

**MINUTES OF THE MEETING OF THE
ANNUAL GENERAL MEETING OF
TOMAKIN SPORTS AND SOCIAL CLUB LIMITED
HELD IN THE CLUBHOUSE ON SUNDAY 26th NOVEMBER 2023**

Present

Terry Montgomerie	President (Chairman)
Kay Francis	Vice Preident
Neville Arousseau	Treasurer
David Snedden	Director
Barrie Stone	Director
John Ireland	Director
Kim Bingley	Director

And a further 80 financial members (as per the register - copy on file)

Also Present

Stephen Milgate	Company Auditor
Shane Cairney	Chief Executive Officer

1. OPENING

The Chairman welcomed all members and the Club Auditor, Mr Stephen Milgate to the 45th Annual General Meeting of Tomakin Sports & Social Club Limited.

The Chairman noted that there were 80 members in attendance and that this exceeded the quorum requirement and, as such, opened the meeting at 9.10am.

The Chairman noted that there were staff members in attendance but they had no direct role or voting rights in the meeting.

2. APOLOGIES

Brett Megee Barry Murray Megan Kelly Daphne Stone

MOTION

That apologies be accepted as presented, moved Di Montgomerie, seconded Tony Robinson.

All in favour, carried

3. PROCEDURAL MATTERS

The Chairman noted the following procedural requirements for the meeting:

Any member wishing to speak for or against a Motion should stand and, when acknowledged by the Chair, clearly state their name and membership number for the record.

The proposer will be given first opportunity to speak for the Motion. Any member from the floor wishing to speak in support of the Motion will be asked to do so. An opportunity will then be given to those who wish to speak against the Motion. The Proposer will reserve the right of reply.

All **Ordinary Resolutions** may be passed by a simple majority of votes from those members who are present and eligible to vote.

4. APPROVAL OF THE PREVIOUS MINUTES

The minutes of 46th Annual General Meeting held on 30th October 2022 were tabled.

MOTION

That the minutes of the 46th Annual General Meeting be accepted as presented, moved Mary Handley, seconded Tony Robinson.

All in favour, carried

5. RECEIVE AND CONSIDER REPORTS

The Chairman asked members to turn to the reports from the President, CEO, Treasurer and Internal Club Presidents as they appear in the Annual Report and asked that they be accepted as read.

MOTION

That the reports of the President, Chief Executive Officer, Treasurer and Internal Club Presidents be accepted as read, moved Alan Barber, seconded Di Montgomerie.

All in favour, carried

6. FINANCIAL REPORT & DIRECTOR'S REPORT

The Chairman noted that the Club Auditor, Mr Stephen Milgate, was present and would now make a few comments on the financial position of the Club and take any questions from the floor relating to the Audit process.

Mr Milgate commented that:

- Audit was carried out in accordance with the corporations Act and Australian Audit Standards
- We have issued an unmodified and unqualified audit opinion
- The deficit for the year was \$1,318,799 (2022: deficit \$610,498)

The more significant impacts to the current year result included:

- Increase in gaming machine income \$650k
- Increase in bar sales \$464k
- increase in catering income \$696k
- Increase in employee benefits expense \$1.1m

- Increase in finance costs of \$178k
- Increase in gaming expenses \$170k
- Increase in cost of sales \$496k

The main movements in the balance sheet this year were:

- Cash and cash equivalents decreased by \$403k
- Right of use assets increased by \$141k
- Increase in borrowings by \$1.06m
- Increase in lease liabilities of \$88k

The Chairman thanked Mr Milgate for his comments and asked if there were any questions from the floor relating to the Audit process or financial results.

Bob Alexander:

Asked Mr Milgate for clarification of note 2L in the financial statements re going concern. **Mr Milgate** explained that there are certain factors expressed in 2L which indicate that if for example the board is unable to renegotiate their loan agreement or decrease costs then it may be difficult to continue to operate as a going concern.

Mr Cairney:

Noted that a question had been received prior to the meeting from member Steve Hogan as follows:

“Please provide in laymans terms, answers to the following as I am very concerned with the clubs situation”

- (a) How much did the alteration cost?*
- (b) How much are the monthly repayments?*
- (c) All going well how long will it take for repayment?*
- (d) Is the club in financial trouble?*

Mr Cairney answered providing the cost of the project, the total loan amount as it was public knowledge and freely available in the financials. He noted that at the current time there is no definite time frame for repayment due to trade and economic situation. With regards to explaining in laymans terms whether the club is in financial trouble. Mr Cairney responded that members should direct their attention to note 2L in the financial report which gives a concise appraisal of the exact financial position of the club at this time. Mr Cairney also noted that the monthly repayments figure was commercial in confidence and would not be disclosed in a public forum such as this.

