



Annual Report 2015 -2016

Mangrove Mountain Memorial Club Limited

ABN: 85001039765

18 Hallards Road Central Mangrove NSW 2250

PH: 02 43731129

www.mmmclub.com.au

MANGROVE MOUNTAIN MEMORIAL CLUB LIMITED

OFFICERS FOR 2015-2016

LIFE MEMBERS

Bruce Barnes, Colin Atkins, Ronald Ward, Denis Ward, Keith Robson, Peter Lipscombe, Norman Gately, Anthony Smith, Geoffrey Ward, Barrie Martin, Nicole Ward

Chairman

Keith Robson

Deputy Chairman

Col Aldrick

Hon. Treasurer

Tony Smith

Board of Directors

John Spargo
Terry Carr
Tim Wadick
Lindsay Robson

Chief Executive Officer

Paul Alexander

Patrons

Cecil Small
Denis Ward
Ronald Ward

Auditors

Mr Garry Chapman
Country Wide Business Solutions
(Chartered Accountants)

LEST WE FORGET

John (Jack) Small, Charles (Max) Britten, Allan Moses

ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members will be held at the Clubhouse on Sunday 20th November 2016. The meeting will commence at 9.30 am and members will not be admitted after the meeting has started.

Business

- 1 To confirm the Minutes of the Annual General Meeting, 8th November 2015.
- 2 To receive and consider the Report of the Board.
- 3 To receive and consider the Balance Sheet and Accounts and the Report of the Auditor.
 - 3.1 Any Member wishing to raise questions with the Auditor which could involve him in a detailed analysis of accounts or other records is requested to give Notice of those questions to the Chief Executive Officer within five (5) days of the Annual General Meeting.
- 4 The adoption of the Balance Sheet.
- 5 To consider and if thought fit to pass as Special Resolutions, the two (2) resolutions as set out in "Annexure A" seeking to amend the Clubs Constitution.
- 6 To consider and if thought fit to pass as Ordinary Resolutions, the eight (8) resolutions relative to Directors and particular members benefits as detailed in "Annexure B" hereto.
- 7 Life Membership for John Spargo –
Nominated by Alan Cox seconded by Colin Moran
- 8 Announcement of Returning Officers and Scrutineers.
- 9 Election of Patrons
- 10 Election of Chairman, Deputy Chairman, Hon. Treasurer and the Board of Directors for the year 2016– 2017.
- 11 To deal with any business of which due notice has been given.
 - 11.1 Any Member wishing to raise an item of general business is requested to give written notice of the nature of the business to the Chief Executive Officer within five (5) working days of the Annual General Meeting.
- 12 To deal with any business of which due notice has not been given.

Nominations for the Positions of President, Vice President, Honorary Treasurer and Four Committee members will be available from the Club Office from Thursday 20th October and will close at 10.30 am on Saturday 5th November 2016.

Due to a Special Resolution to the Annual General Meeting regarding changes to the Clubs Constitution please be aware that the position you nominate for may become triennial if the Resolutions are passed.

The Financial Statement for 2015/2016 is available on the Clubs website at www.mmmclub.com.au or if you would like a printed copy, please contact the Club on 02 4373 1129.

PRESIDENT'S REPORT

Dear Members,

This year has been a successful year for the club with a small loss of \$13,086 which Tony Smith will explain in his report.

The club has undergone some small changes to the building by enclosing the outdoor poker machine room and being able to move another 3 poker machines to this area which has proven extremely popular.

Also the balcony has now been fully enclosed so it can be used all year round and we are now able to cater for small functions on the balcony without worrying about the weather. I am sure that this area will be used immensely during the summer months.

With regards to the golf course the club has been able to purchase some much needed machinery throughout the year as we were constantly relying on old machinery and spending excessive money in keeping these machines operational.

Trade throughout the club has increased all year as you will see in the Treasurer's Report which is extremely pleasing for a small club. The Clubs restaurant continues to go from strength to strength and they are providing quality food for our members and guests. I would personally like to thank Brad and Renee Goodwin and all of their friendly staff for their wonderful service and commitment throughout the year.

The biggest area of concern continues to be the golf course even though the income increased this year for the first time in a number of years we are still running at a loss on the golf course. As Tony Smith has explained the golf course still brings in additional income which is not calculated to the expenses of the course.

The Board will continue to monitor expenses in all areas and will continue to review each department on a monthly basis as part of the clubs budgeting and planning structure.

I would also like to thank the clubs CEO Mr Paul Alexander who has been a strong leader of the club for the past five years and has helped to lead the club into changes and modernising of the clubs facilities. Paul has proven that he is committed and dedicated to the club and we look forward to more challenges over the coming years.

