# AGM MINUTES

## ANNUAL GENERAL MEETING

### HELD MONDAY 27TH OCTOBER 2025, 6.30PM

**PRESENT**
Bruce Prior (Chairman), and 95 Members as per the attendance register.

**IN ATTENDANCE**
Mr. Michael Wilkins Company Secretary and CEO.

**APOLOGIES**
Adam Bird Auditor KPMG.

## MINUTES -

**RESOLVED**

The Minutes of the 2024 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 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. Lee Floro and Mr. Andrew Bray 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 2026 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 2026 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

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

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

(a) inserting after Rule 1 the following new Rule 1A:

1A. PRELIMINARY

1A.1 The Company is a company limited by guarantee established for the purposes set out in this Constitution.

1A.2 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

1A.3 The Constitution and By-laws of the Club have effect as a contract between:

(a) the Club and each member; and
(b) the Club and each director;
(c) each member and each other member, under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.

1A.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

(b) deleting Rule 10.1(a) and (b) and inserting instead the following new Rule 10.1(a) and (b):

(a) being a member of any Club having aims and objects similar to those aims and objects set out in this Constitution; or

(b) whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time by the Board by By-law pursuant to this Constitution,

(c) deleting the words:

"these Articles" and inserting the words "this Constitution";

"by-laws" and inserting the words "By-laws"; and

"Corporations Law" and inserting the words "Corporations Act",

wherever appearing in the Constitution.

(d) inserting the following new Rules 15.5 to 15.7 and renumber the remainder of the Rule accordingly:

15.5 Under the AML/CTF Act the Club:

(a) is a reporting entity;
(b) provides a designated service to its members and patrons;
(c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and
(d) may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.

15.6 In Rule 15.5 "enhanced due diligence" means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.

15.7 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:
(a) its obligations under the AML/CTF Act; and
(b) any Liquor or Gaming Policy,

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 36 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.inserting the following new Rule 24.3:

24.3 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with this Rule 24.1:

(a) the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and

(b) the Board may remove or have removed, the director from any Board meeting while the matter is being considered.

(e) inserting after Rule 36.1 the following new Rule 36.1A:

36.1A Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.

(f) inserting the following new Rules 41.2 and 41.3:

41.2 Without limiting the generality of Rule 41.1 the Board may regulate:
(a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
(b) the operations of the Club;
(c) the control and use of the Club's premises;
(d) the control and management of competitions;
(e) the conduct of members and guests of members;
(f) the playing and social privileges of each category of membership;
(g) the conduct of members in relation to Club employees;
(h) the use of social media and other forms of electronic communication relating to the Club by members and guests of members;
(i) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

41.3 Any By-law made under Rule 41.1 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

(g) inserting in Rule 45.1 the following new definitions in alphabetical order:

"AML/CTF Act" means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.

(i) making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

**RESOLVED**

## GENERAL DISCUSSION

#41024 R. Knowles

- Enquired as to the status and timing of the Church Street DA. The CEO explained the difficulties the developer was having with the DA in council and going to the Land and Environment Court, the unknown outcome slowing the process with no set time to close the premises, but still trading at a significant loss.

#2279 P. Hine

- Enquired as to the plan for the Gasweld site. The CEO explained that in line with the newly acquired Jemena site and all car parks being relocated in a multideck on the Smith Street side of the club, the Gasweld site will likely be sold for development into units.

#9590 T. Woudsma

- Questioned the Figtree trading hours and when the premises could be expected to be open. The CEO explained that Figtree was now on summer trading hours of Wednesday to Sunday and given the historically poor trade on Monday and Tuesday the premises will not be opening on those days.

There being no further business the meeting closed at 6.49pm