[**Minutes of the Sixty-Third Annual General Meeting of Members of the Willoughby Legion Ex-Services Club Limited**

**Held at 11:00am on Sunday 6th November 2022 at the Willoughby Park Bowling Club. Roberts Street, Willoughby NSW 2068**

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| Agenda Item | Description | Discussion / Outcome |
| 1 | Meeting opened by Mr Matt Vertzonis (#25) (President and Chair) at 11am | Welcomed the Club Patron (Mrs Giles-Gidney); Mr Stephen Abolakian (Hyecorp).  Board members were introduced to the members present. |
|  | CHAIR requested permission of the members present to have the meeting recorded for the purposes of ensuring accuracy of the Minutes to be produced. | On a show of hands: **CARRIED** |
| 2 | Recital of the ODE and of silence (Chair)  Members passed: Mrs Linda Byak; Mr Merv Kolhagen; Richard Notley; Mr Max Bennett: Mr Bruce Johnson. | Those present were also asked to remember those Club members that have passed since AGM 2021. |
| 3 | The CHAIR advised that 21 apologies were received prior to the AGM. The Chair asked for any further apologies from the floor. There were no additional apologies. | Apology list will be appended to the Final Minutes when approved at the next General Meeting.  On a show of hands: **CARRIED** |
| 4 | The CHAIR presented the Minutes of the 2020 AGM to members present.  As no questions were raised, the Chair asked that these be confirmed and signed as a true record of that meeting.  [Chair signed the Minutes at the end of the meeting for the Club records] | Minutes Received:  Moved: #1698 L Schaap  Seconded: #3690 R Williams  On a show of hands: **CARRIED**  Moved: #3690 R Williams  Seconded: #2245 E Dorahy  On a show of hands: **CARRIED** |
| 5 | CHAIR asked that the 2021 President’s Report be received  As no questions had been raised prior, the CHAIR then asked that the President’s report as made available to members in the Annual Report and on the Club’s website, the motion to accept was put. | Moved: #2 K Flanagan  Seconded: #3716 I Longbottom  On a show of hands: **CARRIED**  Moved: #2 K Flanagan;  Seconded: #3716 I Longbottom  On a show of hands: **CARRIED** |
| 6 | To receive and consider the Annual Report and Balance Sheet for the year ended 30th June 2021 - That the Annual Reports and Accounts be received  The CHAIR advised that no questions had been submitted in accordance with the Club’s Constitution, and put the motion that the report and accounts be accepted. | Moved: #25 M Vertzonis  Seconded: # 253 Z Zeino  On a show of hands: **CARRIED**  Moved: #1 G Giles-Gidney  Seconded: #3716 I Longbottom  On a show of hands **CARRIED** |
| 7 | After explaining the procedures for speakers (for and against) motions, the Chair then moved on to the resolutions before the meeting:   * There were four Special Resolutions proposed in order to align the Club Constitution with recent changes to the Registered Clubs Act. As these were procedural in nature, the Chair ask the members present for these to be explained and voted upon as a block. * The Chair explained the rationale of the clause amendments and insertions. There were no questions from the floor, and no speakers against the resolution. * The fifth Special Resolution was suggested by the Club Solicitor (Mr Michael Allen) to enhance the clarity of the clause in the constitution that allows retiring Directors to re-nominate for the Board at the conclusion of their term of office. There were no questions from the floor, and no speakers against the resolution. * The final resolution was Ordinary Resolution 1. The Chair explained that, in accordance with the Registered Clubs Act, Club members are required to approve expenditure proposed to be incurred by Directors in the following year, as this is a benefit not available to members generally.   The CHAIR spoke to this motion, explaining that this was the annual resolution required by the Registered Clubs Act to be put to members at the AGM as authorisation of Board Director expenditures for the ensuing year. There were no speakers against the resolution, so the Chair then put the resolution to the meeting. | On a show of hands, the members present agreed to treat these as a block.  Moved by the Chair: #25 M Vertzonis  Seconded: # 3690 R Williams  On a show of hands **CARRIED**  Moved by the Chair: #3024 J Gidney  Seconded: # 3716 I Longbottom  On a show of hands **CARRIED**  The CHAIR noted that this is not to be confused with Director honorariums paid by some clubs. It was noted that the Club does not pay its voluntary Directors honorariums, and has not since 2012.  Moved: #25 M Vertzonis  Seconded: #3687 K Newton  On a show of hands with more than the required 50% plus one majority.  **CARRIED** |
|  | As a formality, the CHAIR advised members present that the Board, at the October meeting, and in accordance with the Club constitution, has appointed Club member and retired Justice of the NSW Supreme Court, #966 Mr J Brownie as the Returning Officer for today’s election, with his deputy being member #3690 Mr R Williams (solicitor). | CHAIR advised that Mr J Brownie had been tested COVID-positive a few days prior to the AGM and that Mr R Williams should assume those duties.  On a show of hands: **CARRIED** |
