



Minutes of the 64th Annual General Meeting of
Canterbury League Club Limited
7pm Wednesday 22 April 2020
(conducted via Zoom)

Present

George Coorey (Chair)
Greg Pickering (Secretary)

Members Declaration

53 Members present via technology (as per Members Attendance Register)

Quorum

The Chair declared that there was a quorum present in accordance with the Constitution of the club, Article 96(a)(i) and as such declared the meeting validly held.

Notice

The notice of meeting was sent to all members on 25 February 2020 in accordance with the Corporations Act.

The meeting scheduled for 25 March was postponed due to the Public Health (COVID-19 Restrictions on Gathering and Movement) Order 2020. The club was closed on 23 March 2020 and the Health Order prevented the meeting to proceed as scheduled. Postponement was notified on 23 March 2020 and the new date for the meeting was notified on 31 March 2020. Details of the online meeting and how to register were posted on 10 April 2020.

The notice of meeting and the agenda for business of the meeting remained unchanged from the original, save for the changes to dates and method of delivery of the meeting.

The notice of meeting was taken as read.

Open

The Chair declared the meeting open at 7.06pm on Wednesday 22 April 2020.

George Coorey, President introduced Greg Pickering, Company Secretary and acknowledged those present via technology including:

- League Club Members
- Directors: John Ballesty (23541), Peter Callaghan (26571), Paul Dunn (28494), Steve Mortimer OAM (3), Peter Winchester (10)
- Auditor: Mr Niraj Singh from KPMG
- Football Club Chair: Lynne Anderson and members of her Board
- Football Club CEO: Andrew Hill
- Life Members: Gary McIntyre, Keith Lotty
- Members of the Management Team

Procedure

The voting procedures were outlined. It was noted that all resolutions proposed in the Notice of Meeting would be decided by a simple majority (50% + 1) of members entitled to vote on the resolution by use of an online poll.

Members were instructed to use the chat icon to submit questions or comments throughout the course of the meeting.

The Chair proposed that for the sake of expedience he would accept that each of the motions had been moved by Peter Callaghan (26571) and seconded by Paul Dunn (28494).

There were no objections to this proposal.

The Chair advised that the meeting would be recorded, and unauthorised recordings of proceedings were prohibited.

Apologies

Apologies were received from: Dr George Peponis OAM (25), Peter Pezas (5768), Jack Aoun (11385), Paul Aoun (35696), Harry Dinis (8257), Jim Kalabahtasios (3510)

Motion: That the apologies are received and noted.

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

1. Minutes of the 2019 AGM

A copy of the minutes of the 2019 Annual General Meeting was sent to all members who registered for the meeting and a copy was also posted on the Club's website.

Motion: That the minutes of the 2019 Annual General Meeting be confirmed as a true and correct record of the meeting.

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

2. Reports

a. Presidents Report

The President presented the year in review, information included but was not limited to:

- Management and Staff continue to deliver outstanding service
- Gaming within the Club industry has suffered decline in revenue of around 3.8%, Canterbury have been able to limit this downturn to 1.6%
- Whilst not meeting projected forecasts, still meeting all commitments
- Construction and property debts reduced from approx. \$45M to \$35M and the Club continues to pay \$540k per month off debt
- Committed to funding the Football Club for \$5.2m for 2020 subject to the NRL resuming and subject to funding available to the football club via the NRL
- Refurbishment of Dynasty Chinese restaurant complete, new operator John Lim

- Outdoor gaming area extended and available upon reopening
- The Lakemba Club continues to perform well, Five Spices Malaysian/Singapore restaurant well received
- DA for Lakemba carpark approved for 56 car spaces, construction commencement subject to performance of Canterbury group
- Moxon Sports Club continued growth
- Digital & Social Media activity
- ClubGRANTS donations of \$1.23 million to 106 community organisations
- Clubs & Community Award for Disability, Welfare & Social Inclusion awarded to Canterbury for Cooking Club with Participate Australia
- Executive Chef Stephanie Azar awarded ClubsNSW Ray Garden Memorial Award for volunteering from Participate Australia

b. Presentation of the 2019 annual financial statements

The Chief Executive Officer presented an overview of the Financial Statements for the year ending 31 October 2019, information included but was not limited to:

- Continuing Operations
- Revenue
- Expenses
- EBITDA & EBITDARD

The annual financial statements for the year ended 31 October 2019 together with the Directors' Report and Auditor's Report in respect of those financial statements were tabled.

