

5 SEPTEMBER 2024

## Chairmans Report



Dear Members,

It is pleasing to again report a successful year, despite the interruption of the \$4.5M building works late last year. The new works have been well received and are now driving record results in many areas of the business.

It is just as pleasing to note total revenue is at an all time high, membership ended just short of 14,000, Bar sales were the highest ever, functions and events at record levels and patronage is forever increasing thanks to the clubs staff and the excellent work of the Bombax Brasserie team.

This year also saw record community and sporting contributions totalling just over \$400,000 - again at record levels.

With the opening of the expanded club it was decided time to update the clubs logo and branding which is now complete and we feel better reflects that we are a COMMUNITY BASED SPORTS CLUB and while established for bowls we also seek to improve the availability of all sports in our community while at the same time emphasising we are a CLUB here for the COMMUNITY.

We are also excited to advise we have been helping a small bowls club in the far west of regional NSW at Collarenebri and are now working to amalgamate with a view to trading the club profitably for the benefit of all.

The opportunity to amalgamate with Club Collarenebri is something the Board have considered thoroughly. Having provided funding to enable the club to re-open in January of this year after a period of closure, we have seen the improvements and community support return and are recommending the amalgamation to the members noting;

- There is minimal risk as the Assets of Collarenebri are sufficient to cover the clubs investment.
- Collarenebri has and is again trading profitably and only fell into difficult times from suspected fraud.
- We have the ability to implement systems and procedures to ensure this doesn't occur again.
- With our support the activities at Collarenebri can be improved leading to better outcomes.

The amalgamation requires members to sanction the deal and this will occur at the clubs upcoming AGM on 9 October 2024. We would encourage all members to attend.

Our entertainment lineup is set to be bigger this coming year due to the support of the punters that attend our FREE gigs so if you haven't made it to one yet there are plenty lined up for you in 2024 and beyond.

I would again thank the many volunteers in our club that dedicate their time to making things happen especially our bowls fraternity who somehow manage to organise bowls 6 days a week in competitive and non-competitive formats.

To our staff who make the club what it is, we applaud your efforts managing to service the club during and after the club expansions with professionalism and always a smile.

On a sadder note we acknowledge the passing of Peter Smith earlier this year. Peter was an active board member up until his passing and contributed significantly to the board with his professionalism and positive outlook on all things Toongabbie. He will be dearly missed by the Board and his mates here at Toonie.

