



7 July 2023

**NOTICE TO ALL MEMBERS**

The **Annual General Meeting** of the Crescent Head Country Club Limited (“the Club”) will be held on **Sunday 6<sup>th</sup> August 2023, 10.00am**, at the Club premises, 1 Rankine Street Crescent Head.

Those entitled to attend the Annual General Meeting are those financial members in the categories of **Life, Ordinary and Pensioner** members. Admission to the meeting will be on production of the member’s current Club membership card.

**Nominations** for the 2023 – 2024 Board of Directors commences on **Monday 10th July 2023**, at 11.00am.

Nomination forms are available from the Secretary Manager or front reception and must be delivered to the Secretary Manager no later than **6.00pm Friday 21st July 2023**. **(Nominees are requested to make themselves available for a photo; so all nominees can be displayed and be easily identified for members voting).**

**Mandatory Director Training and DIN:** The NSW Government has introduced Mandatory Director Training; *Registered Clubs Amendment (Training) Regulation 2013*. Members considering becoming a Club Director should be aware of their responsibilities in regard to corporate governance, ongoing training, education and obtaining a Director Identification Number (DIN) through Australian Business Registry Services (a division of the ATO). Eligible Directors who fail to apply for a DIN prior to appointment could face infringement notice or face civil or criminal penalties. Any member considering nominating from the floor would also need to have acquired their DIN prior to the AGM. Furthermore, all Directors are expected to complete further training courses including Responsible Service of Alcohol, Responsible Conduct of Gambling and Anti-Money Laundering and Counter Terrorism Financing Compliance and newly formulated training covering Gaming Code of Practice.

**Election of Directors – Method of Voting**

Ordinary Members only are eligible to vote. Ballot papers are obtainable at the Club for personal voting from **Monday 24th July 2023**. Members who are unable for any reason to attend the Club may apply in writing for a postal vote. The ballot will close at **4.00pm on Saturday, 5th August 2023**.

**Annual Report**

The Club’s Annual Report for the year ended 31 March 2023 will be accessible from the Crescent Head Country Club’s website [www.chcclub.com.au](http://www.chcclub.com.au) no later than 14th July 2023. Members still have the option of receiving the annual report in hard copy, but should notify the Club before 21st July 2023 so we can provide it to you by either:

Email – [accounts@chcclub.com.au](mailto:accounts@chcclub.com.au) OR Phone – **02 6566 0268** for mailing

For information regarding the Meeting Agenda, please see over.

Yours sincerely,

Colan Ryan  
**Secretary Manager**

**1 RANKINE STREET CRESCENT HEAD NSW 2440**

**PH : 02 65 660268 ABN 86 001 037 707**

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**NOTICE IS HEREBY GIVEN that the Annual General Meeting of Club Members (including Honorary Life and Foundation Life Members) of the Club will be held in the Clubrooms, on Sunday, 6<sup>th</sup> August, 2023 at 10.00am for the purpose of transacting the following business:**

1. To confirm the Minutes of the Annual General Meeting held on 14th August 2022.
2. To confirm the Minutes of the General Meeting held on 12th February 2023.
3. To receive and consider the report from the Board of Directors for the year ended 31<sup>st</sup> March, 2023.
4. To receive and consider the Financial Reports for the year ended 31<sup>st</sup> March, 2023.
5. To receive and consider the report of the Auditors.
6. To consider an ordinary resolution (outlined below) that members approve and agree to conferring honoraria on the directors of the Club.
7. To consider an ordinary resolution (outlined below) that members approve and agree to reasonable expenditure by the Club for director related expenditure as provided for by the Registered Clubs Act.
8. To consider an ordinary resolution (outlined below) that members approve and agree to reasonable expenditure by the Club for professional development and education of directors until the next Annual General Meeting.
9. For the purposes of clause 4(4) of the *Registered Clubs Regulation 2015* (NSW), the Chairperson will give notice of expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club from other registered clubs in the previous 12 months.
10. To receive and consider the Chairperson's report.
11. Projects and works update:
  - Club Evacuation Centre & Community Hub
  - Water Re-Use & Mini-Golf
  - Tennis Precinct
12. To consider the three (3) special resolutions (outlined below) to amend the Club's Constitution.
13. To receive the report of the Election on the result of the ballot and declaration by the Returning Officer of the election of the seven (7) successful candidates as Directors for the Board for the ensuing term.
14. General Business: A maximum period of thirty (30) minutes shall be provided during the Annual General Meeting to allow Members to move resolutions which, if carried by the majority of the meeting, shall be a recommendation to the incoming Board.

**C. RYAN  
SECRETARY MANAGER**

**PLEASE NOTE:** Any questions relating to the Financial Statements should be put in writing to the Secretary Manager no later than Wednesday, 2<sup>nd</sup> August, 2023 so that they can be answered adequately at the meeting.

**FIRST ORDINARY RESOLUTION**

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

That pursuant to Section 10(6)(b) of the Registered Clubs Act, the Members hereby approve the payment, of the following director honoraria:

- (a) \$3,000 per annum to the President of the Club at the monthly rate of \$250.00, payable monthly in arrears, pro-rated on a daily basis for any broken period of less than a calendar month at the start or end of the term of the President in respect of service on the Board until the next Annual General Meeting; and
- (b) \$500 per annum to each other director of the Club in at the monthly rate of \$41.66, payable monthly in arrears, pro-rated on a daily basis for any broken period of less than a calendar month at the start or end of the term of the director in respect of service on the Board until the next Annual General Meeting.

The Members hereby acknowledge that the benefits in this Ordinary Resolution are not available to Members generally but only to the President and other directors of the Club.

### **SECOND ORDINARY RESOLUTION**

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

That pursuant to section 10(6A) of the Registered Clubs Act the members hereby approve an amount not exceeding \$12,000 for expenditure by the Club until the next Annual General Meeting of the Club for the following:

1. The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by Clubs NSW, the Club Managers Association, the RSL & Services Clubs Association and such other conferences and trade shows as determined by the Board from time to time.
2. The reasonable cost of directors attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
3. The reasonable cost of directors (excluding spouses/partners) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
4. The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from Board meetings or other duly constituted meetings of any committee of the Board.
5. The reasonable cost of meals and beverages for each director at or after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal meal time.
6. The reasonable expenses incurred by directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
7. The reasonable cost of Club apparel being provided to directors as required.
8. The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to directors in respect of their duties as directors of the Club.

The members acknowledge that the benefits in this Resolution are not available for members generally but are only for those who are directors of the Club.

### **THIRD ORDINARY RESOLUTION**

*[The Third Ordinary Resolution is to be read in conjunction with the notes to members set out below.]*

That pursuant to section 10(6A) of the Registered Clubs Act the members hereby approve an amount not exceeding \$12,000 for expenditure by the Club until the next Annual General Meeting of the Club for the reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.

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The members acknowledge that the benefits in this Resolution are not available for members generally but are only for those who are directors of the Club.

### **Notes to Members on the Ordinary Resolutions**

The **First Ordinary Resolutions** seeks to confer upon directors of the Club payment of an honorarium in respect of their services as a member of the Board.

Section 10(1)(i) of the *Registered Clubs Act 1976* prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club.

However, section 10 (6) (b) of the *Registered Clubs Act 1976* allows a member to receive a profit, benefit or advantage that consists only of a sum of money paid to the member in respect of his or her services as a member of the governing body of the Club where that payment has been approved by a resolution passed at a general meeting of the members of the Club prior to the benefit being provided.

The **First Ordinary Resolution** confers an honorarium on the President of the Club of \$3,000 per annum and an honorarium on the other directors of the Club of \$500 per annum.

The **Second Ordinary Resolution** seeks to impose upon those members specified in the resolution, benefits of a kind not comprising a sum of money (ie not an honorarium). The benefits are set out in the Second Ordinary Resolution and relate to expenditure as provided for by the Registered Clubs Act.

The **Third Ordinary Resolution** seeks to impose upon those members specified in the resolution, benefits of a kind not comprising a sum of money (ie not an honorarium). The benefits are set out in the ordinary resolutions relate to the professional development and education of directors

Section 10(6A) of the *Registered Clubs Act 1976* allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

### **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 Crescent Head Country Club Limited be amended by:

- (a) **deleting** from Rule 2 the definition of “*financial member*” and **inserting** the following new definitions into Rule 1 in alphabetical order:

*““Director Identification Number” means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.*

*“financial member”, and the term “financial” when referring to a member, means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any such payments are required).*

*“Non Financial member”, and the terms “non financial” and “unfinancial” when referring to a member, means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.*

*“Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.”*

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- (b) **deleting** Rule 29 in its entirety and **inserting** the following new Rule 29:

**“SOCIAL MEMBERS**

29. *The following persons may be admitted as Social Members of the Club in accordance with procedures established by the Board from time to time:*

(a) *A person who has attained the age of 18 years and has made application for and is admitted to Social Membership.”*

- (c) **deleting** from Rule 30(f) the words “*other than pursuant to Rule 29(c)*”.
- (d) **inserting** at the end of Rule 36(a) the words “*(if any)*”.
- (e) **deleting** from Rule 40(a) the words “*full name, address and occupation*” and **inserting** the words “*full name and address*”.
- (f) **deleting** from Rule 40(c) the words “*address and occupation*”.
- (g) **inserting** into Rule 40(e) in the “*(if any)*” between the words “*instalments thereof*” and “*and failing*”.
- (h) **deleting** Rules 41(b) to (d) in their entirety and **inserting** the following new Rules 41(b) to (e):

“(b) *Should a person who is admitted as a Provisional Member not be elected to membership of the Club that person shall cease to be a Provisional Member of the Club and the entrance fee and subscription submitted with the nomination form (if any) shall be immediately returned to that person.*

(c) *Provisional Members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time and shall not be entitled to attend or vote at any general meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.*

(d) *Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of obtaining Provisional Membership pursuant to this Rule.*

(e) *The Secretary, the senior manager or supervisor then on duty may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club’s premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.”*

- (i) **deleting** Rule 43 in its entirety and **inserting** instead the following new Rule 43:

“43. *For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.”*

- (j) **deleting** from Rule 44 the words “*be debarred from all privileges of membership and shall*”.

- (k) **inserting** after Rule 44 the following new Rule 44A:

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“44A. Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.”

(l) **deleting** Rule 47 in its entirety and **inserting** instead the following new Rule 47:

“47. Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) as soon as is practical following the change to their details.”

(m) **deleting** Rule 48(a)(i) in its entirety and **inserting** instead the following new Rule 48(a)(i):

“48.

(a) The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:

- (i) Full Member Register. The register of members shall contain the name and address of each member and the date on which the member last paid the annual subscription for membership of the Club (but only if the member belongs to a class of membership that requires an annual subscription to be paid).”

(n) **deleting** Rules 49 and 50 in their entirety and **inserting** instead the following new Rules 49 and 50:

#### **“DISCIPLINARY PROCEEDINGS**

49. If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be, in the opinion of the Board, guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have the power to reprimand, suspend from all privileges of membership for such period as it considers fit, impose monetary compensation for damage to the Club’s premises or facilities caused by the member, expel or accept the resignation of such member and to remove the person’s name from the Register of Members provided that:

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- (a) *Such member shall be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least seven (7) clear days before the meeting of the Board at which such charge is to be heard. The notice shall set out the charge, matters and circumstances giving rise to the charge and the date, time and place of the meeting of the Board at which the charge is to be heard.*
- (b) *The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence, provided that.*
- (i) *if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and*
- (ii) *the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the hearing.*
- (c) *If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.*
- (d) *If the member charged does not comply with the warning given in accordance with paragraph (c) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.*
- (e) *The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines. In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under this Constitution, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Secretary no later than two (2) days before the meeting. Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge - the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to understand the charge and to represent themselves before the Board in the context of the Club as a social and sporting club. The Board may delegate the power to deal with an application for consent for representation by either a general delegation or by a delegation in relation to a specific charge. The Board is not obliged to consider or Rule on an application for consent to representation prior to the*

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*commencement of the meeting at which the charge is to be heard. The member is not entitled to representation in relation to the consideration of the application for consent.*

- (f) No resolution by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the Board present vote in favour of such resolution.*
- (g) If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.*
- (h) After the Board has considered the evidence put before it, the Board may:
  - (i) immediately come to a decision as to the member's guilt in relation to the charge; or*
  - (ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.**
- (i) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
  - (i) in the case of a decision under Rule 49(h)(i), immediately inform the member of the Board's decision; or*
  - (ii) in the case of a decision under Rule 49(h)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.**
- (j) If the member charged has been found guilty, the member charged shall be given a further opportunity to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
  - (i) at the meeting or afterwards; and*
  - (ii) by way of verbal or written submissions or a combination thereof.**
- (k) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*
- (l) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.*
- (m) The Board may authorise the Manager and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.*
- (n) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in this Rule 49*

