

2023/2024

THE ANNUAL REPORT AND ACCOUNTS



Your **Community**, Your **Willoughby**, Your **Club Willoughby**
www.clubwilloughby.com.au



Willoughby Legion Ex-Services Club Ltd
65th Annual General Meeting
Sunday 10th November 2024

NOTICE OF ANNUAL GENERAL MEETING OF WILLOUGHBY LEGION
EX-SERVICES CLUB LTD – ABN 35 000 248 117

To be held at 11:00am on Sunday 10th November 2024 at the Willoughby Park Bowling Club.
Roberts Street, Willoughby NSW 2068

AGENDA

1 Welcome

Permission to have the meeting recorded to have the meeting recorded for the purposes of ensuring accuracy of the Minutes to be produced. Moved/Seconded. On a show of hands.

2 Acknowledgement to Country

Recital of the ODE

One minute of silence (Chair)

Members can you please put your mobile phones on silent or turn them off.

3 Announcement of quorum. Count of members present

4 Apologies. Moved/Seconded. On a show of hands:

5 Confirmation of minutes from the 2023 AGM held on 19 November 2023

Moved/Seconded. On a show of hands.

6 To receive and consider the Board of Directors and Auditor reports.

Moved/Seconded. On a show of hands.

7 To receive and consider the audited Financial Report for the Club for year ended 30 June 2024.

Moved/Seconded. On a show of hands.

8 Declaration of Ballot for the election of Directors

In line with the Club's Constitution, two Director positions were to be elected at this AGM and the Chair will now invite the Returning Officer to speak

In accordance with Rule 84 of the Club constitution, the Board has appointed Club member and retired NSW teacher Mr. Joseph Murphy (#2191) as the Returning Officer for today's election.

9 To consider and, if thought fit, to pass Special Resolutions 1-3 relating to changes in the Clubs Constitution.

Special Resolutions 1 and 2 propose to reduce the number for a quorum for board meetings and disciplinary committee in the constitution to align with the current number of directors of Willoughby Legion Ex Services Club.

Special Resolution 3 proposes to rectify a typographical error in Rule 111.

Explanatory Notes: Special Resolutions

- There are three (3) Special Resolutions set out in the agenda to amend certain parts of the Club's Constitution.
- Members should read each Special Resolution and the notes to members in respect of each Special Resolution.
- If members have questions about any of the Special Resolutions, they are requested to raise them with the Chief Executive Officer before the meeting.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

- Only Life members and Ordinary members are entitled to vote on the Special Resolutions.
- To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.



Under the Registered Clubs Act:

- members who are employees of the Club are not entitled to vote.
- proxy voting is prohibited.
- 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.

10 Special Resolution number 1:

That the Constitution of Willoughby Legion Ex Services Club Ltd be amended by changing the quorum for meetings of the Board in Rule 97 from five (5) directors to four (4) directors

Notes to members in respect to Special Resolution number 1:

With respect to quorums for Board meetings, with a board of directors consisting of seven (7) directors, typically the quorum is a majority of members on the board, or four (4) directors.

11 Special Resolution number 2:

That the Constitution of Willoughby Legion Ex Services Club Ltd be amended by changing the quorum of the Disciplinary committee in Rule 48 from three (3) directors to two (2) directors

Notes to members in respect to Special Resolution number 2:

With respect to quorums for a disciplinary committee, with a board of directors consisting of seven (7) directors, a quorum of 2 directors is more appropriate than the current quorum of three (3) directors.

12 Special Resolution number 3:

That the Constitution of Willoughby Legion Ex Services Club Ltd be amended by deleting Rule 111
The Chief Executive Officer may reject at his or her discretion any notice received under rule 111 which does not meet the criteria set out in rule 111, which is more than 100 words in length, which is defamatory, which includes foul language, which may adversely affect the reputation of the Club, or which is not within the power of the Members to resolve. The Chief Executive Officer's decision is final and binding and the Chief Executive Officer is not obliged to give reasons for his or her decision and in its place inserting the following new Rule 111:

The Chief Executive Officer may reject at his or her discretion any notice received under rule 110 which does not meet the criteria set out in rule 110, which is more than 100 words in length, which is defamatory, which includes foul language, which may adversely affect the reputation of the Club, or which is not within the power of the Members to resolve. The Chief Executive Officer's decision is final and binding and the Chief Executive Officer is not obliged to give reasons for his or her decision

Notes to members in respect to Special Resolution number 3:

Rectify typographical error in Rule 111.

Reference in the first sentence of Rule 111 as highlighted should be in reference to the previous rule, Rule 110.

13 To consider and, if thought fit, to pass Ordinary Resolutions 1-2 relating to benefits for Directors and those other members identified in those resolutions.

