

**MINUTES OF THE 52nd ANNUAL GENERAL MEETING OF
HARDYS BAY CLUB LIMITED
(A.C.N. 000 830 384)
HELD AT 14 HEATH ROAD, HARDYS BAY, NSW
ON SATURDAY 19 NOVEMBER 2022 AT 11.08 A.M.**

Present:	<p>Steve McKenzie – Director, President and Chair Andrew Mackie – Director Peter Hermann – Director</p> <p>John Flynn announced that there were 32 financial members present in person as per the Attendance Record.</p>
Quorum:	<p>The Chair opened the meeting at 11:08am by thanking and welcoming all present and confirmed that a quorum of members was present.</p>
Apologies:	<p>The Chair noted the following apologies having been received:- Grant Corderoy Kim Corderoy Lisa Richardson</p>
Introductions:	<p>The Chair introduced the Directors in attendance.</p>
Notice	<p>The Chair tabled the Notice convening the Annual General Meeting, which was taken as read.</p>
Minutes:	<p>The Chair tabled the minutes of the 51st Annual General Meeting of members held on 29 January 2022 and confirmed that they were a correct record of the matters dealt with at that meeting and that the minutes had been duly signed by the Chair of that meeting as a correct record.</p> <p>It was RESOLVED unanimously, on a show of hands, that the minutes of the 51st Annual General Meeting of members held on 29 January 2022 as tabled be accepted as a correct record of proceedings.</p>
Board Report:	<p>The Chair provided a brief report on the financial and operational challenges faced by the Club since the last AGM, particularly noting the negative impact of the Covid-19 pandemic and negotiations with the landlord.</p> <p>The Chair explained that although the Club had reported a profit for the year ended 30 June 2022 (which was most welcome and essential for financial survival), if the benefit of the COVID-19 related Government financial assistance, rental concessions from the landlord and other one-off items were removed, the trading result would have been a trading loss - which was still a huge achievement on the results of recent years.</p> <p>Nevertheless, it was difficult times, and the future remains uncertain.</p> <p>The Chair expressed thanks to all those parties who have helped the Club in various ways as without their combined contributions it would not have been possible to continue.</p> <p>The Chair invited questions from the floor and the following questions were raised:-</p>


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<p>Board Reports (Continued):</p>	<p><i>What is the future vision for the Club?</i> The Chair responded by explaining that the last 3 years have been focused on survival but soon ideas will be sought from Volunteers and Members as to the longer-term plans for the future of the Club and the strategies to achieve them.</p> <p><i>What is the long-term intention of the landlord?</i> The Chair responded by saying that he did not know. Various offers have been made to buy-back the property by Community minded syndicates and although the property has effectively been on the market for years, there has been no offer made that has been acceptable to the landlord. It is assumed that the landlord would like to have the property rezoned, the Club evicted, the Club building demolished, the cenotaph removed, the property sub-divided then sold as residential lots. The Chair suggested that there will need to be a Community army of resistance to any rezoning application in order to stop that potential outcome. It has been explained to the landlord that rezoning is difficult and that the steep terrain, creek running through the site and fire risk will significantly limit the scope of building on the site. Regardless the Club has effectively another 5 years under its lease agreement.</p>
<p>Statutory Accounts:</p>	<p>The Chair tabled the financial report for the year ended 30 June 2022 and invited Andrew Mackie as Finance Director to firstly comment on the financial reports and then be available to answer queries or questions from members regarding the financial report, with the following question raised:-</p> <p><i>Given last year's result what are the trading results like for the first 4 months of the current financial year?</i> Mr Mackie explained that winter was traditionally the weaker trading months for the Club, but he was pleased to report that the results for the 4 months to 31 October 2022 were about break-even (or a small loss), despite the poor weather conditions in some of those months.</p> <p>There being no further questions from the floor, it was RESOLVED unanimously, on a show of hands, that the Financial Report, accompanying Directors' Report and Audit Review Report for the year ended 30 June 2022, be received and adopted.</p>
<p>Election of Directors:</p>	<p>The Chair advised that, under the Constitution, the Board of Directors was appointed for a period of two years, however, given the proposal to adopt a new Constitution later in the meeting, the Board had decided that all Directors should retire at this AGM but were willing and eligible for re-election.</p> <p>The Chair advised that no additional nominations for director had been received.</p> <p>The Chair advised that, in accordance with Clause 51(d) of the Constitution, as the number of candidates standing for election as directors did not exceed the number required to be elected, no Ballot was necessary or required to be conducted, and, accordingly, the Chair declared that Steve McKenzie, Andrew Mackie and Peter Hermann be duly declared elected as directors for a further 2-year term (subject to adoption of the new Constitution).</p>

