

THE ARMIDALE CLUB LIMITED

(ACN 000 971 675)



THE ARMIDALE CLUB

5 February 2012

Dear Member,

RE: THE ARMIDALE CLUB –UPDATE – NOTICE OF ANNUAL GENERAL MEETING - 29 FEBRUARY 2012

On behalf of the Board of Directors I am pleased to confirm that the Annual General Meeting for 2011 will be held at the Club premises at **6:00pm on Wednesday 29 February 2012**.

You may note this year's meeting is later than has been the case in previous years. We apologise for any inconvenience to members. Financial accounts have now been completed by our auditors, Roberts & Morrow, and available for inspection at the Club or on request.

Since the appointment of the new Board (in January last year) the Club has experienced a surge in new membership and has greatly appreciated the volunteer help and support it has received from members to assist in refurbishment, maintenance, bar operations, administration, and of course the support of our local musicians that have maintained their enthusiasm to keep the vibrant culture of the Club. If you seek to nominate a new member you can do so by completing the enclosed Nomination for Full Membership form and submitting to the Club with the annual membership fee (Members \$22.00, Students/Pensioners \$11.00).

Although there have been many great evenings and achievements throughout the year, the Club has also experienced many changes and some ongoing difficulties. At the time of the appointment of the new Board the Club was experiencing significant financial difficulties. At the last annual general meeting motions were put for members to consider liquidation of the Club. Those motions were considered and rejected.

The new Board and management with support of our members has worked hard to review and reorganise the Club's finances, administration, operations and programming in an attempt to provide a way forward for the long term sustainability of the Club. While many achievements have been made there is still a great deal more that needs to be done.

Some of the key problems that have affected the Club both financially and in relation to operations can be put down to the age of the premises and the need for significant repairs and maintenance and matters associated with costs of trading operations including trading hours and staffing costs. The refurbishment of the games room, replacement of the snooker table with pool tables, relocation

The Armidale Club Limited
91 Beardy Street
ARMIDALE NSW 2350

Tel: 02 6772 4713
Web: www.armidaleclub.com

of the poker machines, installation of surveillance and an ATM were well received by our members as was the refurbishment and efficiencies introduced to the bar operations by installing a glycol reticulation system, soft drink guns and stocking the bar with improved quality of beverages.

Unfortunately, the Board also became aware of some liabilities that had not previously been disclosed and have now been taken into account. It has been necessary to obtain private finance since February 2011 to payout creditors and attend to urgent maintenance to ensure statutory compliance and the Board is presently in the process of negotiating refinance options that would be more favourable to the Club. It is intended that the Club will consolidate its loans with one financial institution.

John Harris has continued to operate *Turntables* restaurant throughout the year and has indicated that he would be pleased to continue to trade under licence throughout 2012.

Effective from 19 June 2011, Helen Connors resigned as Club Co-ordinator and was replaced by David Collins. David has made significant contribution and improvement to the Club operations during some very difficult times and we are extremely grateful for his hard work and enthusiasm throughout the last six months.

At the end of December 2011 David advised the Board of his intention to resign as Club Manager to pursue other endeavours. While the Board were disappointed about the notification we are pleased that David has agreed to continue to remain as company secretary / named licensee to assist the Board in 2012.

With David's resignation, the Board is currently considering a restructure of staffing arrangements and is interested in considering any expressions of interest for the Board to consider over the next few weeks.

If you would like to be considered for nomination on the Board at the Annual General Meeting please complete and return the enclosed nomination form by **27 February 2012** to:

The Returning Officer
c/- Legal Minds
157 Beardy Street
(PO BOX 991)
ARMIDALE NSW 2350

We look forward to seeing you at the Club throughout the interim weeks and on behalf of the Board may I encourage you to ensure your attendance and share your ideas at the Annual General Meeting to be held at 6:00pm on **Wednesday 29 February 2011**.

Yours sincerely,
The Armidale Club



Christopher K.C. Serow
President

The Armidale Club Limited
91 Beardy Street
ARMIDALE NSW 2350

Tel: 02 6772 4713
Web: www.armidaleclub.com

THE ARMIDALE CLUB LIMITED



THE ARMIDALE CLUB

NOMINATION FOR THE BOARD OF DIRECTORS

We the undersigned being financial members of the Armidale Club Limited nominate

(Name of Nominated Financial Member)

for membership of the Board of Directors of the Club for the period 2012/2013

(Member)

(Member)

I accept nomination for membership of the Board of Directors of The Armidale Club Limited

THE ARMIDALE CLUB LIMITED

NOMINATION FOR FULL MEMBERSHIP

We hereby nominate the undersigned for membership of the Armidale Club Limited

Candidate's name in full: Dr Prof Mr Mrs Ms Miss Other _____
(Block letters, surname last)

