



# 2019 AGM MINUTES

## MINUTES OF THE ANNUAL GENERAL MEETING HELD MONDAY 28TH OCTOBER 2019 AT 7PM

### PRESENT

Bruce Prior (Chairman), and 100 Members as per the attendance register.

### IN ATTENDANCE

Mr. Michael Wilkins Company Secretary and CEO  
David Willcox Auditor KPMG

### APOLOGIES

Peter Bartley

### MINUTES

#### RESOLVED

The Minutes of the 2018 Annual General Meeting be received and taken as read.

#### RESOLVED

The Minutes be adopted as a true and correct record.

### CHAIRMAN'S REPORT

The Chairman presented his report as printed in the Annual Report.

#### RESOLVED

The Chairman's report be adopted.

### AUDITORS REPORT

The report was presented by David Willcox KPMG, as printed in the Annual Report.

#### RESOLVED

The Auditors report be adopted.

### ELECTION OF DIRECTORS

The result of the Ballot was announced by the returning officer.

#### RESOLVED

Three-year term Ballot – Mr. Kevin Murphy, Mr. John Mussared and Mr. Lee Floro were elected unopposed.

### ORDINARY RESOLUTIONS -

#### RESOLVED

1 - That Pursuant to Section 10(6) an honorarium be paid by the Club to the Chairman of the Board during the twelve (12) months preceding the 2018 Annual General Meeting in an amount of \$8,000.00 for the period.

#### RESOLVED

2- That Pursuant to Section 10(6) an honorarium be paid by the Club to each Director of the Board (excluding the Chairperson) during the twelve (12) months preceding the 2018 Annual General Meeting in an amount of \$3,000.00 for the period.

#### RESOLVED

3. That pursuant to section 10(6) (A) the Club is hereby authorised to provide the opportunity and benefits referred to below, to any one or more of its Directors, as the Board shall from time to time determine:-

- i. The training in all aspects of the role of Directors of public corporations and the operation of the Club industry, at the cost of the Club.
- ii. To participate in the affairs of representative bodies or bodies of New South Wales Registered Clubs, at the cost of the Club.
- iii. To attend seminars, workshops, conferences, trade displays and other information gatherings and inspections relating to the activities, both present and future, of the Club at the cost of the Club.
- iv. Meals, related refreshments and reasonable expenses incurred in Wollongong and/or elsewhere in the performance of their duties as Directors and/or the promotion of the goodwill and interests of the Club, at the cost of the Club.
- v. Arising out of the activities referred in paragraph i.ii. and iv. Hereof, the Club is authorised, in appropriate circumstances, to meet whatever costs are incurred by a Director, being accompanied by his/her partner.
- vi. The supply of representative clothing for the use of Directors when acting in the interests of the Club.

#### RESOLVED

## SPECIAL RESOLUTION -

"That the Constitution of Collegians Rugby League Football Club Limited be amended by:

- Deleting existing Rules 5.2 to 5.5 and inserting instead the following new Rules 5.2 to 5.6"

5.2 The number of full members of the Club shall not be less than the minimum number permissible under the Registered Clubs Act.

5.3 The persons who at the date of the special resolution adopting this constitution:

- (a) are entered in the Register of members of the Club and such other persons as the board shall admit to membership in accordance with this constitution shall be members of the club;
- (b) are Ordinary members of the Club (under the old constitution), shall become Club Members of the Club;
- (c) who were full members (as defined in the Registered Clubs Act) of the Orb Bowling & Recreation Club Limited shall be Orb Bowling & Recreation Club Members of the Club; and
- (d) who were full members (as defined in the Registered Clubs Act) of the Port Kembla Leagues Club Limited shall be Port Kembla Leagues Club Members of the Club.

5.4 Unless and until otherwise determined by the board, the full membership of the Club shall comprise the following categories:

- (a) Ordinary members; and
- (b) Life members.

5.5 Persons who are not full members may, in accordance with this constitution be admitted to the Club as:

- (a) provisional members;
- (b) honorary members; and
- (c) temporary members.