Explanatory Notes: Ordinary Resolutions

- Under the Registered Clubs Act 1976 (NSW), benefits may be given to Directors, which are also not available to every Full Member of the Club, if those benefits are approved by ordinary resolution of the members.
- Ordinary Resolutions will be passed if a majority (50% +1) of members present at the AGM, who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

14 Ordinary Resolution 1 – Car Park ; Meal & Refreshments; Uniform



The members hereby approve and agree, until the next Annual General Meeting, members of the Board receiving the following benefits and advantages, as the Board shall approve from time to time:

- a) the provision to members of the Board of one car parking space each, in that part of the Club's carpark as the Board shall from time to time resolve to set aside for use by members of the Board; the provision to Life Members of the Club for dedicated parking spaces in that part of the Club's carpark as the Board shall from time to time resolve to set aside for use by Life Members of the Club.
- b) the provision to members of the Board of a free meal and refreshment, at a reasonable cost, on the day of attendance at Board Meetings, and other Committee Meetings.
- c) the provision to each member of the Board, as required from time to time and at the expense of the Club, a Directors Club Uniform (polo shirt with club logo), to be worn when attending to or carrying out his or her duties as a member of the Board whether at the premises of the Club or otherwise;

The members acknowledge that the benefits in paragraph a of Resolution 1 are not available to members generally, but only those who are Directors and Life Members of the Club.

The members acknowledge that the benefits in paragraphs b and c of Resolution 1 are not available to members generally, but only those who are Directors of the Club.

The new Club will have approximately 240 club car park spaces, and it is proposed that some be set aside for Directors and Life members of the Club. Moved/Seconded. On a show of hands.

15 Ordinary Resolution 2 – Directors Training

Reasonable expenditure for directors to undertake training and education including but not limited to mandatory industry training, industry related meetings, seminars and conferences, organised study tours, trade displays etc as may be determined by the Board provided all expenditure is supported by documentary evidence and it does not exceed \$5000 with the understanding these are unchartered waters for the board and unforeseen costs may very well be presented to us.

The members acknowledge that the benefits in Resolution 2 are not available to members generally, but only those who are Directors of the Club. Moved/Seconded. On a show of hands.

16 Ordinary Resolution 3 – That Life Membership be conferred on member John (Jack) Seatter

In accordance with Rule 22 of the Club Constitution the Board recommends that members approve Life Membership be conferred on member John (Jack) Seatter. Moved/Seconded. On a show of hands.

17 Ordinary Resolution 4 - Life Membership be conferred on member Matthew Vertzonis

In accordance with Rule 22 of the Club Constitution the Board recommends that members approve Life Membership be conferred on member Matthew Vertzonis. Moved/Seconded. On a show of hands.

18 Appointment of Club Patron

The Board recommends that it is Gail Gidney- Giles

In accordance with Rule 47 of the Club Constitution a person may be appointed as a Patron of the Club on the recommendation of the Board and as approved by the Members in General Meeting. Moved/Seconded. On a show of hands.

19 Heart of Willoughby Presentation by Mr Stephen Abolakian

20 General Business:

21 Question/Statement received from member Matthew Vertzonis:

Club Obligation to the Legacy of the Willoughby Legion sub-Branch which is now known as the Willoughby Chapter of Chatswood RSL:

The current redevelopment of the Club site, which was undertaken to secure its future and



finances for many years to come, was made possible by the foresight of the Ex-Service members who established the Club in the late 1950's, and whose efforts enabled the purchase of the land titles that are now in the Club's name.

During the several member consultation processes and meetings to have the redevelopment approved, the Directors at the time promised that the new site would duly recognise the Club's responsibilities to the Ex-Service members who made it possible, and ex-ADF members in the wider community.

I ask that the Board re-affirm the Club's commitment to those who have, still do, or will in future, serve in the ADF. An explanation to the Club members at this AGM would be appreciated as to how this legacy will be fulfilled in the new Club, and what strategies are under Board consideration to support veterans within the Willoughby LGA.

Board's answer to Mr Vertzonis:

Members should read the "short term" and "long term" objectives in page 2 of the 2024 Annual Report and the Objects in Rule 13 of the Club's Constitution to understand that the club has a commitment to these objectives.

The Club is making a significant investment in the creation of the Memorial Garden, as explained in the Presidents report, to preserve for the future, the legacy of the pioneers of this club and the Willoughby Chapter of Chatswood and create a respectful place to commemorate into the future the traditions of ANZAC Day and Remembrance Day.

A sub-committee of members, including Mr Vertzonis is assisting the club meet this objective and the Board is very grateful for this assistance.

The Club is also investing in a War Memorabilia Display at the Club's Penshurst St Foyer, and will consult with members of the Willoughby Chapter of Chatswood RSL on appropriate Eternal Flame locations within the Club, so members can face the west and pay respect as the ODE is played each day at 18:00 when the club is open.

The Club also plans to include a section about the history and association between the Club and the Willoughby Legion Ex-Services Chapter in the Employees Induction Manual, to instil a sense of pride and respect of this history for all future club employees, and will in due course be seeking the assistance of local veterans, including Mr Vertzonis, David Ross and Barney Flannagan to accomplish this.

22 Question/Statement received from member Matthew Vertzonis:

Club Strategic Plan and Initiatives Planned for the Opening Phase of Operations:

With the opening of the new Club imminent, could the please Board share with members (in broad terms) the key elements of the Club Strategic Plan, and also the initiatives that will be undertaken to re-launch the Club, increase its membership, and establish the path to secure its long-term future as a pre-eminent social hub in the Willoughby Community?

Board's answer to Mr Vertzonis:

The Club has recently appointed a CEO, who has commenced on 14th October 2024.

The operational strategic plan is in its infancy of implementation between the CEO and the Board and once adopted, those key elements that are not of a confidential or commercial nature will be shared with members.