All of the staff at the club have done a tremendous job throughout the year starting with Gwen Ward in the office who does endless amounts of work at the club and has a genuine care for the club and the clubs future. All bar staff work in a friendly and professional manner and always make the time at the club enjoyable.

Our limited golf course staff in Mark Clissold, Chris Gonzales and Dave Corbett are doing a great job on the golf course with amazing help from a long list of volunteers who continue to show the true spirit of this small club.

The volunteers have been helping this club for a number of years and some of our long list of volunteers have passed away over the last few years and we are now seeing a new group of volunteers that are keeping the club viable. If it wasn't for the long hours that the volunteers have put into this club and golf course over the years the club would not be in the position that it is today so thank you to every single one of you for all of your help.

That leaves me with my fellow Directors who have shown their commitment to this club on many occasions with no rewards asked for or received. The Board Meetings are

operated in a friendly and open manner and I believe I speak for all Directors when saying that the meetings are very productive and also enjoyable to attend.

I must also thank Tim Wadick for his second time standing on the Board, Tim has been extremely helpful over the years and unfortunately Tim has decided not to run again this year.

As well as attending numerous meetings that Paul organises, the Board also run the Friday night raffles and this year unfortunately saw the passing of an ex director Allan Moses. All members that attend the club on Friday nights would remember Allan and his wife Val as Allan loved his Friday night raffles and would be here every Friday supporting the club and helping with the raffle.

I would also like to thank the numerous social golf groups that continue to support the club in particular John Millers Group who have supported this club for over 30 years and hopefully that support will continue in the future.

Lastly I would like to congratulate the RSL Women's Auxiliary on their 80th birthday and thank them for all of the wonderful work that they do throughout the year.

Hoping to see you at the club over the coming year and hoping that you continue to support your local club.

Keith Robson
President

TREASURERS REPORT

Dear Members

The Club has a trading loss this year of \$13,058 down from the losses of \$48,357 last year and \$36,166 in 2014.

Cash flow income from customers this year increased to \$1,960,102 an increase of \$66,994. We also received Sundry Income of \$50,000. Gross Profit raised to \$1,375,134 an increase of \$63,143.

Pleasingly increases occurred in majority of the clubs trading with Bar and takeaway sales up \$72,500, Net Clearance of Poker machines \$11,700, Green/Competition Fees \$8,400, Keno Commission \$8,400.

Sundry income was the money we received from Gosford City Council in an Out of Court settlement for some of the costs incurred in the Land and Environment Court case they took against the Club. This money has been used to enclose the balcony.

Expenditure has been well controlled this year with only a 2% (\$27,700) increase overall to \$1,388,200.

Major increases occurred in Wages \$29,000, Rates and Rent \$14,000 (due to having part of last year rent free on the golf course), Depreciation \$10,000. These increases were reduced by a decrease in Light and Power \$14,000, Legal costs \$12,700.

The installation of solar panels 16 months ago has proven its worth with power bills at their lowest since prior to 2010 and generating savings of around \$12,000 a year.

The costs of running the golf course and a drop off in membership due to delays in completing the redevelopment are still a major concern for the Board. Financially however it is estimated golfers contribute up to \$75,000 a year actual profit for the club from Bar, Keno, Tab and Poker Machine trade on top of paying for their golf.

As can be seen by the above the club overall is trading well.

With the enclosed balcony's potential for all year round use and upgrade to smokers/poker machine area we are hopeful of increased patronage by our members and their guests.

I look forward to positive and viable year ahead with the members and guests continued support and attendance at the Club.

Tony Smith

Hon. Treasurer

CHIEF EXECUTIVE OFFICERS REPORT

During the year the Club has continued to try and make improvements to the clubhouse facilities for all members and guests. The Club was successful in receiving \$50,000 from Gosford City Council due to the Land and Environment Court case that the Club was made a party off.

The Board of Directors after much planning and strategic management decided to spend this money on enclosing the balcony at the Club so this area can now be used all year round. I am sure that this area will now become a popular destination to enjoy a quiet lunch and beverages, whilst enjoying the prestigious views as well as one of the largest alfresco eating areas at night time.

The Club also enclosed the outdoor poker machine room and were able to relocate a further three poker machines to this area to provide a more private environment.

Again the Board of Directors have worked tirelessly behind the scenes and we continue to work on the Clubs Strategic Plan to ensure that the Mangrove Mountain Memorial Club continues to stay viable in an extremely hostile hospitality market. I must thank the Board for all of their work during the year and it has been a pleasure to work with you again over the last twelve months.

