

# MINUTES OF THE MEETING OF ORDINARY MEMBERS CONVENED UNDER S.41E OF THE REGISTERED CLUBS ACT 1976 (NSW)

**Date and Time:**

Tuesday, 23<sup>rd</sup> May 2023 at 6pm

**Location:**

Cellos Dining Room, Castlereagh Boutique  
Hotel, Level 4, 169 Castlereagh Street  
Sydney, 2000.

**ATTENDEES**

1	Abrahan	Aguilan	14308
2	Aimee	Kuipers	14301
3	Albert	Hammond	10704
4	Alejandro	Catalan	2489
5	Alessandra	Alvaro	1044
6	Anna	Beresford	4599
7	Annette	Mathews	51696
8	Aravin	Ambalavanar	80865
9	Arihiro	Yamada	3456
10	Biden	Mackey	100999
11	Brian	Patterson	4356
12	Carl	Dumbrel	9058
13	Chris	Naylor	8905
14	Christine	Kazub	81328
15	Christopher	Foye	1993
16	Claudia	Strohmeyer	72739
17	David	McGill	9509
18	Denise	Fischer	49862
19	Dennis	Brown	10174
20	Dennis	Tritt	9968
21	Dianne	Di Cristo	14298
22	Dino	Bertini	1043
23	Donald	Mould	17628
24	Elliot	Yancy	10706
25	Fiona	Campbell	7279
26	Frederick	Geddes	17051
27	Garry	Mcllwaine	11325
28	Geoffrey	Coffill	11020
29	Geoffrey	Donnelley	59036
30	Geoffrey	Kirkby	5056
31	George	Gela	3181
32	George	Barakat	16395
33	Gordon	Phillips	6223
34	Graham	Malkior	7887
35	Greg	Scarra	11686
36	Helen	Vrataric	63822
37	Ibrahim	Ibrahim	8523

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38	Ivor	Rees	20063
39	Jack	Regan	2554
40	James	Holt	13590
41	James	Cox	5600
42	Janice	Hammond	62345
43	Jason	McClelland	14300
44	Jeanette	Morgan	58124
45	Joseph	Zammit	340
46	John	Mogan	2362
47	John	Elliot	64714
48	John	Hill	5904
49	John	Hitchen	14833
50	John	Drysdale	2289
51	Jorge	Valenzuela	88030
52	Joseph	Nakat	5633
53	Joseph	Oroszvari	12941
54	Josh	Landis	12701
55	Juan	Montesinos	16167
56	Judith	Foley	21861
57	Julian	McGrath	2299
58	Julianne	Campion	7265
59	Ken	Smith	80344
60	Lachlan	Firmstore	14296
61	Lachlan	Smith	14297
62	Leandra	Iyaloo	14307
63	Lesley	Taylor	51442
64	Luke	Edmonds	8140
65	Marguerite	Field	59450
66	Marianne	Alexander	51496
67	Mark	Hourigan	15937
68	Mark	Dalley	12596
69	Mark	Hewitt	10015
70	Martin	Berry	37789
71	Matt	Kayrooz	5812
72	Matt	Fox	1582
73	Matthew	NG	88258
74	Maura	Dempsy	76355
75	Michael	Sterndale-Smith	11004
76	Michael	Nolan	6243
77	Michael	Holt	8285
78	Miran	Chung	2997
79	Nathan	Riley	6562
80	Oliver	Gausson	88130

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81	Patrick	Mcvicar	4926
82	Paul	Bernasconi	33311
83	Paul	Jeronimo	13279
84	Paul	Di Cristo	7266
85	Paul	Cavallaro	12227
86	Peter	Ryan	27890
87	Peter	Delaney	2989
88	Peter	Georgeson	16350
89	Peter	Lee	468
90	Raymond	Poh	10805
91	Reginald	Tozer	18621
92	Rob	Sharma	21447
93	Robert	Saville	61
94	Robert	Kirby	882
95	Robert	Clifton-Smith	91165
96	Roderick	Faulkner	94337
97	Roger	Manning	2910
98	Russell	Cook	337
99	Selliah	Kalyanakumar	92601
100	Scott	Bennetts	7
101	Shand	Swadling	16381
102	Shermal	De Silva	63786
103	Stephen	Mathews	3313
104	Steven	Autrey	73408
105	Steven	Flippence	2107
106	Takeshi	Yamada	1257
107	Terence	King	7383
108	Theo	Tsakonas	4273
109	Thomas	Hall	51196
110	Tony	Murawski	104336
111	Vanessa	Hurley	11667
112	Victor	Pineiro	13032
113	Walter	Ganz	20036
114	William	Eggerking	32172
115	William	Chapman	6222
116	Yamila	Veloz	98220
117	David	Mcllwaine	60280
118	Alexandra	Lamont	1011
119	Janet	Timberg	2170
120	Steven	Warren	4351

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## APOLOGIES

Laurie Coy #1577, Kevin Smith #286, Charles Anscombe #6528, Diane Anscombe #48107, William Hurley #7389, Bob Little #10934, Amanda McLaughlin #11075, Ray Dib #9, Glenn Riley #64520, Ian McLennan #14491, Annette Niven #77521

## QUORUM

The quorum for all meetings of members is thirty Voting Members.