The President and CEO will provide a response, in broad terms and verbatim at the meeting as to what some of these initiatives are.

23 Close of Business and refreshments Time:

Dated: 20 October 2024

By direction of the Board

Mario Machado

Chief Executive Officer



CLUB PRESIDENT'S REPORT – 2024 ANNUAL GENERAL MEETING

As we near the end of 2024 the progress of the development is clearly reaching an exciting milestone. Soon we will be organising our soft opening and welcoming all our members back.

These last 12 months have been full of a multitude of decisions your board needed to make on all the services and features of your new club.

Our three levels of parking needed to be mapped out for ease of access and future proofed for the next generation of technology for operational management.

Your new ground floor was fine tuned to meet the demand of our loyal members, local families, our sporting community and our new residential neighbours.

The first floor, being managed by SHEADS, had a few great potential tenants and we deliberated over what exactly we believed the members and local demand would be in conjunction with what would complement the Club and community.

The second floor is now mapped out to have three events spaces that can be opened up to be one big function room accommodating all kinds of special events from corporate conferences to elegant wedding experiences.

We would like to welcome your new CEO Mario Machado who was successful from a strong contingent of possible suitable applicants.

In our eternal gratitude to the original pioneers of the original club and the Willoughby Legion Ex Services Chapter, the new Memorial Gardens is going to be an educational homage to their memory and the memory of all those that served. The sub-committee curating the gardens is made up of an amazing team and we are in total gratitude to Matt Vertzonis, David Ross, Ross Alexander, Ian Robinson and Marise Maechler representing the board.

We look forward to having our next AGM onsite in our new home.

Thank you.



Vester Campion- President



WILLOUGHBY LEGION
EX-SERVICES CLUB LIMITED
ABN: 35 000 248 117
(A Company Limited by Guarantee)

**FINANCIAL STATEMENTS
FOR THE YEAR ENDED
30TH JUNE, 2024**

HARLEY, RUSSELL & DAY
Chartered Accountants

Suite 16, 2 Catherine Street
ROCKDALE NSW 2216

Phone: (02) 9567 0044



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED

ABN: 35 000 248 117

(A Company Limited by Guarantee)

FINANCIAL STATEMENTS – 30th June, 2024

CONTENTS

Director's Report	1-4
Auditor's Independent Declaration	5
Statement of Comprehensive Income	6
Statement of Financial Position	7
Statement of Cash Flows	8
Notes to and forming part of the accounts	9-15
Directors Declaration	16
Independent audit report	17-19



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED**ABN: 35 000 248 117***(A Company Limited by Guarantee)***DIRECTORS' REPORT**

Your Directors present their report on the Financial Statements of the Company for the year ended 30th June, 2024.

NAME OF DIRECTORS

The names of Directors in Office at any time during or since the end of the year are:-

V. Campion	C. Maher	E. Dorahy
xx A. Rozos	R. Whyte	xxx I. Robinson
x J. Seatter	M. Chain (Special Appointment)	+
++		M. Maechler
x Resigned 18 November 2023	xxx Retired 20 August 2023	++ Reappointed 31 May 2024
xx Resigned 23 March 2023	+ Appointed 18 November 2023	

COMPANY SECRETARY

Peter Anthony Dove was appointed Secretary Manager and Licensee of the club on 18th July 2019. Mr. Dove has been a member of the club for over 20 years and served on the Board before resigning to take up a position as a casual employee of the club. Previously he had worked in retail for over 40 years. Mr. Dove has resigned from this position effective from 1st October 2024.

PRINCIPAL ACTIVITIES

The principal continuing activity of the Company was: - Licensed Ex-Service Men and Women's Club. (See below significant changes).

MEMBERS

The number of Members of the Company registered in the Register of Members at the date of this report is:

	<u>2024</u>	<u>2023</u>
Life Members	3	3
Ordinary Members	447	449
Ex-Service Members	16	18
	<u>466</u>	<u>470</u>

SIGNIFICANT CHANGES

The progress and speed of the building is obvious. The Club is nearing its final stages of construction ahead of the installation of all the fixtures and fittings. A new CEO, Mario Machado, has been appointed and the structure of the Operational composition has commenced. The Memorial Gardens is being curated by an amazing team of dedicated experts from our membership and is to be the all-important acknowledgement of the legacy of the Willoughby Legion Ex-Services chapter to which we are all indebted.

OPERATING RESULTS

The Net Profit (Loss) from trading for the year (after no Provision for Income Tax) amounted to a Profit of \$56,178 (2023: Loss \$17,562) after charging Depreciation \$NIL (2023: \$NIL).



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED**ABN: 35 000 248 117***(A Company Limited by Guarantee)***DIRECTORS' REPORT (CONT.)****REVIEW OF OPERATIONS**

Movements in significant items of Revenue are as follows:-

	<u>2024</u>	<u>2023</u>	<u>Increase/ (Decrease)</u>	<u>%</u>
Poker Machine Clearances	-	-	-	-
Bar Sales	-	-	-	-
Total Operating Expenses	-	-	-	-

OBJECTIVES**SHORT TERM**

1. To finalise internal and external Club and memorial park design and budget.
2. To support the development and construction activities of Hyecorp, per PDA.
3. To maintain communication with members and the local community regarding redevelopment progress.
4. To manage the financial obligations and corporate obligations of the Club during the construction phase.
5. Finalise the Memorial Gardens and Memorabilia design.
6. Fine tune all services within the new club.