The landfill site has continued to receive plenty of publicity in the local newspapers and throughout the community. From a Clubs perspective, the licensed club now leases the golf course land from the landfill company.

The Club has no input into the landfill operations and never has and we are patiently waiting for the EPA to sign off on the consent orders that were passed in the Land and Environment Court in August 2014.

Once the EPA sign off on the consent orders the staged approaches will commence and the Club and the community will eventually receive an 18 hole championship golf course. Until that time the Club will continue to provide the golfing members and the community with at least a nine hole golf course.

To my wonderful team at Mangrove Mountain Memorial Club, we are only a small team and I would like to think that every single employee at the Club values their jobs and has the clubs best interest at heart.

Gwen Ward works tirelessly behind the scenes and her dedication to the Club is second to none, I would like to personally thank Gwen for all of her support and help over the five years that I have been here.

The wonderful bar staff in Paola Monachino, Michelle Beahan, Amanda Atkins, Jordan Lambert, Karissa Jones, and Adrian Mazzetti. Who are always welcoming to all customers and continue to provide quality service.

The green staff with Mark Clissold and Chris Gonzales who between the two of them continue to keep the golf course in the best condition possible with limited resources.

Finally my offsider Dave Corbett who used to spend hours a week sitting in the Pro Shop, Dave can now be found doing anything from cleaning beer lines, installing TV's, mowing the golf course, working behind the bar.

Tammy Jones who also works in the Pro Shop on Sundays has been instrumental in attracting social groups to the Club and is always looking at increasing the clubs trade, thank you for your help.

It is a pleasure to have such committed staff who genially value the club, thankyou for a wonderful year and I look forward to many more.

On a sadder note Sean Hart lost his battle with his illness in January. The club community lost a valued employee, and friend.

As for the restaurant, lead by Brad and Renee Goodwin who have truly been adding to the Clubs appeal in the local area in the last four years. They are committed now as much as ever in ensuring that the club continues to move forward and they do a wonderful job in producing such high quality food in a limited space in such short time frames.

The Volunteers on the golf course need a special mention as without them I doubt the club would still be operating a golf course at all. Over the years we have had a wonderful group of people who have dedicated so much time and effort towards the club.

This year has been no different with the volunteers coming to the club constantly lead by John Spargo, John Miller, Col Moran, Denis Allen, Alan Cox, Errol Holmes, Col Aldrick and many more.

Finally the members, without the wonderful and loyal support that you show the club the club would not be operational. A club is only as strong as its members and I thank every single one of you that patronise the club.

The club will always continue to support the local community and it should be known that the club provides the use of the clubs facilities free to many community groups and organisations including the Mangrove District Association, Central Coast Plateau Chamber of Commerce, Mangrove District Football Club, equestrian clubs, Pony Club and many many more.

The Mangrove Mountain Memorial Club is the Hub of the Community and I would like to encourage all members to continue to show their support to THEIR Club. This club is steep in history and has so much to offer the community and general public and it needs the support of the local community.

Looking forward to seeing you all again throughout the year.

Paul Alexander

CEO

MEN'S GOLF COMMITTEE

PRESIDENT'S REPORT

On behalf of Men's Golf committee I would like to welcome all new members.

I would like to thank the members of the Golf Committee for their time and effort over the past year: Club Captain Al Cox , Greg Rapmund, Denis Allen ,John Adams and Don Thompson.

To our Club Professional Dave Corbett, thank you for your friendly assistance throughout the year.

General Manager Paul Alexander, the Board of Directors, and Gwen who again gave great assistance to the Golf Committee. To our green staff, Mark & Chris who again came through this year with the help of our volunteers a big thank you to all, your work and time is greatly appreciated, if you would like join the team and help, we meet the first Thursday of every month at 8 am.

Once again Mangrove Mountain was well represented Club at District levels competitions, to our Pennants sides, B & C, and Masters congratulations to all players who took part.

I hope all the members embrace the changes to our golf course in the coming years as the Club is in a very strong position and encourage new members to join our friendly atmosphere here at Mangrove.

Good Golfing
John Spargo
PRESIDENT

The Annual General Meeting of the Men's Golf Section will be held following the Memorial Club's Annual General Meeting on 20th November 2016.

Nominations

Nominations forms for the Committee can be obtained from the Club Office from Thursday 20th October and will upon completion handed back in to the office by 10.30am on Saturday 5th November 2016. These nominations to be seconded and signed by the nominee.

LADY GOLF MEMBERS REPORT

Due to lack of numbers the Lady Golf Committee is currently in hiatus. Ladies are welcome to attend the Men's Golf Committee AGM if they have any concerns, ideas or suggestions. This is a non-voting invitation.