There were no questions from Members relating to the Annual Report or the financial statements.

There were no questions asked of the Auditor relevant to the conduct and or preparation of the Auditors Report.

Motion: That the Canterbury League Club Limited Financial Report, Directors Report and the Auditors Report for the financial year ended 31 October 2019 are received and noted.

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

Appointment of Auditor

The Chairman confirmed that there was no vacancy in the office of auditor and as such the agenda item was not required.

3. Declaration of the Results of the 2020 Board Election

The meeting considered the Declaration of Result for the 2020 Election of Directors.

There were 7 Directors elected from 9 candidates nominated.

4 candidates were endorsed by The Bulldogs Rugby League Football Club being: Peter Winchester (10), Paul Dunn (28494), Peter Callaghan (26571) and John Ballesty (23541).

Voting was conducted on 20 and 21 March at the 3 club locations.

The counting of votes was conducted by the Returning Officer (Australian Election Company) on 21 March 2020.

363 valid ballot papers were issued.

Declared Results:

Candidate	Votes	Status
Steve Mortimer	361	Elected 2
Jim Koutsouklakis	273	Elected 7
Peter Winchester (Endorsed Candidate)	362	Elected 1
Paul Dunn (Endorsed Candidate)	360	Elected 3
Peter Callaghan (Endorsed Candidate)	358	Elected 4
Robert D'Ambrosi	38	
Michael Patulny	101	
George Coorey	339	Elected 6
John Ballesty (Endorsed Candidate)	349	Elected 5
Total Formal attendance (Votes)	2,541	
Total Formal Attendance (Papers)	363	
Total Informal (Papers)	10	

The Chair congratulated candidates declared elected and thanked the two other nominees: Michael Patulny (2459) and Robert D'Ambrosi (12941).

Directors Expenses and Honorariums Undertaking

The President advised members:

- The club had been closed since 23 March 2020
- The notice of meeting was sent prior to anything being known about a shutdown or any of the related impact of Covid-19
- In order to facilitate dealing with the proposed resolutions, the Board discussed a reasonable approach to their presentation to the members, given the current environment
- An undertaking from the chair was given as follows:
 - None of the authorities granted by the members in approving resolutions (1 through 8) will be incurred, available or paid during the period of the shutdown
 - Once the club is fully operational at the conclusion of the shutdown, the funding / value of benefits will only be made available on a pro rata basis
 - For transparency, the Directors will report the payments, reimbursements and benefits provided under these resolutions in the next annual report to members
 - If there were to be an exception: it may be opportune for some of the directors to undertake training during this time (some is compulsory) – that will be the only exception
 - Directors will continue to manage the governance of the club during the shutdown, including attending monthly Board meetings via digital means, even though no benefit will be paid to them for this work
 - Each of the resolutions 1 through 8, were proposed having consideration to the undertaking given here

4. Ordinary Resolutions

First Ordinary Resolution

Motion:

“That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the Members hereby:

- a) approve:

- (i) the payment of honorariums to the Directors in respect of the Directors' services as members of the Board of the League Club for the period to the next Annual General Meeting of total funds of \$156,046 with such sum to be apportioned between each of the Directors as determined by the Board; and
 - (ii) the payment of 9.5% superannuation guarantee levy on behalf of each Director in respect of their honorarium.
- b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only to those who are Directors of the League Club."