Duane Gorry, Chairman

## CEO's Report



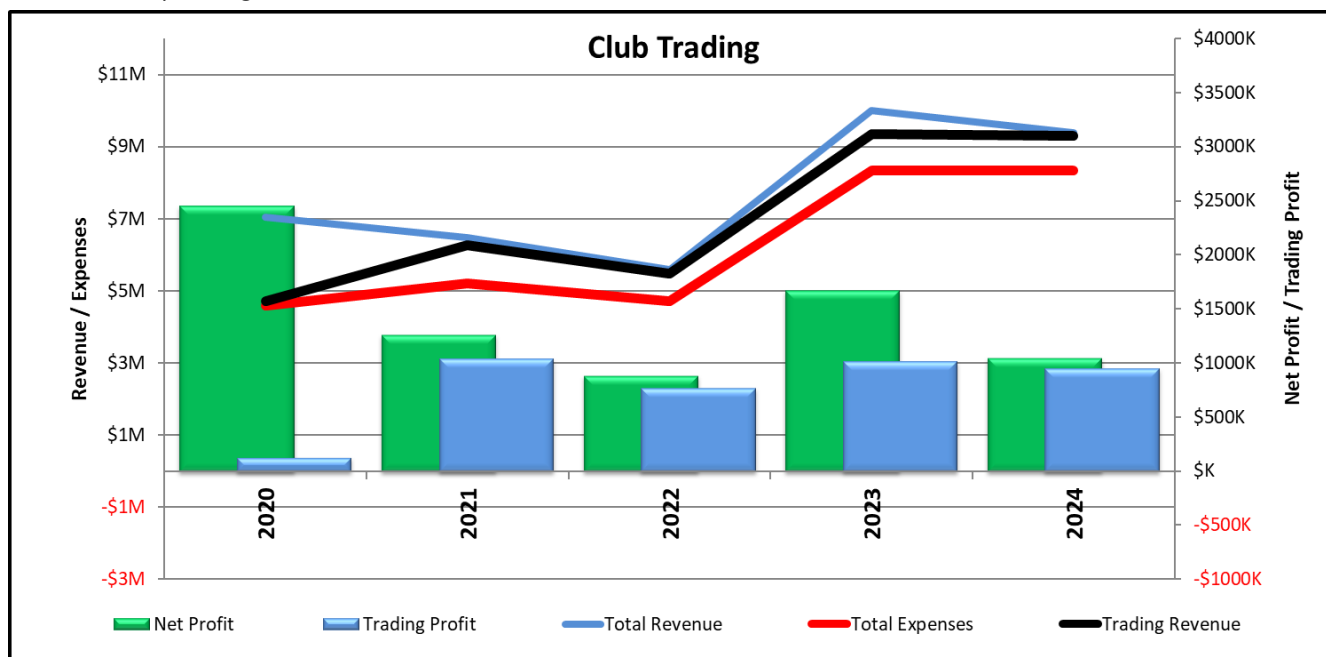
Dear Members,

It is comforting to again be reporting a substantial trading profit of \$1.05M (2023 \$1.01M). While it is only a marginal improvement on the trading profit of 2023 there were significant interruptions to trade in the first half of this year due to the extensions.

Undertaking a \$4.5M expansion was a significant investment by the club, but we were again very pleased with our builder Fugen and our design team Group N that delivered the works before time and to budget.

More pleasing is that the new club spaces have been well received by the clubs members and community and is now generating record trading and patronage and we believe these major changes set the platform for the clubs continued growth.

Despite the downturn during building, overall club revenue increased to \$9,394,707 (2023: \$9,348,139) being an increase of 0.5%.



Expenses increased to \$8,349,485 (2023: \$8,332,274) up 0.2% demonstrating solid cost control.

The clubs Current Assets decreased by \$3,229,206 due to building expenses while the clubs total assets increased by \$603,646.

Despite the club performance cost increases continue to impact results with further wage rises, increases to the Super Guarantee, significant wage imposts from regulatory changes and similar inflationary costs we are all experiencing for food, consumables, interest rates and power prices.

That said we will continue to be price competitive and provide an affordable place for the community to socialise and enjoy sports, friends and entertainment.

As noted in the Chairman's report the potential amalgamation with Collarenebri is only expected to contribute further to clubs finances and balance sheet and our team look forward to more improvements for this remote regional community.

Again, I thank and congratulate Stanley Lo and his team at Bombax Brasserie for consistently delivering affordable and quality meals that are the envy of our competitors and to David Phelps and his team for delivering some of the best Bowling greens in town.

To the clubs ever growing staff I thank you for your efforts and I am proud of the service you afford our members where the feedback is overwhelmingly positive.

Wishing all of our members a safe and festive break as we close out 2024 and looking forward to what 2025 brings to our little club. See you soon!

Andrew Lauridsen, CEO

Notice is hereby given that the

**ANNUAL GENERAL MEETING OF  
TOONGABBIE SPORTS & BOWLING CLUB LIMITED**  
ABN 32 001 050 371

Will be held at the premises of the Toongabbie Sports & Bowling Club located at 12 Station Road, Toongabbie on

**Wednesday 9 OCTOBER 2023 at 6PM**

**THE BUSINESS OF THE MEETING IS**

- A. To confirm the Minutes of the 2023 Annual General Meeting held on 23 October 2023.
- B. To receive and consider the Reports of the Board.
- C. To receive and consider the Balance Sheet, Profit and Loss Account and the Report of the Auditor.
- D. To deal with any Business of which due notice has been given.
- E. To allow the Members as a whole to ask questions about or make comment on the management of the club.

## Ordinary Resolutions

**To be passed an Ordinary Resolution must receive votes from a simple majority (ie 50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting. Each Resolution should be read in conjunction with the notes to members which follow the Resolution. All members (except Honorary members, Provisional members and Temporary members) are eligible to attend the meeting and vote on the Ordinary Resolutions.**

**Under the Registered Clubs Act:**

- members who are employees of the Club are not entitled to vote; and
- proxy voting is prohibited.

