

**MINUTES OF THE 50TH ANNUAL GENERAL MEETING
OF MEMBERS OF THE
ST GEORGE MASONIC CLUB LIMITED**

Held: at Club premises
86 Roberts Avenue, Mortdale, NSW
on Sunday, 21 July 2019 at 10.00am

PRESENT: Directors: **Mr Paul Dawkins** (Chairman)
 Mr Matt Boland (Senior Vice President)
 Mr Reynir Potter (Junior Vice President)
 Mr John Brooks
 Mr Ken Tildsley
 Ms Rebecca Kearns
 Mr Paul Blair
 Ms Norma Alexander
 Mr Dave Thompson

**Chief Executive
Officer:** **Mr Paul O'Connor**

Auditor: **Mr Clayton Eveleigh** (BDO)

**Returning
Officer:** **Mr Dennis McCroary**

Members: 28 in total

APOLOGIES: Nil.

1. OPENING OF MEETING AND PRESIDENT'S WELCOME

Chairman: Good morning ladies and gentlemen. Welcome to the 50th AGM of the St George Masonic Club, which is a milestone in our Club. The AGM is officially opened at 10.03am.

Before we go too far, I would just like to welcome you all for coming and coming out on a fairly cool morning and giving up your time. I appreciate it.

Before we get underway, I would just like to go through the condolences. In the last year, I checked up and we lost 19 members of our masonic community down here, including obviously three very senior masons; one being Ian Manley, our previous president of four years. As we all know, he was some imposing character and I think he will missed by us all. Also passing away during the year, another president of four years, was Bruce McCann, a very passionate mason. And finally, David Smith, we also lost and as we all know, he did a lot of work, particularly with the Anzac Day memorial ceremony. So could we please stand for a minute's silence.

(A minute's silence).

Thank you, ladies and gentlemen. Before we get underway, I would just like to introduce the official table. On my right is Paul O'Connor, our CEO. On my left is Clayton Eveleigh of BDO. Clayton - I don't know if you realise – will later this year most probably be becoming our managing partner as Paul Cheeseman starts to work his way to semi-retirement. Dennis McCroary, our returning officer, is on the way. He shouldn't be too far away.

First of all, I would like to acknowledge the support of my Board and particularly my Executive, Matt Boland and Reynir Potter. The whole Board has worked very hard this year. We've had a lot of additional meetings. We've looked at cost cutting, budgetary processes and other ways to streamline the workings of the Club. They've put in a huge effort and I really appreciate it.

On top of that – I'm not sure if you are aware – but the Board also took upon the painting of the auditorium. We were involved in doing work on the ceiling mats, changing them and removing all the damaged ones. We had good support from the Oatley Rugby boys and Forest Rangers and then we completed the painting of the auditorium and as you can see, it is looking a lot better than it was with the new wall lighting and it has been a big saving for the Club. So thank you to my Board; I appreciate all your effort.

To Paul O'Connor and his team, I would also like to thank them for their hard work. It hasn't been an easy environment both in club land and the economy in general and obviously it is showing in some of our figures. The staff have had to make sacrifices and I thank them for that. I would particularly like to thank Kerry Mather for filling in for Paul while he was off with his dickie knee. She did a great job and was running two jobs there for just over three months. So thank you, Kerry, for your effort, and Paul and your team.

2. CONFIRMATION OF MINUTES OF 49TH ANNUAL GENERAL MEETING

Chairman: First of all we need confirmation of the previous AGM, the minutes of the previous AGM. Can I have a proposer, please, and a badge number?

MOTION that the Minutes of the 49th Annual General Meeting be accepted:

Moved: Mr Matt Boland (1586)

Seconded: Ms Norma Alexander (4354)

MOTION CARRIED

3. BUSINESS ARISING FROM THE PREVIOUS MINUTES

Chairman: Is there any business arising from those minutes? No? Thank you, ladies and gentlemen.

4. RECEIPT OF THE ANNUAL FINANCIAL REPORT

Chairman: We will now call upon the receipt of the annual financial reports being the Director's Report, Balance Sheet, Profit and Loss Statement and Auditor's Report. Thank you, Clayton. If we can have your attention.

Mr Eveleigh: Thank you, Mr President. If I can just run through the highlights of the financial report for you. If you turn to page 10, it covers the Statement of Profit and Loss and Other Comprehensive Income for the year ended 31 March 2019. As you can see, revenue has increased by approximately \$250,000, mainly in relation to the profit on disposal of assets, which is shown in other income, with the sale of goods revenue increasing by \$60,000, offset by a reduction in rendering of services revenue, which mainly relates to poker machine takings of approximately \$100,000.