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

Second Ordinary Resolution

Motion:

"That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve:
 - (i) the payment of an honorarium to those Directors who are members of a sub-committee or sub-committees for their services as a member of the relevant sub-committee(s). The total amount of the funds for all Directors on the relevant sub-committees for the period to the next Annual General Meeting shall be \$26,348 with such sum to be apportioned between each of the Directors as determined by the Board; and
 - (ii) the payment of 9.5% superannuation guarantee levy on behalf of each Director in respect of the above additional honorarium.
- (b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only to those who are Directors of the League Club and that any honorarium paid to a Director pursuant to this resolution shall be in addition to any honorarium paid to a Director in respect of their services as a member of the Board."

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

Third Ordinary Resolution

Motion:

"That pursuant to section 10(6) of the Registered Clubs Act 1976, the members hereby:

- (a) approve:
 - (i) a hospitality account paid for by the League Club of up to \$5,200 for each Director for the period to the next Annual General Meeting to purchase food and beverage at any restaurant, bar or cafe in any of the League Club's venues;

- (ii) for the Directors to receive any offers, discounts or promotions as are made available to employees of the League Club from time to time.
- (b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only to those who are Directors of the League Club.”

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

Fourth Ordinary Resolution

Motion:

“That pursuant to section 10(6A) and also for the purposes of section 10(6)(d) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve the reasonable expenditure by the League Club in respect of the Directors with regard to the following matters in the period to the next Annual General Meeting:
 - (i) a club blazer, tie, shirts and other official clothing to be provided to a Director for the purposes of representing the League Club;
 - (ii) a specified security parking space in the League Club carpark;
 - (iii) meals, drinks, accommodation, entertainment, transport, admission and other reasonable expenditure, including where required or appropriate for Directors’ partners/spouses to attend functions when the Directors are attending as representatives of the League Club;
 - (iv) donations by way of payment for raffle tickets, purchase of memorabilia and the like at fund-raising events when a Director attends as a representative of the League Club;
 - (v) attending meetings of the Board and sub-committees;
 - (vi) entertaining sponsors, business associates, patrons, councillors, members of State and Federal Parliament, and other dignitaries and guests in the Board Room of the League Club and in the Directors’ Box at playing venues of the Bulldogs rugby league team, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend;
 - (vii) attending meetings and functions, including community, charity, rugby league and other meetings or functions approved by the Board at the League Club or elsewhere, as an official delegate or representative of the League Club, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend;
 - (viii) attending rugby league matches of the Bulldogs in the NRL premiership competition, and any representative match conducted by the NRL, ARL or NSWRL, in Australia or overseas, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend;
 - (ix) attending as an official representative of the League Club any official pre-season, end of season or other tour with the Bulldogs rugby league team, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend.
- (b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors of the League Club.”

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

Fifth Ordinary Resolution

Motion:

“That pursuant to section 10(6A) and section 10(6)(d) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve expenditure by the League Club of a sum not exceeding \$125,000 in aggregate over the period to the next Annual General Meeting, for the reasonable expenditure for Directors on meals, drinks, accommodation, entertainment, transport, admission charges and other incidental expenses in attending League Club conferences (two per year), gaming conferences, conventions, seminars, lectures, trade displays, educational, fact finding, study and information tours at venues anywhere in Australia or overseas in order to obtain knowledge of the gaming and entertainment facilities or to plan future club extensions and to improve the quality of amenities and services to the members of the League Club, including where required or appropriate reasonable expenses for Directors’ partners/spouses to attend.
- (b) acknowledge that the benefits referred to in (a) above are not available to members generally, but only for those who are Directors of the League Club.”