**The Board of the Club recommends each of the Resolutions to members.**

## Ordinary Resolution 1

That pursuant to the Registered Clubs' Act:

- (a) The Members hereby approve expenditure by the Club in a sum not exceeding \$25,000 over the following twelve months for the following activities of Directors:
  - (i) The cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee Meeting on the day of that Meeting.
  - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors' or other duly constituted Committee Meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
  - (iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests of the Club and other promotional activities as is performed as a Director in relation to the Club which expenses are approved by the Board before payment is made on production of invoices, receipts or other proper documentary evidence of such expenditure.
  - (iv) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
  - (v) The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.
  - (vi) That the Members hereby approve expenditure by the Club in a sum not exceeding \$7,500 for the purpose of providing each Director and the Welfare Officer with a uniform.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors of the Club.

**Explanatory Notes**

- *In order to comply with the Registered Clubs Act the members must approve the benefits listed above.*
- *The Board recommends this resolution to the meeting.*

## Ordinary Resolution 2

That pursuant to the Registered Clubs' Act:

- (a) The Members hereby approve for 7 Directors, 2 Men's Bowling Club representatives, 2 Women's Bowling Club representatives and the clubs Welfare Officer to be provided priority parking in spaces so designated.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those noted above.

**Explanatory Notes**

- *In order to comply with the Registered Clubs Act the members must approve the benefits listed above.*
- *The Board recommends this resolution the meeting.*

## Ordinary Resolution 3

That pursuant to the Registered Clubs' Act:

- (a) That the Members hereby approve the members of the board receiving honoraria from the Club to a value of \$4,000 per director to be paid in kind.
- (b) That the Members hereby approve the clubs appointed Welfare Officer receiving honoraria from the Club to a value of \$1,500 to be paid in kind.
- (c) The Members acknowledge that the benefits listed above are not available to members generally.

**Explanatory Notes**

- *In order to comply with the Registered Clubs Act the members must approve the benefits listed above.*
- *The Board recommends this resolution to the meeting.*

## INFORMATION TO MEMBERS

As permitted by the Corporations Act 2001 Sect 314 the Full Financial Report for the year; the Director's Report for the year and the Auditor's Report will be available from our website, [www.toongabbiesportsclub.com.au](http://www.toongabbiesportsclub.com.au); via post upon written request or via electronic copy upon request to [info@toongabbiesportsclub.com.au](mailto:info@toongabbiesportsclub.com.au).

Members are advised that questions concerning the Balance Sheet, Profit and Loss Statement or Auditor's Report must be in writing and handed to the CEO by 5.00pm Wednesday 25 September and that otherwise no new business, notices of motions or resolutions can be considered at the AGM.

Dated 5 September 2024 by Direction of the Board  
**ANDREW LAURIDSEN**  
 Chief Executive Officer, Toongabbie Sports Club Ltd



## FINANCIAL STATEMENTS

Members are advised that the clubs audited accounts will be available from the clubs website ([www.toongabbiesportsclub.com.au](http://www.toongabbiesportsclub.com.au)), from club reception and mailed on written request.

# TOONGABBIE SPORTS & BOWLING CLUB LIMITED

ABN 32 001 050 371

NOTICE is hereby given of a General Meeting of TOONGABBIE SPORTS AND BOWLING CLUB LIMITED to be held on Wednesday 9 October 2024 in the premises of the Club, 12 Station Road, Toongabbie, NSW.

The General Meeting will commence immediately after the Annual General Meeting of the Club which will be held on Wednesday 9 October 2024 at 6PM.

## THE BUSINESS OF THE MEETING IS

A. to consider and if thought fit pass the Resolutions set out below.

## PROCEDURAL MATTERS FOR RESOLUTIONS

**Ordinary Resolution** - To be passed, the Ordinary Resolution requires votes from a simple majority (50% plus one) of those members who being eligible to do vote in person on the Ordinary Resolution at the meeting.

Voting on Ordinary Resolution - All members of the Club (except for Honorary, Temporary and Provisional members) can vote on the Ordinary Resolution.

**Special Resolution** - To be passed, the Special Resolution requires votes from not less than three quarters (75%) of those members who being eligible to do so, vote in person on the Special Resolution at the meeting.

Voting on Special Resolution – Only eligible Bowling members and Life members who were Bowling members before being elected to Life membership can vote on the Special Resolution.

Under the Registered Clubs Act (RCA), employees cannot vote, and proxy voting is prohibited.

The Board recommend that the members vote in favour of the Resolutions.