Expenses have decreased by approximately \$380,000 for the year, with the largest increase being the reduction in employee benefit expenses of approximately \$150,000, offset as well by reductions in most categories, as you can see there, other than depreciation, which increased following renovations in previous years, leaving a profit before tax of \$138,265, against \$416,000 after tax lost in the previous financial period.

On the following page, it shows the Statement of Financial Position as at 31 March 2019. The total current assets have increased by \$260,000 to \$866,000 and predominately relate to an increase in cash of approximately \$300,000.

Non-current assets have reduced mainly in relation to the depreciation against property, plant and equipment, with no other changes in non-current assets. So total assets is reduced by \$50,000 to \$8,353,000 against 8.405 million in the previous financial period.

Current liabilities has increased by approximately \$2,000,000 and this predominately relates to the reclassification of the financial liabilities or the loan borrowings from the bank to current and this is in relation to a breach of the covenant which was attached to the loan facility, which have been rectified subsequent to year end by receiving a waiver letter from the bank confirming that they won't act on the breach, which is disclosed further in the accounts under the going concern note. So subsequent to year end, that loan will be reclassified back to non-current, so it doesn't create any current asset deficiency issues.

Total non-current liabilities has remained relatively similar to the previous year other than the reclassification. So net assets have increased for the year from 5.006 million last year to 5.144 million at the end of the financial period.

The final page I will take you through is page 13, which is the Statement of Cash Flows for the year ending 31 March 2019, showing a net cash inflow from operating activities of \$649,000, an increase of approximately \$200,000 from the previous financial period.

Net cash outflows from investing activities was \$87,000 and in the previous year, there was a large outflow relating to the renovations of \$1.6 million. Net cash outflows from financing activities was \$263,000 to give a net increase in cash of \$298,000, leaving \$78,000 at the end of the financial period.

I don't propose to go through anything else in relation to the accounts. As you will see, there is an unqualified audit report included in the financial report. So that's the summary of the accounts.

Chairman: Thank you, Clayton. Paul, have we had any written notices in regard to the financial accounts?

Mr O'Connor: No, Mr President. No, nothing in writing, questions.

Chairman: Are there any questions from the floor in regard to the accounts? Okay, thank you. Can I have a motion, please, that the accounts be accepted?

MOTION that the Annual Financial Report be accepted:

Moved: Ms Rebecca Kearns (3359)

Seconded: Mr Ken Tildsley (9293)

MOTION CARRIED

5. VOTING FOR THE BOARD OF DIRECTORS AND ITS EXECUTIVE

Chairman: The next order of business is the declaration of the results of the ballot of directors. Dennis still hasn't arrived, so I will get Paul to provide the ballot results.

Mr O'Connor: Dennis was in a fun run this morning. He did text to say he was on his way, but he still isn't here so I will declare the declaration of the results. There were three directors that had to be elected for three years. The results were Paul Blair, 67 votes, Allan Cooper, 81 votes, Reynir Potter, 97 and Matt Boland, 94. That means Allan, Reynir and Matt got elected for a three year term. Congratulations to those gents.

We also had a vacancy for the election of one director for one year. There were three that contested that, but two of them were eliminated because they got a three year term, so Mr Paul Blair was the last man standing. So congratulations Paul on a one year term.

Thank you, Mr President.

Chairman: At this point of time we usually go downstairs and vote for the new executive for the year, but we will see if Dennis turns up. We might delay that a little bit longer.

Before moving from that, I would just like congratulate Allan Cooper on being elected and I look forward to working with him in the next three years and I'm sure he will have plenty of input.

Dave Thompson, who is now standing down, was filling the casual vacancy of Ian Manley. I would like to thank Dave for the huge effort he put in in the short time he was on the Board. He certainly challenged the way we thought as a Board and his input was greatly appreciated. So thank you, Dave.

6. ORDINARY RESOLUTIONS OF THE BOARD OF DIRECTORS

Chairman: Next in the order of business is dealing with the ordinary resolutions and special resolutions. In your notice of the AGM, you have seven resolutions there and those who come every year know that they are repeated. So what we normally do in the situation is put them all together, the whole 1 to 7 and deal with them as one rather than go through them individually. So can I have a motion please that we do this?

MOTION that the seven Ordinary Resolutions be moved together:

Moved: Mr Matt Boland (1586)

Seconded: Ms Rebecca Kearns (3359)

MOTION CARRIED

Chairman: Can I have a motion now to accept the resolutions?

