

THE GALLIPOLI MEMORIAL CLUB LTD

ABN 49 001 038 740 ACN 001 038 740

Annual General Meeting Wednesday, 15 April 2020 convened at The Harbour View Hotel 18 Lower Fort Street, Dawes Point commencing at 11:05 pm

1 Open Meeting

A quorum not being present at 12:05 pm the meeting lapsed.

Pursuant to Clause 36(i) and 36(a) due notice of a further general meeting was given to be convened at: Suite 17, Level 2 37- 43 Alexander Street, Crows Nest, Wednesday 13 May 2020 commencing at 12:05 pm

1 Open Meeting

A quorum not being present at 1:05 pm those present proceeded with the business set down on the agenda as if there were a quorum present.

Attendance:	John Robertson	#115
	Kathleen E Whittle	#413
	Brian Lee	#347
	John Brogan	#212

2 Apologies

Apologies were received from:

David Ford, Stephen Ware, Mark Higgins, Greg Hanchard, Ted Codd, Terry Ryan, Bob Lawrence, Michael Smith, Jan Hartman, Ken Brady, David Scott and Arthur Fittock.

“That the Apologies be accepted”

Moved: John Brogan
Seconded: Kathleen Whittle
Carried

3 Confirmation of Minutes of Previous Annual General Meeting

“That the minutes of the 2019 AGM convened at the Harbour View Hotel on 17 April 2019 are confirmed as a true and accurate record.”

Moved: John Brogan
Seconded: Brian Lee
Carried

4 Business arising out of Minutes

Nil discussed.

5 To receive and, if thought fit, adopt the report of the Directors and the audited Financial Accounts for the year ended 31st December 2019

“ That the Directors Reports and the Financial Statements for the year ending 31 December 2019 as published in the Annual Report be accepted and endorsed.”

Moved: John Brogan
Seconded: Kathleen Whittle
Carried

6 Appointment of Directors

“That the returning officer’s report be accepted.”

Moved: Brian Lee
Seconded: Kathleen Whittle
Carried

7 Ordinary Resolution relating to Directors' benefits:

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

The members hereby approve and agree to expenditure by The Gallipoli Memorial Club Limited ('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:

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;

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;

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 there from are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure;

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:

Directors' responsibilities
Best Club Management Practices
Latest Industry Developments
Responsible Service of Alcohol
Responsible Gaming Practices.

The expenses associated with travel to and accommodation associated with the annual Gallipoli Art Prize and participation in activities with 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: Brian Lee
Seconded: Kathleen Whittle
Carried

8 Special Resolution to amend the Articles of Association of the Club:

“That the Articles of Association of The Gallipoli Memorial Club Limited, be amended as follows:

- by inserting into Article 1 the following new definitions in proper alphabetical order:

‘Quay Quarter Sydney – Retail’ means any retail outlet, including any ‘pop-up’ located within the area generally regarded by the Board in its absolute discretion as comprising the Quay Quarter precinct.

‘Sydney - Residential’ means any residential tower or other residential accommodation located within the boundary created by Alfred Street, George Street, Park Street, Elizabeth Street, Hunter Street, Macquarie Street and around Circular Quay E to Alfred Street, Sydney.

- by deleting Article 9(a) in its entirety and inserting the following new Article 9(a):

9.(a) The Club shall consist of members of the following classes:-

- | | | |
|--------------|-------|--|
| Full Members | (i) | Life Members |
| | (ii) | Honorary Life Members |
| | (iii) | Ordinary Members of six (6) sub-classes: |
| | (a) | Service Members |
| | (b) | Life Subscriber Members |
| | (c) | Club Members |
| | (d) | Military Members and Descendant Members |
| | (e) | Gallipoli Scholarship Recipient Members |
| | (f) | Social Members |

Provisional Members (iv) Applicants for Full Membership

Temporary Members (v) For either a limited period or specific competition

Honorary Members (vi) As conferred under these Articles.

- by deleting Article 9(d) in its entirety and inserting the following new Article 9(d):
 - (d) A Service Member is a person who shall be elected to membership under the provision of Articles 8 (ii) and shall be required to pay an annual subscription in such amount as determined by the Board from time to time provided such amount shall not be less than the minimum annual fee as may be prescribed in the Act.