Members attention was drawn to significant contributing factors affecting profitability in the current climate and stated that member support would be critical in getting through these times. Contributing factors noted were:

- (i) Insurance increase from around \$60k 3yrs ago to \$217k today
- (ii) Skills shortage industry wide impacting availability and affordability of skilled staff particularly in catering
- (iii) Unforeseen interest rate increases over the past 12mths impacting our cost of finance

- (iv) Inflationary pressures and cost of living pressure which not only effects the clubs costs but also the discretionary spend of our patrons.

MOTION

That the Income Statement, Notes to the Financial Reports, Statement of Cash Flows, Director's Report, Director's Declaration and Independent Audit Report be accepted as presented, moved Bob Alexander, seconded Jacqui Snedden.

All in favour, carried

Matters Arising:

Daphne Cole:

Asked what is the club's plan to get back on track and bring people back?

Mr Cairney:

Explained that the club can no longer aim to be the cheapest venue in the market. The plan is to provide value and great service at market rates to ensure business sustainability.

Mr Montgomerie:

Gave a brief outline of the recent catering operation review carried out by Matt Dagg of the CMAA and some of the positive changes being introduced in catering to win customers back and increase operating efficiencies.

7. ORDINARY RESOLUTIONS

The Chairman noted the following procedural information:

1. To be passed the Ordinary Resolution must receive votes from a simple majority of those members who being eligible to do so, vote in person on the Resolution at the meeting.
2. Only Life members and financial Voting Members shall be eligible to vote on the Resolution.

The Chairman asked that the meeting consider the following Ordinary Resolutions:

ORDINARY RESOLUTIONS:

- (a) That pursuant to Section 10 (6A) (b) of the *Registered Clubs Act 1976*, the members hereby approve a sum not exceeding \$40,000 and agree to, the members of the Board and other persons, during the period preceding the 2022 Annual General Meeting, receive the following benefits and the members further acknowledge that the benefits outlined in sub-paragraphs (i) to (viii) are not available to members generally, but only to those members who are elected Directors of the Club.
 - (i) The reasonable costs of meals 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 Directors' meeting 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 costs for Directors attending the Registered Clubs' Association or Club Managers' Association conferences and meetings;
- (iv) The reasonable costs 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 costs of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and method of operation of these premises provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- (vi) The provision of blazers and associated apparel for the use of Club Directors when representing the Club;
- (vii) The provision of a car parking space for the President, Vice President and Treasurer of the Club;
- (viii) The reasonable costs of Directors and their spouses attending an annual dinner and other industry functions where appropriate and required to represent the Club.

Robert Ford:

Spoke in favour of the motion but asked can any possible savings on the \$40,000 be made?

Mr Montgomerie:

Responded by informing members that Directors this year had decided thus far to forego honorariums and not to take advantage of their director complimentary accounts or meals after meetings in order to assist in curbing some of the clubs expenses. He assured members that the \$40,000 allowance was used for its intended purpose and that it was unlikely the full allowed amount would in fact be used.

MOTION

That the Ordinary Resolution (a) be adopted as presented, moved Robert Ford, seconded Di Montgomerie.

All in favour, carried.

- (b) Ordinary Resolution (b) relates to benefits that are extended to a group of members, but not all. Specifically, this relates to the Seniors Night, where persons that hold a Seniors' Card are entitled to a 25% discount off the normal menu price.

MOTION

That the Ordinary Resolution (b) be adopted as presented, moved Peter Crowe, seconded Tony Robinson.

All in favour, carried

- (c) That pursuant to the Registered Clubs Act the Members hereby approve and agree to Members of the Board during the twelve (12) month period preceding the 2022 Annual General Meeting receiving the following benefits and the members further acknowledge that the benefits outlined in sub-paragraphs (i) to (iv) are not available to members generally:
- (i) Honorarium of \$8,000.00 to be payable for services provided to the Club in the capacity of Club President, payable by quarterly instalments in arrears.
 - (ii) Honorarium of \$3,000.00 to be payable for services provided to the Club in the capacity of Club Vice President, payable by quarterly instalments in arrears.
 - (iii) Honorarium of \$4,000.00 to be payable for services provided to the Club in the capacity of Club Treasurer, payable by quarterly instalments in arrears.
 - (iv) Honorarium of \$2,000.00 to be payable for services provided to the Club in their capacity of Director, payable by quarterly instalments in arrears.

MOTION

That the Ordinary Resolution (c) be adopted as presented, moved Robert Ford, seconded Tony Robinson.

All in favour, carried.

8. DECLARATION OF THE ELECTION RESULTS

The Chairman advised the meeting that this year was an election year and that then declared current board positions vacant and asked Mr Cairney to assume the role of Chairperson for the declaration of new election results and new Directors.

Mr. Cairney took the chair.