Residential Address: _____

Phone: _____ D.O.B _____

Postal Address for Club Notices: _____

Email address: _____

Occupation: _____

Has the Candidate previously been a member of the Club? _____

Names of other Clubs of which the Candidate is a member _____

Name of Proposer : _____ Signature _____
(Block letters)

Name of Seconder : _____ Signature _____
(Block letters)

NOTE

This application must be either proposed or seconded by a member of the Club Board

Date: _____
Full Member \$22.00
Student/Pensioner \$11.00

'TO BE COMPLETED BY THE APPLICANT

To the Board of Directors of the Armidale Club Limited

I _____ of _____

desire to become a member of The Armidale Club Limited and if admitted, I request you to enter my name on the Register of Members. I agree to be bound by the Club's Memorandum and Articles of Association / Constitution and Rules and By - Laws made thereunder.

Dated this _____ day of _____ 2012

Signed _____

THE ARMIDALE CLUB LIMITED

(ACN 000 971 675)



THE ARMIDALE CLUB

NOTICE OF ANNUAL GENERAL MEETING

2011

The Annual General Meeting of the Armidale Club Limited will be held at 6:00pm on Wednesday 29 February 2012 at 91 Beardy Street, Armidale NSW 2350.

AGENDA

1. Attendance
2. Apologies
3. Minutes of Annual General Meeting 20 January 2011 - **Attached**
4. President's Report on Year's Activities of the Company
5. Financial Report – **See The Armidale Club website** http://armidaleclub.com/wp-content/uploads/2012/02/TAC_Finance.pdf
6. Appointment of new Directors

ELECTION/APPOINTMENT TO THE BOARD OF DIRECTORS

New Directors are to be elected/appointed at the Annual General Meeting on 29 February 2012. Nomination forms are to be completed and determination of directors will be made at the Annual General Meeting.

The Board seeks specific skills in event coordination, social media/advertising/marketing, bookkeeping/accounting/financial (using MYOB), experience in Club management and promotion/fundraising.

Continuing Directors – Three Directors are continuing for a further year:

Christopher Serow (President) Jack McCaw (Vice President) Paul Mailfert

Resigning Directors are as follows:

Martin Thrift (Vice President) Geoff Allen Carol Elder
Steve Norris Elizabeth Noble Breeze Trottman-Golden
David Collins (Company Secretary)

Nominees for Election / Appointment as at issue of this notice (*TBC)

- Daniel Winton
- Sinead Duggan
- Wendy Griffiths
- Greg Inglis*
- Regina Davidson*

All of the nominees possess skills and experience that would complement the resource requirements of the Club.

Motion:

That Daniel Winton, Sinead Duggan, Wendy Griffiths, Greg Inglis and Regina Davidson be appointed to the Board of The Armidale Club Limited.

7. Appointment and fixing of remuneration of the Auditors

Motion:

That Roberts & Morrow continue to be appointed as the auditors for The Armidale Club Limited.

8. General/Special Business

Turn Tables Restaurant

There is no formal licencing agreement that has been settled between The Armidale Club and John Harris trading as Turntables Restaurant. The Club is not able to offer any leasing arrangements but can offer a licence to provide food to the Club under the Club's liquor licence.

Motion:

That the Board of Directors initiate a formal tendering process or enter into negotiations for the licencing of the restaurant services of the Club reviewable prior to and at each future annual general meeting.

Christopher K C Serow
President

The Armidale Club

Annual General Meeting: 20th January 2011.

**Present: Tony Ryan President,
Bruce Whan Treasurer,
Raquel Cram-Dunshea
Sally Hogland
Members of the Club**

Meeting declared open: 18:10 hours;

**Tony Ryan welcomes members to meeting and introduces
Michelle Paul, Alan Nicols and Mark (representing Rob Watts)**

Presentation of minutes from December 10th read by Bruce Whan

**Bruce adds that 3 independent valuations were received in
regards to the potential of selling the club.**

Bruce presents these to the Board.

**Allan Nicols takes the floor and speaks at length in regards to
the clubs financial position. Some points that were made
included that:-**

The Club had debts owing in excess of \$150,000

The Club was not paying accounts.

Recommended the Club cease trading

**Explained that any surplus after the sale would be donated to
charity or another club.**

An offer was placed on the table, but was rejected as it was less than half of the current lowest valuation.

A motion was put in to sell both poker machines.

Proposed by- Peter Cameron

Seconded by Doug Westhorpe

Bruce Whan to complete transaction of sale.

Current Board advised of their responsibility if they choose to continue in the current position.

Resignation letters received and accepted from current board members.

Meeting was adjourned for 15 minutes, to raise possible candidates for new board.

Meeting resumed at 19:35

Six people applied to be board members; new board members are as follows:

Christopher Serow

John William McCaw

Elizabeth Noble

Martin Thrift

Breeze Trotman-Golden

Stephen Norris

Meeting Closed: 21:00 hours.

Next meeting: 2nd February 2011