

**MINUTES OF ANNUAL GENERAL MEETING**  
**HELD ON SUNDAY, 23 October, 2022**

The meeting opened at 10.02 a.m. with Mr Gary Elliott in the chair.

**PRESENT:** TOTAL MEMBERS PRESENT 52

**IN ATTENDANCE:** Michael Lees of Morton & Cord-Club Auditors,  
Mr John West - Chief Executive Officer, Mrs Elizabeth Abood – Treasurer,  
Mr Graham Allen - Returning Officer and Mrs Cassy Jenkins - Minutes Secretary.

**APOLOGIES:** Michael Reid member no: 6641

**ITEM 1**

The Chairman welcomed Members and thanked them for attending the Annual General Meeting. The Chairman asked all mobile phones be turned off or switched to silent.

Sincere condolences were given to the families and friends of the 12 members who had passed away during the year.

The members were then asked to please stand and face the Western Wall for the recitation of the Ode of Remembrance and one minute's silence was held for our departed members and comrades.

The Chairman introduced the official table and welcomed the 52 members to the Annual General Meeting today.

The Chairman acknowledged the apology from Michael Reid member no: 6641

The Chairman asked that anyone with a question to please use the microphone and clearly state their membership number.

**ITEM 2**

The Chairman referred the meeting to the Minutes of the Annual General Meeting held on 31<sup>st</sup> of October 2021.

Proposed Mr Alex Paton membership no: 769 and Seconded Mrs Eileen Bow membership no: 508

That the Minutes of the Annual General Meeting held 31<sup>st</sup> of October 2021.be received.

THE MOTION WAS CARRIED

The Chairman asked if there were any matters arising from these Minutes.

There were no matters arising from the Minutes.

Proposed Mr Terry Smith membership no: 856 and seconded Mr Kevin Hill membership no: 2800

That the Minutes of the Annual General Meeting of 31<sup>st</sup> of October 2021 be confirmed and adopted.

## THE MOTION WAS CARRIED

### ITEM 3- DIRECTOR'S REPORT, FINANCIAL STATEMENT AND AUDITOR'S REPORT

Proposed by Mr Bob Roach membership no: 100 and seconded Mrs Eileen Bow membership no: 508

That the Director's Report, Financial Statement and Auditor's Report as at 30<sup>th</sup> June, 2022 be received.

The Chairman asked if there were any matters arising from the Director's Report, Financial Statement and Auditor's Report.

There were no matters arising from the Director's Report, Financial Statement and Auditor's Report.

The Chairman handed over to Mr Lees to present the Financial Report.

Mr Lees thanked the Chairman.

Mr Lees noted:

- Applying AASB 1060 – which is simplified disclosures in the financial statements to allow all persons to read and understand the principles and accounting policies and how the Club applies them.
- Directors report now covers Club Strategies, Operating results and Statement of affairs:
  - Club Strategies defines how the Club is moving forward and achieving its objectives;
  - Operating result seeks to reconcile the net profit and adding back depreciation – the operating result for this year being \$100,124 and with the add back of depreciation gives an EBITDA figure of \$749,000; and
  - Statement of Affairs – details the events that have affected the Club during the year.
- In 2020 there was 296 trading days due to lockdowns, 2021 there was 364 trading days, 2022 there was 303 trading days. \$1.2m profit in 2021 and a \$100,000 profit in 2022.
- Sales figures have been extrapolated across a daily sales figure to show a daily sales comparison across the years.
  - Bar sales - average sales per day for 2022 across the bar was \$4,585 in 2021 \$4,900.
  - The poker machine net revenue for 2022 was \$2.7m, \$3.7 for 2021. \$111 average per machine per day for 2022 and \$123 in 2021.
  - Bistro sales \$2.3m 2022, \$2.7m 2021. Daily sales per day of \$6,400 for 2022 and \$7,500 for 2021
  - Cheesy Grin \$489,000 2022 and \$616,000 2021. Daily sales per day of \$1300 for 2022 and \$1600 for 2021
- Overall drop in revenue was significant \$2.3m due to lost trade days.
- Contributing factors to the surplus:
  - Jobsaver - \$394,444
  - Insurance received - \$173,365
  - Recognition of members subscriptions - \$75,940
- Balance sheet
  - Current asset position remains strong \$1,315,293 with current liabilities at \$1,085,559, current ratio greater than 1.