"ANNEXURE A"

MANGROVE MOUNTAIN MEMORIAL CLUB LIMITED
ACN 001 039 765

NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL RESOLUTION

NOTICE is hereby given that at the Annual General Meeting of **MANGROVE MOUNTAIN MEMORIAL CLUB LIMITED** which is to be held on **Sunday the 20th of November 2016** commencing at **9.30 am** at the premises of the Club, **18 Hallards Road, Central Mangrove** New South Wales members will be asked to consider and vote upon the Special Resolutions set out below which seek to amend the Club's Constitution..

PROCEDURAL MATTERS

1. To be passed a Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
2. The Special Resolutions should be read in conjunction with the notes to members which follow the Special Resolution.
3. Only Honorary Life members and financial Ordinary members are eligible to vote on the Special Resolutions.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
5. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends the Special Resolutions to members.

FIRST SPECIAL RESOLUTION

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

That the Constitution of Mangrove Mountain Memorial Club Limited be amended by:

- (a) **deleting** Article 3 which deals with classes of membership and replacing it with the following new Article 3:

"The number of full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.

No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior Member in accordance with these Articles.

The membership of the Club shall consist of the following classes:

- (a) *Ordinary Member*
- (b) *RSL Sub Branch Member*
- (c) *Honorary Life Member*
- (d) *Golf Member*
- (e) *Honorary Life Golf Member*

(f) *Junior Golf Member*

The Board can make by-laws specifying the rights, privileges and obligations of each class of member."

- (b) **deleting** Article 4(b) which deals with Honorary Life membership and replacing it with the following new Article 4(b):

"4(b) Honorary Life Membership

Life Membership may be conferred upon a member who has rendered outstanding service to the Club. To be eligible for Life Membership a member must be nominated by one member and seconded by another. The nomination shall be forwarded to the Board of the Club for approval. If such nomination is approved by the Board, the nomination shall be referred to the next General Meeting of the club and if such nomination is approved at such General Meeting by a two-thirds majority of those members present and voting, the person nominated shall be a life member of the club."

- (c) **adding** the following new Article 4A:

"Membership

(Transfer between classes of membership)

- (a) *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.*
- (b) *The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior member has the necessary qualifications.*
- (c) *Any application for transfer of membership pursuant to this Article 4A 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.*
- (d) *A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.*
- (e) *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 Article 4A. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member."*

- (d) **adding** the following new Article 8:

"Provisional Members

- (a) *A person in respect of whom:*
- (i) *a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and*
- (ii) *who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,*
- may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.*
- (b) *Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):*
- (i) *that person shall cease to be a Provisional member of the Club; and*

- (ii) *the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.*
- (c) *Provisional members are entitled to:*
 - (i) *such playing and social privileges and advantages of the Club as the Board may determine from time to time; and*
 - (ii) *introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.*
- (d) *Provisional members are not entitled to:*
 - (i) *attend or vote at general meetings of the Club; or*
 - (ii) *nominate for or be elected to hold office on the Board;*
 - (iii) *vote in the election of the Board;*
 - (iv) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (v) *propose, second, or nominate any eligible member for any office of the Club;*
 - (vi) *propose, second or nominate any eligible member for Life membership.”*
- (e) **adding** the following as new Article 16A:

“16A Temporary Members

- (a) *The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:*
 - (i) *Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club’s premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.*
 - (ii) *A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.*
 - (iii) *A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.*
 - (iv) *Any interstate or overseas visitor.*
- (b) *Temporary members shall not be required to pay a joining fee or annual subscription.*
- (c) *Temporary members are entitled to:*
 - (i) *such playing and social privileges and advantages of the Club as the Board may determine from time to time; and*
 - (ii) *subject to Article 53, introduce guests into the Club.*
- (d) *Temporary members are not entitled to:*
 - (i) *attend or vote at general meetings (including Annual General Meetings) of the Club;*
 - (ii) *nominate for or be elected to the Board;*

- (iii) *vote in the election of the Board;*
 - (iv) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (v) *propose, second or nominate any eligible member for any office of the Club; or*
 - (vi) *propose, second or nominate any eligible member for Life membership.*
 - (e) *The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.*
 - (f) *No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 16A(a)(i)."*
- (f) **deleting** Article 10 which deals with members disciplinary proceedings and in lieu thereof **inserting** the following new Article 10:

