

**MINUTES OF THE 51ST ANNUAL GENERAL MEETING
OF MEMBERS OF THE
ST GEORGE MASONIC CLUB LIMITED**

Held: at Club premises
86 Roberts Avenue, Mortdale NSW 2223
on Sunday, 30 August 2020 at 10.00am

PRESENT: Directors: **Mr Matt Boland** (Chairman)
 Mr Reynir Potter (Junior Vice President)
 Mr John Brooks
 Mr Ken Tildsley
 Mr Paul Blair
 Ms Norma Alexander
 Mr Allan Cooper

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

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

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

Members: 25 in total

APOLOGIES: **Mr Paul Dawkins** (President)
 Ms Rebecca Kearns

1. OPENING OF MEETING AND CHAIRMAN'S WELCOME

Chairman: Thank you very much everybody for turning up here today under these difficult circumstances; it's much appreciated. And without further ado, I would like to declare that the 51st Annual General Meeting of the St George Masonic Club is open at 10.15am. Thank you, ladies and gentlemen.

For those who are unaware, Paul Dawkins, our President of course, is unable to be here today because of, well, what is euphemistically called a male procedure. He will be out of action for a couple of weeks. Everything went well, but on behalf of everybody here, I would like to wish Paul well, and hope we can get on with proceedings without too much trouble.

The first thing I would like to address is obviously this is our Annual General Meeting and we are going to go through all of the procedures, of course, that we have to.

I would like to welcome a few people here on our official table. On my right is our CEO, Paul O'Connor; on my left is Clayton Everleigh from BDO, who

prepared our financial reports, and you will hear a little bit more from Clayton later on today; and Dennis McCroary is our returning officer, of course.

One thing I should mention is the big impact we had over the previous year and ongoing this year, which is the COVID epidemic, of course, and you are all aware of what has been going on with that one and of course, the impact on all clubs across the place.

I would like to bring to your attention and express our thanks to the untiring efforts of Paul O'Connor and Kerrie Mathers in putting in place all the procedures that we have in this Club and I am sure you have all gone through them and experienced them. A brilliant effort in the work that they have done in doing that, as well as putting in place all of the other matters that have been introduced by the Government and other authorities to help us out through the period. The work that these guys have done to get this implemented, and setting the highest standard, I think is unsurpassed throughout the industry.

To Paul and his team, a big thank you for everything you have done on our behalf and especially in this current period and in particular the efforts you have done towards the welfare of our staff. It is good to see that most of them are all back here again and that is a reflection of the work that you and Kerrie have done towards this.

To the Board, President Paul Dawkins would like to thank us for our support, but on my behalf, a special thank you to Paul for the efforts he has done in assisting our Board to push things through throughout the year.

So once again, thank you everybody for being here today. I hope you find it interesting and worthwhile.

2. CONFIRMATION OF MINUTES OF 50TH ANNUAL GENERAL MEETING

Chairman: So without further ado, I shall move on to the second item on the Agenda which is the confirmation of the minutes of the 50th Annual General Meeting. You all have received copies of this, no doubt, and had a quick read of them, I hope, and may I have a member propose the motion that the Minutes of the 50th Annual General Meeting be accepted.

MOTION that the Minutes of the 50th Annual General Meeting be accepted:

Moved: Mr Ken Tildsley (9293)

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 very much.

4. RECEIPT OF THE ANNUAL FINANCIAL REPORT

Chairman: Next item on the Agenda, receipt of the Annual Financial Report and I shall ask Clayton here to present our Club's Directors' Report, Balance Sheet, Profit and Loss Statement and the Auditor's Report. Thank you, Clayton.

Mr Eveleigh: Thank you very much. I will just give you a high level run through of the annual report for the year.

If you have a copy in front of you, turn to page 10. It is the Statement of Profit and Loss and Other Comprehensive Income for the year ended 31 March 2020, which saw a reduction in total revenue of approximately \$900,000, spread across some reductions in rendering of services revenue, which is largely poker machine takings, sale of goods revenue, bar sales and catering sales and other income which was some accounting entries which reduced the total revenue to \$4.88 million of the year.

Total expenses were also reduced by approximately \$300,000 for the year, largely in relation to the poker machine loss and to the tax expenses and also other smaller movements, to give you a loss before tax of \$455,000 versus \$138,000 profit for the previous year. There was also a tax expense of \$147,000 which relates to accounting entries, not actually tax payable, to give you a total loss of \$603,000 for the year.

The following page is a Statement of Financial Position or balance sheet for the Club. The Total Current Assets increased from 2019 to 2020 by approximately \$40,000 mainly in relation to an increase in cash on hand at year end.

Property, plant and equipment also decreased by approximately \$500,000 mainly depreciation, offset by new editions, a reduction in deferred tax offsets of \$147,000 to give you current Total Non-Current Assets of \$6.7 million and your Total Assets of the year of \$7.68 million.

Total Current Liabilities has slightly increased by about \$30,000 for the year and as you will see, financial liabilities continue to be classified as current, but due to an accounting requirement, however, they are not due and payable in the next 12 months based on advice received from the Bank.

Non-Current Liabilities has also reduced by approximately \$100,000 mainly due to a reduction in lease liabilities.

So Net Assets for the Club are reduced from \$5.1 million to \$4.5 million for the year, which is representative of the loss of the year.

The final statement I will run through is just the Statement of Cash Flows on page 13. So net cash inflows from operating activities are reduced from \$649,000 to \$325,000. Your net cash inflows from investing activities, which represents mainly purchases of property, plant and equipment, is offset by an outflow of \$159,000, repayment of leases of \$125,000 to give you an increase in cash of \$41,000 for the year and closing cash of \$821,000 at the end of the financial year.