LONG TERM

1. To secure the long-term future of Willoughby Legion Ex-Services Club Ltd.
2. To support the construction and fit out a new clubhouse.
3. To support the construction other assets on site to diversify income for members and provide community uses.
4. To prepare for the re-opening and launch of the new Club.
5. To maintain a financially sustainable community club.
6. To become a destination for all special events ANZAC Day etc.
7. To create a solid relationship between our new local residents and the local community.

PRINCIPAL STRATEGIES FOR ACHIEVING OBJECTIVES

The Board has entered into a Project Development Agreement with our development partner, Hyecorp Property Group, for the development of the Heart of Willoughby site. No Club properties will be sold to fulfil the Club's obligations. The CBA will hold the Club property titles as security during the construction phase of the redevelopment.

When the project is completed, these titles will be released back to the Club. The land portion occupied by the Club premises will revert to "core land", and the remaining "non-core" land will be the subject of a long-term lease to the operators of the Independent Living Units and the aged-care facility. In return, the Club will receive an on-going revenue stream from the lessee for the duration of the lease.

The Club is working closely with a pool of advisors to give the Club the best opportunity to create a space to be engaging for families to dine in a comfortable environment, a local members venue, an educational montage of the original pioneers, "The Willoughby Legion Ex-Services Chapter", and an Events destination for Community, Corporate and Special Events. So, ease of access and parking, a family friendly eatery, a comfortable and relaxing members and sporting community space featuring the latest technology with all high-resolution displays, and ultimately a team of like-minded Operational personnel driving the essence of what we need to achieve. The Board is working closely with Sheads for the Level 1 options. We are aiming to offer a diverse range of income streams and are looking closely at kids and community friendly options.



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED**ABN: 35 000 248 117***(A Company Limited by Guarantee)***DIRECTORS' REPORT (CONT.)****HOW THESE ACTIVITIES ASSIST IN ACHIEVING THE OBJECTIVES**

The Board's intention is to ensure that the new Club will sustain member services and facilities, well into the future. Long term financial security is retained with the land titles remaining in the Club's name, with leases provided for those portions of land not occupied for Club operations to provide ongoing additional revenue streams.

New, state of the art premises will attract growth in membership and Club usage, thereby leading to community support by the Club and an increase in member assets.

PERFORMANCE MEASUREMENT AND KEY PERFORMANCE INDICATORS

Performance is assessed regularly against relevant internal and industry benchmarks enabling assessment as to whether strategic initiatives have been effective in achieving company short- and long-term objectives. These relevant benchmarks are detailed below and are monitored by senior management and the Board on a regular basis.

Key Performance Indicators	2024 %	2023 %
Bar		
Gross profit percentage	-	-
Wages to sales percentage	-	-
Employee Benefits – percentage of total revenue	-	-
EBITDA percentage of equity	0.29	(0.09)



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED
ABN: 35 000 248 117
(A Company Limited by Guarantee)

DIRECTORS' REPORT (CONT.)

INFORMATION ON DIRECTORS AND MEETINGS

<u>Name</u>	<u>Position</u>	<u>Experience</u>	<u>Board Meetings</u>	<u>Qualification</u>	<u>Appointed (A)/Resigned (R)</u>
V. Campion	President	Director, 5 years	12 of 12	AV Services Manager	(A) 2 November 2019
C. Maher	Vice President	Director, 4 years	12 of 12	Sheetmetal Worker	(A) 21 January 2021
J. Seatter	Director	Director, 17 years	3 of 7	Retired Business Owner	(R) 18 November 2023 (A) 31 May 2024
E. Dorahy	Director	Director, 18 years	11 of 12	Retired Admin Manager	(A) 2 November 2006
R. Whyte	Director	Director, 5 years	12 of 13	Business Owner	(A) 26 November 2020
M. Chain	Special Appointed Director	Director, 2 years	9 of 11	Business Owner	(A) 11 February 2023
I. Robinson	Director	Director, 2 years	3 of 3	Retired Director	(A) 11 February 2023 (R) 20 August 2023
M. Maechler	Director	Director, 1 year	6 of 7	Executive Assistance Reinsurance Services	(A) 18 November 2023

DIRECTORS BENEFITS

Except for the benefits disclosed in Note 17, since the end of the previous financial year no Director has received or become entitled to receive any benefit by reason of a contract between the Company and himself or with a firm of which he has a substantial financial interest.

MEMBERS' LIMITED LIABILITY

In accordance with the Constitution of the Company, every member of the company undertakes to contribute an amount limited to \$2.00 per member in the event of the winding up of the company during the time that he/she is a member or within one year thereafter. The total liability in the event of winding up is \$932 (2023 – \$940).

AUDITOR'S INDEPENDENT DECLARATION

The Auditor's Independent Declaration for the year ended 30th June, 2024 has been received and can be found on page 5 of this report.