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<p>Special Resolution - Change of Club Name:</p>	<p>The Chair explained that it was time for the name of the Club to better reflect its current role in the local Community and to acknowledge that it was no longer a Sub-Branch of the RSL. Accordingly, the proposed new name was simply Hardys Bay Club Limited.</p> <p>The Chair invited questions from the floor and the following questions were raised:-</p> <p><i>As an alternative had the name “Club Hardys Bay Limited” been considered?</i> The Chair responded by saying no and that the Club was already well known as Hardys Bay Club and all that that is proposed is the simplification of the name.</p> <p><i>Is it intended to continue the Business Name registered by the Club?</i> The Chair responded by explaining that the Business Name “Hardys Bay Community Club” continues to be registered (although the abbreviation to HBCC can be confused with the “Hardys Bay Community Church”), however a new business name being “Your Community Club” (as used on the Club’s Newsletter and letterhead) had also been registered. This then gives exclusive use of “Hardys Bay Club Limited – Your Community Club”.</p> <p><i>Does the change of name now affect the lease and other legal agreements of which the Club is a party.</i> The Chair advised that the legal entity (and ABN and A.C.N.) continues to be the same and we just need to advise relevant parties of the change of name.</p> <p>There being no further questions from the floor, it was RESOLVED unanimously by Special Resolution, on a show of hands, that the legal name of the company, which operates the registered club and holds the liquor licence for the Club, be changed from “Hardy’s Bay RSL & Citizen’s Club Ltd” to “Hardys Bay Club Limited”.</p>
<p>Special Resolution - New Constitution:</p>	<p>The Chair advised that it was appropriate to replace the existing 2003 Constitution (as amended) with a new Constitution which would reflect recent changes to the Corporations Act 2001 (Cth), Registered Clubs Act 1976 (NSW), other changes to reflect common procedures applied in other registered clubs and to reflect the change of name of the Club.</p> <p>The Chair invited questions from the floor and the following questions were raised:-</p> <p><i>Were there any important or special changes included in the new Constitution?</i> The Chair responded by explaining that the new Constitution was simply modernizing the Constitution and there were no special or unconventional elements included in the new Constitution.</p> <p><i>Did the new Constitution still require New Members to be Proposed and Seconded by existing Members?</i> The Chair explained that that requirement had been removed from the New Constitution in line with general Club industry practice and procedures.</p> <p>There being no further questions from the floor, it was RESOLVED unanimously by Special Resolution, on a show of hands, that in accordance with section 136(2) of the Corporations Act 2001 (Cth) which states the company may modify or repeal its constitution, or a provision of its constitution, by special resolution; and for all other purposes, the Club adopt the provisions of the Constitution tabled at the meeting and signed for the purposes of identification by the Chairperson, as the Constitution of the Club, in substitution for the present Constitution of the Club (as amended from time to time), which is repealed.</p>

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Other Business	<p>The Chair invited questions or comments from the floor on any other matter relating to the activities or the financial position of the Club prior to the closure of the meeting.</p> <p><i>There were no specific questions, however, Mike Allsop proposed a motion on behalf of the Community thanking the Directors for being Directors of the Club and for diligently steering the Club through a difficult and uncertain period with such sentiment endorsed by the meeting.</i></p>
Closure:	<p>There being no further business the Chair declared the meeting closed at 11.54am.</p> <p style="text-align: right;">Signed as a correct record</p> <p style="text-align: right;"></p> <p style="text-align: right;">..... Chair</p>