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

Mr O'Connor: No.

Chairman: May I have a motion that the accounts be accepted, please?

MOTION that the Annual Financial Report be accepted:

Moved: Mr Allan Cooper (6314)

Seconded: Mr Paul Blair (1697)

Chairman: Are there any questions from the floor with regard to the accounts? No? Right, I put to the members the motion that the accounts be accepted. All in favour. Against. Declare it carried.

MOTION CARRIED

5. VOTING FOR THE APPOINTMENT OF THE AUDITOR

Chairman: We do have another resolution to put, an ordinary resolution, which is a pretty standard type of one. It is the appointment of the auditor which must be voted on here.

“The St George Masonic Club Limited (‘the Company’) announces that BDO Audit Pty Ltd (‘BDO Audit’) has been appointed as auditor of the Company. The appointment follows the resignation of BDO East Coast Partnership (‘BDO ECP’), and ASIC’s consent to the resignation in accordance with s329(5) of the Corporations Act 2001 (‘the Act’). The change of auditor arose as a result of BDO ECP restructuring its audit practice whereby audits will be conducted by BDO Audit, an authorised audit company, rather than BDO ECP. In accordance with section 327C of the Act, a resolution will be proposed at the 2020 Annual General Meeting to confirm the appointment of the Company’s auditor.”

Which is of course this Annual General Meeting and it has been on the website for people that may have read it. I do not think there is any discussion required for that one, so I will move the motion that this resolution be accepted. Might I have a seconder.

MOTION that the Auditor be appointed:

Moved: Mr Matt Boland (1586)

Seconded: Mr Reynir Potter (9001)

Chairman: Okay, any discussion required? All those in favour. Against. Motion carried.

MOTION CARRIED

6. VOTING FOR THE BOARD OF DIRECTORS AND ITS EXECUTIVE

Chairman: The next item on the Agenda is voting for the Board of Directors and its Executive. I will hand over to Dennis McCroary to present the results of the election.

Mr McCroary: Thank you, Mr Chairman. Voting was conducted on the Friday and Saturday of last week. There were 87 members lodged their votes. All were formal. There were no informal votes.

I declare the results in accordance with the names as they appear in the ballot paper: Peter Teasel, he received 64 votes and has been elected. Rebecca Kearns received 44 votes. Paul Blair received 80 votes and has been elected. Kenneth Tildsley received 73 votes and has been elected.

I congratulate the candidates who have now been elected as Directors of the Board. Thank you.

Chairman: Thank you, Dennis. Congratulations, Paul and Ken on your re-election and we welcome Peter – if you wouldn't mind just standing up for a minute or so just so everyone can see you. Thank you very much, Peter, and we look forward to your contributions on the Board and I hope you find it to be a great experience for you. You've certainly come at a very interesting time.

I would also like to mention the fact that Rebecca is leaving us and she did put in six years of work with our Board and I would like to give my personal thanks, and that of the Board, for the efforts that she has put in, at times some personal difficulties, which she had to overcome, and I am sure we will all be appreciative of her efforts later on in the years.

The Board is now required to adjourn downstairs while we elect the Executive of our Board. Hopefully we won't be too long. Bear with us. Thank you very much, ladies and gentlemen; we will be back shortly.

(Directors retired to the Boardroom.)

(Directors returned to the meeting.)

Chairman: Okay, are we all back again? Thank you very much, ladies and gentlemen. I will hand over to Dennis now to give you the results of the voting for the Executive.

Mr McCroary: Thank you, Matt. Okay, I am pleased to announce that your President has been elected as Paul Dawkins, Matt Boland has been elected as Senior Vice President and Reynir Potter as Junior Vice President. My congratulations to those three members. Thank you.

Chairman: Thank you, Dennis.

7. ORDINARY RESOLUTIONS OF THE BOARD OF DIRECTORS

Chairman: The next order of business is dealing with the ordinary resolutions, which you all would have received in your notification of the AGM and also there are copies available here for those that haven't seen them yet.

Those of us that are regular attendees of the AGM will be well aware that these are the same resolutions we put every year and we have been doing it for some time now, and for some years now we've also been dealing with these in an efficient manner rather than dealing with them individually. To do this we like to combine them and deal with them in one motion put to the floor in which case I would ask a member to move the motion that the seven ordinary resolutions be put as one motion.

MOTION that the seven Ordinary Resolutions be moved together:

Moved: Mr Ken Tildsley (9293)

Seconded: Mr John Brooks (570)

MOTION CARRIED

Chairman: I would now like to ask a member to move that these resolutions be accepted?

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.

MOTION that the above seven Resolutions be accepted:

Moved: Ms Norma Alexander (4354)

Seconded: Mr Reynir Potter (9001)

MOTION CARRIED

8. GENERAL BUSINESS

Chairman: Thank you, ladies and gentlemen. The final item of our meeting is general business.

Do we have any written questions with regard to general business?

Mr O'Connor: No.

Chairman: Are there any questions from the floor for general business? No?

Okay, it is up to me now to declare the meeting closed at 10.39am.

Thank you very much, ladies and gentlemen, for your attendance. It has been difficult circumstances to get here and we have some light refreshments available for you, but while you are enjoying those refreshments, make sure you are seated at all times and maintain social distancing.

Thank you very much, everybody. Have a great day and here's to a bright future for the Maso's.

ANNUAL GENERAL MEETING CLOSED: 10.39am
