

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE GALLIPOLI CLUB
HELD ON WEDNESDAY 19th APRIL, 2017
AT LEVEL 2, 12-14 LOFTUS STREET, SYDNEY
COMMENCING AT 12.00PM AEST**

ATTENDEES:	Stephen Ware	Marc Higgins
	Margaret Brown	Ewen Haynes
	Glenn Tetley	John Hunt
	Andrew Condon	Edward Codd
	John Robertson	J O Shannassy
	Scott Heathwood	Charles Poolman
	Reg Curnow	Reg Keane
	Kerry Trollope	John Carmody
	Paul Houlihan	Clive Curwood
	David Ford	Fred McClure
	David Scott	Julie Orr
	John Rice	June Rowe
	Terry Ryan	Roger Manning
	John Brown	Anthony Le Brun
John Brogan		

Membership being confirmed by reference to members' register.

1. Apologies

Apologies were received from Mrs Ann-Marie Ware, Mr Greg Hanchard, Ms Elizabeth Whittle, Mr Alf Carpenter and Mr Dan Houlihan.

2. Welcome

Mr Stephen Ware declared the Meeting open at 12.00pm. He further indicated that a quorum was present in that more than 20 financial members were in attendance.

3. Confirmation of Minutes of previous AGM

The Minutes of the Meeting held on 27th April, 2016 were tabled. It was moved:-

“That the Minutes of the Meeting of the previous AGM held at 12 Loftus Street, Sydney on Wednesday 27th April, 2016 be confirmed as a true and correct record.”

MOVED Mr Paul Houlihan

SECONDED Mr John Brogan

CARRIED

4. Business Arising

Nil

5. Financial Accounts

Mr Stephen Ware invited the Treasurer to formally move the financial statements and directors' reports.

It was moved:-

“That consideration of the Committee Members’ Report and audited financial accounts for the year ended 31st December 2016 be adopted.”

MOVED Mr John Brogan
SECONDED Mr Andrew Condon
CARRIED

6. Report of the Returning Officer

Mr Stephen Ware reported the results of the election as received from the Returning Officer:-

Mr John Robertson	President
Mr David Ford	Senior Vice President
Mr Ted Codd	Junior Vice President
Mr John Brogan	Treasurer
Mr Scott Heathwood	Director
Mr Andrew Condon	Director
Mr Stephen Ware	Director
Mr Glenn Tetley	Director
Mr Marc Higgins	Director

It was moved:-

“That the Returning Officer’s Report be adopted.”

MOVED Mr David Scott
SECONDED Mr Paul Houlihan
CARRIED

7. Ordinary Resolution Relating to payment of benefits to Directors

It was moved:-

“That pursuant to Section 10(1)(i) of the Registered Clubs Act 1996 (as amended), to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

a. The members hereby approve and agree to expenditure by the Club of the reasonable costs of the Directors whilst representing the Club to be borne by the Club, including out-of-pocket expenses for the following activities:

- (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 that meeting;**
- (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 the production of invoices, receipts or other proper documentary evidence of such expenditure.**
- (iii) Reasonable expenses incurred by the directors in relation to such other duties including entertainment of special guests, whether they be a member of the Club or not, to the Club and other promotional activities performed by directors which activities and the expenses therefrom are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.**
- (iv) As Directors may be required to attend Clubs NSW and other educational industry meetings or business related conferences, the costs associated with courses relating to:
 - (a) Directors' responsibilities**
 - (b) Best Club Management Practices**
 - (c) Latest Industry Developments**
 - (d) Responsible Service of Alcohol**
 - (e) Responsible Gaming Practices.****
- (v) The expenses associated with travel to and accommodation of directors associated with the annual Gallipoli Art Prize competition including expenses associated with the requirement that the Club be represented at the announcement and presentation of the Turkey Australia New Zealand Friendship and Promotion Association in Turkey."**

NB. The members acknowledge that the benefits in paragraph (a) are not available to members generally but only for those who are directors of the Club as a reimbursement of out-of-pocket expenses in accordance with Clause 4 of the Club's Constitution"

MOVED Mr Ted Codd
SECONDED Mr Terry Ryan
CARRIED

The Chairman declared the motion carried.

8. Special Resolution

The Chairman advised the meeting that in respect of Life Membership – Alf Carpenter

“That the recommendation by the Board that Mr Alf Carpenter be elected a Life Member of the Gallipoli Memorial Club Ltd. Is approved.”

MOVED Mr Stephen Ware

SECONDED Mr Ted Codd

CARRIED

Carried unanimously by acclamation. Mr Stephen Ware declared the motion carried with a 75% majority of those voting.

9. Special Resolutions – Proposed Changes to Memorandum and Articles of Association of the Gallipoli Memorial Club Ltd.

Resolution One

“That in Section 29 (a) of the Constitution, the word ‘annually’ be changed to ‘biennially’ and inserting at the end of Section 29 (a), ‘commencing with the elections in 2018’.”

MOVED Mr John Brogan

SECONDED Mr Ted Codd

CARRIED

The Chairman declared the motion carried with more than a 75% majority.

Resolution Two

“That section 29 (c) of the Constitution be amended by inserting after the word ‘constitute’ the words ‘the Executive and shall exercise such powers as’”

MOVED Mr Ted Codd

SECONDED Mr John Brogan

CARRIED

The Chairman declared the motion carried with more than a 75% majority.

Resolution Three

“That Section 36 (g) of the Constitution be amended to reduce the quorum required at all general meetings of the Club from ‘twenty (20)’ financial members to ‘ten (10)’ financial members present and entitled to vote.”

MOVED Mr Ted Codd
SECONDED Mr Terry Ryan
CARRIED

The Chairman declared the motion carried with more than a 75% majority.

Resolution Four

“That Section 32 (e) of the Constitution be amended by deleting ‘extraordinary’ and replacing the words ‘legion ordinary life or honorary life members’ with ‘Full Members’”

MOVED Mr Terry Ryan
SECONDED Mr Paul Houlihan
CARRIED

The Chairman declared the motion carried with more than a 75% majority.

10. Close of Meeting

There being no further business, Mr Stephen Ware declared the meeting closed at 12.07pm AEST.

Signed as a correct record

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Chairman