The seven ordinary resolutions to be moved and seconded in the one motion being as follows:

First Resolution:

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve expenditure by the Club in a sum not exceeding \$120,000 over the following twelve months for the following expenses subject to approval by the Board of Directors.
- Expenses involved in sponsorship of Intra-Clubs, Annual Picnic Expenses or other persons acknowledging services deemed by the Directors to be of benefit to the Club.
 - Sponsorship of Sporting Events and Sports Persons deemed by the Directors to be of benefit to the Club and/or Community.
 - Reasonable expenses incurred by Directors in travelling by either public or private transport, to and from Directors or other duly constituted Committee Meeting, either within the Club or elsewhere - as approved by the Board, on production of documentary evidence of such expenditure, and costs associated with Directors use of Club Motor Vehicle.
 - The cost of meal and beverage to each Director at a reasonable time before or after a Board or Committee Meeting, on the day of the Meeting.
 - Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.

- (b) The members acknowledge that the benefits in Paragraph (a) above are not available to members generally, but for those who are Directors of the Club and those Members directly involved in the above activities.

Second Resolution:

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve expenditure by the Club in a sum not exceeding \$40,000 for the professional development and education of Directors over the following twelve months, including:
- The reasonable cost of Directors attending at the ClubsNSW Annual General Meeting.
 - The reasonable cost of Directors attending Meetings of other Associations of which the Club is a member.
 - The reasonable cost of Directors attending Seminars, Lectures, Trade Displays, organised Study Tours, Fact-finding Tours and other similar events as may be determined by the Board from time to time.
 - The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.
 - Attendance at functions with spouses where appropriate and required to represent the Club.
- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to members generally, but only for those who are Directors of the Club.

Third Resolution:

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve and agree to the expenditure by the Club on a President's Night in order to give thanks to various members of the Club who have assisted the Club, including:
- Voluntary Helpers.
 - Representatives from the Club's sporting sections.
 - Representatives from other Masonic Clubs.
 - Directors and their spouses.
 - Managers and such other members of staff and their spouses as determined by the Board.
 - Community dignitaries as determined by the Board.
- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to members generally, but only to those members who are invited to attend the President's Night.

Fourth Resolution:

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve and agree to the provision of a Christmas Luncheon for Directors and their spouses.

- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to members generally, but only to those who are Directors of the Club and their spouses.

Fifth Resolution:

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve and agree to the provision of reasonable free drinks for members of the Club who perform voluntary work for the Club on completion of the particular work each day.
- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to members generally, but only to those who are voluntary workers of the Club.

Sixth Resolution:

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve and agree to the provision of designated car parking space for each of the Directors of the Club.
- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to members generally, but only to those who are Directors of the Club and their spouses.

Seventh Resolution:

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve and agree to the expenditure by the Club, the reasonable cost of a meal and beverage for the Returning Officer and his Assistants on the days of voting when voting corresponds with a normal time.
- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to members generally, but only to the Returning Officer and his Assistants.

Moved: Mr Ken Tildsley (9293)

Seconded: Ms Norma Alexander (4354)

CARRIED

Chairman: So the resolutions are accepted. Thank you.

7. GENERAL BUSINESS

Chairman: Our last item is general business. I have received no written questions in regard to general business. Are there any questions from the floor? Okay, no questions from the floor.

VOTING FOR THE EXECUTIVE

Chairman: Dennis is now here so we will just adjourn downstairs and do the voting for the executive. So you're welcome to a cup of tea, ladies and gentlemen.

(Directors retired to the Boardroom.)

(Directors return to the meeting.)

Chairman: Okay, we now have the vote for the executive so I will hand it over to Dennis to give you the decision.

Mr McCroary: Thank you, Paul, ladies and gentlemen, members. For the executive positions for St George Masonic Club Limited, Paul Dawkins has been elected as your President, Matt Boland has been elected as Senior Vice President and Reynir Potter has been elected as Junior Vice President.

May I just congratulate the executive and the directors who have elected for the Club for the ensuring year and three years. Thank you.

Chairman: Thank you, Dennis.

GENERAL BUSINESS CONTINUED

Back to general business before I close the meeting: are there any questions? Okay. Thank you, ladies and gentlemen, I will close the AGM at 10.28am.

As you know, we have refreshments outside afterwards, which you're most welcome to stay for. Thank you once again for coming.

ANNUAL GENERAL MEETING CLOSED: 10.28am