Dated at Willoughby this 30th day of September 2024
In accordance with a resolution of the Directors


 VESTER CAMPION - PRESIDENT


 MARISE MAECHLER - DIRECTOR



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED

ABN: 35 000 248 117

(A Company Limited by Guarantee)

AUDITOR'S INDEPENDENT DECLARATION

UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

TO THE DIRECTORS OF WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED

In accordance with s 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Willoughby Legion Ex-Services Club Limited. As the audit partner for the audit of the financial report of Willoughby Legion Ex-Services Club Limited for the year ended 30th June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) The auditor independence requirements of the *Corporations Act 2001* in relation to the audit, and
- (ii) Any applicable code of professional conduct in relation to the audit.

**DATED AT SYDNEY
THIS 30TH DAY OF
SEPTEMBER 2024**


.....
HARLEY, RUSSELL & DAY
Chartered Accountants

GARRY WILLIAM DAY
Registered Company Auditor



WILLOUGHBY LEGION
EX-SERVICES CLUB LIMITED
ABN: 35 000 248 117
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STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30TH JUNE 2024

	Notes	2024	2023
		\$	\$
Revenue from Continuing Operations			
Revenue from sale of goods	2	-	-
Revenue from rendering of services	2	-	24
Other Revenue from ordinary activities	2	552	495
Total Revenue		552	519
 Operating Expenses			
Cost of Sales	3	-	-
Donations and Sponsorship		(500)	(400)
Directors' Expenses		(3,077)	(824)
Employment Benefits expense		(15,831)	(40,803)
Entertainment, marketing and promotional costs		-	-
Legal and consultancy fees		(700)	(18,177)
Poker machine licences and taxes		-	-
Occupancy expense		(6,838)	(6,959)
Other expenses from ordinary activities		(37,100)	(46,441)
Total Operating Expenses		(64,046)	(113,604)
 Earnings before borrowing costs, tax, depreciation and amortisation		(63,494)	(113,085)
Depreciation and amortisation	3	-	-
Finance Costs	3	(328)	(4,477)
		(328)	(4,477)
 Profit (Loss) before income tax		(63,822)	(117,562)
Income tax expense		-	-
Total Profit (Loss) for the Year		(63,822)	(117,562)
 Other Comprehensive Income	19	120,000	100,000
Profit (Loss) attributable to members of the entity		56,178	(17,562)



WILLOUGHBY LEGION
EX-SERVICES CLUB LIMITED
ABN: 35 000 248 117
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STATEMENT OF FINANCIAL POSITION
FOR THE YEAR ENDED 30TH JUNE 2024

	Notes	2024	2023
		\$	\$
Current assets			
Cash assets	4	160,698	110,096
Inventories	5	-	-
Other	6	-	-
Total current assets		160,698	110,096
Non-current assets			
Property, plant & equipment	7	20,469,000	20,469,000
Total non-current assets		20,469,000	20,469,000
Total assets		20,629,698	20,579,096
Current liabilities			
Payables	8	17,158	18,157
Other	9	3,999	1,039
Total current liabilities		21,157	19,196
Non current liabilities			
Interest Bearing Liabilities	10	1,012,618	1,013,514
Provisions	11	4,209	10,850
Total non current liabilities		1,016,827	1,024,364
Total liabilities		1,037,984	1,043,560
Net assets		19,591,714	19,535,536
Equity			
Asset Revaluation Reserve	18	14,584,339	14,584,339
Land Revaluation Surplus		3,970,785	3,970,785
Retained Profits		1,036,590	980,412
Total equity		19,591,714	19,535,536



WILLOUGHBY LEGION
EX-SERVICES CLUB LIMITED
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STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30TH JUNE 2024

	2024	2023
	\$	\$
Cash Flow from Operating Activities		
Receipts from customers	120,037	110,260
Payment to suppliers and employees	(69,057)	(88,670)
Finance costs	-	-
Interest received	518	281
Net Cash from Operating Activities	51,498	21,871
Cash Flow from Investing Activities		
Payment for Property and Equipment	-	-
Investments - Change	-	-
Net Cash Outflows from Investing Activities	-	-
Cash Flow from Financing Activities		
Repayment - Fisho's Club	(896)	(415)
Borrowings - Advance Contribution HPG	-	265,000
Borrowings - Finance Leases Repayment	-	-
Borrowings - Members Loans (Repayment)	-	(209,744)
Net Cash (Outflows) from Financing Activities	(896)	54,841
Net increase/(decrease) in Cash Held	50,602	76,712
Cash held at the beginning of the financial year	110,096	33,384
Cash held at the end of the financial year	160,698	110,096



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED

ABN: 35 000 248 117

(A Company Limited by Guarantee)

NOTES TO AND FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED 30TH JUNE, 2024

NOTE 1. SUMMARY OF MATERIAL ACCOUNTING POLICIES

Willoughby Legion Ex-Services Club Limited is a Company Limited by Guarantee and incorporated and domiciled in Australia. Willoughby Legion Ex-Services Club Limited is a not-for-profit entity for the purpose of preparing the financial report. The principal activities of the Company consist of maintaining and operating a licensed club with associated sporting activities after the redevelopment of the site is completed.