- by deleting Article 9(l) in its entirety and inserting the following new Articles 9(l), (m) and (n):
 - (l) A Social Member is a person who:
 - (i) has attained the age of eighteen (18) years;
 - (ii) wishes to use the facilities and amenities of the Club;
 - (iii) makes application for membership of the Club as a Social Member in accordance with this Constitution; and
 - (iv) has been duly admitted to membership as a Social Member in accordance with this Constitution.

The membership fee and privileges of membership of a Social Member, other than those specifically provided for in these Articles, shall be established by the Board from time to time provided such amount shall not be less than the minimum annual fee as may be prescribed in the Act.
 - (m) A Gallipoli Scholarship Recipient is a person who is a recipient of scholarships awarded by the Club and the Gallipoli Scholarship Fund Incorporated and if any of these entities ceases to exist then the person, body or authority as serves substantially the same objects and performs the same functions.

The membership fee and privileges of membership of a Gallipoli Scholarship Recipient, other than those specifically provided for in these Articles, shall be established by the Board from time to time provided such amount shall not be less than the minimum annual fee as may be prescribed in the Act.
 - (n) Social Members shall not be entitled to vote at any general meeting of the Club nor stand for election to any office of the Club.

- by deleting Article 10 in its entirety and inserting the following new Articles 10 and 10A:
 - 10 Every candidate for membership of the Club, other than a person being granted Honorary Life Membership or Honorary Membership, shall:
 - (a) Sign and lodge with the secretary/manager a form of application for admission to membership of the Club. Such form shall embody a statutory declaration that the applicant is eligible for membership under the provisions of these Articles and

agrees to be bound by the terms and conditions of membership as contained in the Memorandum and Articles; and

- (b) Before the meeting referred to in Article 12 is held, pay the current year's subscription plus entrance fee and the badge deposit hereinafter provided for.

10A. Every candidate for membership of the Club, other than a person seeking admission as a Social Member or an Honorary Member, shall:

- (a) Be nominated by one member and seconded by another
 - (i) Life Member;
 - (ii) Honorary Life Member;
 - (iii) Service Member;
 - (iv) Life Subscriber Member; or
 - (v) Club Member,
 - (vi) Military Member and Descendant Member;
 - (vii) Gallipoli Scholarship Recipient Member; or
 - (viii) Social Member.

such nomination to be duly signed by the candidate, proposer and seconder and be lodged with the secretary/manager with the application for membership hereinbefore referred to.

- (b) Before the meeting referred to in Article 12 is held, pay the current year's subscription plus entrance fee and the badge deposit hereinafter provided for.

- by deleting Articles 11, 12 and 13 in their entirety and inserting the following new Articles 11, 12 and 13:
 - 11. The Secretary/Manager shall exhibit on the notice board for at least seven (7) days before the nomination is dealt with by the Board, the name and address of every person proposed for membership of the Club and in no case shall a person be elected a member of the Club until the expiration of fourteen (14) days from the day upon which his or her nomination is received by the Secretary/Manager.
 - 12. At any meeting of the Board held after the expiration of fourteen (14) days from the date of the posting of such notice the application for admission as a member of the Club may be considered and if approved of by the Board, and subject to satisfying the qualifications of membership and

any other matter contained in these Articles or prescribed by the Board, the applicant shall be elected a member of the class of membership for which they made application.

13. The entrance fees for membership and the annual subscription shall be such as may be determined by the Board and will be payable annually in advance and the subscription for Fully Paid Up Life Subscriber Membership shall be \$350.00 PROVIDED THAT the Board may by resolution from time to time alter the foregoing entrance fees and subscriptions AND PROVIDED FURTHER however that at no time shall the annual subscription be less than the sum prescribed by the Act. The Board may by resolution at any time and from time to time resolve that a levy be payable by each of the members or by each of any class or classes of the members in addition to the annual subscription and may fix the amount of that Levy and in any such ordinary resolution nominate the date by which that level shall be payable.