5.6 Unless and until otherwise determined by the board, the classes of membership and their eligibility requirements and privileges relating to the same are set out below.

- Deleting existing Rules 6.1 to 6.4 and inserting the following new Rules 6.1, 6.2 and 7.1 to 7.7:

### **6. CLASSES OF ORDINARY MEMBERSHIP**

6.1 On and from the date of adoption of this constitution, all ordinary members shall be known as club members.



# 2019 AGM MINUTES

## MINUTES OF THE ANNUAL GENERAL MEETING HELD MONDAY, 29TH OCTOBER 2018

6.2 Unless and until otherwise determined by the board, Ordinary membership of the Club shall consist of the following classes:

- (a) Club Members;
- (b) Orb Bowling & Recreation Club Members;
- (c) Port Kembla Leagues' Club Members; and
- (d) Rugby League Members.

### 7. QUALIFICATIONS FOR ORDINARY MEMBERSHIP RUGBY LEAGUE MEMBERS

7.1 Rugby League Members of the Club shall be persons who:

- (a) have attained the age of eighteen (18) years; and
- (b) wish to use the facilities and amenities of the Club; and
- (c) are or have been players in, or officials for, a team or teams fielded by or on behalf of or under the sponsorship of the Club, in the Illawarra District Rugby League or other leagues Collegians may play in from time to time; or
- (d) have satisfied the Board that by reason of consistent attendance at football matches or personal effort in relation to the organisation, coaching, managing or otherwise carrying out work or duties in relation to the playing of football (whether by teams of the Club or not), such persons will be regarded as giving substantial support to football; and
- (e) makes application for membership of the Club as a Rugby League Member in accordance with this Constitution; and
- (f) pays the appropriate entrance fee (if any) and annual subscription; and
- (g) has been duly admitted to membership as a Rugby League Member in accordance with this Constitution.

### CLUB MEMBERS

7.2 Club Members of the Club shall be persons who:

- (a) have attained the age of eighteen (18) years; and
- (b) wish to use the facilities and amenities of the Club; and
- (c) are desirous in participating in the sporting and social activities of the Club or desirous of enjoying the facilities or amenities of the Club; and
- (d) makes application for membership of the Club as a Club Member in accordance with this Constitution; and
- (e) pays the appropriate entrance fee (if any) and annual subscription; and

(f) has been duly admitted to membership as a Club Member in accordance with this Constitution.

### JUNIOR MEMBERS

7.3 Junior Members of the Club shall be persons who:

- (a) have not attained the age of eighteen (18) years;
- (b) wish to participate in the regular sporting activities of the Club;
- (c) makes application for membership of the Club as a Junior Member in accordance with this Constitution; and
- (d) pays the appropriate entrance fee (if any) and annual subscription; and
- (e) has been duly admitted to membership as a Junior Member in accordance with this Constitution.

### ORB BOWLING & RECREATION CLUB MEMBERS

7.4 Orb Bowling & Recreation Club Members of the Club shall be persons who:

- (a) have attained the age of eighteen (18) years; and
- (b) were full members (as defined in the Registered Clubs Act) of the Orb Bowling & Recreation Club Limited;
- (c) are duly admitted to membership as Orb Bowling & Recreation Club Members in accordance with Rule 12A of this Constitution.

7.5 For the purposes of the various qualification periods referred to in this Constitution (including Rules 8.1 and 25.3) membership of the Orb Bowling & Recreation Club Limited shall be deemed to be membership of the Club. Port Kembla Leagues' Club Members

7.6 Port Kembla Leagues' Club Members of the Club shall be persons who:

- (a) have attained the age of eighteen (18) years; and
- (b) were full members (as defined in the Registered Clubs Act) of the Port Kembla Leagues' Club Limited;
- (c) are duly admitted to membership as Port Kembla Leagues' Club Members in accordance with Rule 12A of this Constitution.

