

MINUTES OF THE SPECIAL GENERAL MEETING



DATE: MONDAY 22nd NOVEMBER 2021

LOCATION: Zoom

TIME: 6:00pm

VOTING MEMBERS VIA ZOOM:

	First Name	Last Name	Membership		First Name	Last Name	Membership
1	Anna	Beresford	4599	35	Luke	Edmonds	8140
2	Alejandro	Catalan	2489	36	Matthew	Khoo	76817
3	Allen	Heathcote	10233	37	Matthew	Corry	54689
4	Patrick	McCabe	385	38	Martyn	Berry	37789
5	Mark	Anson	28269	39	Craig	Mcllveen	13912
6	Anthony	McKinley	29993	40	Michael	Cossetto	67491
7	Steven	Autrey	73408	41	Max	Doerfler	23208
8	Carl	Dumbrell	9058	42	Michael	Sterndale-Smith	11004
9	Marcelo	Salas	8284	43	michael	newton	93417
10	Gordon	Phillips	6223	44	Michael	Nolan	6243
11	Christine	Jennett	63524	45	Katrina	Mcllveen	24332
12	Colin	Knowles	62701	46	Marcel	Zalloua	8433
13	Debbie	Phillips	76330	47	Nathan	Riley	6562
14	Denis	Calvert	12443	48	Patricia	Ward	1473
15	Chris	Foye	1993	49	Paul	Cavallaro	12227
16	John	Garvey	7284	50	Paul	Di Cristo	7266
17	Fred	Gennaoui	64350	51	Phillip	Hogan	14248
18	Geoff	Kirkby	5056	52	Peter	Robertson	7037
19	Douglas	Lean	2196	53	William	Redpath	2055
20	George	Geha	3181	54	Rick	Faulkner	94337
21	GEORGE	BARAKAT	16395	55	Robert (Robbie)	DUNCAN	6513
22	Glenn	Riley	64250	56	Rosanna	Webb	5446
23	Ian	Bulluss	77856	57	Sam	LaRocca	9288
24	Ivor	Rees	20063	58	Sam	Johnson	83258
25	Jeanette	Morgan	58124	59	Sebastian	Parr	705
26	Jeff	SCHEMBRI	5066	60	Scott	Harrison	2385
27	Joe	Nakat	5633	61	Craig	White	76416
28	John	Perez	5154	62	Lesley	Taylor	51442
29	John	Hitchen	14833	63	Thomas	HALL	51196
30	Joshua	Theeuf	3088	64	Brian	Patterson	4356
31	Julianne	Campion	7265	65	William	Picken	9235
32	Julie	Young	62201	66	Warwick	Genner	40170
33	John	Walstab	5532	67	Yamila	Veloz	98220
34	Tiffany	Chiew	88082	68	Linda	Fitzhardinge	1313

TOTAL = 68 MEMBERS

MINUTES OF THE SPECIAL GENERAL MEETING



QUORUM

The quorum at all Special General Meetings is thirty Voting Members.

With 68 members online, the Chairman confirmed a quorum and declared the meeting open at 6:05pm

WELCOME & HOUSEKEEPING

The Chairman welcomed all members present to the Special General Meeting.

The CEO outlined the protocols under which the meeting would be conducted.

This meeting named “Special Meeting of Members” is only available to those that are Life and Gold members.

BUSINESS OF THE MEETING

BACKGROUND

On the 22 October members were emailed a Notice of Special Meeting.

On the 3rd of November members were sent a correction notice thanks to comments received by Life Member Michael Nolan. A link to changes made to the business of the special general meeting, to the explanatory note for Resolution 1 and the requested changes to Resolution 1, were marked up for convenience.

Later, Mr. Nolan proposed a further change that related to Resolution 2 and aimed to provide members with greater clarity as to the Hotel Stratum, (Starting at part of Level 7 of the 194 building and from levels 5 upwards for the other buildings at 196 to 204 Pitt Street).

Mr. Nolan has also requested a change to point 59.16 of the proposed Resolution 2 Rule Changes, second line, changing the word LOU to MOU.

Attached to these minutes is the original notice sent to members on 22nd October 2021

PROPOSED AMENDED RESOLUTION 1 AND RESOLUTION 2

PROPOSED AMENDED RESOLUTION 1 (WITH AMENDMENTS HIGHLIGHTED)

59.16 If at any time before the fifth anniversary of the TCCL Amalgamation Date, the Club is in breach (or TCCL reasonably suspects the Club is in breach) of the MOU, Deed of Amalgamation or this clause 59 insofar as the breach relates to the TCCL Retained Funds, then TTCL may issue a written demand to the Club to return some or all of the TCCL Retained Funds and the Club must comply with that demand, subject to TCCL providing a written undertaking to the Club that, in accordance with the Amalgamation Documents, it will transfer the TCCL Retained Funds back to the Club on the fifth anniversary of the TCCL Amalgamation Date unless the circumstances in clause 59.15 apply

PROPOSED AMENDED RESOLUTION 2 – SALE OF HOTEL AND AIR STRATUM (WITH AMENDMENTS HIGHLIGHTED)

In addition to the consents and approvals already given by the members on 31 July 2020, the members give CONSENT to the Board in the name of the Chairman, on behalf of and for the purposes of the Club, to:

- a) sell, or otherwise dispose of, 100% of the Club's interest in the Hotel Stratum Lot (as defined below) and the airspace surrounding the buildings located at 194-204 Pitt Street from part of level 7 upwards for the 194 building and from Level 5 upwards for the buildings at 196 to 204 (the Hotel Stratum Lot and airspace being the Hotel and Air Stratum), if considered necessary by the Board and by any means considered appropriate by the Board, and subject to the requirements of the Registered Clubs Act 1976 (NSW); and
- b) to use, invest, spend or otherwise deal with, the proceeds of such sale in pursuit of the objects of the Club and in exercise of any of the Board's powers under the Club Rules, as the Board considers appropriate, *including to expend those funds in connection with the airspace development project, despite and in addition to the consents and approval already given by the members on 8 December 2015 and 31 July 2020*

Resolution: to approve proposed amendments to Resolutions 1 and 2.

Moved by: Michael Nolan #6243

Seconded by: Jeff Schembri #5066

The motion was carried with a member approval of 97%

RESOLUTION TO APPROVE RESOLUTION 1 AND RESOLUTION 2 AS AMENDED

Resolution 1 CHANGES TO THE CLUB RULES

Resolution: As described at pages 1 to 7 of the business of the Meeting

Having provided the effective notice period and having obtained members approval to amend the explanatory note for resolution 1, section 59.16 of the proposed Rule Changes as part of Resolution 1, the Club now seeks for members to approve changes to the Club Rules by inserting the new clause 59: TCCL Retained Funds. As described in the notice.

Moved by: Steven Autrey #73408

Seconded by: Phillip Hogan #14248

The motion was carried with a member approval of 98%

Resolution 2 CHANGES TO SALE OF HOTEL AND AIR STRATUM,

Resolution: As described at pages 8 to 10 of the business of the Meeting

Having provided the effective notice period and having obtained approval from members to amend Resolution 2, the Club now seeks for members to approve Resolution 2 (as amended) which relates to the Sale of the Hotel and Air Stratum.

MINUTES OF THE SPECIAL GENERAL MEETING



Moved by: George Barakat #16395

Seconded by: John Garvey #7284

The motion was carried with a member approval of 93%

Copy of full presentation attached to these minutes



SGM Presentation
22.11.2021 V3.pdf

Special General Meeting Closed at 6: 15pm

End of Minutes.

Patrick Champion

Chairman of the Board