- by deleting Article 29 in its entirety and inserting the following new Article 29:
 29.
 - (a) The Board of directors of the Club shall consist of up to seven (7) directors comprising the following:-
 - (i) the President;
 - (ii) the Senior Vice-President;
 - (iii) the Junior Vice-President;
 - (iv) the Treasurer; and
 - (v) directors.
 - (b) The Board shall, prior to the calling for nominations, by resolution decide the number of directors to be elected for the ensuing year, provided such number is not less than three (3).
 - (c) In accordance with Article 30 and subject to Article 9 the Board shall be elected biennially by the general body of the members, commencing with the election in 2018.
 - (d) The President, the two (2) Vice-Presidents and the Treasurer shall constitute the Executive and shall exercise such powers as the Board may from time to time direct.
 - (e) No person shall be elected to the office of Senior Vice President, Junior Vice President or Treasurer unless he or she shall have been a member of the Board of the Club for one (1) consecutive period of twenty-four (24) months.
 - (f) The first Board shall be the signatories to the Memorandum of Association and these Articles and the members of the first Board shall hold the respective offices held by

them at the date of incorporation of the Club in the unincorporated Club and shall hold office in the Club until the first annual general meeting of the Club. The first Board while in existence shall exercise all the powers and functions conferred by these Articles on the Board of Directors.

(g) No person shall be elected President unless he shall have been a member of the Executive for a period of at least two (2) consecutive years.

30. • by deleting Article 30(a) in its entirety and inserting the following new Article 30(a):

(a) Except as hereinafter provided:

- (i) Life Members;
- (ii) Honorary Life Members;
- (iii) Service Members;
- (iv) Life Subscriber Members; and
- (v) Club Members,
- (vi) Military Members and Descendant Members; and
- (vii) Gallipoli Scholarship Recipient Members.

with the exception of members in the employ of the Club, who have been financial members for twelve (12) consecutive months preceding the date for closing of nominations for election to the Board in each election year shall be eligible to stand for and if elected to hold office on the Board PROVIDING however, a member of the Club who:

- a. is currently under suspension;
- b. is not a financial member;
- c. is an:
 - i. owner;
 - ii. lessee;
 - iii. director or shareholder of any owner or lessee; or
 - iv. a resident, of Quay Quarter Sydney - Residential;

- d. is an owner, lessee, director or shareholder of any owner or lessee or an employee in any Quay Quarter Sydney – Retail outlet;
- e. has been reprimanded, suspended or fined by the Board for any offence involving dishonesty and who shall not have appealed to an extraordinary general meeting against the decision of the Board or shall have appealed and have had their appeal disallowed by an extraordinary general meeting;
- f. has been cited to appear before the Board on any charge and at the date of nomination or election the charge has not been determined by the Board;
- g. has been found guilty of any charge and either:
 - i. expelled; or
 - ii. suspended for a period in excess of three (3) months,

within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting.
- h. has within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting:
 - i. been an employee of the Club; or
 - ii. been convicted of any offence:
 - 1. connected with the promotion, formation or management of any company, co-operative, partnership or business;
 - 2. involving fraud or dishonesty and carrying a penalty of three (3) or more months imprisonment; or
 - 3. in relation to the acquisition of shares.
- i. is an undischarged bankrupt.
- j. has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club or any other training as prescribed by a resolution of the Board.
- k. has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect.
- l. has, at any time, had imposed upon him or her:
 - i. a loading on the usual premium; or
 - ii. a higher than usual excess;

as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar,

shall not be eligible to stand for election to the Board of the Club.

- by re-numbering Article 36(g) as Article 36(g) i
- by inserting the following new Article 36(g) ii
 - ii The quorum at any general meeting at which a Special Resolution to amend any or all of Articles 29, 30 and 48 of these Articles is proposed to be considered, shall be ten (10) Life Members, Honorary Life Members, Service Members, Life Subscriber Members, and Club Members, Military Members and Descendant Members; and Gallipoli Scholarship Recipient Members present and entitled to vote.
- by inserting the following new Articles 47 and 48:
 - 47. These Articles can only be amended by way of Special Resolution passed at a general meeting (including an Annual General Meeting) of the members of the Club.
 - 48. Life Members, Honorary Life Members, Service Members, Life Subscriber Members, and Club Members, Military Members and Descendant Members; and Gallipoli Scholarship Recipient Members shall be the only members entitled to vote on a Special Resolution to amend these Articles of Association.

Moved: John Brogan
Seconded: Brian Lee
Carried

9 Other Business

To transact any other business that may be brought forward in accordance with Article 36(j) of the Club's constitution.

No notices of motion having been brought forward, the meeting closed at : 13:33.

Confirmed as a true and accurate record

Chairman

The Extraordinary General meeting to be held following the Annual General Meeting lapsed through want of a Quorum.