218) reference to "British Commonwealth" in section 4.1(c) be changed to correct term "Commonwealth of Nations". Solicitor B. Gotterson agreed the terminology was incorrect and as it does not materially impact on the Constitution the motion could be accepted – *Carried*.

It was moved by I. Stevenson (#106) and seconded by C. Coady (#1218) the motion be accepted after incorporating the change from the previous motion – *Carried*.

ITEM 9: OTHER BUSINESS

Nil

ITEM 10: DECLARATION OF ELECTION RESULTS

President J. Butt advised there were three positions vacant and three nominations received by the closing date. Therefore a ballot was not necessary and incumbent Directors, Mr James Robertson, Mr Gary Winslow and Mr Gareth Aitken are hereby elected.

There being no further business, the meeting closed at 10.55am.