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*is not strictly complied with provided that there was no substantive injustice for the member charged.*

- (o) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board shall have the power to immediately suspend that member from all privileges of the Club until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member shall be notified in writing to that member.*

**49A DISCIPLINARY COMMITTEE**

- (a) The Board may delegate power to a disciplinary committee to deal with charges under this Rule. The committee shall be made up of such persons as shall be determined by the Board provided that a quorum shall be not less than three (3) persons.*
  - (b) The Board shall have power to review a decision of the disciplinary committee or order a fresh hearing of any matter determined by the disciplinary committee and shall have the power to impose any penalty permitted by Rule 49 on the member charged in substitution for that imposed by the disciplinary committee provided that:
    - (i) the procedure set out in Rule 49 is followed; and*
    - (ii) the member is notified that the Board is exercising the power under this Rule 49A(b) within forty-two (42) days of the date on which the disciplinary committee meeting was held.**
  - (c) The Board shall have power by resolution to revoke any delegation to the disciplinary committee pursuant to Rule 49A(a) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the disciplinary committee.*
- 50. Notwithstanding the generality of Rules 49 and 49A, the following penalties will be imposed:**
- (a) Any member who is guilty of introducing a person who is under the age of 18 years into an area of the Club premises other than a dining area or a non-restricted area as prescribed by Section 22 of the Registered Clubs Act or in respect of which an authority under Section 23 of the Registered Clubs Act has been granted, shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary Member or Honorary Member.*
  - (b) Any member who is guilty of nominating or seconding any person for membership of the Club who is under the age of 18 years other than a Junior Member shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary Member or Honorary Member.*

- (c) *Any member who has made any statement on a nomination form for membership of the Club, whether in respect of that member or in respect of any other person, that is false in a material particular shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary Member or Honorary Member.*
- (o) **deleting** Rule 52(a) in its entirety and **inserting** instead the following new Rule 52(a):
- “52 (a) *A member may at any time resign from his or her membership by giving notice in writing to the Secretary or by returning their membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary or the relevant officer of the Club.*”
- (p) **deleting** Rule 55 in its entirety and **inserting** instead the following new Rule 55:
- “55. (a) *No member is eligible to be nominated for, elected to or hold office on the Board unless the member resides permanently within the Shire of Kempsey.*
- (b) *A member is ineligible to be nominated for election or appointment to the Board if the member:*
- (i) *is not a Life Member or financial Club Member;*
- (ii) *becomes a Club Member after the 2019 Annual General Meeting and has not been a Club Member for at least 2 consecutive years immediately prior to the date determined for the relevant Annual General Meeting for election of the Board or declaration of the election of the Board, provided that this Club membership qualification period shall not apply:*
- (A) *to a member appointed by the Board pursuant to rule 60B; or*
- (B) *if there are insufficient nominations of members who hold this qualification (in which case those members who do not meet the qualification may be nominated for election or appointment to the Board);*
- (iii) *has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of that charge within the period of 5 years immediately prior to the date determined for the relevant Annual General Meeting for election of the Board or declaration of the election of the Board;*
- (iv) *is a former employee of the Club whose employment:*
- (A) *was terminated by the Club for misconduct within the period of 5 years immediately prior to the date determined for the relevant Annual General Meeting for election of the Board or declaration of the election of the Board; or*
- ”

- (B) *was terminated for any reason other than for misconduct within the period of 2 years immediately prior to the date determined for the relevant Annual General Meeting for election of the Board or declaration of the election of the Board.*
- (v) *is an employee; or*
- (vi) *is currently under suspension pursuant to Rules 49 or 50A;*
- (vii) *is not a Financial member;*
- (viii) *is disqualified from managing any company under the Act;*
- (ix) *is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health;*
- (x) *is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*
- (xi) *does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board.”*
- (q) **deleting** from Rule 57(d)(iii) the word “*President*” where appearing and **inserting** instead the word “*Chairperson*”.
- (r) **deleting** Rules 58 and 59 in their entirety and **inserting** instead the following new Rules 58 and 59:

“58. *The election of members of the Board shall take place in the following manner:*

- (a) *Nominations for election of the Board shall be made in writing signed by two (2) Life Members or Club Members and signed by the nominee (who shall signify his or her consent to the nomination and his or her consent to be bound by the Club's Board Code of Conduct and Charter as amended from time to time). Nomination forms must be received by the Secretary not less than 14 days before the date of the Annual General Meeting, on which day nominations shall close. The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly. The proposer, seconder and nominee must be Life Members or financial Club Members at the time the nomination form is signed. A nomination can be withdrawn:*
- (i) *by the nominee at any time prior to the commencement of voting; and*
- (ii) *by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.*

(b)

- (i) *If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.*
- (ii) *If no or insufficient nominations be received for the number required to be elected, the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and any remaining positions will be casual vacancies for the purposes of Rule 80.*
- (iii) *If the number of candidates nominated exceeds the number required to be elected, a ballot shall be taken as provided by By-law and until so provided be determined by the Board.*
- (c) *Only Life Members and financial Club Members are entitled to vote at the election of the Board.*
- (d) *The method of election shall be 'first past the post'.*
- (e) *The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.*
- (f) *If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies for the purposes of Rule 80.*
- (g) *The Board shall, as soon as reasonably practicable after an Annual General Meeting, elect from among their number a Chairperson, Vice Chairperson and Treasurer and shall post the result of that election on the Club Notice Board. The directors elected to the positions of Chairperson, Vice Chairperson and Treasurer shall, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting.*

59. *The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection herewith. The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in this Rule 58 or the By-laws referred to in this Rule 59 are not strictly complied with, provided there was no substantive injustice for any candidates."*

- (s) **deleting** Rule 62(m) and **inserting** the following new Rules 62(m) and (n) and **renumbering** the remainder of the paragraph in proper alphanumerical order and then **inserting** the following new Rule 62(s):

*“(m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such section and committees or any of them, and from time to time prepare or approve and amend*

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*By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to remove any persons holding office on such sections or committees or to reconstitute the same on a similar or different basis.*

(n) *To dissolve any sections and committees referred to in (m) above.*

...

(s) *To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.*"

(t) **inserting** at the end of Rule 66 the words "*All assets in the possession and control of a section created under this Constitution (including cash reserves) are owned by the Club.*"

(u) **deleting** Rule 70 in its entirety and **inserting** instead the following new Rule 70:

***"PROCEEDINGS OF THE BOARD***

70. *The Board may meet together in person and/or by electronic means for the despatch of business, adjourns and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a minute book provided for that purpose. The Chairperson shall preside as chairperson at every meeting of the Board or if at any meeting he or she is not present or is unwilling or unable to act, then the Vice-Chairperson shall act as chairperson of the meeting. If the Vice-Chairperson is not present or is unwilling or unable to act, then the members of the Board present may elect their own chairperson.*"

(v) **inserting** the following new Rule 76(d):

(d) *In addition to paragraph (a) of this Rule 76, a resolution may be passed by the Board if the proposed resolution is emailed to all Directors and a majority of the Directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last required director sends their reply email.*"

(w) **inserting** the following new Rules 79(l), (m) and (n):

*"(l) is suspended from their rights and privileges of membership under Rule 49 or 49A;*

*(m) ceases to have or does not hold a Director Identification Number;*

*(n) dies."*

(x) **inserting** the following new Rules 82(j), (k), (l) and (m):

*"(j) The Board may cancel or postpone any general meeting prior to the date on which it is to be held except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it sees fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 92A(a) will not operate in relation to a meeting called pursuant to a request by members.*

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- (k) *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such resolution would be contrary to the Act.*
- (l) *The Club may hold any general meeting (including the Annual General Meeting) at two or more venues using any technology that gives the members, as a whole, a reasonable opportunity to participate at the meeting.*
- (m) *If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.”*
- (y) **deleting** Rule 83 in its entirety and **inserting** instead the following new Rule 83:
- “83. *At least twenty-one (21) clear days written notice specifying the place day hour and business of a general meeting shall be made available to all members entitled to attend and vote at general meetings of the Club. The meeting shall not be invalidated by reason only of the accidental omission to give written notice of the meeting or the non-receipt of the notice of the meeting by any member.*”
- (z) **deleting** the second paragraph of Rule 87 and **inserting** the following new Rule 87A:
- “87A. *The Chairperson shall be entitled to take the chair at every general meeting. If the Chairperson is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, the Vice-Chairperson shall act as chairperson of the meeting. If the Vice-Chairperson is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to be chairperson of the meeting. The chairperson:*
- (a) *is responsible for the conduct of the general meeting; and*
- (b) *shall determine the procedures to be adopted and followed at the meeting;*
- (c) *may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.*”
- (aa) **inserting** in Rule 88 the words “*or by the chairperson*” in brackets after the words “*five (5) members*”.
- (bb) **deleting** in Rule 95(b) the words “*48 hours*” and **inserting** instead the words “*seven (7) days*”.
- (cc) **deleting** Rules 100 to 101B and **inserting** instead the following new Rules 100 to 101D:
- “100. *Without limiting the provisions of the Act, a notice may be given by the Club to any member either:*
- (a) *personally; or*

- (b) *by sending the notice by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or*
- (c) *by sending notice to the electronic address of the member; or*
- (d) *by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to the notice or a letter to the member's address containing sufficient instructions on how the member can access the notice.*

101. (a) *Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.*

(b) *Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which the notice was sent.*

(c) *Where a notice is sent to a member in accordance with Rule 100(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.*

101A. *A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked by the member at any time.*

101B. *If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices, a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.*

101C. *In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):*

(a) *distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means; and*

(b) *hold a meeting at which all or some persons attend by electronic means, but only if a person who speaks at the meeting can be heard by the other persons attending;*

(c) *allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.*

101D. *If there is any inconsistency between Rule 101C and any other provision of this Constitution, Rule 101C shall prevail to the extent of that inconsistency."*

(dd) **deleting** Rules 103 and 104 and **inserting** instead the following new Rule 103:

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- “103. (a) *The Constitution may be altered or amended at a general meeting by Special Resolution.*
- (b) *A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.”*
- (ee) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

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## **SECOND SPECIAL RESOLUTION**

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

That the Constitution of Crescent Head Country Club Limited be amended by:

- (a) **inserting** after Rule 50 the following new Rule 50A:

**“50A ADDITIONAL DISCIPLINARY POWERS OF SECRETARY**

- (a) *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*
- (b) *In respect of any suspension pursuant to Rule 50A(a), the requirements of Rule 49 shall not apply.*
- (c) *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 50A(a), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
- (i) *the member has been suspended as a member of the Club; and*
- (ii) *the period of suspension;*
- (iii) *the privileges of membership which have been suspended; and*
- (iv) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 49.*
- (d) *If a member submits a request under Rule 59A(c)(iv):*
- (i) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
- (ii) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 49;*

*and the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).*

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(e) *This Rule 50A applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 49 of this Constitution and the powers contained in section 77 of the Liquor Act.*”

(b) **deleting** Rule 79(l) in its entirety and inserting instead the following new Rule 79(l):

“(l) *is suspended from their rights and privileges of membership under Rules 49, 49A and 50A;*”

(c) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

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### **THIRD SPECIAL RESOLUTION**

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

That, subject to the members passing the First Special Resolution, the Constitution of Crescent Head Country Club Limited be amended by:

(a) **deleting** Rule 57 in its entirety and inserting instead the following new Rule 57:

“57. (a) *The Board shall be elected triennially in accordance with 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 2024;*

#### **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.*

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- (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) *The members of the Board shall hold office in accordance with the triennial Rule set out above until they shall retire but shall be eligible for re-election.*

- (c) (i) *Any office of the Club (not being on the Board) shall be vacated:*

(A) *whilst that member remains unfinancial; or*

(B) *if that member is suspended for any period following a disciplinary hearing conducted rule 49, provided that if the member is suspended pending the disciplinary hearing, their office shall also be vacated pending the outcome of the disciplinary hearing.*

(iii) *A member is ineligible to be appointed to an executive position of a committee (such as the positions of Secretary, President, Treasurer, Captain or Vice President), if they have been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and have been found guilty of that charge within the period of 5 years immediately preceding their appointment.*

- (d) *Each member elected or appointed to the Board may be required to complete training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.”*

- (b) **deleting** the first paragraph of Rule 58 and inserting instead the following:

“58. *The election of members of the Board as and when required by the operation of the Triennial Rule as set out in Rule 57(a) shall take place in the following manner: ”*

- (c) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

## Notes to Members on First Special Resolution

The First Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act ('RCA').