7.7 For the purposes of the various qualification periods referred to in this Constitution (including Rules 8.1 and 25.3) membership of the Port Kembla Leagues' Club Limited shall be deemed to be membership of the Club.

8 \* Ordinary Resolutions requires the support of 50% of the members present and entitled to vote.

\*\* Special Resolutions requires the support of 75% of the members present and entitled to vote.

- Inserting the following new Rules 9.1 to 9.4:

#### **9. TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

9.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.

9.2 Any application for transfer of membership pursuant to Rule 9.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.

9.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.

9.4 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 9.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

- Deleting existing Rule 13.2 and inserting the following new Rule 13.2:

13.2 Subject to this constitution, the ordinary members present at general meetings of the Club shall have a right to vote.

- Deleting from existing Rule 19.5, the words "or 100" and inserting instead the word "the".

- Deleting existing Rules 21.2 to 21.8 and inserting instead the following new Rules 21.2 to 21.8:

21.2 Directors shall be elected annually in accordance with this Constitution and shall be elected and hold office for three years in accordance with schedule 4 of the Registered Clubs Act 1976 at an election at which members entitled to vote consist only of such number of full members of the Club as comprising not less than twenty-five (25) percent of the full members of the Club.

21.3 Subject to Rule 29.1, the Board shall:

(a) from the 2019 Annual General Meeting of the Club until the first casual vacancy occurring on the Board, nine

(9) Directors being a President, a Vice President, a Treasurer and six (6) other directors comprising:

(i) a minimum of five (5) Directors who must be Life Members or Rugby League Members; and

(ii) a maximum of four (4) Directors being either Life Members or from any class of Ordinary Membership (except Junior Members).

(b) from the date of the first casual vacancy occurring on the Board and until the second casual vacancy occurring on the Board, eight (8) Directors comprising a President, a Vice President, a Treasurer and five (5) other directors comprising:

(i) a minimum of five (5) Directors who must be Life Members or Rugby League Members; and

(ii) a maximum of three (3) Directors being either Life Members or from any class of Ordinary Membership (except Junior Members).

(c) from the date of the second casual vacancy occurring on the Board and thereafter, seven (7) Directors comprising a President, Vice President, a Treasurer and four (4) other directors comprising:

(i) a minimum of four (4) Directors who must be Life Members or Rugby League Members; and

(ii) a maximum of three (3) Directors being Life Members or from any class of Ordinary Membership (except Junior Members).

21.4 For the purpose of Rule 21.3, where an election of directors by ballot is required, the ballot shall be determined on a first past the post basis.

21.5 No member of the Club who is also an employee of the Club shall be eligible to be a member of or be elected to the Board of Directors.

21.6 The Board of Directors as constituted shall meet together for the dispatch of the business and affairs of the Club once in every month provided the first meeting of the Board of Directors shall be held as soon as practicable after the annual general meeting and at the first meeting of the Board of Directors the Board shall, subject to Rule 27.1(b), appoint a Director to the office of:-

(i) President.

(ii) Vice President.

(iii) Treasurer.

of the Club to hold office for a term of 12 months until the conclusion of the next Annual General Meeting.

# 2019 AGM MINUTES

## MINUTES OF THE ANNUAL GENERAL MEETING HELD MONDAY 28TH OCTOBER 2019 AT 7PM

21.7 To be eligible for appointment to an office referred to in Rule 21.6, a Director must be a Life Member or Rugby League Member.

21.8 Minutes of all meetings of the Board of Directors shall be kept in a book to be provided for that purpose and the minutes of each meeting shall state the persons present at the Board of Directors meeting and the business of the meeting in the same order as the order of business discussed.