Registered office:

26 Crabbes Avenue
WILLOUGHBY NORTH NSW 2068

Principal Place of Business:

26 Crabbes Avenue
WILLOUGHBY NORTH NSW 2068

BASIS OF PREPARATION

The Willoughby Legion Ex-Services Club Limited report is a general-purpose financial report that has been prepared in accordance with Australian Accounting Standards - Simplified Disclosures. This includes compliance with the recognition and measurement requirements of all Australian Accounting Standards, Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the disclosure requirements of AASB 1060 *General Purpose Financial Statements - Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities*.

The financial report of the company was prepared in accordance with Australian Accounting Standards - Simplified Disclosures. The 2022 and prior year financial reports were prepared in accordance with Australian Accounting Standards - Reduced Disclosure Requirements. The transition from the previous financial reporting framework to Australian Accounting Standards - Simplified Disclosures has not affected the Willoughby Legion Ex-Services Club Limited reported financial position, financial performance and cash flows.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

The financial statements, except for the cash flow information, have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The amounts presented in the financial statements have been rounded to the nearest dollar.

ACCOUNTING POLICIES

a) **Revenue Recognition**

Sales Revenue

Sales Revenue comprises revenue earned from the provision of catering, beverage, and poker machine facilities to members and other patrons of the Club. Sales revenue is recognised when the goods and services are provided.

Asset Sales

The gross proceeds of asset sales are included as revenue of the entity. The profit or loss on disposal of assets is brought to account at the date an unconditional contract of sale is signed.

Interest Income

Interest income is recognised as it accrues.

b) **Principal Activities**

The company operates as a Licensed Club.



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED**ABN: 35 000 248 117***(A Company Limited by Guarantee)***NOTES TO AND FORMING PART OF THE ACCOUNTS**
FOR THE YEAR ENDED 30TH JUNE, 2024**NOTE 1. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)****c) Property, Plant & Equipment**

Property, plant and equipment are included at cost or at an independent valuation. All fixed assets, including buildings and capitalised leases, but excluding freehold land, are depreciated over their estimated useful lives commencing from the time the asset is held ready for use.

d) Leases

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of the asset, but not legal ownership, are transferred to the company, and are classified as finance leases. Finance leases are capitalised recording an asset and a liability equal to the present value of the minimum lease payments, including any guaranteed residual value. Leased assets are amortised over their estimated useful lives. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period. Lease payments under operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

The Company has applied Accounting Standard AASB 16 in respect to the Right-of-Use Assets from 1st January 2019.

e) Depreciation of property, plant and equipment

Depreciation is calculated on a straight-line basis to write off the net cost or revalued amount of each item of property, plant and equipment (excluding land) over its expected useful life. The exception is glassware, crockery and cutlery, which is expensed in the year of purchase. Estimates of remaining useful lives are made on a regular basis for all assets, with annual reassessments for major items. The expected useful lives are as follows:

<u>Category</u>	<u>Useful Life</u>	<u>Depreciation Basis</u>
Buildings	40 years	straight line
Plant and equipment	5 years	diminishing value

f) Trade and other creditors

These amounts represent liabilities for goods and services provided to the club prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

g) Maintenance and repairs

The costs of maintenance, repairs and minor renewals are charged as expenses as incurred.

h) Employee Entitlements**(i) Wages and salaries, annual leave and sick leave**

Liabilities for wages and salaries, annual leave and sick leave are recognised and are measured as the amount unpaid at the reporting date at current pay rates in respect of employees' services up to that date.

(ii) Long service leave

A liability for long service leave is recognised for all employees of the club with ten years or more service. No adjustment is made for inflation of wage rates or discounting of expected future payments as the net effect is not expected to be material.

i) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the Australian Taxation Office is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis.



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED**ABN: 35 000 248 117***(A Company Limited by Guarantee)***NOTES TO AND FORMING PART OF THE ACCOUNTS**
FOR THE YEAR ENDED 30TH JUNE, 2024

	2024	2023
	\$	\$

NOTE 2. REVENUE FROM CONTINUING OPERATIONS

Operating Activities

Revenue from Sale of Goods

Bar Sales	-	-
	<hr/>	<hr/>

Revenue from Rendering Services

Poker Machines	-	-
Tab	-	-
Functions & Facility Hire	-	-
Raffles	-	-
Keno	-	24
	<hr/>	<hr/>
	<hr/>	<hr/>

Other Revenue from Ordinary Activities

Donations & Sponsorship	-	-
Interest	518	281
Members Subscriptions	14	14
Commission Vending Machines	-	-
Other	20	200
Sale of Assets	-	-
	<hr/>	<hr/>
	<hr/>	<hr/>
Total Revenue from Continuing Operations	552	519
	<hr/>	<hr/>

NOTE 3. EXPENSES FROM OPERATING ACTIVITIESCost of Goods Sold

Bar	-	-
	<hr/>	<hr/>

Finance Costs

Borrowing Costs	328	4,477
	<hr/>	<hr/>

NOTE 4. CURRENT ASSETS - CASH ASSETS

ANZ Cheque	119,792	69,709
ANZ Online Saver	40,906	40,387
	<hr/>	<hr/>
	<hr/>	<hr/>
160,698	110,096	

The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	160,698	110,096
	<hr/>	<hr/>

Balances as per statement of cash flows	160,698	110,096
	<hr/>	<hr/>



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED**ABN: 35 000 248 117***(A Company Limited by Guarantee)***NOTES TO AND FORMING PART OF THE ACCOUNTS**
FOR THE YEAR ENDED 30TH JUNE, 2024