- "(a) If any member shall refuse or neglect to comply with the provisions of the Memorandum and Articles of Association By-Laws or Regulations of the Club or if any member shall in the opinion of the Board be guilty of conduct deemed by the Board to be unbecoming of a member or prejudicial to the interest of the Club such member may be suspended or expelled or otherwise disciplined or dealt with by resolution of the Board and such resolution need not state the grounds, facts or options upon which it is based **PROVIDED THAT***
- (i) Such member shall be notified of any charge against him pursuant to this Article by notice in writing by a prepaid letter posted to his last known address at least fourteen (14) clear days before the meeting of the Board at which such charge is to be heard.*
 - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.*
 - (iii) The voting by the members of the Board present at such meeting shall be by secret ballot.*
 - (iv) Any motion by the Board to suspend or expel or otherwise discipline or deal with the member shall require the vote of two thirds of the members of the Board present in favour of such motion.*
 - (v) If the member fails to attend such meeting the charge or complaint may be heard and dealt with on the evidence before it, available at that meeting, the member's absence notwithstanding but having regard to any written representations made by the member.*
 - (vi) Any decision of the Board on such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.*
- (b) If the Secretary/Manager is of the opinion that a member has engaged in conduct for which a charge may be made against him pursuant to this Article 10, the Secretary/Manager shall have the power to suspend that member from all privileges of membership pending the hearing of disciplinary proceedings or for six month whichever is the sooner. The Secretary/Manager must notify the Board promptly of any suspension effected pursuant to this paragraph. The Board shall have the power to set aside or vary the terms of any such suspension.*
- (c) Any member notified or any member proposed to be notified in accordance with Clause (a) above may immediately be suspended from all privileges of the Club until such time as the meeting is held.*

(d) *If the members chooses to protest the suspension of six months they are to apply to attend the next board meeting in writing within 14 days of their suspension letter being sent."*

(g) **deleting** the words, "a servant of the Club" from Article 14(b) and replacing them with the words, "an employee of the Club".

(h) **deleting** Articles 16 and 17 which relate to Honorary membership and in lieu thereof insert the following new Articles 16 and 17:

"16. *The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time.*

(a) *The Patron or Patrons for the time being of the Club*

(b) *Any prominent citizen or local dignitary visiting the Club.*

Honorary Members shall be entitled to Golf and Social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any Office in the Club, participate in the management, business and affairs of the Club in any way.

17. *Honorary Members and Honorary Life Members only shall be relieved of any obligation or liability with respect to the payments of entrance fees and/or subscriptions.*

Honorary Members shall be relieved of any obligation or liability with respect to payment of Entrance Fees and/or subscriptions."

(i) **deleting** Article 28 which deals with Vacancies on the Board and the removal of directors from office and **replacing** them with the following new Articles 28 and 28A.

"28. **Removal from office of directors**

(a) *The members in general meeting may by ordinary resolution:*

(i) *remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and*

(ii) *appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution*

(b) *Any person appointed pursuant to paragraph (a) (ii) shall hold office for the remainder of the term of office of the person he or she replaces.*

(c) *Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.*

28A. **Vacancies on Board**

(a) *The office of a member of the Board shall automatically be vacated if the person holding that office:*

(i) *is disqualified for any reason referred to in Section 206B of the Act.*

(ii) *becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.*

(iii) *is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.*

- (iv) *by notice in writing given to the Secretary resigns from office as a director.*
 - (v) *becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.*
 - (vi) *ceases to be a member of the Club.*
 - (vii) *becomes an employee of the Club.*
 - (viii) *fails to complete the mandatory training requirements for directors referred to in Registered Clubs Act and Regulation within the prescribed period (unless exempted).*
- (b) *The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.*

Filling Casual Vacancy

- (c) *The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.”*

- (j) **adding** in the following new Article 31 (r)

“To create sections and committees for the conduct, management and control of any sport or activity within the Club;

To define and limit the persons (being Members of the Club) eligible for membership of all or any such sections;

To fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time;

To make rules and By-laws for the control and regulation of such sections or committees and the conduct and activities thereof;

To dissolve any such section or committee or to reconstitute the same on a similar or different basis;

For the purposes of the clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling bodies may from time to time require, and

To pay on behalf of the Club affiliation fees to any such controlling bodies or as required by such bodies.”

- (k) **deleting** Article 34 and **replacing** it with the following new Article 34:

“(a) A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All other meetings shall be called General Meetings.

(b) The Club shall give written notice of a General Meeting to each member entitled to vote at the meeting and to each director. Notice need only be given to one member of a joint membership.