- CJB has entered into leases to purchase poker machines which will show as lease figure and a corresponding right of use figure – the Club does not have the title to the asset until payment of the final amount.
- The Club has negotiated new terms with the CBA for a new \$2.2m loan as detailed in note 14. The new loan matures in 2 years after \$700k is repaid and re-negotiated with the debt at \$1.5m.
- The cash flow statement on page 15 of financial statements details cash in and cash out and how the cash has been spent.
  - The Club's net cash from operating - \$274,832.

Mr Lees asked if there were any questions relating to the Director's Report, Financial Statement and Auditor's Report. There were none.

Mr Lees advised that any member who had any questions was welcome to contact him to discuss the Club's financials.

It was proposed Mr John Stapleton membership no: 1398 and seconded Mr John Harrison membership no: 97

That the Director's Report, Financial Statements, and Auditor's Report as at 30<sup>th</sup> June, 2022 be confirmed and adopted.

THE MOTION WAS CARRIED

The Chairman thanked the members for their loyalty over the past year. The Chairman noted that despite the lockdowns, weather events and the sub-station fire the Club was still able to record a profit.

The Chairman noted:

- 3 months into the new financial year the Club was looking very good from a financial position.
- The re-branding and Bay Rewards program which was developed off the back of the members survey and provides real reward for loyal members.
- The Vision, Mission and Values had been reworked and truly reflects the Club.
- New logo which reflected Jervis Bay.
- Strengthened ties with Community Groups.
- The Community room had been remodelled to give Community Groups a place to meet and continue the good work they do in the community.
- The Club remains an employer of choice and has introduced a mental health program for the health and safety of the staff.
- The Club has launched a schools program to work with local schools to offer pathways into hospitality and provides jobs in the local area to school leavers.
- The Club was currently looking to commence work on 71 Owen Street to redevelop the area within the next 12 months to provide an additional space.
- The Club was looking to do internal works, particularly with regard to the roof which had been an issue for a long time.

The Chairman thanked:

- Mr John West for his work at the Club, noted the Club would not be where it is today had it not been for the work of Mr West.
- Mrs Rita Muscat, noting Rita was retiring and would be greatly missed.

- Mrs Cassy Jenkins, Mr Ben Crouch, Mrs Kim Williams, Mr Dan Bennett, Mr Ross McMillian, Mr Christopher Alleyn, Mrs Zowie Farmilo and Mrs Jeanette Riordan for all their hard and dedicated work.
- To all the staff who had been through all the hard times and maintained a positive outlook.
- The Board for their unwavering support, loyalty, dedication and friendship throughout the year.

The Chairman thanked all the members for attending and stated he was looking forward to the next year and making Club Jervis Bay the best little Club on the South Coast.

Mr West thanked all the members for attending and presented his report to the members noting:

- The new logo and re-branding which had received good feedback and was designed to represent the Bay.
- The relationships the Club had built with all its sub-clubs and Community Groups and welcomed the newest sponsored Club, being the Shoalhaven OzTag. Mr West thanked all the sub-Clubs for their support over the year.
- The new Vision, Mission and Values, and Brand traits.
- The profit and the cash at bank.
- It was an extremely difficult year in terms of trade.
- The internal works undertaken by the Club throughout the year.
- The impact price hikes had had in terms of having to change menu etc (\$12 lettuce).
- Mr West asked all members to provide feedback on the new Rewards program.
- Reduced the Club's debt levels.
- Moving forward:
  - Replacing and fixing the roof
  - Gaming room renovation
  - Planning for redevelopment of 71 Owen Street
  - Further development of rolling 5-year strategic plan.
  - Club to show Profitable bottom line for 2022/2023
  - Club to achieve EBITDA of 20%
  - First quarter of trade \$7,935.26 Bottom Line. This was impacted by \$85,000 worth of points through the Bay Rewards re-launch.
  - First quarter of trade EBITDA \$153,392.77 = 6.50%
  - Continued strong bottom-line results through smart planning and food offerings that are not EGM driven.
  - Continued strong relationship with the CBA .
  - Continue to develop and foster stronger community ties in line with Club's: Vision & Values

Mr West thanked the members for their time.