The main amendments to the Constitution contained in the First Special Resolution are as follows:

1. **Paragraph (a)** inserts new definitions used in the Constitution.
2. **Paragraphs (b)** amends the requirements for Social Members.
3. **Paragraphs (e), (f) and (m)** adopt recent amendments to the RCA which remove the requirement to obtain details of a new members occupation and having to put the address on the Notice board for a new member. The amendments also update the Rules that relate to the register of members that the Club is required to keep, aligning the Constitution with the RCA.
4. **Paragraphs (g) and (i)** amend the Rule dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
5. **Paragraphs (h)** reflects requirements of the RCA and seeks to clarify the rights and privileges of provisional members (ie persons who have made application for membership and are awaiting consideration of their membership application by the board).
6. **Paragraph (k)** clarifies that Non Financial members are not entitled to the privileges of membership until any subscription fees or other amounts that are due have been paid to the Club.
7. **Paragraph (l)** is amended to require that members must advise the club as soon as practical of any change in their contact details.
8. **Paragraph (n)** amends the provisions relating to disciplinary matters to bring the Constitution into line with the requirements of the common law and industry best practice.
9. **Paragraph (o)** clarifies the circumstances where a member resigns their membership of the Club.
10. **Paragraph (p)** inserts additional provisions relating to the eligibility of members to become directors of the Club.
11. **Paragraph (r)** amends the procedures for the election of directors in line with industry best practice.
12. **Paragraphs (s) and (t)** insert additional provisions relating to sections and committees created by the Board in line with industry best practice.
13. **Paragraphs (u) and (v)** amend existing provisions relating to Board meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act by allowing for electronic meetings to occur. Paragraph (u) also amends the existing Rule to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the RCA which removed the requirement for the board of a club to meet at least once a month and replaced it with a requirement to meet at least once every 3 months.
14. **Paragraph (w)** extends the circumstances upon which a casual vacancy on the Board of the Club will arise, to accord with the requirements of the Corporations Act and best practice. For example, the new Rule 79(m) requires directors to have and maintain their own Director Identification Number, as required by the Corporations Act.

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15. **Paragraph (x)** inserts new provisions relating to the calling and holding of general meetings of the Club and reflects industry best practice.
16. **Paragraph (y)** sets out that notice of general meeting must be provided at least 21 days prior to the meeting and that a meeting shall not be invalidated by reason only of the accidental omission to give written notice of the meeting or the non-receipt of the notice of the meeting by any member. This largely reflects provisions of the Corporations Act.
17. **Paragraph (z)** clarifies the role of the Chairperson in respect of general meetings and reflects industry best practice.
18. **Paragraphs (r), (s) and (dd)** clarify that the Board has the power to issue requests and directions to members of the Club that may be reasonably required for the proper conduct and management of the Club, and that the Board can create and dissolve sub clubs and committees of the Club.
19. **Paragraph (cc)** updates the Rules in relation to sending notices to members via electronic means, as permitted by the Corporations Act and the RCA.
20. **Paragraph (ee)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

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### **Notes to Members on Second Special Resolution**

1. The Second Special Resolution proposes a new Rule 50A which gives the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club. However, the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing. If a member makes such a request, the Club must commence fresh disciplinary proceedings and hear the matter in full in accordance with Rule 55 of the Constitution.
2. This is a provision being adopted by a significant number of clubs on the basis that it allows the Secretary to deal with member disciplinary matters of a minor nature without having to issue a notice of charge or convene a disciplinary meeting of directors.

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### **Notes to Members on Third Special Resolution**

1. The Third Special Resolution proposes amendments to the election of the Board.
2. Currently, the Board is elected on an annual basis. The Third Special Resolution proposes to introduce the Triennial Rule as the process for the election of the Board.

#### **ELECTION OF BOARD – TRIENNIAL RULE**

1. The proposed new Rule 57 provides that directors will be elected in accordance with the “Triennial Rule” contained in Schedule 4 of the Registered Clubs Act (which is set out in Rule 57). This changes from the current system, whereby the entire Board is elected annually.
2. If the Third Special Resolution is passed, the Triennial Rule will take effect from the Annual General Meeting held in 2024 and the directors elected to office at the Annual General Meeting in 2024 will be the first directors elected under the Triennial Rule.
3. The Triennial Rule provides for three (3) year terms of office for directors, with approximately one third of the Board to be elected each year.
4. For this purpose, the directors are divided into three (3) groups. Each group must be as nearly as practicable equal in number. For example, if there are seven (7) directors to be elected, there will be three (3) groups comprising of two groups of two (2) and one group of three (3) directors.

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5. In each year, a different group retires. Group 1 retires in the first year (ie in 2025), Group 2 retires in the second year (ie in 2026), Group 3 retires in the third year (ie in 2027), and Group 1 retires in the fourth year (ie 2028), Group 2 in the fifth year (2029) and so on.
  6. The Triennial Rule also contains transitional provisions to allocate the directors elected in the first year of the Triennial Rule's operation. At the Annual General Meeting in 2024, lots will be drawn to allocate the directors to the different groups. Those directors allotted to the initial Group 1 will only hold office for one year. Directors allotted to the initial Group 2 will only hold office for two years. Directors allotted to the initial Group 3 will be the only directors who, elected in the first election, are elected to office for three years.
  7. Directors whose term of office has come to an end are, subject to the Constitution, eligible for re-election for a further three (3) year term.
- Why does the Board recommend the introduction of the Triennial Rule?**
8. 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.
  9. 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.
  10. The Triennial Rule also provides the opportunity to pass valuable knowledge between directors. The Club invests considerable time and resources in training Club directors. Accordingly, the Triennial Rule would allow Club directors to continue to professionally develop and in turn offer their expertise to the Club over a three (3) year term
  11. **Paragraph (c)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

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## PROCEDURAL MATTERS IN RESPECT OF ALL RESOLUTIONS

1. Only Life members and financial Club members are entitled to attend the General Meeting and vote on the Special Resolutions.
2. Under the Registered Clubs Act 1976, members who are employees of the Club are not entitled to vote.
3. Proxy voting is prohibited by the Registered Clubs Act.
4. To be passed each Ordinary Resolution must receive votes in its favour from not less than a simple majority (50%+1) of those members, who being entitled to do so, vote in person at the meeting.
5. To be passed, the Special Resolutions must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person at the meeting.
6. The Special Resolutions are to be read in conjunction with the headings and notes following each Special Resolution. Neither the headings nor the notes in the Special Resolutions form part of the amendments and are only for the information of members.
7. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
8. As a result of the notice provisions under the Corporations Act 2001, each Ordinary Resolution and each Special Resolution must be considered as a whole and cannot be changed by amendments from the floor of the meeting (other than minor typographical corrections which do not change the substance or effect of the resolution).

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9. Members should read the proposed Ordinary Resolutions and Special Resolution and the Explanatory Notes to Members on the Ordinary Resolutions and Special Resolution which explains the nature and effect of each resolution.
10. The Board of the Club recommends the Ordinary Resolutions and Special Resolutions to members.



**MINUTES OF THE ANNUAL  
GENERAL MEETING HELD SUNDAY, 14<sup>th</sup> August 2022**

Chairperson declared the meeting open at 10.00am.

**ATTENDANCE:** Dan Wade (Auditor, Wrights Accountants), Cara Dale (C2Hills Consultancy), Tony Norberry (Returning Officer) and 75 Members as per attendance register.

**APOLOGIES:** Dean Maxwell, Phillip Harvey, Colin Bull, Craig Milburn, Paul Johnson, Loma Baker, Neville Jackson, Tim Cross, Karen Piper.

**MINUTES OF 2021 AGM:** Moved: S. Pascoe      Seconded: R. Caldwell that the minutes be adopted as a true and accurate record of proceedings. Carried.

**MATTERS ARISING:** Nil

**BOARD OF DIRECTORS REPORT:** Moved: R. Caldwell Seconded: C. McKay that the report be adopted.      Carried.

**FINANCIAL REPORTS:** Moved: D. Perrin      Seconded: M. Fenwick, that the reports be adopted. Carried.

**AUDITORS REPORT:** Moved: R. Standing      Seconded: B. McCalister, that the auditor's report be adopted. Carried.

Dan Wade spoke;

Dan Wade spoke;

- No written questions received
- Profit over \$714K for year ended 31<sup>st</sup> March 2022
- Profit down approx. \$300K on last year
- Bar & P/M slightly down
- Bar GP maintained
- P/M Net slightly up
- Employee costs up \$88K
- Saving \$16K on R&M
- \$271K decrease in government assistance
- Training subsidies increased by \$117k

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- \$ 58,368 Grant expenditure, equivalent spent
- Cash flow from operations was \$1.02M, down \$825K last year
- \$611K spent on new assets & equipment
- Net \$350,000 of finance utilised mostly for new P/M.
- \$4.3M Cash in the bank
- Balance ratio \$4.1 to 1, last year 3.3 to 1 (anything above 2 to 1 is good).
- Club holds \$230K unspent Grant Funds
- Financially position is strong
- Since pandemic net assets increased by 50%
- Well placed to undertake capital expenditure
- No significant items to replace.

Pam thanked Dan Wade

**ORDINARY RESOLUTION/DIRECTORS EXPENSES:** Moved: R. Caldwell  
Seconded: C. McKay, that reasonable expenditure be allowed for Director related expenses. Carried.

**ORDINARY RESOLUTION/PROFESSIONAL DEVELOPMENT:** Moved: S. Fritz and Seconded R. Caldwell, that reasonable expenses be approved for professional development and education of Directors. Carried.

POINT 7 ON THE AGENDA – THERE IS NIL TO REPORT

**Pam Bryant – I will change standing orders and ask Tony Norberry (Returning Officer) to declare the election results....**

**RETURNING OFFICERS REPORT of ELECTION:**

Chairperson P Bryant handed the chair to Tony Norberry, the Returning Officer who declared all Directors positions vacant.

**Mr Norberry advised;** fourteen (14) nominations were accepted.

**Mr Norberry advised;** 344 ballot papers issued. 16 informal votes, 328 valid votes. Making 2296 formal votes counted.

**Results as follows:**

Greg Innes 104  
**Neville Jackson 225**  
**Pamela Bryant 207**  
**Gordon McKay 197**  
**Dean Maxwell 244**  
**Kerry Hudson 246**  
Helen Puckeridge 88  
Deborah Russell 108  
Stephen Paddock 110  
David Smith 124  
Anna Pedersen 92  
**Colin Bull 227**  
**Peter Wilson 238**

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Gregory Wettengel 86

Mr Norberry advised that all ballot papers shall be kept in club's safe for a period of seven days and then destroyed.

Mr Norberry returned the chair to P Bryant.

**P Bryant:** Thank you Tony.

**TO RECEIVE THE RETURNING OFFICERS REPORT OF THE ELECTION RESULTS:** Moved: R. Caldwell and Seconded: R. Piper, that the results be adopted by the meeting. Carried

**P Bryant:** Congratulations to the successful candidates.

**TO RECEIVE AND CONSIDER THE CHAIRPERSONS REPORT:** Moved: R. Caldwell and Seconded: C. McKay, that the chairpersons report be adopted by the meeting. Carried.

**Pam Bryant – I will ask Cara from C2Hills to provide an update on projects and works prior to my report.....**

**Cara Dale - C2Hills Consultancy addressed the meeting:**

**Note: no written submissions received**

I wish to firstly thank the Board, Secretary Manager, and Members for the opportunity to work on 3 worthwhile members projects in the past 12 months on behalf of the Crescent Head Country Club.

My name is Cara Dale and my company, C2Hills Consultancy has been working with the Board and Management Team since 8<sup>th</sup> August 2019 on the Board's long-term vision to upgrade and enhance the facilities of the club for their members through the assistance of grants. We have been highly successful and achieved the following grants to enable the 3 key visions of the Board to be achieved.

They are:

- Mini Golf and Water Re Use/Irrigation Project
- Tennis Precinct redevelopment
- Club renovations/extensions

Through the combined efforts of our organisation and the vision of the Board, we have secured grants to the value of \$5.564M. The following updates are provided to the members.

### **Mini Golf and Water Re Use/Irrigation Project**

The final design and concept have been released to the members and we are currently working through the DA process with Kempsey Shire Council. We expect to commence construction soon.

### **Tennis Precinct**

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Through feedback from the Tennis community, we have worked in conjunction with Kempsey Shire Council in the development of the proposed Tennis Precinct. Preliminary concept plans have been released to members and are currently awaiting the finalisation of the survey to then finalise the concept plans. We will be back in touch with the members for feedback shortly.

### **Club Renovations/Extension**

We have secured \$4M to enable the Club Renovations/ extension to take place. This project has involved significant investigation by the Board, Management Team and us to lead to the two concept plans we have released to the members.

It would be best to outline the journey to the current situation. The Club engaged with Architect and Consultants to undertake an extension of the existing club premises. These plans were approved by Council in May 2021.

The plans were undertaken with consultation with members at the time, but no one could have foreseen COVID.