(c) The Club may give the notice of a General Meeting to a Member:-

- (i) *personally, or*
 - (ii) *sending it by post to the address of the member in the register of members, or to the alternative address (if any) nominated by the member, or*
 - (iii) *by sending it to the facsimile number or electronic address (if any) nominated by the member.*
- (d) *A notice of meeting sent by post is taken to be given three (3) days after it is posted. A notice of meeting sent by facsimile or other electronic means is taken to be given on the business day after it is sent.*
- (e) *Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to put a copy of the notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting.”*
- (l) **deleting** Article 36 which deals with Notices of General Meetings and replace it with the following new Article 36:

“At least twenty one (21) days notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.

A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:

- (a) *set out the place, date and time of the meeting; and*
 - (b) *state the general nature of the meeting's business;*
 - (c) *if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.”*
- (m) **deleting** Articles 48, 49 and 50 and in their place **inserting** the following new Article 48:

“Accounts and Reporting to Members

48. (a) *The Board shall:*
- (i) *cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.*
 - (ii) *prepare, on a quarterly basis, financial statements that incorporate:*
 - (1) *the Club’s profit and loss accounts and trading accounts for the quarter; and*
 - (2) *a balance sheet as at the end of the quarter.*
 - (iii) *cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.*
 - (iv) *make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within forty-eight (48) hours of the statements being adopted by the Board.*
 - (v) *indicate, by displaying a notice on the Club’s premises and on the Club’s website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.*
 - (vi) *provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.*
- (b) *The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable*

times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

- (c) *The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.*
- (d) *In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:*
 - (i) *the financial report of the Club; and*
 - (ii) *the directors' report;*
 - (iii) *the auditors' report on the financial report."*

(n) **deleting** Article 53 which deals with Visitors to the Club and in its place **inserting** the following new Article 53:

"Guests

- 53.
- (a) *Subject to Article 53(b), all members (other than Junior Golf members) shall have the privilege of introducing guests to the Club.*
 - (b) *A Temporary member may introduce a guest only in accordance with Article 53(l).*
 - (c) *Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by the Registered Clubs Act.*
 - (d) *No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.*
 - (e) *No member shall introduce any person as a guest:*
 - (i) *who has been expelled from the Club, or*
 - (ii) *whose membership is then suspended pursuant to Article 10;*
 - (iii) *who is then refused admission to or being turned out of the Club pursuant to these articles*
 - (f) *Members shall be responsible for the conduct of any guests they may introduce to the Club.*
 - (g) *The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.*
 - (h) *No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.*
 - (i) *A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.*
 - (j) *A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.*
 - (k) *The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.*

- (l) *A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:*
- (i) *who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and*
 - (ii) *who does not remain on the Club premises any longer than that Temporary member;*
 - (iii) *in relation to whom the member is a responsible adult.*
- (m) *For the purposes of Rule 53(l)(iii), “responsible adult” means an adult who is:*
- (i) *a parent, step-parent or guardian of the minor; or*
 - (ii) *the minor’s spouse or de facto partner;*
 - (iii) *for the time being, standing in as the parent of the minor.”*
-

Notes to Members on the First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Club’s Constitution to bring the Constitution into line with the requirements of the *Corporations Act and the Registered Clubs Act* and their associated regulations.
2. **Paragraph (a)** clarifies the membership categories of the Club which are Ordinary members, Honorary Life members, RSL Sub Branch members, Golf members, Honorary Golf members and Junior Golf members.
3. **Paragraph (b)** inserts a new provision dealing with Honorary Life Membership. A member may be nominated to the Board for Honorary Life membership. If the Board approves the nomination then it is referred to the next general meeting of the Club and if approved by members the member will be elected to Honorary Life membership.
4. **Paragraph (c)**. introduces a new Article dealing with the process for members to transfer membership
5. **Paragraph (d)** introduces new provisions relating to Provisional membership which are in accordance with the Registered Clubs Act. A Provisional member is able to use and enjoy the club’s facilities as a Provisional member whilst awaiting a decision on their application for membership of the Club. Provisional members do not have any voting rights etc. but can use the social facilities and amenities of the Club.
6. **Paragraph (e)** introduces new provisions relating to Temporary membership which are in accordance with the Registered Clubs Act. These provisions allow for a person to use and enjoy the club’s facilities as a Temporary member provided they meet the criteria for Temporary membership as set out in the article. Temporary members will not have any voting rights etc. but can use the social facilities and amenities of the Club.
7. **Paragraph (f)** inserts a more comprehensive new article dealing with disciplinary proceedings against members in order to bring the provisions more into line with current best practice.
8. **Paragraph (g)** simply replaces a reference to a servant to the Club to an employee of the Club.
9. **Paragraph (h)** introduces new provisions relating to Honorary membership of the Club which are in accordance with the Registered Clubs Act.
10. **Paragraph (i)** introduces new provisions relating to Vacancies on the Board of Directors and removal of Directors from office which are all in accordance with the Registered Clubs Act and the Corporations Act.
11. **Paragraph (j)** introduces a new provision setting out the Board’s powers in relation to sub clubs within the Club which reflect the standard practice within most registered clubs.
12. **Paragraph (k)** inserts a new provision dealing with Annual General Meetings and the manner of giving notice of general meetings of members of the Club.