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

Sixth Ordinary Resolution

Motion:

“That pursuant to sections 10(6) and 10(6A) of the Registered Clubs Act 1976, the Members hereby

- (a) approve:
 - (i) the reasonable expenditure by the Board of Directors with regard to the period to the next Annual General Meeting of funds not exceeding \$105,000 to sponsor and support the sub-clubs which operate within the League Club;
 - (ii) the reasonable expenditure by the Board of Directors with regard to the period to the next Annual General Meeting of total funds not exceeding \$20,000 to provide:
 - (A) in kind or non-cash benefits to individual Members of the League Club; or
 - (B) grants or benefits to organisations representing Members of the League Club, deemed worthy of support in terms of sporting or arts sponsorship, or hardship, or any other reason deemed appropriate by the Board of Directors;
 - (iii) The Club paying the reasonable costs of Directors or senior management attending functions of commercial partners or others or conventions or other activities where attendance is considered to be a benefit to the League Club and in the normal conduct of its commercial business, including the attendance of partners/spouses where required or appropriate for Directors’ partners/spouses to attend;
 - (iv) The reasonable expenditure by Directors and/or senior management of a sum not exceeding \$6,000 for the purpose of purchasing food and beverages to entertain invited Members at functions within the League Club as deemed appropriate in the normal course of membership relations, such as Directors’ Christmas drinks.
- (b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors, senior management and Members of the League Club referred to in the resolution.”

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

Seventh Ordinary Resolution

Motion:

“That pursuant to section 10(6A) and section 10(6)(d) of the Registered Clubs Act 1976, the Members hereby:

- (a) approve expenditure by the League Club of a sum not exceeding \$25,000 in aggregate over the period to the next Annual General Meeting, for the conduct of mandatory training requirements for Directors pursuant to Regulations under the Registered Clubs Act.**
- (b) acknowledge that the benefits referred to in (a) above are not available to Members generally, but only for those who are Directors of the League Club.”**

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

Eighth Ordinary Resolution

Motion:

“That pursuant to section 10(6A) of the Registered Clubs Act 1976, the Members hereby

- (a) approve:**
 - (i) Life Members of the League Club receiving a badge, a blazer, a Christmas gift to the value of \$600, and corporate level entertainment at all Bulldogs home football matches, including car parking facilities where possible**
 - (ii) Life Members receiving the same offers, discounts or promotions as are made available to employees of the League Club from time to time.**
- (b) acknowledge that the benefits referred to in (a) and (b) above are not available to Members generally, but only for those who are Life Members of the League Club.”**

Moved: Peter Callaghan (26571)

Second: Paul Dunn (28494)

Motion Carried.

5. General Business

a. Chief Executive Officer, Impact of COVID-19

- On 23/3 Canterbury closed its doors in accordance with Public Health (COVID-19 Restrictions on Gathering and Movement) Amendment Order 2020

- The lead up to that date had seen a gradual decline in trade to (what ended up being) approximately 50% of normal revenue.
- The challenge with an operation of this size, and nature, is to reduce the cost base and ensuring that the business continues to trade profitably. The greatest part of the cost base is labour.
- Given the speed of the closure the reduction of the cost base was largely not achieved, despite the greater majority of casual staff having been laid off when the shutdown occurred.
- The delay caused by the requirement of advanced notice of rosters would largely cover the remainder of the labour issue.
- Fortunately, in the lead up to all of this, our financial controller had been hard at work for some weeks, to ensure that the club would have sufficient liquid funds to ensure the club could weather the storm that was coming. The team were able to defer approximately \$9.8m for a range of terms. Most importantly, this would enable the club to allow staff to access their leave entitlements in the case of a shutdown.
- It took the best part of a week to close down the business of Canterbury (and the satellite clubs). In fact, it took the best part of 1.5 days to actually lock the doors and turn the lights out. No mean feat given that doors had not been closed for over 20 years.
- The next few days saw the management team, with assistance from the industry body, and suppliers, negotiate as many of the clubs fixed costs as possible to be waived / deferred / delayed / (maybe forgiven) etc. This is a matter that is continuing to be worked on.
- Most of the club's suppliers were quick to help, whether by return of stock for credit / deferral of funds owed / or offers to assist.
- The club is now staffed by 2 security officers (24 x 7), who physically, monitor the Canterbury premises and remotely monitor the Lakemba and Moxon premises by CCTV and patrols. In addition to this the management and administration team have been reduced to approximately 200hrs per week - Finance, Payroll and HR are currently responsible for approx. 120 hours of this as they work to commence the payments under the JobKeeper scheme. It is expected that further reductions will materialise once the initial set-up phase is complete.
- The remaining 80 hours are split between the rest of the management team with a focus (now) largely on a restart for the business.
- There is no doubt that the business of Canterbury League Club will be very different when the club is permitted to reopen. It is expected that it will be some time before clubs enjoy a return to full trading. CEO said that it is expected that closure will not be less than 6 months, and in any event, there will be a staged ramp up to full trading. In any event management is expecting a slow start.
- In the interim there is a need for the club to be very careful to operate efficiently and profitably, so as not to incur further debt.
- In summary:
 - Approximately \$10m of additional debt:
 - approximately \$6m in liquid funds which will be expected to be sufficient to cover 6 months of remaining commitments and provide for some start-up costs.
 - Covid_19 has set the business back more than 2 years (in terms of the debt repayment schedule) and placed the club in a higher risk category with its lenders. The loan agreement is due to be renewed in September.