	2024	2023
	\$	\$

NOTE 5. INVENTORIES

Finished Goods - at cost

 NOTE 6. OTHER

Receivable - HPG - CW Pty Ltd

 NOTE 7. NON-CURRENT ASSETS - PROPERTY, PLANT & EQUIPMENT

Land - at Valuation	16,469,000	16,469,000
Willoughby Sub-Branch land acquired in 2016	<u>4,000,000</u>	<u>4,000,000</u>
	<u>20,469,000</u>	<u>20,469,000</u>
Total Land and Buildings	<u>20,469,000</u>	<u>20,469,000</u>
Total property, plant and equipment	<u>20,469,000</u>	<u>20,469,000</u>

Reconciliation

Total of Land and Buildings of \$20,469,000 consist of the "Core Assets" as defined under the Registered Clubs Act.

The Board of Directors on 21st July 2022 have determined that the valuation of the Club Land Titles for 30th June 2023 financials to be \$20,469,000.

The original Club titles were valued at \$16,469.00 by Asset Property Consultants, valuer Mr James Doncas (Reg. Valuer 2584) in September 2011. Additional land acquired from the Willoughby Sub-Branch in 2016, and was valued by Heron Todd White, valuer Mr Steve Fraser (Reg. Valuer 6150) at \$4,000,000.

Given the approx. 14,000m² of land at North Willoughby, the Directors were satisfied that a formal valuation at this time would be higher than this sum, and that a valuation after completion of the redevelopment would be higher again, when the next property valuation will be made.

Reconciliations of the carrying amounts of each class of property, plant and equipment at the beginning and end of the current financial year are set out below:

	Land	Smoking	Terrace	Plant & Equipment	Total
	\$	\$	\$	\$	\$
Carrying amount at 30th June 2023	20,469,000	-	-	20,469,000	
Carrying amount at 30th June 2024	20,469,000	-	-	20,469,000	



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED**ABN: 35 000 248 117***(A Company Limited by Guarantee)***NOTES TO AND FORMING PART OF THE ACCOUNTS**
FOR THE YEAR ENDED 30TH JUNE, 2024

	2024	2023
	\$	\$

NOTE 8. CURRENT LIABILITIES - PAYABLES

Trade creditors	11,159	11,008
Other Payables and Accruals	5,999	7,149
	<u><u>17,158</u></u>	<u><u>18,157</u></u>

NOTE 9. CURRENT LIABILITIES - OTHER

Taxation GST PAYG	3,999	1,039
	<u><u>3,999</u></u>	<u><u>1,039</u></u>
	<u><u></u></u>	<u><u></u></u>

NOTE 10. NON-CURRENT - INTEREST BEARING LIABILITIES

Loans from Members	-	-
Loan from Toorshi Pty Ltd Secured	1,000,000	1,000,000
Loan from Fisho's Club	12,618	13,514
	<u><u>1,012,618</u></u>	<u><u>1,013,514</u></u>

NOTE 11. CURRENT & NON-CURRENT LIABILITIES - PROVISIONS

Employee Entitlements - Annual Leave - Current	-	-
Employee Entitlements - Long Service Leave - Non Current	4,209	10,850
	<u><u>4,209</u></u>	<u><u>10,850</u></u>

NOTE 12. DIVIDENDS

Under the Club's Constitution, there is no provision for the payment of dividends.

NOTE 13. CONTINGENT LIABILITIES

There were no contingent liabilities at year end.

-

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NOTE 14. INDUSTRY AND OPERATION LOCATIONS

The company operates predominantly in the hospitality and entertainment industry.

The Company's operations and customers are located predominantly in Sydney, New South Wales. The Company provides food, beverage, gaming and other entertainment facilities to members and guests, which has now been suspended during redevelopment.



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED

ABN: 35 000 248 117

(A Company Limited by Guarantee)

**NOTES TO AND FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED 30TH JUNE, 2024**

NOTE 15. RELATED PARTY TRANSACTIONS

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Apart from the details enclosed on this note, no other key management personnel has transacted with the Company since the end of the previous financial year and there were no outstanding balances involving key management personnel's interests existing at year-end.

Other Related Transactions

During the year the Company was supported by unsecured loans made to the Company by the Members of the Fisho's Club \$12,617 (2023 - \$13,514).

NOTE 16. CURRENT POSITION - REDEVELOPMENT

Our latest advice from Hyecorp as of 25th September 2024 is that practical completion of the redevelopment will be achieved by the 9th April 2025.

NOTE 17. KEY MANAGEMENT PERSONNEL COMPENSATION

Key Management Personnel

Names and positions held of key management personnel in office at any time during the financial year are:

Ves Campion	President	Angelo Rozos	Director
Marise Maechler	Vice President	Ron Whyte	Director
Chris Maher	Director	Michael Chain	Director
John Seatter	Director	Ian Robinson	Director
Elizabeth Dorahy	Director		

Other Key Management Personnel

Peter Dove Secretary Manager

Key Manager Personnel Compensation

<u>Short-term benefits</u>	<u>Post employment benefits</u>		
Cash, Salary & Commissions	Allowances	Superannuation	Total
\$ 2,400	\$ -	\$ 264	\$ 2,664
15,848	-	1,663	17,511
	<u>2024</u>		<u>2023</u>
	\$ -		\$ -
	<u>=====</u>		<u>=====</u>
	3,077		824

Director's Expense

Director's Expenses did not exceed the amount approved by Members at the last Annual General Meeting



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED**ABN: 35 000 248 117***(A Company Limited by Guarantee)***NOTES TO AND FORMING PART OF THE ACCOUNTS**
FOR THE YEAR ENDED 30TH JUNE, 2024**NOTE 18. ASSET REVALUATION**

The value of the land was revalued at \$20,469,000 (see Note 7) in 2022, the increase in the valuation being \$3,970,785.