21.9 At any meeting of the Board of Directors a majority of Directors shall constitute a quorum.

- **Deleting exiting Rules 22.1.1 and 22.1.2**

### 22. DISCLOSURE OF INTERESTS OF MEMBERS OF THE BOARD OF DIRECTORS

22.1 Any director who has:

- (a) a material personal interest in a matter that relates to the affairs of the Club;
- (b) any personal or financial interest in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest in a hotel situated within 40 kilometres of the Club's premises; or
- (d) received any gift valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, from an affiliated body of the Club or from a person or body that has entered into a contract with the Club, must, within 21 days after the relevant facts have come to the director's knowledge and in accordance with clause 8 of the Code:
- (e) disclose the relevant facts to the Secretary of the Club;
- (f) declare the relevant facts and nature of the interest at a meeting of the Board; and
- (g) in respect of any facts or interest referred to in Rule 22.1(a) and (b) comply with Rule 22.3.

22.2 A director must, if required by the Secretary of the Club, submit a written return in each year to the Club declaring any of the matters referred to in Rule 22.1.

### PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

22.3 Subject to Section 195 of the Corporations 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.

- Deleting existing Rule 24.1 and inserting the following new Rules 25.1 and 25.2:

24.1 A member who is:

- (a) under the age of eighteen (18) years;
- (b) an employee;
- (c) currently under suspension pursuant to Rules 35; or
- (d) not a financial member, shall not be eligible to stand for or be elected or appointed to the Board.

24.2 A member is ineligible to be nominated for or be elected or appointed to the Board if that member:

- (a) has not been a member of the Club continuously for two successive years as at the date that the Club member is nominated for election or at the date of being appointed to the Board.
- (b) is a director of any other company holding a Club Licence under the Liquor Act 2007 and operating premises within a radius of 30 kilometres of the premises of the Club.
- (c) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and at the date of nomination or election the charge has not been determined by the Board or the Board's duly constituted disciplinary committee.
- (d) has been found guilty of any charge and either:
  - (i) expelled; or
  - (ii) suspended for a period in excess of three (3) months, from the Club within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting.
- (e) has within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting been convicted of any offence:
  - (i) connected with the promotion, formation or management of any company, co-operative, partnership or business;
  - (ii) involving fraud or dishonesty and carrying a penalty of three (3) or more months imprisonment; or
  - (iii) in relation to the acquisition of shares.
- (f) is an undischarged bankrupt.

(g) was an employee of any club that amalgamated with or taken over by the Club, within the period of ten (10) years prior to nomination, election or appointment to the Board.

(h) has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club or any other training as prescribed by a resolution of the Board.

(i) has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect.

(j) has, at any time, had imposed upon him or her:

(i) a loading on the usual premium; or

(ii) a higher than usual excess;

as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar.

- Inserting the following new Rule 30:

### **30. APPOINTMENT OF DIRECTORS BY THE BOARD**

30.1 In accordance with section 30(1) (b1) of the Registered Clubs Act, the Board may, under this Rule 30 appoint up to two (2) persons as members of the Board as would bring the number of directors of the Board to any number less than or equal to nine (9).

30.2 A person appointed under Rule 30.1:

(a) may only be appointed for a term of no more than three (3) years, and

(b) must be a Life member or financial Full member of the Club at the time of, and for the duration of, his or her appointment, and

(c) is not eligible for re-appointment under Rule 30.1, including re-appointment after the end of that term.

30.3 Within 21 days of an appointment being made under Rule 30.1, a notice must be clearly displayed on a Club Notice Board and on the club's website (if any) that states:

- (a) the reasons for the person's appointment, and
- (b) the person's relevant skills and qualifications, and
- (c) any payments to be made to the person in connection with his or her appointment.

30.4 An appointment made under Rule 30.1 is not an appointment to a casual vacancy made for the purposes of Rule 24.

30.5 If the Board elects to make an appointment under Rule 30.1, the appointment must comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation 2015.

- Inserting the following new Rule 44:

### **44. AMENDMENT TO CONSTITUTION**

44.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club.

44.2 Life Members and financial Rugby League Members shall be the only members entitled to vote on a Special Resolution proposing the deletion or amendment of this Rule 44.2 or Rules 6, 7, 22 and 25 except in the case of a Special Resolution to adopt a new Constitution provided the restrictions contained in this Rule 44.2 and Rules 6, 7, 22 and 25 are maintained in the new Constitution.