The Chairman thanked Mr West for his presentation.

#### ITEM 4 – Notice of Resolutions

The Chairman advised that as per the Constitution all members who were financial prior to the 2019 AGM and had maintained financial status were able to vote on Ordinary Resolutions, however for the motion to be passed there must be 50% + 1 in favour of the resolution.

## ORDINARY RESOLUTIONS

It was proposed Mrs Liz Folkard membership no: 3072 and seconded Mrs Eileen Bow membership no: 508

That Ordinary Resolution 1 be received.

### ORDINARY RESOLUTION 1

Mrs Cassy Jenkins read out Ordinary Resolution 1 (i) – (ix) as listed in the Notice of Meeting dated 21 September 2022.

1. That pursuant to the Registered Clubs Act, the members hereby approve and agree to the members of the Board during the period preceding the 2023 Annual General Meeting receiving the following benefits and the members further acknowledge that the benefits outlined in sub-paragraphs (i) to (ix) are not available to members generally but only to those members who are elected Directors of the Club or appointed by the Board to fill a casual vacancy.
  - (i) A reasonable meal and refreshments to be associated with each Board Meeting of the Club;
  - (ii) The right for Directors to incur reasonable expenses in travelling to and from Director's meetings or to other constituted meetings as approved by the Board from time to time on the production of invoices, receipts, or other proper documentary evidence of such expenditure;
  - (iii) The reasonable cost of two Directors attending the Clubs NSW Annual General Meeting;
  - (iv) 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;
  - (v) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and the method of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
  - (vi) The provision of apparel for the use of the Club Directors; when representing the Club;
  - (vii) The provision of car parking spaces adjacent to the Club for the President and Duty Director; and
  - (viii) The reasonable costs of the provision of a meal for each Duty Director whilst on duty and such meals be allowed to be removed from the premises.
  - (ix) The reasonable costs of Directors, Life Members and invited guests attending an Annual Dinner.

It was proposed Mr John Stapleton membership no: 1398 and seconded Mr Alex Paton membership no: 769

That Ordinary Resolution 1 be adopted and approved.

THE MOTION WAS CARRIED

It was proposed Mr Bob Roach membership no: 100 and seconded Mr John Stapleton membership no: 1398

That Ordinary Resolution 2 be received

### ORDINARY RESOLUTION 2

Mrs Cassy Jenkins read out Ordinary Resolution 2 as listed in the Notice of Meeting dated 21 September 2022.

That pursuant to the Registered Clubs Act, the members hereby approve and agree to the following honoraria being provided to the Board of Directors for the period preceding the 2023 Annual General Meeting as follows:

- |     |                    |             |
|-----|--------------------|-------------|
| (a) | Board of Directors | \$26,400.00 |
|-----|--------------------|-------------|

Such honoraria to be paid to the Directors in equal monthly instalments prior to the 30<sup>th</sup> of June each year.

It was proposed Mrs Liz Folkard membership no: 3072 and seconded Mr John Stapleton membership no: 1398

That Ordinary Resolution 2 be adopted and approved.

THE MOTION WAS CARRIED

The Chairman handed over to Mr Graham Allen, Returning Officer.