Mr Cairney advised that no ballot was required this year as only sufficient nominations to fill vacant positions were received. The new board was then declared elected unopposed for the meeting as follows.

President	Kay Francis
Vice President	Brett Megee
Directors	Neville Arousseau
	Barrie Stone
	Kim Bingley
	John Ireland
	David Snedden
	Karen James

Mr Cairney then relinquished the Chair to incoming President Kay Francis.

smoky it may have been that the extraction fans had inadvertently been forgotten to be switched on for the day.

Mrs Cole:

Also asked when notice of the AGM had been sent out.

Mr Cairney:

Advised notice had gone out on noticeboard and via email on 3 November 2023.

Stephen Hogan

Membership number

1880

Commented that he felt that every time he comes in there are new staff in the bar and some don't even look old enough to serve alcohol. Asked why can't we keep staff?

Mr Cairney:

Responded that the remark about staff not being old enough was ludicrous and would suggest the club is operating contra to regulations which is definitely not the case.

On the subject of staff turnover. It was noted this has increased but is being experienced similarly right throughout the hospitality industry and is not uncommon. Frontline hospitality workers tend to be people looking for a job to do around their studies or as a second income and as life circumstances change then the people move on.

Jacqueline Snedden

Membership number

7232

Commented that Mrs Francis had served on the board for many years now and asked what Mrs Francis' plan was to turn the club around. She added she feels there is never any new things happening when she comes to the club.

Mrs Francis:

Responded that she did not have a personal plan to promote in this forum beyond what had already been discussed by other speakers. She emphasised her role in working in conjunction with the board and management to introduce ideas to workshop together to implement any changes or new ideas.

Mrs Snedden:

Was not satisfied with this response and protested that she felt her question had not been sufficiently answered.

Mrs Francis:

Replied that she had answered the question to her best ability and did not have further to add to the response at this time. Suggested members watch this space as she and fellow directors along with management design plans and offerings going forward.

Mrs Snedden was still not satisfied at the response and attempted to continue interjecting and demanding further response. The Chair asserted there would be no further response at this time and asked Mrs Snedden to resume her seat.

Mrs Snedden refused to resume her seat and stated she will not stop and sit back down until she was satisfied she had received a proper response.

Mr Cairney reminded Mrs Snedden that the chair had given her a response and the chair had asked her to cease interjecting and resume her seat. Mrs Snedden was told if she continued to refuse to follow the direction of the chair she would be asked to leave the premises.

Mrs Snedden resumed her seat.

Maureen Devine **Membership number** **5753**

Asked why members were not informed that CEO Glen Rice had resigned and that Mr Cairney had been appointed CEO?

Mr Cairney:

Was asked by the chair to respond to this question. He replied that the board is elected to govern the club and to appoint management to run the club on a day by day basis.

Management then appoint staff. There was no requirement to consult members on this as it is a normal function of the governing body of the company.

Mark Minehan **Membership number** **3480**

- Suggested the club consider more frequent emails to let members know about all activities and special offers at the club. Noted.
- Made an unsubstantiated claim that he alleged he heard from an unnamed member of staff that the club does not want young people at the venue. This claim was noted.
- Commented that he eats before he comes to the club as he feels it is too expensive to eat here. Comment noted.
- Suggested reinstating a badge draw. Suggestion noted.

Anthony Robinson **Membership number** **3538**

Commented that he has been battling the board for a long time and feels the board are afraid to stand up to management.

Mrs Francis:

Responded that this was simply not the case and that the board oversees management – not the other way around. Further that board and management have a good working relationship and that ultimate responsibility for the direction and results of the club lies with the board.

Harold Bingley **Membership number** **62**

Commented that he was disappointed with the quality of workmanship carried out by contractors in the recent renovations felt the previous CEO had not acted sufficiently when these issues were raised with him by Mr Bingley.

Mr Bingley further commented that he agreed with the criticism made by Mr Robinson regarding directors being afraid of management. Comments noted no response required.

Mitchell Judd **Membership number** **8039**

Asked if the club has a strategic plan and if so is it published.

Mr Cairney:

Responded that there is a strategic plan however it is not published.

Robert Ford **Membership number** **2013**

Suggested the club get a larger, more prominent noticeboard. Suggestion noted.

David MacKenzie **Membership number** **8841**

- Suggested return of suggestion box. Noted.

- Commented on crowds leaving immediately after raffles. More music may keep them in venue. Noted.

Lynne Barber

Membership number

916

Noted she attended the club last weekend to watch an excellent musician and did not notice any of those people present at the meeting who are commenting that there should be more on for members at that performance.

Noted.

9. CLOSURE

With no further business, the Chairman thanked the members, Directors, CEO Shane Cairney, and Mr Milgate for their attendance and closed the meeting at 10:17am.



(Kay Francis)
PRESIDENT



(Shane Cairney)
SECRETARY