Upon confirmation of the grant, the Board undertook a significant review of the approved DA Plans, looked at the new trends on how to allow hospitality businesses to run in the post COVID that would work effectively and safety for patrons and staff.

We undertook, surveys, geotech, structural engineer assessments, and QS. Following the consolidation of this information, we found that due to several structural limitations of the current Club building, it was cost prohibitive and found new opportunities and thinking to look at the how the club functions for both staff and members.

Assessments were undertaken if the Club could be partially demolished and how the club could operate, however significant structural costs would be incurred and various locations of where the demolition line were identified and then excluded due to a variety of reasons.

This led the board to the decision that the original plans, were not fit for purpose in the new environment and gave new opportunities to make the Club building, better.

A Structural Engineer was engaged to look at the air space over the bowling green, the following options were considered:

- 40 metre structural beam, with columns on the side of the existing bowling green
- 20 metre structural beam, with columns at the end and middle of the existing bowling green
- Conversion of the bowling green to 4 rinks with ground floor club rooms

Conversations and letters were received from Bowls NSW and Bowls Australia indicating that the current events held on the bowling green could continue under the 3 option once construction was completed.

Following feedback from the Board, a Construction Safety Consultant was engaged to assess how the bowling green (Option 3) reducing to 4 rinks could be play while construction was taking place. The Board has also consider offering a courtesy bus to enable members to continue to play bowls while construction occurred.

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Following conversations and holistic review by the Board, it led to the current 2 options which have been released to members for discussions. We note these “concept plans” have been released to the members for a month and the Board has not received any written advice from the members of alternatives or thoughts in relation to the two proposals. We had hoped for constructive feedback, this would allow the incoming board to make a decision on the next steps.

Concept Plans Option 1, Club renovations were developed, and a preliminary meeting was held with Kempsey Shire Council who offered a new option of a land swap.

From a construction cost perspective, it is cheaper to build a new building then extend and renovate an old building.

Option 1 is Renovation and Extension  
Option 2 is New Club Building via land swap

Shortly I will ask for a raise of hand from the members today on the two options.

At all times, the Board throughout the preliminary investigation phase of the new Club building, has been driven solely on the right outcome for all members and to allow the club to operate throughout the construction phase.

No decision has been made on the next step by the outgoing board, this will be a decision for the incoming board. Decisions will be made in the coming months, to comply to the grant funding conditions and progress the project.

I look forward to delivery of the Mini Golf and Water reuse project and Tennis precinct over the next 12 months and the commencement of construction of the renovations and/or new club as agreed.

And finally, I would like to thank the current Board and welcome the new Board for 2022/23 and look forward to working with you on all three projects and continuing the focus of the best outcome for all members from these projects.

We would also appreciate if members attending the AGM would kindly fill in the survey to help incoming board with planning for the 2022/23.

Madam, Chairperson, can we please now ask the members attending the AGM today to show their hands in support of renovations of these existing club building. For any member who does not raise their hand, this will be considered a vote for the new club building via a land swap.

Pam thanked Cara Dale

Show of hands for Option 1 – 3, Option 2 - 72

Vote shows in favour of land swap, Option 2 result 72 - 3

**Pam Bryant addressed the meeting:**

Note: No written submissions received

**Chairperson Report AGM 2022**

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Thank you to Members who entrusted myself and the current Board to hold office for another term. Welcome to Neville and commiserations to others.

I think the decision reached by members is sensible and is a win for common sense.

The reason I say this is due to my own experience....I like my fellow Board Members discuss that it is important to leave the Club in better shape than you find it....Our Board can all definitely say we have achieved this – I don't think this would have been possible for newcomers, with no experience. If anything, many years of hard work could have been put at risk and our club is too valuable for that.

It is good to have continuity & experience with a mix of a couple of fresh faces, that is a good balance....."we have achieved that" OR "in some ways that has resulted".....this year has highlighted the need to overhaul the voting system

I do not want to see division within the club. We as a Board would be only too happy to invite those candidates who stood for election and missed out to attend meetings around future Club improvements. We hope you can get behind your club, make positive input and add value to the conversation. Which way you go will be your decision.....

I know some people individually see themselves as a bowling, tennis, golf or fishing member of CHCC.

We as your Board do not think that way, we see ourselves as members of CHCC and we will do our best for all inter-clubs – always striving for what is best for CHCC. Making decisions that are in the best interests of all members.

We had a goal, many years ago, firstly, of the Club owning our own land and secondly, having a club that our members can be proud of – be it through renovation or a new build, we look forward to delivering improved facilities for all members.

We are entering a very important phase; we are on the cusp of making improvements that will see the Club through future decades.

Thank you to members for re-electing us so that goals can be materialised – all members and the wider Crescent Head Community deserve a modern facility that future proofs the Club.

## **GENERAL BUSINESS:**

1. Pam Bryant: A maximum period of thirty (30) minutes shall be provided during the Annual General Meeting to allow Members to move resolutions which, if carried by the majority of the meeting, shall be a recommendation to the incoming Board.

Pam Bryant: Prior to opening general business to the floor, I would like to read a letter from Craig Milburn (GM, KSC).

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“Firstly, I wish to put in my apologies for being unable to attend the Annual General Meeting to table in person the work between Kempsey Shire Council and the Crescent Head Country Club.

Kempsey Shire Council acknowledges that Crescent Head Country Club is an integrated community member within Crescent Head community.

The Council has been working with the Club on the development of a number of projects both within their club owned land and also within the crown reserve.

Our confidence and commitment to the Board in their vision is supported by a financial contribution to the proposed Tennis Precinct project of \$50,000 + GST from Council.

In our dealings with the Board and Management of Crescent Head Country Club we have found their focus is on providing facilities that benefit both members and the wider community of Crescent Head.

We look forward to working with the Club in the next 12 months on the delivery of the Tennis Precinct project.

Thank you, Craig Milburn (GM, KSC)”

Barry Kerkham: Question unclear

P Bryant: Resolved: Q. was incorrect, related to 2021 minutes

Stephen Pearce: Land Swap?

Cara Dale: Drawings articulate Option 2, new Club

Bob Standing: Change to golf course, ratings?

Cara Dale: Infrastructure moved, enable Club to build new premises & move. High level conversations, nothing locked in.

Anna Pedersen: Land swap, what will Council use land for?

Cara Dale: No indication, community consultation from KSC would follow

Max Roche: Bowling 4 rinks

Cara: Preferred option, to allow bowling green to remain on freehold land

Ian Mather: Events last 3 years,

Cara Dale: Data historical events indicative, very few events held

Anna Pedersen: Future planning bowling green, people moving here

Cara Dale: Bowling numbers 25, footprint, requirement for events allows pennants

Max Roche: Often fill the green, playing pairs

Gordon McKay: Average 20 people

Cara Dale: Club is keeping bowling green & golf course

Ian Mather: Replacement bowling green with evacuation centre, prime real estate?

Cara Dale: Evacuation centre encompasses; Showers, toilets,, power supply, accommodation, kitchen, break out areas for families. Secondly, renovation of existing club or build new option.

Anna Pedersen: Why need to lose Bowling green

Cara Dale: Not losing bowling green. Renovation option or build & demolish

Max Roche: Can't bowling green move?

Cara Dale: Yes bowling green could potentially move but moving mini golf can't be done, contracts signed, legal obligations. Heavily invested.

Rod Wauchope: Mini golf?

Cara Dale: Club Old Bar, paid for within 12 months, also at Yamba, Coffs Harbour, under construction at Kew. Very successful, our due diligence shows it will be profitable

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Cara Dale: Revenue will be achieved, concept started a number of years ago, actually over 5 years ago now, – driven by members at Club AGM's & is well documented.

Michael Morrison: Mini golf, is it as important as bowls & golf?

Cara Dale: We have Looked at size, sustainability, offering to all members, product mix, high level discussions taking place

Michael Morrison: Don't know how many people have used, considering land area?

Anna Pedersen: Can give our members jargon, dumb people down, I have 35 years experience on Boards, not for greater good, very few people will use it.

Cara Dale: Mini golf was wanted by members, goes back over 5 years. Actually suggested by Max Roche is my understanding

Anna Pedersen: Has changed today

Cara Dale: We have to consider the views of all, the balance of over 4,000 members

Ian Mather: Multi-million dollar decision over a \$200k grant

Cara Dale: Incorrect, Grant monies for mini-golf over \$1.4Million

Ian Mather: Same conversation 1/3 land not appropriate

Cara Dale: Actually looked at revenue & function. Board has looked at all options

Kris Puckeridge: Rating for golf course

Cara Dale: Only high level conversations, only a concept at this point If changes to golf course were to occur, rating impacts would be considered and discussions would be held with Golfing Body and Golf members. We are currently undertaking concept plans and discussing the options with all members. No decision has been made..

Ian Mather: Mini golf, can it be moved?

Cara Dale: With Timeline & constraints (as explained), not an option

Bob Standng: Rabbits: problem with destruction around the place.

Sec/Man: 100%. Club has had ongoing communications with DPI & KSC, damage being caused to grounds, golf course, around clubhouse, even droppings on bowling green are a potential health risk. Because KSC are the managers of the Reserve/Crown Land falls under their responsibility.

Grant: Rabbits causing damage, trashing everything. I have rung Council & DPI, going round in circles

Pam: Agree

Liz Tehan: Summer, warmer easier to control rabbits

Paula: Land swap, any limitations?

Cara Dale: Limitation zoning, is RE1 Land zoning. Golf course lease ending 2027, various decisions, club does want to wait. Foreshore master plan will be consideration as well

Anna Pedersen: People can come to meeting

Pam Bryant: They will be given an invitation

? : Childrens Playground area?

Pam Bryant: Club is investing in mini golf precinct, as per plans

Ian Mather: Native title claims?

Cara: Certain dates apply, Club has conducted native title assessment already

Ian Mather: Q. Can you confirm details of the date:

Cara Dale: Will need to take that on notice

Post AGM Native Title Assessment Report was completed on 1/10/2020 and the following statement from the Native Title Assessment Consultant:

“Council may now proceed with approval as a valid future act in accordance with the *Native Title Act 1993*.”

“A search of the National Native Title Tribunal Registers on 27 August 2020 indicates:

- a. there were no Native Title Claims over the subject land.
- b. no determination of native title has yet been made, and

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c. no Indigenous Land Use Agreement has been registered affecting R.63725.

We are not aware of any compulsory acquisitions of native title or future act protection determinations which would impact R.63725.

We are not aware of the any native title certificates under the CLMA having been issued.”

**P Bryant:** With no more general business, I would like to thank our management team; Colan, Michael & Renee, grounds staff, supervisors, all staff (who work under trying conditions and perform exceptionally well) and volunteers. I would like to thank my fellow directors....., who will lead the club into the future.

Thank you to everyone who attended the meeting today especially our guests, Dan Wade, Cara Dale and Tony Norberry.

Drink tickets have been issued and food will be available shortly. Thankyou.

**Meeting closed 11.01am**

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**MINUTES OF THE SPECIAL  
GENERAL MEETING HELD SUNDAY, 12<sup>th</sup> February 2023**

Chairperson declared the meeting open at 10.03am.

**ATTENDANCE:** Tony Johnston (Pigott Stinson, Lawyers) and 79 Members as per attendance register.

**APOLOGIES:** Brian Harris, Neville Jackson, Stuart Watts, Steve & Chris Kimber.

**Chairperson, Pam Bryant addressed the meeting:**

- Thank you to fellow Board Members and all Members for attending today's meeting covering constitutions updates. A Notice of General Meeting and Business has been distributed to all voting members via post.
- Tony Johnston (from Pigott Stinson, Lawyers has made himself available today and I thank Tony for his attendance)
- At the conclusion of Business (at the end of today's meeting) I will be making an announcement.
- After the meeting refreshments and finger food will be available.
- I will now hand over to Tony Johnston.....

**Tony Johnston addressed the meeting:**

- I am a solicitor and have a long association with Clubs
- My partners and I act for 500 Clubs
- I was in the Caravan Park here when the Newcastle earthquake hit in 1989.
- I represented the Club in 1996/1997; when the Club was investigated by the police and liquor & gaming. The failing to comply notice in 1997 was the first case of its kind at the time. This was a horrendous time for the Club and the community. I have had a long association with the Club.
- Late last year I ran a Directors course on Directors duties & obligations. What came out of that was that the club's constitution required updating.
- This is currently a hot topic with liquor and gaming; due to a number of provisions and acts changing. The constitution was out of date in a number of areas.
- This Club is a member of Clubs NSW and as such also needs to conform with the Clubs NSW Code of Practice.
- I went away and made legislative amendments, taking into account the Code of Conduct. This is what you are presented with today.