## Ordinary Resolution 1

That members hereby approve in principle the amalgamation of Toongabbie Sports and Bowling Club Limited ACN 001 050 371 (**Toongabbie**) with Collarenebri Club Limited ACN 001 061 605 (**Collarenebri**), with such amalgamation to be effected by:

- a) the continuation of Toongabbie as the corporate body of the Amalgamated Club and the dissolution of Collarenebri; and
- b) the transfer of Collarenebri's Assets, Debts and Liabilities (as defined in the Memorandum of Understanding) to Toongabbie;
- c) the granting of an application made to the Independent Liquor & Gaming Authority (Authority) for the transfer of the Collarenebri's club (liquor) licence to Toongabbie for the purpose of such amalgamation;
- d) the transfer of Collarenebri's club (liquor) licence to Toongabbie pursuant to the application referred to in paragraph (c) above.

### Explanatory Notes

1. *An amalgamation between two registered clubs is governed by the provisions of the RCA.*
2. *One of the requirements of the RCA is that the two clubs have to enter into a Memorandum of Understanding (MOU) which covers various matters specifically required by the RCA to be covered. The MOU can also deal with additional matters.*
3. *Toongabbie and Collarenebri have entered into a MOU and a copy of the MOU is displayed on the noticeboard and website of Toongabbie. Further copies of the MOU are available on request from the Club.*
4. *Members are encouraged to carefully read the terms of the MOU and, if they have any questions or are seeking clarification of any matter relating to the amalgamation or what is contained in the MOU, they should direct their enquiries to the Chief Executive Officer.*
5. *What follows in these notes is a summary of some of the principle features of the MOU and the steps that need to be followed in the amalgamation process.*

#### • **Dissolution of Collarenebri**

6. *The amalgamation is being effected by the dissolution of Collarenebri and the continuation of Toongabbie.*

#### • **Corporate Governance Matters**

7. *The constitution of the Amalgamated Club will be the constitution of Toongabbie, subject to amendments necessary for the purposes of the amalgamation.*

8. *The Board and Chief Executive Officer of the Amalgamated Club will be the Board and Chief Executive Officer of Toongabbie.*
- **Premises of the Amalgamated Club**
9. *The premises of the Amalgamated Club will be the current premises of Collarenebri (Collarenebri Premises) and Toongabbie's premises.*
10. *On completion of the amalgamation, title (ownership) to the Collarenebri Premises will be transferred to Toongabbie.*
11. *After completion of the amalgamation, the Collarenebri Premises will be named and trade as "Collarenebri Sports Club".*
12. *The traditions, amenities, bowling facilities, bowling activities and memorabilia of Collarenebri will be maintained by the Amalgamated Club.*
13. *The Amalgamated Club:*
- a) *will maintain the Collarenebri Premises and carry on the business of a licensed registered club at the Collarenebri Premises with the usual facilities and amenities of a registered club; and*
  - b) *intends to operate the Collarenebri Club Premises as a successful and well supported local based social, sporting and community club;*
  - c) *will undertake improvements or provide working capital to the value of at least eighty thousand dollars (\$80,000.00) to the Collarenebri Premises and facilities as and when deemed necessary by the Board of the Amalgamated Club in its absolute discretion within twelve (12) months of the completion of the amalgamation. Otherwise the timeframe, nature and budget for those improvements will be determined by the Board of the Amalgamated Club in its absolute discretion;*
  - d) *intends to improve trading at the Collarenebri Premises; and*
  - e) *will maintain and where possible enhance, the social and bowling facilities, services, amenities and activities at the Collarenebri Premises.*
  - f) *will appoint a manager for the Collarenebri Premises who will be responsible for the daily operations at the Collarenebri Premises and will report to the Board and management of the Amalgamated Club.*

#### **Advisory Committee**

14. *The Amalgamated Club will create an Advisory Committee for the Collarenebri Premises who will make recommendations to the Amalgamated Club regarding:*
- (a) *the operations of the Collarenebri Premises; and*
  - (b) *Club GRANTS to be made by the Amalgamated Club that are attributable to the Collarenebri Premises;*
  - (c) *membership matters at the Collarenebri Premises;*
  - (d) *the operation of the bowling greens and conduct of bowling activities at the Collarenebri Premises.*
15. *The Advisory Committee will not have any governance or management powers in the Amalgamated Club and it will be subject to the overall control and direction of the Board and management of the Amalgamated Club.*

#### **Bowling Activities and Bowling Sub-Club**

16. *The Amalgamated Club intends to create a bowling sub club to conduct and administer bowling at the Collarenebri Premises on behalf of the Amalgamated Club.*