13. **Paragraph (l)** inserts new provisions relating to the amount of notice that needs to be given to members of a general meeting of the club. Under the Corporations Act at least 21 days' notice must be given to members of a general meeting of the Club. Paragraph l also sets out the information that must be included in a notice of a general meeting of the Club.
14. **Paragraph (i)m)** amends existing provisions relating to the Club's accounts and the reporting requirements of the Club to bring the Constitution into line with the *Corporations Act*
15. **Paragraph (n)** inserts a new provision dealing with Guests of members which is in accordance with the Registered Clubs Act.

SECOND SPECIAL RESOLUTION

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

That with effect from and for the purposes of the Annual General Meeting of the Club to be held in 2016 and all Annual General Meetings thereafter until otherwise amended, the Constitution of Mangrove Mountain Memorial Club Limited be amended by:

- (a) **inserting** the following new Rule 23A:

"23A The Board shall be elected triennially in accordance with Articles 24 to 26 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2016.

SCHEDULE 4

Definitions

1. *In this Schedule -*

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial rule

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*

- (2) *The groups -*

(a) *shall be determined by drawing lots; and*

(b) *shall be as nearly as practicable equal in number; and*

(c) *shall be designated as group 1, group 2 and group 3.*

- (3) *Unless otherwise disqualified, the members of the governing body -*

(a) *in group 1 shall hold office for 1 year; and*

(b) *in group 2 shall hold office for 2 years; and*

(c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

4. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial rule

7. *If the triennial rule is revoked -*
- (a) *at a general meeting - all the members of the governing body cease to hold office; or*
- (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*
- and an election shall be held at the meeting to elect the members of the governing body.”*

- (b) **deleting** the word, “annually” from the first line in Article 24 and replacing it with the words, “in accordance with the Triennial Rule” and **deleting** Article 24 (b) and **inserting** the following new Article 26A:

“All directors shall retire in accordance with the Triennial Rule following their election or appointment and, subject to this Constitution, the Registered Clubs Act and the Act shall be eligible for re-election.”

- (c) **inserting** the following as an introductory paragraph to the beginning of Article 24 the words “References to the election of the Board in these Articles 24 to 26 refer to positions on the Board to be elected in any one (1) year in accordance with the triennial rule set out in Article 23A”.
- (d) **inserting** the words, “in accordance with the triennial rule set out in Article 23A” after the words, “Annual General Meeting” in Article 27.
- (e) **deleting** Article 38 (d) and in lieu thereof **inserting** the following new Article 38 (d):

“(d) to declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Article 23A.”

Notes to Members on the Second Special Resolution

1. The Second Special Resolution proposes to amend the provisions of the Constitution relating to the election of directors.

Introduction of Triennial Rule

2. At present, directors are elected annually.
3. If the Second Special Resolution is passed, directors will be elected in accordance with the “Triennial Rule” contained in Schedule 4 of the *Registered Clubs Act* (which is set out in the shaded box in the Special Resolution).
4. If the Second Special Resolution is passed, the Triennial Rule will take effect from the Annual General Meeting in 2016 and the directors elected to office at the Annual General Meeting in 2016 will be the first directors elected under the Triennial Rule.

5. If the Second Special Resolution is not passed, the Board will continue to be elected annually and the current one (1) year term for directors will continue to apply.
6. The Triennial Rule provides for three (3) year terms of office for directors, with one third of the Board to be elected each year.
7. For this purpose, the directors are divided into three (3) groups. Each group has to be as nearly as practicable equal in number. As the Board consists of seven (7) directors when the triennial rule is adopted, there will be two (2) groups of two directors and one (1) group of three (3) directors. Under this scenario, Groups 1 and 2 will each consist of two (2) directors and Group 3 will consist of three (3) directors.
8. In each year, a different group retires. Group 1 retires in the first year, Group 2 retires in the second year, Group 3 retires in the third year, and Group 1 retires in the fourth year, Group 2 in the fifth year and so on.
9. In the first year of the triennial rule's operation, lots are drawn to determine which group a director falls into. Those directors allotted to Group 1 will only hold office for one year. Directors allotted to Group 2 will only hold office for two years. Directors allotted to Group 3 will be the only directors who, in the first year, are elected to office for three years.
10. Directors whose term of office has come to an end are, subject to the Constitution, eligible for re-election for a further three year term.
11. Members will continue to directly elect the office holder positions of President, Vice President and Honorary Treasurer and persons elected to those positions will be elected for 3 year terms in those positions once the Triennial Rule is in full operation.