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- I went down to check out the surf this morning and saw a sandwich/board. In relation to today's meeting, there is no threat to today's meeting. There is no correlation. This is simply a constitution update
- The Constitution is a contract between the 'Club and its members' and 'member to member'.
- The constitution changes have nothing to do with any threat to the Club, the bowling green or the golf course.
- The sandwich board has no relevance to today's meeting which is about the constitution.
- I will be happy to take any questions.
- The changes look to improve disciplinary matters. One of my clients had a disciplinary hearing where 5 of the 7 Directors were bashed. The disciplinary procedure allows for the Board to deal with a matter in writing.
- The power for the Secretary to suspend people for 12 months. Secretary has that power now under Section 77 of the act. Where there is no limit. The changes propose to restrict this to 12 months.
- If a person doesn't agree they can appear before the Board, the power is in the members hands.
- This is another way of dealing with minor issues, 3 month suspensions, etc..
- If the member disagrees, they can still front the Board.
- Triannual Rule, explained. From adoption, next election. 7 Directors elected; they are split into 3 groups. 1<sup>st</sup> group serve for 1 year, 2<sup>nd</sup> group 2 years and 3<sup>rd</sup> group 3 years. After the initial year there is an election for either 2, 2 or 3 Directors.
- Current system and Biannual rule are an old system. The Triannual system provides stability.
- Members can oust the Board anyway.
- A third of the Board would be elected each year under the triannual rule.

**Harry Fritsch** – Registered Clubs Act, how you must fill a casual vacancy?

**Tony Johnston** – not part of today's resolution, no change.

**Harry Fritsch** – Unconstitutional, Board not using who missed out on election?

**Tony Johnston** – That is the Boards right under the act. Not part of today's resolution.

**Liz Tehan** – How does Casual vacancy work?

**Tony Johnston** – Only stands to next AGM.

**Harry Fritsch** – If 4 standing?

**Tony Johnston** – remaining term, system set out in the act

**Barry Kirkham** – what is the advantage

**Tony Johnston** – continuity

**Steve Eldridge** – Disciplinary, someone having a problem putting something in writing can be hard for a private matter, health issue for example.

**Tony Johnston** – written procedure, can include medical condition. A lot of members write version of events. Member has the option to attend meeting in person.

**Ian Mather** – my question has 3 parts, virtual meeting, how about computer illiterate persons?

**Tony Johnston** – Was placed into the Corporations Act during Covid. Number of criteria must be met to be held in that fashion.

**Ian Mather** – Barring people, delegate secretary powers

**Tony Johnston** – Would only apply if secretary was on leave and fall to assistant secretary.

**Ian Mather** – Power not determined, broad

**Tony Johnston** – A letter would only come from the secretary or acting secretary.

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**Ian Mather** – Triannual rule, forced to vote for 7, forced to vote for someone you don't want.

**Tony Johnston** – Democratic system

**Ian Mather** – Returning Officer suggested changes. We are bound to people for 3 years we don't want, must vote for 7 people.

**Tony Johnston** – Sorry I am a bit slow. Group 3 drawn from a ballot, democratic process. If you don't want to vote, don't vote. Can only matter if less than 7 candidates.

**Max Roche** – Should be able to vote for 3.

**Tony Johnston** – Not part of the changes. Continuity on the Board. I am not here to speak for or against, these are the 3 resolutions.

**Robert Sinclair** – Where is ballot held

**Tony Johnston** – By the returning officer, here in the Club, in front of everyone.

**Aline Monteiro** – Group, 1 to & 3 power

**Tony Johnston** – duties and liabilities the same. I like to use the example; Club is like a plane, where the Board are the control tower, the CEO is the Captain and the Staff are the crew. Directors only broken into groups for rule, ballot draw.

**Max Roche** – Independent scrutineer

**Tony Johnston** – Returning Officer, no law or rule with Clubs NSW for scrutineer.

**Mark Baxter** – Clubs NSW Code of Practice, summary power for secretary to suspend

**Tony Johnston** – Industry best practice. Pear back to 12 months. Under the act forever, never come back.

**Mark Baxter** – If it works don't fix it

**Tony Johnston** – Member receives a letter, if they don't like it come before the Board.

**Mark Baxter** - Extenuating circumstances, provisions

**Tony Johnston** – Section 77 no limit, no right of appeal. Resolution is back in favour of members

**Sue Pascoe** – Provisional members

**Tony Johnston** – Time must elapse before meeting period, minimum 2 weeks, application and being heard by the Board. Under the Act meetings only need to be held quarterly, not monthly. If provisional member plays up, same applies - Section 77. No reason needs to be assigned, soon as a reason becomes pandoras box.....

**Paula Frost** – Impact to bowling green

**Tony Johnston** – The Board are responsible for the business and affairs of the club, not addressed. What I was saying – there is no correlation between the sandwich board and updates to constitution. If you don't like a decision of the Board only option is get rid of the Board.

**John Tasker** – Club was looking to build units. My table was asked to leave club on Melbourne Cup Day

**John Tasker** – Changes not explained

**Tony Johnston** – Happy to read out

**Stephen Pearce** – Yes, can it be read out in full

**Tony Johnston** – reads from page 1 to page 5 (of 11 pages)

**Beric Sneddon** – Interrupts.....I have a medical condition and cannot wait.....

**Pam Bryant** – Every member received this in the mail, some members have asked it to be read.....

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- **First Special Resolution** Moved: Phil Harvey Seconded: Alan Loveday.
- Motion defeated 56 for / 23 against.
  
- **Second Special Resolution** defeated
  
- **Third Special Resolution** defeated

**Pam Bryant addressed the meeting:**

- An information session will be held here at the Club on Sunday 26<sup>th</sup> February 2023, 10am here at the Club. Members will be provided a comprehensive update on the Projects and upgrades that will be taking place at the Club. This will be held two weeks from today. The main goal of the Board and Management is to improve member facilities and we are doing just that. We believe that all members will benefit and we are excited to hear your input and feedback. I would encourage all members to attend.
  
- Again, thank you for your attendance today; members and Tony.
- Drink tickets have been provided and finger food will be available shortly.
- I now declare the meeting closed at 10.59am.

**Meeting closed 10.59am**

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## CHAIRPERSON'S REPORT – 2023

It gives me great pleasure to submit my Chairperson's Report for the Year ended 31<sup>st</sup> March, 2023.

Crescent Head Country Club (CHCC) has had another successful year recording a sizeable profit of \$385,139. This coming financial year (2023-2024) will prove to be more of a challenge in achieving a profitable outcome while there is still a downturn in world and Australian economics. There have been significant increases in costs to the Club across all sectors; beverages, Fox Sports, Security, equipment, wages, insurance, etc. The Board has tried to limit any increases in prices to Members as much as possible. The Board and Senior Management will do their utmost by use of good governance and sound financial decisions for the best financial outcome.

After having had our Asset Revaluation conducted our total assets have risen substantially to \$14,935,820 and our overall Equity has risen to \$12,086,163 (net assets).

Over the course of the year, the Club has continued to upgrade several important pieces of equipment necessary for the successful running of the golf course. The Kawasaki Mule was purchased for a 2023 version to the value of \$23,000 as the old one was close to 17 years old. There has also been an order placed for a new Toro mower to the value of \$74,323. The Golf path near the 2<sup>nd</sup> tee was given an upgrade with concrete to the value of \$12,000. The Club takes great pride in keeping our much-loved Golf course in a pristine condition as much as possible for members and guests to enjoy all year round.

The Club, once again entered in the 2023 Club's and Community Awards. We were successful in gaining selection as finalists for the Environment and Sustainability Award with the winners being announced on May 18, 2023, those who attended represented our Club with pride and all had an enjoyable night.

During the course of the year all of the Staff attend Staff Training Sessions, these sessions are invaluable for building resilience and mental fitness. Staff training is considered a very important and necessary component by Senior management and the Directors. Directors also update their mandatory requirements during the year and now that there is an updated Board Charter and Code of Conduct and Gaming Code of Practice, more Director and Staff training will be required. These documents are quite extensive and clearly defines the obligations and responsibilities required by any current Director. Members will be pleased to know that a high level of compliance and conduct has been placed upon your current Board.

Colin Bull was appointed to the Board in June 2022, following the resignation of Mark Fenwick. Colin's experience as a builder has been welcomed by the Board.

Philippa Burke was appointed to the Board in November 2022 following the resignation of Gordon McKay. Philippa brings to the Board extensive business and hospitality experience. Philippa's youth and enthusiasm has been refreshing for the Board.

The Board is balanced with 5 males and 2 females – expertise from building, business, hospitality, retail and medical together with youth and experience.

There was a Members General meeting held in early February, in regards to Constitution changes. Whilst there was a disappointing result achieved at this stage, there were positive comments put forward once the correct information was sourced.

Towards the end of February, we held a Member's Information session. This session was well attended, and up to date information on our Projects was given very succinctly by our Project Manager, Cara Dale. We thank Cara, Chris and their team who are working tirelessly to ensure these projects are coming along very nicely. As I write this report, work has well and truly begun on our first project, Underwater Storage Tanks together with the commencement of our much-awaited Mini Golf. These Tanks will provide for a future sustainable water source to be utilized for use inside the Club re toilets etc, but most importantly for the use over the PGA rated six (6) hole Community Golf Course. Further changes will have started to occur between this report and the AGM 2023 and a comprehensive update will be given at the AGM for all members to reflect on. The Tennis Precinct works have been approved and commencement for this is imminent, with the first stage in the demolition of the old Tennis Club building. This is another exciting stage in our planned projects and should benefit all Club Members, community members, beautify the area and allow this center to be used in multiple ways by all. The Evacuation Centre/Club Extensions are currently in discussion with Kempsey Shire Council.

All of these projects will be for the benefit of all Members and we look forward for all to enjoy what is being envisaged to ensure the Club's future financial viability.

Thank you also to Community groups who attended information sessions and collaborated with the Club throughout the year, your input has been invaluable with positive feedback. Those who attended Stakeholder meetings included Tim Cross, President of CH Golf Club ; Paula Frost, Golf ; Colin Hudson, Vice President of CH Bowls Club ; Mark Fenwick, President of CH Bowls Club ; Kerry Hudson, Secretary of CH Fishing Club ; Roger Ferguson, President of CH Malibu Club ; Carolynne Mason, Secretary of CH Malibu Club; Tom Vermeulen, President of CH Tennis Club ; Kate Griegg, Secretary of CH Tennis Club ; Cameron Upcroft, Principal of CH Primary School ; Mel Timmons and Emma Thomasson, CH Pre School ; Steve Pellen, KCHSLS Club ; Ross and Pam Foster, President of KCHSLS Club ; Fred Andrews, President of CH Rate Payers Association ; Jo Watts, Vice President of CH RFS ; Petrina Hooker, SES ; Mark Baxter, Community ; Allison and Troy Fitzgerald, Managers of Caravan Park.

Members will be asked to consider Three (3) Resolutions at the AGM. I fully encourage members to read the relevant material prior to the AGM so you can be fully conversant with these changes. I would also greatly encourage Members to ask either myself or our Secretary Manager, Colan Ryan or any Director prior to this date in order to fully understand what these changes entail.

I and fellow Board Members, wish to thank wholeheartedly the continued effort put in by our Secretary Manager, Colan Ryan, together with the valuable assistance of our Senior Management Team - Michael Baker and Renee McClintock. Supervisors and Staff members are to be acknowledged wholeheartedly for their continued work ethos showing the way forward in their professionalism, dedication and pride they take in being part of the CHCC team. Our Cleaning Staff who do a wonderful job with pride and professionalism in following health regulations. Jesse our Head Greenkeeper, whom takes great pride in keeping the Golf Course, Bowling Green and Tennis Courts and Club surrounds in great condition for all members and guests to enjoy all year round.

Huge thank you to our Contractors. Ned and Deepti and their enthusiastic team, providing great food for all to enjoy at Barnesy's Bistro. Mo, and his wonderful team for their quality meals at Mo's Chinese Restaurant. We are fortunate to have such wonderful eateries available for all to enjoy.

The Board would like to offer heartfelt condolences to those Families and Members who have lost loved ones over the last year. They will be remembered fondly and missed by many. We also offer best wishes to those Members who are not experiencing the best of health, we wish you a speedy recovery.

Last but not least, I wish to thank my fellow Board members who together with myself put in countless hours of volunteer time and effort to continue the successful running of the Club for all Members and guests to enjoy. A massive Thank you to you the Members who continue to support and patronize your Community Club, and which we should all be proud of.

May you all have a healthy, happy and prosperous 2023/2024.

Thank you

Pamela Bryant

Chairperson.

## Secretary Manager 2023

I am pleased to provide members with an update on the Clubs past performance, present situation, and future outlook. My main goal and focus, as is the Board of Directors, has always been to improve member facilities for the benefit of members, expand Club assets and advance services to members.

Together a lot has been achieved since I commenced as Secretary Manager in 2004.