#### **Other Sub Clubs**

17. *If Collarenebri had any other sub clubs (as at the date of the MOU), the Amalgamated Club will allow those sub clubs to continue to exist, provided all members of those sub clubs become members of the Amalgamated Club.*

#### **Payment of Subscriptions**

18. *Toongabbie will honour all subscriptions paid to Collarenebri as being annual subscriptions which have been paid to the Amalgamated Club.*

- **Employees**

19. *Toongabbie will make offers of employment to Collarenebri's employees and the employees who accept those offers will become employees of Toongabbie with effect from completion of the amalgamation.*

- **Intentions regarding core property, cash and investments and gaming machine entitlements of Collarenebri**

20. *The Collarenebri Premises is currently core property of Collarenebri and it will be core property of the Amalgamated Club.*
21. *The cash and investments of Collarenebri will be transferred to the Amalgamated Club.*

22. Collarenebri has twelve (12) gaming machine entitlements, and the Amalgamated Club must retain those entitlements at the Collarenebri Premises for as long as it trades from those premises.
- **Ceasing trading from the Collarenebri Premises**
23. Toongabbie does not intend to cease trading from the Collarenebri Premises or cease bowling activities at the Collarenebri Premises.
24. However, Toongabbie and Collarenebri have agreed that the Amalgamated Club may only cease trading from the Collarenebri Premises in the following circumstances:
- (e) if, after the first two (2) years after completion of the amalgamation, it is not financially viable for the Amalgamated Club to continue to trade from the Collarenebri Premises; or
  - (f) upon the order of any court or body with jurisdiction to administer the laws in relation to liquor, gaming and registered clubs which orders the permanent closure of the Collarenebri Premises;
  - (g) upon the lawful order of any government authority to permanently cease trading from the Collarenebri Premises, or revoking any licence, approval or consent necessary for the Amalgamated Club to continue trading from the Collarenebri Premises and it is not reasonably possible for the relevant licences, approvals or consents to be re-instated or new/replacement licences, approvals or consents to be obtained;
  - (h) if the premises were destroyed or partially destroyed by fire, floods, storms or force majeure event, except where appropriate insurance cover is available to reinstate the Collarenebri Premises or where it is otherwise economically viable to do so.
25. The Collarenebri Premises will not be financially viable if, at any time after the first anniversary of the Completion of the Amalgamation, the Collarenebri Club Premises does not make a trading profit of twenty-five thousand dollars (\$25,000) before depreciation and amortisation of expenses in any rolling twelve (12) month period.
26. If the Amalgamated Club wishes to cease trading from the Collarenebri Premises, the Amalgamated Club must call for expressions of interest in a simultaneous de-amalgamation and amalgamation.
27. The simultaneous de-amalgamation and amalgamation would involve the Collarenebri Premises de-amalgamating with the Amalgamated Club and simultaneously amalgamating with another club.
28. The procedure and requirements for the simultaneous de-amalgamation and amalgamation are set out in clause 10.8 of the MOU.
- **Admission of Collarenebri's Members to Toongabbie**
29. Toongabbie will invite eligible members of Collarenebri to become members of Toongabbie and the members who accept that invitation will become Toongabbie members with effect from completion of the amalgamation.
30. Those members of Collarenebri who become members of Toongabbie as part of the amalgamation:
- (a) will be subject to any qualifying periods contained in Toongabbie's Constitution; and
  - (b) will not be entitled to:
    - i. hold office on the Board of the Amalgamated Club for at least five (5) years after completion of the amalgamation; and
    - ii. attend and vote at general meetings (including Annual General Meetings) of the Amalgamated Club for at least five (5) years after completion of the amalgamation;
    - iii. vote on special resolutions to amend the Constitution of Toongabbie Sports Club for at least five (5) years after completion of the amalgamation;
    - iv. vote in the election of the Board of the Amalgamated Club for at least five (5) years after completion of the amalgamation.
31. A Life member of Collarenebri will not become a Life member of Toongabbie.
- **The Amalgamation Process**
32. Each club must hold a meeting of its members to approve the amalgamation in the same terms as the Ordinary Resolution above.
33. Assuming both sets of members approve the amalgamation, an application will be made to the Authority for its approval of the amalgamation. Toongabbie will have the carriage of that application.
34. Once the approval of the Authority to the amalgamation has been obtained (and subject to due diligence and all other necessary steps being completed) there will be a formal commercial settlement. On the day of that commercial settlement the following things (among others) will happen:

- (a) *Collarenebri will transfer its assets (including land and gaming machine entitlements) to Toongabbie;*
  - (b) *All members of Collarenebri who have consented to become members of Toongabbie will be admitted to membership of Toongabbie;*
  - (c) *Employees of Collarenebri who accept employment with Toongabbie will become employees of Toongabbie.*
  - (d) *Collarenebri's club (liquor) licence will be transferred to Toongabbie;*
  - (e) *Toongabbie will become responsible for the management, business and affairs of the Collarenebri Premises.*
35. *After completion of the amalgamation, the corporate entity of Collarenebri will be wound up.*

## Special Resolution

- That, with effect from and subject to the completion of the amalgamation between Toongabbie Sports and Bowling Club Limited and Collarenebri Club Limited, the Constitution of Toongabbie Sports and Bowling Club Limited be amended by:**
- (a) inserting the following definition into Rule 2 (after the definition of "Club"):  
"Collarenebri Club" means Collarenebri Club Limited.
  - (b) inserting the following new Rule 17(e):  
"(e) Collarenebri Club members".
  - (c) inserting the following new Rule 19(f):  
"(f) Collarenebri Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of the Collarenebri Club and who were admitted to membership of the Club pursuant to Rule 26 for the purposes of the amalgamation between the Club and Collarenebri Club. Subject to any restrictions contained in this Constitution (including without limitation Rule 26A), Collarenebri Club members shall have the same rights and privileges of membership as Ordinary members (Non Bowling)".
  - (d) deleting Rule 26 and inserting the following new Rules 26 and 26A:  
**26. Admission of members pursuant to amalgamation**  
Rules 24 and 25 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and this Rule 26.  
(b) A person shall be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation.  
(c) The agreement referred to in Rule 26(b) must be in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club and in such form as approved by the Board from time to time.  
(d) Any person who completes and signs the agreement referred to in Rule 26(c) and returns that agreement to the Club shall, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation.  
**26A. Restrictions on the rights of members admitted to membership of the Club pursuant to amalgamation**  
Notwithstanding anything else contained in this Constitution, any person who is admitted to membership of the Club pursuant to the amalgamation between the Club and the Collarenebri Club (irrespective of their category of membership) will not be entitled to:  
(a) hold office on the Board for at least five (5) years after completion of the amalgamation between the Club and the Collarenebri Club; and  
(b) attend and vote at general meetings (including Annual General Meetings) for at least five (5) years after completion of the amalgamation between the Club and the Collarenebri Club;  
(c) vote on special resolutions to amend this Constitution for at least five (5) years after the completion of amalgamation between the Club and the Collarenebri Club;  
(d) vote in the election of the Board for at least five (5) years after completion of the amalgamation between the Club and the Collarenebri Club,  
provided that these restrictions will not apply to any person who was a member of the Club as at 18 April 2024".
  - (e) inserting at the beginning of Rules 33(a) and 41 the words "Subject to any restrictions contained in this Constitution".



### **Explanatory Notes**

1. *The Special Resolution will only be considered if the Ordinary Resolution is passed.*
2. *The amendments contained in the Special Resolution are required by the RCA and the MOU. As a result, the amalgamation will only proceed if the Special Resolution (and the Ordinary Resolution) is passed.*
3. *The Special Resolution proposes to formally create “Collarenebri Club membership” as a category of membership of the Club.*
4. *Collarenebri Club members will have the same rights and entitlements of membership as Non Bowling members. However, any person who is admitted to membership of the Club pursuant to the amalgamation (irrespective of their category of membership) will not be entitled to:*
  - (a) *hold office on the Board for at least five (5) years after completion of the amalgamation; and*
  - (b) *attend and vote at general meetings (including Annual General Meetings) for at least five (5) years after completion of the amalgamation;*
  - (c) *vote on special resolutions to amend this Constitution for at least five (5) years after the completion of amalgamation;*
  - (d) *vote in the election of the Board for at least five (5) years after completion of the amalgamation.*
5. *The amendments contained in the Special Resolution will not take effect until the amalgamation is completed.*

Dated 5 September 2024 by Direction of the Board  
ANDREW LAURIDSEN  
Chief Executive Officer, Toongabbie Sports Club Ltd

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