44.3 Subject to Rule 44.2, Life members and financial Full Members shall be eligible to vote on any Special Resolution to amend this Constitution.

44.4 For the purposes of section 246B of the Corporations Act, and in addition to Rule 5.6, it is agreed that the procedure for carrying or cancelling the rights of members in any class of membership shall be by special resolution passed at a General Meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.

- Inserting into existing Rule 44 the following new definition of "Code":  
"Code" means the Registered Clubs Accountability Code comprised of Schedule 2 of the Registered Clubs Regulation 2015. Any reference to a provision of the Registered Clubs Accountability Code includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Accountability Code however that provision may be amended in that legislation.
- By making such other consequential amendments necessary to give effect to the above this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.



# 2019 AGM MINUTES

## MINUTES OF THE ANNUAL GENERAL MEETING HELD MONDAY 28TH OCTOBER 2019 AT 7PM

### EXPLANATORY NOTE REGARDING THE SPECIAL RESOLUTION

The Board of the Club instructed Eastern Commercial Lawyers to review the Club's current Constitution having regard to the significant changes to the law over recent years. Eastern Commercial Lawyers is a law firm specialising in licensed club law. Eastern Commercial Lawyers reviewed the current Constitution and recommended a significant number of amendments in order to clarify the membership classes and rights and reflect the requirements of the Corporations Act 2001, Registered Clubs Act 1976, Gaming Machines Act 2001 and the Liquor Act 2007 and industry best practice and standards.

Eastern Commercial Lawyers recommended certain amendments to the Constitution and the amendments proposed in the Special Resolution are intended to reflect the law and provisions generally regarded as industry best practice. In particular, members should be aware that the Special Resolution also creates a new class of membership and amends the rights of existing members. Existing ordinary members of the Club will become Club members but will be eligible to transfer to other classes of the membership subject to meeting the qualifications for each class of membership.

Please note: Members may notice that the order of Rule numbering in the proposed Special Resolution may not correspond with Rules in the amended Constitution. This is due to the addition of new Rules (Rules that do not exist in the current Constitution). Where the proposed Special Resolution refers to an "existing Rule" that is a reference to an existing Rule number. Where the Special Resolution simply refers to the addition of a "new Rule" that is a reference to the new Rule number attributable to that Rule should the Special Resolution be adopted. In order to address any anomaly in Rule numbering and cross referencing, the final part of the Special Resolution permits amendment to address such issues.

This Explanatory Message to Members is not to be taken in any way as affecting the wording of the proposed amendments to the Constitution, but is provided to inform members of what is proposed and to draw attention to the reasons behind the proposed amendments.

### NOTES TO MEMBERS

1. All Life members and financial Ordinary members (except employees of the Club) are entitled to vote on the Special Resolution.
2. To be passed, the Special Resolution must receive votes in favour from not less than three-quarters (75%) of those members who being eligible to do so, vote in person at the meeting.
3. As a result of the Special Resolution provisions of the Corporations Act 2001, the Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
4. A copy of the current Constitution, which shows the provisions proposed to be amended by the Special Resolution, is available on request at the Club's office.
5. Please direct any question or concerns about the Special Resolution to the Chief Executive Officer of the Club, if possible before the meeting.
6. Members of the Club, who are employees of the Club, cannot vote on any of the resolutions.
7. Proxy Votes are not allowed under the Registered Clubs Act 1972.
8. The Board commends the Special Resolution to the members.

### RESOLVED

### GENERAL DISCUSSION

#### VENDEL HROTKO MEMBER NO. 33002

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Enquired as to why Port Kembla did not have a salad bar like the city club.

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Enquired why Port Kembla did not operate the major draws as a standalone entity.

#### SILVIA BRODIE MEMBER NO. 8772

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Asked would it be possible to use "smart money" to top up loyalty points to pay accounts.

#### PHILIP HINE MEMBER NO. 2279

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Asked what the plan for the Gasweld site was.

*There being no further business the meeting closed at 7.17pm*