### The main highlights;

- Improvements to member facilities, free entertainment, members functions including Childrens Christmas Party, Members promotions and prizes, caring for our Diggers, discounted senior citizens meals, community library, increased members badge draws and members discounts.
  - From 2004 to 2014, negotiated with Department of Trade and Investment (NSW Government – Crown Lands to purchase the land on which the club stood securing the club’s future; this was significant as the Club would have been encumbered with unsustainable rent increases.
  - Club assets increase from \$2,125,200 to \$14,935,820.
  - Consistent strong financial positioning; 19 years of profits
  - 210% increase in Club Membership; in a fixed population area
  - Consistent 60% Bar GP, from lows of 50% in 2004
  - 40% reduced electricity use and 20% water consumption through sustainable practices
  - Significant digital marketing changes and upgrades
  - Successfully navigating through the many challenges of Covid, including Staff shortages
  - Consistent quality food at reasonable prices from both eateries
  - Staff and Director training; moving to sound governance procedures, new Board Charter and Director Code of Conduct reflecting high expectations and ethical standards
  - Unification of all sub clubs including new constitutions; removal of gender-based clubs
  - Supporting local people in times of heartbreak and other community groups in Crescent Head, including our local school.
  - Successful grant applications allowing for improvements to benefit members, listed below.
  - Awards achieved testament to the hard work and dedication of Club Staff and the Board of Directors, listed below.
- **ClubsNSW awards include;**
    - Winners Ambassador of the Year for Community Spirit 2013
    - Finalist Club & Community Environment Award 2014
    - Finalist Club & Community People’s Choice Award 2014
    - Finalist Club & Community Covid 19 Response Award 2021
    - Finalist Club & Community Sustainability Award 2023
  - **Other awards include;**
    - NSW State Govt Silver Level Status in Sustainability Advantage Program 2013
    - Finalist NSW Green Globe Awards, Small Business Category 2014

- **Successful Grants applied and awarded;**

- Australian Federal Govt Community Water Grant of \$151,000 for synthetic bowling green
- NSW State Govt Efficiency of \$40,000 for installation of LED lights, water tanks, solar hot water
- NSW State Govt Community Building Scheme of \$45,500 for new tennis court fencing
- NSW State Govt Dept. Veterans Affairs of \$5,000 for Crescent Head Cenotaph Refurbishment
- NSW State Govt Community Builders Partnership Program of \$15,800 for Improving Sustainable Practices (sensor taps, additional 24000 litre water tank and 2kW solar system)
- NSW Organics Infrastructure Program of \$42,300 for Crescent Head Country Club Food for Fairways food dehydrator.
- Australian Federal Govt Energy Efficiency of \$36,750 for voltage power optimization
- NSW State Govt Stronger Country Communities Fund of \$100,000 for groundworks Mini Golf and Water Reuse Project
- Australian Federal Govt Building Better Regions Fund of \$1,311,325 for installation of mini golf course, water reuse and irrigation of golf course
- Australian Federal Govt Black Summer Bushfire Recovery Grant of \$4,000,000 for installation of Evacuation Centre and Community Hub
- NSW State Govt Stronger Country Communities Fund of \$253,022 for Crescent Head Tennis Precinct Clubhouse/Meeting Facility
- Kempsey Shire Council contribution \$50,000 for Crescent Head Tennis Precinct Clubhouse/Meeting Facility

#### **Current upgrades**

- Mini golf and irrigation project (Approved/Commenced)
- Tennis precinct, including greenkeepers shed (Approved)

#### **Future upgrades**

- Evacuation Centre, Club Extensions and Renovations

Mini Golf will appeal to a wide age group and provide the Club with an alternate income stream into the future. The 520,000L underground water tanks will provide a base for future irrigation of the Clubs unique 6-hole PGA Rated golf course; beautification, improvements, and a sustainable resource.

The evacuation centre will be an invaluable community resource in times of crises. Members have waited a long time for club renovations and upgrades – the Club could not get to this point without first purchasing the land, repaying loans and accumulating funds. Since going down this path building costs have significantly increased, as have interest rates; making finances difficult as the club will require a level of debt to see the works through.

Many economists are also forecasting a recession. The Club is experiencing increased costs across all sectors. With the cost-of-living escalating peoples disposable income has been impacted. The Club is well positioned to weather whatever lay ahead.



Thank you to Cara and her associates for their assistance in all 3 projects. As project Manager Cara will provide members with an update at the AGM.

Thank you to all our members for your support, including volunteers in our intra clubs; Bowls, Fishing, Golf and Tennis.

The Clubs outstanding achievements are a combination of sound decision making by numerous Boards of Directors, our strong management team (my thanks to Michael and Renee) and terrific team of Staff. Congratulations to John Bird and Gai Harvey who will both achieve 40 years of service this year, a remarkable achievement from two committed individuals who exemplify loyalty and dedication. There are not many Clubs who have somebody working into their 90's, we all appreciate Gloria's enthusiasm and charm. I have been fortunate to work with three terrific Chairperson's; Jim Baxter, John Patterson and Pam Bryant.

Colan Ryan

**Secretary Manager**

# **Crescent Head Country Club Ltd**

## **Financial Statements**

**For the Year Ended 31 March 2023**

# Crescent Head Country Club Ltd

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For the Year Ended 31 March 2023

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## Crescent Head Country Club Ltd

### Directors' Report 31 March 2023

The directors present their report on Crescent Head Country Club Ltd for the financial year ended 31 March 2023.

#### (a) General information

##### Information on directors

The names, qualifications, experience and special responsibilities of each person who has been a director during the year and to the date of this report are:

Pam Bryant

Qualifications

RSA, RCG, AMLCTF and Directors Training (Clubs NSW)

Experience

Pam has been on the Board for 21 years. Pam was Vice-Chairperson for 13 years and has been Chairperson for the past 5 years.

Occupation

Supermarket owner (retired)

Peter Wilson

Qualifications

RSA, RCG, AMLCTF and Directors Training (Clubs NSW)

Experience

Peter has been on the Board for 8 years. He has been Treasurer for the past 5 years.

Occupation

Retail business owner (retired)

Kerry Hudson

Qualifications

RSA, RCG, AMLCTF and Directors Training (Clubs NSW)

Experience

Kerry has been on the Board for 5 years.

Occupation

Retired

Dean Maxwell

Qualifications

RSA, RCG, AMLCTF and Directors Training (Clubs NSW)

Experience

Dean has been on the Board on for 3 years.

Occupation

Pharmacist

Neville Jackson

Qualifications

AMLCTF

Experience

This was Neville's first year on the Board. Appointed 14th August 2022.

Occupation

Warehouse distribution (retired)

Colin Bull

Qualifications

RSA, RCG, AMLCTF and Directors Training (Clubs NSW)

Experience

This was Colin's first year on the Board. Appointed 7th June 2022.

Occupation

Business owner (retired)

Philippa Burke

Qualifications

RSA, RCG, AMLCTF and Directors Training (Clubs NSW)

Experience

This was Philippa's first year on the Board. Appointed 24th November 2022.

Occupation

Hospitality business owner

# Crescent Head Country Club Ltd

## Directors' Report

31 March 2023

### (a) General information

#### Information on directors

Gordon Mckay	Ceased on 21st November 2022.
Mark Fenwick	Ceased on 3rd June 2022.

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

#### Principal activities

The principal activity of Crescent Head Country Club Ltd during the financial year was to supply facilities for the Club's members and their guests.

No significant changes in the nature of the Club's activity occurred during the financial year.

#### Short term objectives

The Club's short-term objectives are to:

- Maintain and improve the quality of the club facilities.
- Improve staff knowledge regarding appropriate customer contact.
- Maintain a healthy work and club environment.
- Work towards an environmentally sustainable business practice.

#### Long term objectives

The Club's long-term objectives are to:

- Promote and conduct such sports, games, amusements and entertainments, pastimes and recreations, indoor and outdoor for the community.
- Maintain a strong relationship with members of the Club and their guests.
- Strive for continuous improvements in its industry to ensure best outcomes for the Club.
- Maintain strong Cashflow and Balance Sheet.

## **Directors' Report**

**31 March 2023**

**(a) General information**

- To construct, establish and maintain playing areas, amenities, and conveniences to accommodate the sporting needs of its members.
- Maintain and improve important community infrastructure.

**Strategy for achieving the objectives**

To achieve these objectives, the Club has adopted the following strategies:

- Aim to attract and retain quality staff, focusing on strong customer service.
- Ongoing training in relevant areas of the industry and in health, hygiene and environment.
- Strive to attract board members with relevant knowledge and understanding of the entity.
- Attracting members who will utilise the Club to assist in providing strong Cashflow.
- Utilise sustainable energy sources when viable to assist in maintaining environmentally friendly business practices.
- Updated Business Plan

**Performance measures**

The following measures are used within the Club to monitor performance:

- Gross profit margin
- Net Profit percentage
- Cashflow
- EBITARD or EBITDA

**Members' guarantee**

Crescent Head Country Club Ltd is a company limited by guarantee. In the event of, and for the purpose of winding up of the company, the amount capable of being called up from each member and any person or association who ceased to be a member in the year prior to the winding up, is limited to \$2 for members that are corporations and \$2 for all other members, subject to the provisions of the company's constitution.

At 31 March 2023 the collective liability of members was \$ 6,774 (2022: \$ 6,012).

# Crescent Head Country Club Ltd

## Directors' Report

31 March 2023

### Meetings of directors

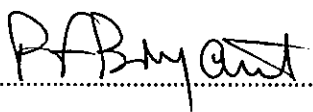
During the financial year, 29 meetings of directors (including committees of directors) were held. Attendances by each director during the year were as follows:

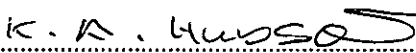
	Directors' Meetings	
	Number eligible to attend	Number attended
Pam Bryant	29	28
Peter Wilson	29	26
Kerry Hudson	29	26
Dean Maxwell	29	19
Neville Jackson	21	10
Colin Bull	25	16
Philippa Burke	11	9
Gordon Mckay	17	16
Mark Fenwick	4	4

### Auditor's independence declaration

The auditor's independence declaration in accordance with section 307C of the *Corporations Act 2001* for the year ended 31 March 2023 has been received and can be found on page 6 of the financial report.

Signed in accordance with a resolution of the Board of Directors:

Director: .....  .....

Director: .....  .....

Dated this ..... 22nd ..... day of ..... June ..... 2023.



**Crescent Head Country Club Ltd**

**Auditors Independence Declaration under Section 307C of the Corporations Act 2001 To the Board Crescent Head Country Club Ltd**

I declare that, to the best of my knowledge and belief, during the year ended 31 March 2023, there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in black ink, appearing to read 'Dan Wade', written over a light blue horizontal line.

Dan Wade  
Director  
Wrights Chartered Accountants

Dated this 22nd day of June 2023.

Kempsey NSW 2440



Crescent Head Country Club Ltd

**Statement of Profit or Loss and Other Comprehensive Income**  
**For the Year Ended 31 March 2023**

		2023	2022
	Note	\$	\$
Revenue - trading	4	4,164,205	3,921,766
Other income	4	1,011,302	941,375
Changes in inventories of finished goods and work in progress		(812,982)	(689,832)
Raw materials and consumables used		(120,551)	(106,354)
Employee benefits expense		(1,700,006)	(1,520,265)
Other operating expenses		(1,482,279)	(1,332,914)
Depreciation and amortisation expense		(505,143)	(466,052)
Finance costs		(939)	(2,280)
Grant expenditure		(216,832)	(58,368)
Gain/(loss) on disposal of assets		48,364	27,244
<b>Profit before income tax</b>		<b>385,139</b>	<b>714,320</b>
Income tax expense		-	-
<b>Profit from continuing operations</b>		<b>385,139</b>	<b>714,320</b>
<b>Profit for the year</b>		<b>385,139</b>	<b>714,320</b>
<b>Other comprehensive income, net of income tax</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
<b>Items that will be reclassified to profit or loss when specific conditions are met</b>			
<b>Total comprehensive income for the year</b>		<b>385,139</b>	<b>714,320</b>

The accompanying notes form part of these financial statements.