- Covid_19 combined with flattened trading performance will likely hobble the club's opportunity to enter any significant capital (development) projects, certainly in the short term.
- Canterbury is a great club, in a great building, which has some fantastic opportunities to create new and exciting offerings within the facilities that we own, and most importantly Canterbury has great people to deliver them.
- Bulldogs:
 - In accordance with our charter the club will continue to work closely with and support the Bulldogs where circumstances permit.
- Covid Policy: The club will release a reworked version of the policy to ensure that the absolute latest information is available to members when the club returns to normal trading.

b. Questions from members

Bill Diakos (15139)

BD: Congratulations to League Club Board and Management for taking the initiative and holding the AGM online
GC: Noted with thanks.

Anthony Samuel (9535)

AS: When will the Club bring back Resch's on tap at Canterbury? GP: Request will be considered by management however, there may be contractual limitations with Lion agreement.

James Marroun (41652)

JM: Will the Club be restructuring staff, management and operational procedures in response to the COVID-19 measures, considering the business may not be fully operational for up to 6 months? GP: Yes, primary focus is to return the business to a profitable position.

Anthony Deeb (682)

AD: Congratulations to the Board in leading our great club through the tough market conditions over the past year
GC: Noted with thanks.

Ayssor Joukhador (28434)

AJ: If gyms open before clubs will Canterbury's gym be accessible to members? GP: Management can only deal with managing changes in restrictions as they happen however, indication is yes.

John Bhuruth (3549)

JB: When coffee shops and restaurants are permitted to re-start will the club open these areas of the business?
GP: The Club will be guided by industry association advice at the time.

Saïde Abou-Sleïman (44532)

SA: Will the Chairman, Directors and CEO be taking a pay cut? GC: I have previously addressed this matter and members have voted on the basis of the undertaking from the chair. There will be no benefits for directors until the business re-opens. The CEO, being an employee, will be paid for hours worked. He is currently working with a 40% pay cut.

John Bhuruth (3549)

JB: The NRL is due to restart again on Thursday 28th May 2020, will the tipping competition continue using an Online System to put our tips on while the club is closed? GP: There has been no formal advice on the competition at this time, management will continue to monitor and make a determination at the time.

Tess Lubbers (20315)

TL: Are directors that have companies linked to them or their families allowed to supply charged goods or services to the Canterbury Leagues Club? GP: Yes, these are subject to governance declarations set out in Schedule 2 of the registered clubs regulation.

TL: Who decides which functions and charities the League's Club support, and who decides who represents the club at these functions? GP: The Board and The Community Grants Committee.