#### ITEM 5 – RESULTS OF THE BALLOT FOR THE POSITIONS OF BOARD OF DIRECTORS FOR 2022/2023

Mr Graham Allen, Returning Officer thanked the Chairman. Mr Allen advised it gave him great pleasure to announce the results of the election held on the 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> of October 2022. Over that period of time 92 members who submitted formal votes. Each member was invited to vote for three Directors so 92 times 3 Director votes meaning there was a total of 276 votes available. Mr Allen declared the following as being elected to the Board for 2022/23.

#### DIRECTORS

|                   |            |              |
|-------------------|------------|--------------|
| Mrs Marilyn Fetch | Voted - 76 | Elected 3yrs |
| Mr Michael Reid   | Votes – 70 | Elected 3yrs |
| Mrs Leona Curran  | Votes – 57 | Elected 1 yr |
| Mr Kevin Nimmo    | Votes – 56 | Un-Elected   |

Mr Allen thanked Mr Nimmo as a long standing Director and offered Mr Nimmo commiserations. Mr Allen wished the new Board the best of luck and thanked those members who took the time to vote.

There were seven unexercised votes and 17 unexercised votes in total.

The Chairman thanked all those who had nominated in particular Mr Nimmo, thanking him for his service over the years and noted this would provide the Club the opportunity to employ Mr Nimmo.

#### ITEM 6 – General Business

Mrs Liz Folkard membership no 3072.

Mrs Folkard thanked Mrs Rita Muscat for her amazing work over the years. Mrs Folkard passed on thanks to Mrs Muscat from Mr Steven Glenday ex-principle of Vincentia High School for the efforts Mrs Muscat had provided over the years in terms of work-experience and sponsorship.

Mrs Folkard noted the first car in the carpark was Mrs Muscats and often the last out, showing her amazing work ethic. Mrs Folkard advised Mrs Muscat pushed through her ideas and turned the Club around in her time at the Club.

Mrs Folkard moved that Mrs Muscat receive a \$2000 bonus gift for her service. The Chairman advised the Club already had a gift and a farewell event planned for Mrs Muscat, but thanked Mrs Folkard for her kind words.

Mrs Mary Bateman membership no 2441.

Mrs Bateman advised the Women's Auxiliary was no longer called the Women's Auxiliary, they are now Auxiliary sub-Branch. Mrs Bateman thanked the Club for their support.

Mrs Lorraine Taylor membership no 6208.

Mrs Taylor thanked the Club for the purchase of the new courtesy Bus and for the service provided by the bus driver. Mrs Taylor advised the new bus was difficult to get in and out of and asked that the Club purchase a step.

Friday the 21<sup>st</sup> of October the Ode was a disgrace, it ran late, no warning light and Mick Jagger on the big screen. Very disrespectful and more thought should be put into the programming of the big screen which was trash.

The Chairman advised the Club was in the process of purchasing a step for the bus.

The Chairman advised there had been a technical issue with the Ode and this would be looked at.

Mr West advised there was two questions that had been submitted to him prior to the AGM.

Mr Kevin Freund member no: 0114

Mr Freund questioned the cost of the bus and why the bus only ran on Tuesday and Friday.

Mr West reported that he would not be commenting on the cost of the bus and would be looking at the numbers of requests for the bus. Mr West advised this was an agenda item for every General Board Meeting and would be reviewed regularly.

Mr West advised he had had a request to supply Jervis Bay Brewing Beer. Mr West advised that due to the Club contract the Club was not able to bring in Jervis Bay Brewing Beer.

Mr West further advised that the Club was be looking to run an event on the weekend of the triathlon and offer local businesses the chance to have a market stall in the Club's carpark.

Mr West advised that the rebates offered made it impossible for the Club to partner with smaller breweries.

The Chairman advised that the 2023 Annual General Meeting would be held on Sunday, 22<sup>nd</sup> of October 2023 at 10am. Board meetings would continue to be held on the last Thursday of every month, at 2:30pm.

The Chairman introduced the new Directors, with the exception of Mr Michael Reid who was an apology.

The Chairman thanked the members for attending and invited the members to stay for light refreshments.

The meeting closed at 10.55am.

Chairman \_\_\_\_\_

Gary Elliott