Crescent Head Country Club Ltd

**Statement of Financial Position**  
**31 March 2023**

	2023	2022
Note	\$	\$
<b>ASSETS</b>		
CURRENT ASSETS		
Cash and cash equivalents	5 <b>6,265,596</b>	4,324,660
Trade and other receivables	6 <b>77,324</b>	29,963
Inventories	7 <b>114,639</b>	106,659
Other assets	8 <b>104,820</b>	92,323
<b>TOTAL CURRENT ASSETS</b>	<b>6,562,379</b>	4,553,605
NON-CURRENT ASSETS		
Investments	<b>750</b>	750
Property, plant and equipment	9 <b>7,780,691</b>	3,259,609
Intangible assets	10 <b>592,000</b>	592,000
<b>TOTAL NON-CURRENT ASSETS</b>	<b>8,373,441</b>	3,852,359
<b>TOTAL ASSETS</b>	<b>14,935,820</b>	8,405,964
<b>LIABILITIES</b>		
CURRENT LIABILITIES		
Trade and other payables	11 <b>377,221</b>	446,879
Borrowings	12 <b>182,869</b>	148,640
Current tax liabilities	18 <b>86,325</b>	(28)
Short-term provisions	14 <b>299,879</b>	250,175
Income in Advance	13 <b>1,766,775</b>	272,781
<b>TOTAL CURRENT LIABILITIES</b>	<b>2,713,069</b>	1,118,447
NON-CURRENT LIABILITIES		
Borrowings	12 <b>91,305</b>	254,830
Long-term provisions	14 <b>45,283</b>	68,615
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>136,588</b>	323,445
<b>TOTAL LIABILITIES</b>	<b>2,849,657</b>	1,441,892
<b>NET ASSETS</b>	<b>12,086,163</b>	6,964,072
<b>EQUITY</b>		
Reserves	<b>5,163,425</b>	426,473
Retained earnings	<b>6,922,738</b>	6,537,599
<b>TOTAL EQUITY</b>	<b>12,086,163</b>	6,964,072

The accompanying notes form part of these financial statements.

Crescent Head Country Club Ltd

**Statement of Changes in Equity**  
For the Year Ended 31 March 2023

2023

	Retained Earnings	Asset Revaluation Surplus	Total
Note	\$	\$	\$
<b>Balance at 1 April 2022</b>	<b>6,537,599</b>	<b>426,473</b>	<b>6,964,072</b>
Profit attributable to members of the parent entity	385,139	-	385,139
Revaluation increment (decrement)	-	4,728,226	4,728,226
Unrealised gain / (loss) on investment held	-	8,726	8,726
<b>Balance at 31 March 2023</b>	<b>6,922,738</b>	<b>5,163,425</b>	<b>12,086,163</b>

2022

	Retained Earnings	Asset Revaluation Surplus	Total
Note	\$	\$	\$
<b>Balance at 1 April 2021</b>	5,823,279	429,558	6,252,837
Profit attributable to members of the parent entity	714,320	-	714,320
Unrealised gain / (loss) on investment held	-	(3,085)	(3,085)
<b>Balance at 31 March 2022</b>	<b>6,537,599</b>	<b>426,473</b>	<b>6,964,072</b>

The accompanying notes form part of these financial statements.

## Crescent Head Country Club Ltd

### Statement of Cash Flows For the Year Ended 31 March 2023

	2023	2022
Note	\$	\$
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Receipts from customers	6,622,140	5,037,699
Payments to suppliers and employees	(4,252,970)	(4,015,840)
Finance costs	(939)	(2,280)
Net cash provided by/(used in) operating activities	<u>2,368,231</u>	<u>1,019,579</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property, plant and equipment	(297,999)	(649,075)
Disposals / trade ins	-	38,028
Net cash provided by/(used in) investing activities	<u>(297,999)</u>	<u>(611,047)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net cash from borrowings	<u>(129,296)</u>	350,800
Net cash provided by/(used in) financing activities	<u>(129,296)</u>	<u>350,800</u>
Net increase/(decrease) in cash and cash equivalents held	1,940,936	759,332
Cash and cash equivalents at beginning of year	<u>4,324,660</u>	<u>3,565,328</u>
Cash and cash equivalents at end of financial year	5 <u><u>6,265,596</u></u>	<u><u>4,324,660</u></u>

The accompanying notes form part of these financial statements.

## Crescent Head Country Club Ltd

# Notes to the Financial Statements

For the Year Ended 31 March 2023

The financial report covers Crescent Head Country Club Ltd as an individual entity. Crescent Head Country Club Ltd is a Company limited by guarantee, incorporated and domiciled in Australia.

The functional and presentation currency of Crescent Head Country Club Ltd is Australian dollars.

Comparatives are consistent with prior years, unless otherwise stated.

### 1 Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with the Australian Accounting Standards and the *Corporations Act 2001*.

Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

The financial statements have been prepared on an accruals 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.

### 2 Summary of Significant Accounting Policies

#### (a) Income Tax

No provision for income tax has been raised as the Club is exempt from income tax under Div 50 of the *Income Tax Assessment Act 1997*.

#### (b) Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership that are transferred to the Club are classified as finance leases.

Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Lease payments for operating leases, where substantially all of the risks and benefits remain with the lessor, are charged as expenses on a straight-line basis over the life of the lease term.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

#### (c) Revenue and other income

Revenue is recognised when the amount of the revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Club and specific criteria relating to the type of revenue as noted below, has been satisfied.

Revenue is measured at the fair value of the consideration received or receivable and is presented net of returns, discounts and rebates.

#### Sale of goods

Revenue is recognised on transfer of goods to the customer as this is deemed to be the point in time when risks and rewards are transferred and there is no longer any ownership or effective control over the goods.

## Notes to the Financial Statements

### For the Year Ended 31 March 2023

#### 2 Summary of Significant Accounting Policies

##### (c) Revenue and other income

###### Subscriptions

Revenue from the provision of membership subscriptions is recognised on a straight line basis over the financial year.

Revenue from contracts with customers

The core principle of AASB 15 is that revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Club expects to receive in exchange for those goods or services. Revenue is recognised by applying a five-step model as follows:

1. Identify the contract with the customer
2. Identify the performance obligations
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations
5. Recognise revenue as and when control of the performance obligations is transferred

Generally the timing of the payment for sale of goods and rendering of services corresponds closely to the timing of satisfaction of the performance obligations, however where there is a difference, it will result in the recognition of a receivable, contract asset or contract liability.

None of the revenue streams of the Club have any significant financing terms as there is less than 12 months between receipt of funds and satisfaction of performance obligations.

###### Other income

Other income is recognised on an accruals basis when the Club is entitled to it.

##### (d) Goods and Services Tax (GST)

Revenue, 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 (ATO).

Receivables and payables are stated inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as either a tax asset or liability.

Cash flows in the statement of cash flows are included on a gross basis and the GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

## Notes to the Financial Statements

For the Year Ended 31 March 2023

### 2 Summary of Significant Accounting Policies

#### (e) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost of inventory is determined using the weighted average costs basis and is net of any rebates and discounts received. Net realisable value is estimated using the most reliable evidence available at the reporting date and inventory is written down through an obsolescence provision if necessary.

#### (f) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment.

##### Land and buildings

Land and buildings are measured using the revaluation model.

##### Plant and equipment

Plant and equipment are measured using the cost model.

##### Depreciation

Property, plant and equipment, excluding freehold land, is depreciated on a straight-line basis over the assets useful life to the Club, commencing when the asset is ready for use.

Assets held under a finance lease and leasehold improvements are depreciated over the shorter of the term of the lease and the assets useful life.

The depreciation rates used for each class of depreciable asset are shown below:

<b>Fixed asset class</b>	<b>Depreciation rate</b>
Buildings	2.5-10%
Plant and Equipment	5-50%
Leased plant and equipment	10-25%
Furniture, Fixtures and Fittings	5-10%
Office Equipment	10-34%

At the end of each annual reporting period, the depreciation method, useful life and residual value of each asset is reviewed. Any revisions are accounted for prospectively as a change in estimate.

#### (g) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, demand deposits and short-term investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

## Notes to the Financial Statements

### For the Year Ended 31 March 2023

#### 2 Summary of Significant Accounting Policies

##### (h) Employee benefits

Provision is made for the Club's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be wholly settled within one year have been measured at the amounts expected to be paid when the liability is settled.

Employee benefits are presented as current liabilities in the statement of financial position if the Club does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date regardless of the classification of the liability for measurement purposes under AASB 119.

##### (i) Provisions

Provisions are recognised when the Club has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

##### (j) Adoption of new and revised accounting standards

The Club has adopted all standards which became effective for the first time at 31 March 2023, the adoption of these standards has not caused any material adjustments to the reported financial position, performance or cash flow of the Club or refer to Note for details of the changes due to standards adopted.

#### 3 Critical Accounting Estimates and Judgments

The directors make estimates and judgements during the preparation of these financial statements regarding assumptions about current and future events affecting transactions and balances.

These estimates and judgements are based on the best information available at the time of preparing the financial statements, however as additional information is known then the actual results may differ from the estimates.

The significant estimates and judgements made have been described below.

##### Key estimates - impairment of property, plant and equipment

The Club assesses impairment at the end of each reporting period by evaluating conditions specific to the Club that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

##### Key estimates - receivables

The receivables at reporting date have been reviewed to determine whether there is any objective evidence that any of the receivables are impaired. An impairment provision is included for any receivable where the entire balance is not considered collectible. The impairment provision is based on the best information at the reporting date.



**Notes to the Financial Statements**  
**For the Year Ended 31 March 2023**

**4 Revenue and Other Income**

Revenue from continuing operations

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Sales revenue		
- Bar and Poker Machines	<b>3,931,674</b>	3,767,568
	<b>3,931,674</b>	3,767,568
Other revenue		
- Member subscriptions	<b>69,193</b>	67,707
- Discounts Received	<b>48,718</b>	33
- Raffles Income	<b>114,620</b>	86,458
	<b>232,531</b>	154,198
<b>Total Revenue</b>	<b>4,164,205</b>	3,921,766
Other Income		
- Golf, Bowls & Tennis	<b>226,217</b>	193,690
- Commissions	<b>233,336</b>	165,995
- Volume Rebates	<b>71,685</b>	72,430
- Recoveries	<b>822</b>	69,691
- Sporting Fees and Incomes	<b>84,320</b>	76,781
- Grants Received	<b>228,955</b>	61,584
- Interest Received	<b>69,913</b>	7,866
- Other Income	<b>71,403</b>	38,645
- Subsidies and assistance	<b>24,651</b>	254,693
	<b>1,011,302</b>	941,375
<b>Total Revenue and Other Income</b>	<b>5,175,507</b>	4,863,141

**Notes to the Financial Statements**  
**For the Year Ended 31 March 2023**

**5 Cash and cash equivalents**

	2023	2022
	\$	\$
Cash at bank and in hand	6,265,596	4,324,660
<b>Total cash and cash equivalents</b>	<b>6,265,596</b>	<b>4,324,660</b>

**6 Trade and other receivables**

	2023	2022
	\$	\$
CURRENT		
Trade receivables	5,499	20,155
Other receivables	71,825	9,808
<b>Total current trade and other receivables</b>	<b>77,324</b>	<b>29,963</b>

(a) Impairment of receivables

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements.

**7 Inventories**

	2023	2022
	\$	\$
CURRENT		
At cost:		
Inventories	114,639	106,659
<b>Total inventories</b>	<b>114,639</b>	<b>106,659</b>

**8 Other non-financial assets**

	2023	2022
	\$	\$
CURRENT		
Prepayments	37,102	33,331
Investments held	67,718	58,992
<b>Total other non-financial assets</b>	<b>104,820</b>	<b>92,323</b>

**Notes to the Financial Statements**  
**For the Year Ended 31 March 2023**

**9 Property, plant and equipment**

	2023	2022
	\$	\$
<b>LAND AND BUILDINGS</b>		
Freehold land		
At fair value	2,000,000	788,915
Total Land	<u>2,000,000</u>	<u>788,915</u>
Buildings		
At fair value	5,785,194	2,257,296
Accumulated depreciation	(1,285,194)	(1,206,252)
Total buildings	<u>4,500,000</u>	<u>1,051,044</u>
Total land and buildings	<u>6,500,000</u>	<u>1,839,959</u>
<b>PLANT AND EQUIPMENT</b>		
Plant and equipment		
At cost	3,830,576	3,759,299
Capitalised leased assets	102,936	102,936
Accumulated depreciation	(2,885,522)	(2,703,500)
Total plant and equipment	<u>1,047,990</u>	<u>1,158,735</u>
Furniture, fixtures and fittings		
At cost	495,999	489,023
Accumulated depreciation	(426,020)	(407,401)
Total furniture, fixtures and fittings	<u>69,979</u>	<u>81,622</u>
Motor vehicles		
At cost	63,737	63,737
Accumulated depreciation	(10,106)	(2,139)
Total motor vehicles	<u>53,631</u>	<u>61,598</u>
Office equipment		
At cost	169,851	147,073
Accumulated depreciation	(94,849)	(69,913)
Total office equipment	<u>75,002</u>	<u>77,160</u>
Other property, plant and equipment		
At cost	112,413	112,413
Accumulated depreciation	(78,324)	(71,878)
Total other property, plant and equipment	<u>34,089</u>	<u>40,535</u>
Total plant and equipment	<u>1,280,691</u>	<u>1,419,650</u>
<b>Total property, plant and equipment</b>	<u><b>7,780,691</b></u>	<u><b>3,259,609</b></u>

**Notes to the Financial Statements**  
**For the Year Ended 31 March 2023**

**9 Property, plant and equipment**

(a) Movements in Carrying Amounts

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

	Land \$	Buildings \$	Plant and Equipment \$	Furniture, Fixtures and Fittings \$
<b>Year ended 31 March 2023</b>				
Balance at the beginning of year	788,915	1,051,044	1,158,735	81,622
Additions	-	10,757	257,487	6,976
Revaluation increment (decrement)	1,211,085	3,517,141	-	-
Depreciation expense	-	(78,942)	(368,232)	(18,619)
<b>Balance at the end of the year</b>	<b>2,000,000</b>	<b>4,500,000</b>	<b>1,047,990</b>	<b>69,979</b>
	Motor Vehicles \$	Office Equipment \$	Other Property, Plant and Equipment \$	Total \$
<b>Year ended 31 March 2023</b>				
Balance at the beginning of year	61,598	77,160	40,535	3,259,609
Additions	-	22,778	-	297,998
Revaluation increment (decrement)	-	-	-	4,728,226
Depreciation expense	(7,967)	(24,936)	(6,446)	(505,142)
<b>Balance at the end of the year</b>	<b>53,631</b>	<b>75,002</b>	<b>34,089</b>	<b>7,780,691</b>

The Board acknowledges that all properties, with the exception of Lot 226, DP 754441, are core properties under the definition of section 42J of the Registered Clubs Act.