Why does the Board recommend the introduction of the Triennial Rule?

12. The *Registered Clubs Act* has been amended to allow the Government to make a regulation at any time to direct that all clubs follow the Triennial rule. At this stage the government has not made such a regulation however it is clearly the preferred model for Club Board elections as far as the Government is concerned particularly as against the annual election system.
13. The laws relating to registered clubs are becoming far more complex. The Club operates under the provisions of the *Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act* and their associated regulations as well as many other laws. It is becoming increasingly difficult for a director to acquire the requisite knowledge without guidance from more experienced directors and from educational programs.
14. The Triennial Rule provides for continuity and greater stability on the Board while still allowing for a third of the Board to change each year.
15. The Triennial Rule also provides the opportunity to pass valuable knowledge between directors.\

Dated: October 2016

By direction of the Board

Paul Alexander
Chief Executive Officer

"ANNEXURE B" TO THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON SUNDAY 20th NOVEMBER 2016

FIRST RESOLUTION

- a) The members hereby approve and agree to expenditure not exceeding \$6,000.00 by the Club until the next Annual General Meeting of the Club on the following activities of Directors;
- i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of the meeting when that meeting corresponds with a normal meal time and for each Duty Director when on Duty.
 - ii) Reasonable expenses incurred by Directors in travelling to and from Directors meetings or other duly constituted Committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors including attending functions at other Clubs to represent the Club which activities and the expenses therefrom are approved by the Board before reimbursement is made and then only on production of receipts, invoices or other proper documentary evidence of such expenditure.
- 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.

SECOND RESOLUTION

- a) The Members hereby approve and agree to the expenditure by the Club not exceeding \$5,000.00 for the professional development and education of Directors until the next Annual General Meeting and being;
- i) the reasonable cost of Directors attending at the Registered Clubs Association's Annual General Meeting;
 - ii) the reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
 - iii) The reasonable cost of Directors attending other Registered Clubs for the purpose of viewing and assessing their facilities and methods of operations provided such attendance's are approved by the Board as being necessary for the betterment of 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

- (a) The members hereby approve and agree to expenditure by the Club of a sum not exceeding \$2,000.00 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 R.S.L., Services, Memorial & Golf Sections

- Directors and their spouses
 - Managers 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 invited to attend the President's Night.

FOURTH RESOLUTION

- (a) The Members hereby approve and agrees to the provision of reasonable free drinks (been not more than three standard drinks per person per day) for members of the Club who perform voluntary work for the Club on completion of the particular work for each day.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who perform voluntary work for the Club.

FIFTH RESOLUTION

- (a) The members hereby approve and agree to the provision of designated carparking spaces for each of the Directors of the Club and limited designated carparking spaces for Life Members.
- (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 or Life Members.

SIXTH RESOLUTION

- (a) The Members hereby approve an Honorarium for the President in the sum of \$750.00.
- (b) The Members hereby approve an Honorarium for the Vice President in the sum of \$300.00.
- (c) The Members hereby approve an Honorarium for the Honorary Treasurer in the sum of \$300.00.
- (d) The Members acknowledge that the benefits in paragraph (a) and (b) and (c) above are not available to members generally but only to the President, Vice President and Treasurer of the Club.

SEVENTH RESOLUTION

- (a) The Members approve of and agree to the expenditure by the Club of a sum not exceeding \$2,000 over the following year for the provision of Club apparel, golf balls, lunch and beverages to members of Teams and respective Presidents and Captains representing the Club in any competition or event 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 who represent the club in competition.

EIGHTH RESOLUTION

- (a) The Members hereby approve of and agree to the expenditure by the Club of a sum not exceeding \$500.00 for a meal for the Ladies and Men's Golf Committees prior to the completion of their term on said Committees.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who serve on the Ladies and Men's Golf Committees.

NOTICE TO MEMBERS

The Club is required to define to Members the Club's core and non-core land.

The Core land of the Club is defined as:

18 Hallards Road Central Mangrove being 1.68 hectares the Clubhouse is situated on.
(Lot 583 DP809570 Parish of Eglinton, County of Northumberland)

1752 Wisemans Ferry Road Central Mangrove being 38.79 hectares the golf course is situated on and the Club Limited leases from the Mangrove Properties (NSW) Pty Ltd.
(Lot 584 DP809570 Parish of Eglinton, County of Northumberland)

All other properties owned or leased by the Club Limited are considered non-core.