With 120 voting members present, the Chairman confirmed a quorum and declared the meeting opened at 7:12pm

## RESOLUTIONS TO BE APPROVED BY MEMBERS

### PROPOSED RESOLUTION 1 - APPROVAL TO DISPOSE OF REAL PROPERTY

To consider and if thought fit pass the following resolution:

Having noted:

- The members passed a resolution on 8<sup>th</sup> December 2015 to proceed with a major redevelopment of the club's premises involving the design and construction of new club premises, a hotel, various other commercial spaces and a residential tower on the club's property at 194-204 Pitt Street, Sydney (**Project**), as set out in the then proposed Development Management Agreement (**DMA**) between ICD SB Pitt Street Pty Ltd ACN 605 393 397 (now known as v5 Pitt Street Pty Ltd) (**Developer**) and the club, and as described in more detail in the Explanatory Memorandum accompanying the Notice of Meeting for the Special General Meeting held on 8<sup>th</sup> December 2015.
- The DMA has been amended on several occasions since 8<sup>th</sup> December 2015.
- The design for the club premises has changed since 8<sup>th</sup> December 2015 and some of the facilities the club intended to include in the new club premises will not be provided.
- The cost of construction has increased significantly since 8<sup>th</sup> December 2015 and the amount to be spent on the new premises will be more than originally estimated.
- The need for the Board of the club to have the authority and flexibility to optimise the value of its Pitt Street premises on behalf of members (including by entering long term leases and/or licences for the various levels and/or potential sale or other disposal of its Pitt Street premises) and seek alternate venues elsewhere, either in or outside the CBD, and other more sustainable business and/or investment options.

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1.1 The members **DECLARE** that until such time as the members declare otherwise:

- (a) All real property owned or occupied by the club, whether owned or occupied now or in the future, is not core property of the club.
- (b) The Board in the name of the Chairman, on behalf of and for the purposes of the club, may dispose of any the real property of the club (including all or part of the club's Pitt Street premises) in accordance with s.41E of the Registered Clubs Act 1976 (NSW).

Having noted that the quorum and apologies for this meeting were the same as the previous meeting, the Chairman provided members with an overview of what the proposed resolution was.

The Chairman asked for a mover and seconder, before inviting members to speak in favour of against the motion.

**Moved by George Barakat 16395**                      **Seconded by Tom Hall #51196**

The Chairman then asked the meeting if there was any member wishing to speak against the proposed resolution.

**Member Russell Cook #337** asked "What are the legal consequences of this decision?" The Chairman informed Mr. Cook that he was not inviting an interrogation, rather he was offering members the opportunity to speak against the resolution and did not consider Mr. Cook's question something that needed to be responded to.

The Chairman then invited anyone else wishing to speak against the motion to please take the opportunity to do so.

**Member Mark Hourigan #15937** noted that the proposed resolution is about removing property from being a core asset. Mr Hourigan referred to the club premises to be a core asset under the Act and noted his opposition to the motion.

Mr Hourigan believes the Board should seek the backing of members before deciding to remove property from being core property of the club.

The Chairman informed Mr. Hourigan that was the exact nature of the meeting and that he would be asking the members to vote on the resolution after members have had the opportunity to speak.

**Member Michael Nolan** pointed out as of today all the club's Pitt Street property is non-core property because of a resolution passed in 2021. He clarified that the intent of this resolution was to ensure all properties remain non-core at the end of the project.

**Member Denise Fischer** raised several points relating to the wording of the resolution and her interpretation of what was being proposed for sale and for purchase.

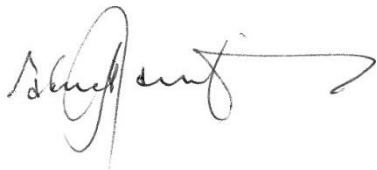
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In response to Mrs Fischer's comments, the CEO noted that it is the clear intention of this Board and the management team to retain all property of the club. The approval sought is to have the flexibility to assess and make considered decisions relating to club's property in time and in the best interest of the club and members.

The Chairman asked for all those in favour of the proposed resolution to raise their hands. With the majority of members present raising their hands in favour of the resolution, the Chairman declared the **motion carried**.

Meeting concluded at 7:17pm.

End of minutes.



Patrick Champion

Chairman of the Board