**10 Intangible Assets**

	2023 \$	2022 \$
Licenses		
Cost	592,000	592,000
<b>Total Intangibles</b>	<b>592,000</b>	<b>592,000</b>

**Notes to the Financial Statements**  
**For the Year Ended 31 March 2023**

**11 Trade and other payables**

	<b>Note</b>	<b>2023</b>	<b>2022</b>
		<b>\$</b>	<b>\$</b>
Current			
Trade payables		<b>192,435</b>	257,118
Sundry payables		<b>29,417</b>	11,886
Other accrued payables		<b>155,369</b>	177,875
<b>Trade and other payables</b>		<b>377,221</b>	446,879

Trade and other payables are unsecured, non-interest bearing and are normally settled within 30 days. The carrying value of trade and other payables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

**12 Borrowings**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>CURRENT</b>		
Secured liabilities:		
Lease liability secured	<b>182,869</b>	148,640
<b>Total current borrowings</b>	<b>182,869</b>	148,640
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>NON-CURRENT</b>		
Secured liabilities:		
Lease liability secured	<b>91,305</b>	254,830
<b>Total non-current borrowings</b>	<b>91,305</b>	254,830
<b>Total borrowings</b>	<b>274,174</b>	403,470

**Notes to the Financial Statements**  
**For the Year Ended 31 March 2023**

**13 Income in Advance**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Unspent grant funds	1,722,749	230,495
Subs in advance	<b>44,026</b>	42,286
<b>Total income in advance</b>	<b>1,766,775</b>	<b>272,781</b>

**14 Employee Benefits**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Current liabilities		
Short-term provisions	<b>216,167</b>	164,191
Other employee benefits	<b>83,712</b>	85,984
<b>Total short-term employee benefits</b>	<b>299,879</b>	<b>250,175</b>
Non-current liabilities		
Long-term provisions	<b>45,283</b>	68,615
<b>Total long-term employee benefits</b>	<b>45,283</b>	<b>68,615</b>

**15 Leasing Commitments**

(a) Finance leases

Finance leases are in place for non-current assets (Poker Machines, Equipment & Vehicles) and normally have a term between 1 and 3 years.

(b) Operating leases

An operating lease is in place for land on which the golf course & tennis courts sit, the lease was extended by 4 years and 6 months in September 2020 and is due to expire 31 December 2027 (formerly 30 June 2023). Under the terms of the extension, from 1 July 2023 the Club has had to pay all council and statutory rates on the leased area.

**16 Financial Risk Management**

The Club is exposed to a variety of financial risks through its use of financial instruments.

The Club's overall risk management plan seeks to minimise potential adverse effects due to the unpredictability of financial markets.

The most significant financial risks to which the Club is exposed to are described below:

**Specific risks**

- Liquidity risk

## Notes to the Financial Statements

### For the Year Ended 31 March 2023

#### 16 Financial Risk Management

- Credit risk
- Market risk - currency risk, interest rate risk and price risk

##### Financial instruments used

The principal categories of financial instrument used by the Club are:

- Trade receivables
- Cash at bank
- Trade and other payables
- Lease liabilities

##### Liquidity risk

Liquidity risk arises from the Club's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Club will encounter difficulty in meeting its financial obligations as they fall due.

The Club's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities as and when they fall due. The Club maintains cash and marketable securities to meet its liquidity requirements for up to 30-day periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

The Club manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash-outflows due in day-to-day business.

Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day period are identified monthly.

At the reporting date, these reports indicate that the Club expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances and will not need to draw down any of the financing facilities.

##### Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Club.

Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposure to wholesale and retail customers, including outstanding receivables and committed transactions.

The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

## Notes to the Financial Statements

### For the Year Ended 31 March 2023

#### 17 Members' Guarantee

The Club is incorporated under the *Corporations Act 2001* and is a Club limited by guarantee. If the Club is wound up, the constitution states that each member is required to contribute a maximum of \$2 each towards meeting any outstanding obligations of the Club. At 31 March 2023 the number of members was 3,387 (2022: 3,304).

#### 18 Tax assets and liabilities

	2023	2022
	\$	\$
PAYG Withholding	21,694	-
GST payable	64,631	(28)
<b>Total current tax liabilities</b>	<b>86,325</b>	<b>(28)</b>

#### 19 Key Management Personnel Disclosures

The totals of remuneration paid to the key management personnel of Crescent Head Country Club Ltd during the year are as follows:

The total remuneration paid to key management personnel of the Club is \$ 307,842 (2022: \$ 367,680).

#### 20 Contingencies

In the opinion of the Directors, the Club did not have any contingent liabilities at 31 March 2023 (31 March 2022: None).

#### 21 Related Parties

The Club has determined that the following related party transactions occurred during the year:

(a) The Club's main related parties are as follows:

Crescent Head Pharmacy, of which the Club's Director Dean Maxwell is the proprietor, \$1,201.25 as to purchase first aid and protective items as well as gift cards or prizes spent by patrons at the Pharmacy.



**Notes to the Financial Statements**  
**For the Year Ended 31 March 2023**

**22 Events Occurring After the Reporting Date**

The financial report was authorised for issue on 22 June 2023 by the board of directors.

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Club, the results of those operations, or the state of affairs of the Club in future financial years.

**23 Statutory Information**

The registered office and principal place of business of the company is:

Crescent Head Country Club Ltd  
1 Rankine St,  
Crescent Head NSW 2440

**Notes to the Financial Statements**  
**For the Year Ended 31 March 2023**

24 Other Information



*Serving the Community!!*

**Donations/Sponsorship**

2022/2023 Financial Year (1/4/2022 to 31/3/2023)

Anzac Day & Vietnam Vets	\$ 541.70
Crescent Head Bluewater Fishing Club	\$ 500.00
Crescent Head Malibu Club	\$ 2,000.00
Crescent Head Bowling Club	\$ 300.00
Crescent Head Public School	\$ 250.00
Crescent Head Rural Bushfire Brigade	\$ 266.50
Kokoda Youth Foundation	\$ 250.00
Melanoma March	\$ 50.00
Senior Citizens	\$ 4,292.76
St Pauls College	\$ 70.00
<b>TOTAL OTHER DONATIONS</b>	<b>\$ 8,520.96</b>
Bowls	\$10,832.85
Golf	\$72,270.87
Tennis	\$13,394.75
<b>TOTAL DONATIONS</b>	<b>\$105,019.43</b>

Note: Crescent Head Rugby 7's Event was granted funds in previous years accounts (event cancelled due to Covid) event was held over to this year, as were funds – no funds shown above.

## Notes to the Financial Statements

For the Year Ended 31 March 2023

24 Other Information

### List of Past Presidents

1956	K.J Brenton	1965	T.A Miles
1957	K.J Brenton	1966	N.H Young
1958	K.J Brenton	1967	N.H Young
1959	K.J Brenton	1968	K.W Faulkner
1960	K.J Brenton	1969	K.W Faulkner (pt)
1961	W. Harvey	1969	K.J Brenton (pt)
1962	W. Harvey	1970	K.J Brenton
1963	W. Harvey	1971	K.J Brenton
1964	T.A Miles	1972	K.J Brenton (pt)

Incorporated on 12th October 1972

1972	K.J Brenton (pt)	1991	G.C Barsby	2009	J. Patterson
1973	K.J Brenton	1992	G.C Barsby	2010	J. Patterson
1974	K.J Brenton	1993	G.C Barsby	2011	J. Patterson
1975	L.L Boardman D.F.M	1994	G.W Selkirk	2012	J. Patterson
1976	L.L Boardman D.F.M	1995	G.W Selkirk(pt)	2013	J. Patterson
1977	L.L Boardman D.F.M		G.C Barsby(pt)	2014	J. Patterson
1978	L.L Boardman D.F.M	1996	G.C Barsby	2015	J. Patterson
1979	J.A Weingarh	1997	G.C Barsby	2016	J. Patterson
1980	F. Emmett	1998	G.C Barsby	2017	J. Patterson
1981	F. Emmett	1999	G.C Barsby		P. Bryant(pt)
1982	T.G Lyttle	2000	G. Ball	2018	P. Bryant
1983	T.G Lyttle	2001	G. Ball	2019	P. Bryant
1984	P.W Harvey	2002	J.F Baxter	2020	P. Bryant
1985	P.W Harvey	2003	J.F Baxter	2021	P. Bryant
1986	P.W Harvey	2004	J.F Baxter	2022	P. Bryant
1987	P.W Harvey	2005	J.F Baxter		
1988	P.W Harvey	2006	J. Patterson		
1989	P.K Shaw	2007	J. Patterson		
1990	P.K Shaw	2008	J. Patterson		

### List of Honorary Life Members

1973	K.J Brenton (dec)	1991	G.C Barsby (dec)	2015	J. Baxter (dec)
1974	K.R.M Stretch (dec)	1995	T. Errey (dec)	2016	J. Patterson (dec)
1975	L.L Boardman (dec)	1997	W. Harvey (dec)	2017	P. Bryant
1985	T.G Lyttle (dec)	2014	R. Curnow (dec)	2018	M. Fenwick

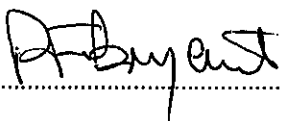
**Crescent Head Country Club Ltd**

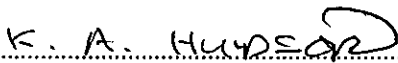
**Directors' Declaration**

The directors of the Club declare that:

1. The financial statements and notes, as set out on pages 8 to 25, are in accordance with the *Corporations Act 2001* and:
  - a. comply with Australian Accounting Standards - Reduced Disclosure Requirements; and
  - b. give a true and fair view of the financial position as at 31 March 2023 and of the performance for the year ended on that date of the Club.
2. In the directors' opinion, there are reasonable grounds to believe that the Club 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.

Director .....  .....

Director .....  .....

Dated this 22<sup>nd</sup> day of June 2023

## Crescent Head Country Club Ltd

# Independent Audit Report to the members of Crescent Head Country Club Ltd

### Report on the Audit of the Financial Report

#### Opinion

I have audited the financial report of Crescent Head Country Club Ltd (the Club), which comprises the statement of financial position as at 31 March 2023, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the 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 my opinion, the accompanying financial report of the Club is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Club's financial position as at 31 March 2023 and of its financial performance for the year ended; and
- (ii) complying with Australian Accounting Standards - Reduced Disclosure Requirements and the *Corporations Regulations 2001*.

#### Basis for Opinion

I conducted my audit in accordance with Australian Auditing Standards. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of my report. I am independent of the Club 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 my audit of the financial report in Australia. I have also fulfilled our other ethical responsibilities in accordance with the Code.

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

#### Responsibilities of Directors for the Financial Report

The directors of the Club are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards - Reduced Disclosure Requirements 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.



**Crescent Head Country Club Ltd**

**Independent Audit Report to the members of Crescent Head Country Club Ltd**

In preparing the financial report, the directors are responsible for assessing the Club's ability 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 Club or to cease operations, or have no realistic alternative but to do so.

**Auditor's Responsibilities for the Audit of the Financial Report**

My 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 my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 the financial report.

**Wrights Chartered Accountants**

A handwritten signature in black ink, appearing to read 'Dan Wade', written over a horizontal line.

Dan Wade  
Partner

Kempsey NSW 2440

Dated this 22nd day of June 2023