NOTE 19. OTHER COMPREHENSIVE INCOME

During the year the company received the following other income:

(i) Under the Project Development Agreement entered into with HPG CW Pty Ltd in January 2017 under Clause 20.2, the Developer has provided \$5,000 per month for July and August 2022, then \$20,000 per month exclusive of GST, up to 30th June 2024.

	<u>2024</u>	<u>2023</u>
	\$	\$
Amount received up to 30th June 2024	240,000	210,000
(i) Less Project Management Eastview	(120,000)	(110,000)
TOTAL OF OTHER COMPREHENSIVE INCOME	<u>120,000</u>	<u>100,000</u>

NOTE 20. LOAN FROM TOORSHI PTY LTD OF \$1,000,000

On 23 February 2017 the company secured a loan from Toorshi Pty Ltd, which flowed from the Project Delivery Agreement with HPG CW Pty Ltd, and is secured by a mortgage over the company's real estate. There is no interest or principal payments required and the loan is repayable on completion of the development, which could be between 3 to 5 years.

NOTE 21. STATEMENT OF CHANGES IN EQUITY

Opening Balance 30 June 2023	980,412	997,974
Less Profit/(Loss) for the year	56,178	(17,562)
Closing Balance 30 June 2024	<u>1,036,590</u>	<u>980,412</u>

NOTE 22. EVENTS SUBSEQUENT TO BALANCE DATE

The accounting AASB 110 requires significant events after the reporting period for the year ended 30th June 2024 to be disclosed.

Going Concern

The Company ceased trading on 29th January 2022 for the purpose of the redevelopment of the site for a period anticipated to be between three to five years.

NOTE 23. AUDITOR'S REMUNERATION

Auditing the Financial Statements	9,000	9,000
Other	-	-
	<u>9,000</u>	<u>9,000</u>



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED

ABN: 35 000 248 117

(A Company Limited by Guarantee)

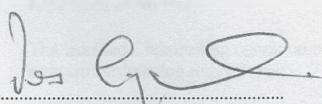
DIRECTORS' DECLARATION

The directors of the company declare that:

1. The financial statements and notes, as set out on pages 1 to 15 are in accordance with the Corporations Act 2001:
 - (a) Comply with Accounting Standards - Simplified Disclosure Requirements and the Corporation Regulations 2001; and
 - (b) Give true and fair view of the financial position as at 30th June 2024 and of the performance for the year ended on that date of the company;
2. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Dated at Willoughby this 30th day of September 2024
In accordance with a resolution of the Directors



.....

VESTER CAMPION - PRESIDENT



.....

MARISE MAECHLER - DIRECTOR



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED
ABN: 35 000 248 117
(A Company Limited by Guarantee)

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Willoughby Legion Ex-Services Club Limited (the Company), which comprises the statement of financial position as at 30th June 2024, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of Willoughby Legion Ex-Services Club Limited, is in accordance with the *Corporations Act 2001*, including:

- (a) Giving a true and fair view of the company's financial position as at 30th June 2024, and of its financial performance for the year then ended; and
- (b) Complying with Australian Accounting Standards AASB 1060: *General Purpose Financial Statements – Simplified Disclosures for Not-for-Profit Tier 2 Entities* and the *Corporations Regulations 2001*.

Emphasis of Matter

The licensed Club trading operation ceased on 29th January 2022, and is no longer a going concern. The site is now currently being redeveloped.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section set out under Auditing Standard ASA 700. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company would be in the same terms if given to the directors as at the time of the auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED**ABN: 35 000 248 117***(A Company Limited by Guarantee)***INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF****WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED (continued)****Other Information**

The directors are responsible for the other information. The other information comprises the information contained in the Willoughby Legion Ex-Services Club Limited Annual Report (but does not include the financial report and our auditor's report thereon).

Our opinion on the financial report does not cover the other information and accordingly we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards – Simplified Disclosures and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the registered entity's internal control.



WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED

ABN: 35 000 248 117

(A Company Limited by Guarantee)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

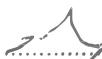
WILLOUGHBY LEGION EX-SERVICES CLUB LIMITED (continued)

Auditor's responsibilities for the audit of the Financial Report (continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the registered entity's ability to continue as a going concern.
- If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the registered entity to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**DATED AT SYDNEY
THIS 15TH DAY OF
OCTOBER 2024**

.....

HARLEY, RUSSELL & DAY
Chartered Accountants

GARRY WILLIAM DAY
Registered Company Auditor



W Club Willoughby

PO Box 556,
North Willoughby NSW 2068
0400 673 312