Matthew O'Neill (13239)

MO: Wi-Fi and Mobile reception at Canterbury is very poor, we need this fixed ASAP. More people are working off their phones these days, we need to be able to get reception. Also when I try to use the Canterbury Free Wi-Fi it's not reliable and always drops out. We definitely need mobile phone reception. GC: Wi-Fi Reception – Reception is actually quite good; we have 57 Wi-Fi access points and now the fastest possible internet connection. We are aware that: - Individual devices can have issues, and, there are small pockets around the club with limited reception. When the club reopens our IT department will be happy to assist members in trying to improve their connection. Mobile reception – Yes, coverage is quite poor in large areas of the club. This is mainly due to the layout and materials used in construction. We have deployed devices to boost Telstra's reception where possible. We have also engaged Telstra to identify a solution. They proposed what is known as a DAS/RBS system. The approximate cost is \$429,700. As the Wi-Fi reception is much better than mobile reception, we encourage patrons to enable Wi-Fi calling on their devices where possible. If you require assistance with this – we are able to help.

MO: With the Bistro will there be options for sides on meals? In the Banyan (which I rated as better if you want feedback) we had the option of two of vegetables, mash or potatoes instead of chips and salad GC: There is an option for sides on the Bistro Menu.

MO: I must commend the work of Chairman George Coorey. His availability to members is first class and presence around the club is reassuring GC: Noted with thanks.

MO: I must commend and recommend Lakemba Club Cafe. I find it's the absolute leader in the Canterbury family and the best of its type of food & service anywhere. Not only are the range of options outstanding the service provided by Jenny, Roula and Kha goes beyond exceptional. GC: Noted with thanks, staff members will be duly recognised for their efforts.

MO: When Lavico is closed is there an option for Pizzas to be ordered via Bakehouse or Bistro or even the Canterbury APP? The pizzas are the best food at Canterbury and always good options at most hours. GC: Pizzas are only available when Lavico is open, at this point in time.

MO: I would like to propose that Arthur Coorey OAM be bestowed Life Membership of Canterbury League Club. Arthur's contributions and service to Canterbury goes way beyond his near decade as Vice Chairman of the League Club. Arthur has been a positive contributor and volunteer work for Canterbury since the 1980's helping out Gary McIntyre, Barry Nelson and the late Peter Moore whenever Canterbury League Club needed support whether it's new members, work for the club, doing something for the club or using his connections to make a positive difference to the club. Arthur's contributions go beyond words. I believe we need to find a way to make this happen sooner than later. George will understand what I mean there. I know there will be many people more than willing to support Arthur Coorey OAM for Life Membership. GP: There is a fairly prescriptive By-Law governing the appointment of Life Members. My initial view of the by-law would say that Arthur may not meet one of the category criteria. That said, I am happy to review the matter more closely and make a recommendation to the Board as to how the matter may progress.

Bill Diakos (15139)

BD: I would like to congratulate all the Incoming Directors that have been elected to the Leagues Club Board GC: Noted with thanks.

BD: Have the Board & Management been given any indication by Government when Clubs will be allowed to trade again? GC: No, regretfully we only have the Prime Minister's 6 months to go by at this stage. Our industry association has engaged a bio-security expert (much the same strategy as the NRL, however, as yet we have not been given any indications other than the original – 6 months)

BD: With regards to Liverpool (Site) will the incoming Board look at offloading the site as I believe that if we don't intend to develop this site alone or in a possible partnership then offloading the site at a Price will ease pressure on the organisations overall business. GC: The Liverpool Site remains an ongoing project, whilst there has been some interest, it would be fair to say that what has been offered would place significant risk on Canterbury to deliver the site with a zoning / approval. At this time, we are not in a position to go down that path / take that risk.

Vanessa Moujalli (2891)

VM: I support that Arthur Coorey OAM be bestowed Life Membership of Canterbury League Club. GP: Support noted.

Meeting closed

There being no further business, the President thanked members for their attendance and declared the Canterbury League Club 2020 Annual General Meeting closed at 8:24pm.

President

Date