| 8 | Elections:  The CHAIR advised that in line with our Constitution, two Director positions were to be elected for at this meeting and invited the Returning Officer to speak.  Mr R Williams advised the members that as two nominations had been received by the due date, no formal election was required.  He then declared Mr J Seatter and Mr V Campion as being elected for the ensuing three years. | The CHAIR thanked Mr Williams for his assistance. |
| 10 | The Chair advised that the annual appointment of external auditors is no longer a requirement for members to vote upon at the annual AGM.  The appointment of Mr Garry Day (of the firm Harley, Russell and Day) can continue until such time as the Club or the Auditor wish to terminate the agreement. | For the information of members. |
| 9 | Other Business:  The CHAIR advised that no questions had been submitted in accordance with the Constitution.  Although not required by the Constitution, the CHAIR asked if the members present had any general questions or comments they may want to put. No questions were raised by any members present. | The CHAIR thanked the Directors for their efforts on behalf of the Club and its members, and noted the forbearance provided by their respective partners with the time required to carry out their role. |
| 11 | The CHAIR advised all present of the annual requirement to formally elect the Club’s Patron at each AGM.  On behalf of the Board of Directors, the CHAIR proposed that the current Patron, be re-appointed. It was noted that the Club Patron has historically been the current Mayor of WCC. Given the redevelopment underway, the Board did not wish to create any real or perceived conflict of interest that may put the Mayor in an awkward position. This has been discussed with Mayor Taylor, who concurred with the Board’s thinking on the matter.  The CHAIR then invited our Patron was invited to say a few words. Mrs Giles-Gidney told attendees of her delight in being re-appointed as the Club’s patron; the importance of the Club within the community in maintaining the legacy left by those who have served Australia. Looking forward to the exciting redevelopment, she expressed thanks on behalf of the membership to the Directors and staff in dealing with the challenges faced in this prolonged pandemic environment and the redevelopment activities now underway. | Moved: #25 Mr Matt Vertzonis  Seconded: #2 K Flanagan  On a show of hands from those present  **CARRIED** |
| 12 | The Club Constitution provides that, on the recommendation of the Board, members may elect club members, in recognition of their service to the Club, the membership and the community, to Life Membership.  The Chair invited Director, Mr J Seatter, to address the meeting.  Mr Seatter proposed the Board recommendation that Life Membership be bestowed upon Mr Trevor Gross and Mrs Elizabeth Dorahy. They have been long-time Board members, holding past President and Vice President positions respectively. They have both been involved with the long journey that has brought us to the redevelopment that is now underway. | The Chair then put the Board’s recommendation to the members present, and on a show of hands, Mr Gross and Mrs Dorahy were duly elected to Life Membership of the Willoughby Legion Ex-Services Club Ltd. |
| 13 | With no further official business, the CHAIR formally declared the meeting closed at 11:50am and thanked the members, guests and visitors for attending. |  |
|  | Before inviting attendees to adjourn for refreshments, the CHAIR then invited Mr Stephen Abolakian (Hyecorp) to provide an update on the redevelopment to members.  Members present were given a presentation that demonstrated some of the site works to date, and also the indicative floor plans of the new Club and what the internal appearances might be like on completion.  The ILU residences and facilities of that the Hyegrove Village would offer residents was also addressed.  The combined site will provide mutual benefits to residents and Club members, and result in a significant improvement to the amenity of the local area. | Key Points:   * The community ground-breaking event was held in mid August and the site taken over shortly after. * Since then, the site has been cleared, new stormwater pipes had been laid and quite a number of pre-construction works undertaken. * First group of offered ILU’s was very positively received, with pre-sales achieving expectations; |
|  | **FOR THE HISORICAL RECORD:** |  |
|  | Total Meeting Attendees = 29  Club Members eligible to vote = 28  Club staff attending (ineligible to vote) = 1  AGM guests (lapsed members, Hyecorp) = 3 | Registration Desk staffing on the day:  Mrs L Schaap (member #1698)  Mr P Dove (Secretary/Manager, #1000)  Mrs E Dorahy (Director, member # 2245) |

NOTE:

Draft AGM 2022 Minutes were distributed to all Club **Directors o**n 17 November 2022 and confirmed at the Board Meeting held on 24th November 2022 as an accurate record of the Annual General Meeting.

Final Minutes to be submitted at the 2023 AGM, or at the next Extraordinary General Meeting should one be held prior, for member concurrence.

…………………………………………… M Vertzonis (CHAIR) Date November/December 2022

*Final 2022 Minutes presented to members for concurrence at the General Meeting to be held on xxxxxxx November of 2022. Date TBA*

*APPROVED and SIGNED as a true record of the 2022 Annual General Meeting:*

*…………………………………………………… (Chair) Date: xxx November 2023*