NSW Independent
Liquor & Gaming Authority

Mr Tom Bosnic Former Director Dalmacjia Sydney Croation Club	Mr Andrew Garcia A/Director of Compliance & Enforcement Unit NSW Department of Creative Industries, Tourism, Hospitality and Sport

Our ref: DOC26/175844

30 June 2026

Dear Sir

Decision regarding a complaint about Mr Tom Bosnic under section 57F of the *Registered Clubs Act 1976*

Ground of complaint

The ground of complaint is that:

- the secretary of the club or any other member of the governing body of the club is not a fit and proper person to act as such - section 57F(3)(g) of the *Registered Clubs Act 1976* (**the Act**).

Our decision

We are satisfied that the ground of complaint is established and have determined to:

- **take no action** on this matter.

Background

Between August 2021 and September 2022, Liquor & Gaming NSW (**L&GNSW**) received five complaints in relation to the sale of the Dalmacija Sydney Croatian Club's (the **Club**) core property in June 2021 to Northside Veterinary Property Pty Ltd (**Northside Vets**).

Mr Tom Bosnic (**Mr Bosnic**) and his brother Mr Veljko Bosnic (together, **Messrs. Bosnic**) commenced negotiations with Northside Vets for the sale of the Club located at 16 Myoora Road, Terrey Hills NSW in 2018.

On 23 June 2021, a sale of contract for the Club was signed by both Messrs. Bosnic and Northside Vets. Around July 2021, the board of directors of the Club were made aware of the exchange of contracts and the pending sale of the property and commenced dialogue to prevent the sale from taking place. The sale was later upheld in Supreme Court proceedings.

In November 2022, a complaint was made to L&GNSW alleging that in privately selling the core property of the Club without seeking the approval of the members of the Club, nor having the property valued, Messrs. Bosnic contravened a provision of the Act under section 41E(1). This complaint formed the basis on which a disciplinary complaint was then made to the Independent Liquor and Gaming Authority (the **Authority**).

On 16 October 2023, Mr Andrew Garcia (A/Director, Compliance & Enforcement, L&GNSW as a delegate of the Secretary, Department of Enterprise, Investment and Trade) made a complaint under section 57F(3)(g) of the Act that Mr Bosnic is not a fit and proper person to act as Director of the Club.

Supreme Court proceedings

On 30 September 2024, the Authority issued a show cause notice to Mr Bosnic. Shortly after, the legal representative acting on behalf of Mr Bosnic informed the Authority that Supreme Court proceedings had commenced in relation to the sale of the Club. The legal representative requested that any disciplinary action be withdrawn or deferred until the Supreme Court proceedings had concluded. The Authority agreed to defer the matter until the proceedings had concluded. In February 2026, the legal representative for Messrs. Bosnic informed the Authority that the court proceedings had concluded and the Authority recommenced consideration of the disciplinary complaint.

Submissions and consultation

On 4 March 2026, the Authority issued a show cause notice to Mr Bosnic.

On 1 April 2026, the legal representative acting on behalf of Mr Bosnic provided to the Authority a combined submission letter for both Messrs. Bosnic as summarised below:

- The Club sold its property on 23 June 2021 after years of financial instability, declining membership, and ongoing discussions about its future. Messrs. Bosnic acted diligently and in good faith to secure the Club's viability.
- Following the sale, the Club retained occupation under a five-year nominal lease (with an option to renew for two years) and gained millions of dollars to secure alternative premises.
- Disciplinary action is untenable because:
  - The Supreme Court upheld the sale in 2022.
  - The Club admitted in a Deed that the sale was authorised.
  - Members approved the sale at a general meeting.
- Messrs. Bosnic engaged independent legal advisers, who failed to advise on statutory requirements (section 41E of the Act). Any technical breach is attributable to that failure, not misconduct by the Messrs. Bosnic.
- Due to financial constraints, a public auction or tender was not feasible. The private sale (via expressions of interest) achieved above-market value.
- Allegations raised by a third party lack weight, as the person was not a member of the Club and had no involvement in prior proceedings.
- Claims by certain former Directors that the sale was unauthorised are unreliable because:
  - They contradict the Supreme Court's findings and subsequent Club admissions.
  - Some Directors later recanted via affidavits.
  - Their statements were inconsistent and self-serving.
- Documentary evidence (EGM minutes, AGM resolutions, and financial reports from 2018–2020) shows members and the board consistently authorised exploration of sale/lease options and were informed of negotiations.
- In Supreme Court proceedings (2024), the Club alleged Messrs. Bosnic lacked the appropriate authority to sell the Club and the sale price was under market value, but the matter settled, with the Messrs. Bosnic paying the Club $250,000. The Club consented to the settlement payment, effectively dismissing the claim as an admission of defeat.
- Allegations of fraud or misappropriation by certain Directors are unsupported by evidence and undermined by contradictions, diminishing the credibility of those claims.
- Investigative interviews conducted by L&GNSW were flawed due to leading questions, language barriers, and biased interpretation, reducing their reliability.

- While the sale may constitute a technical breach of section 41E of the Act, in context it does not indicate that Messrs. Bosnic are unfit to hold office.
- Messrs. Bosnic acted solely in the Club's best interests, received no personal benefit, relied on legal advice, obtained a valuation and a sales report. The sale was a rational and necessary step to secure the Club's future.
- Messrs. Bosnic agreed to signing an undertaking not to act as officeholders of a registered Club for five years, on a non-admissions basis.

On 20 April 2026, L&GNSW provided a submission to the Authority in response to the combined Bosnic submission, as summarised below:

- L&GNSW acknowledged the combined Messrs. Bosnic submission and responded in kind with a submission intended to address both disciplinary complaints.
- The respondents admit in their submission that they did not comply with section 41E(1) of the Act in the disposal of the Club property. While Messrs. Bosnic obtained legal advice throughout the sales process and contend that the breach of section 41E(1) of the Act was a result of poor legal advice, it is the responsibility of Club Secretaries and Directors to act in strict accordance with statutory and Club governance requirements. Individuals who elect to undertake these roles should be aware of and uphold their legal and fiduciary duties.
- In accordance with *Hughes and Vale Pty Ltd v New South Wales (No.2) (1955) 93 CLR 127* at 156–7, 'fitness' refers to honesty, knowledge and ability. To be considered fit and proper for their roles, the respondents ought to have knowledge of their obligations under the Act in disposing of the Club's property. The extended timeframe of the sales process provided Messrs. Bosnic ample time to conduct due diligence and ensure the sale was being conducted in accordance with legislative requirements. In obtaining legal advice, the respondents do not absolve themselves from the obligations of their roles to act in accordance with the requirements of the Act.
- The failure of Messrs. Bosnic to comply with their obligations resulted in a significant impact to the Club, namely the sale of the core property.
- L&GNSW considered the facts and evidence of the complaint material, the seriousness of the offence, and the respondent's submission, including the mitigating factor of Messrs. Bosnic obtaining independent legal advice. L&GNSW proposed the following disciplinary action, should the Authority determine the ground of the complaint is made out:
  - declare the respondents ineligible to stand for election or to be appointed to, or hold office in, the position of secretary or member of the governing body (or both of those positions) of the Club for a period of 12 months under section 57H(2)(g)(i) of the Act.
- L&GNSW note that the recommended disciplinary action is on the lower end of severity and would only disqualify Messrs. Bosnic from holding office in the Club and not in registered Clubs generally.

On 30 April 2026, the legal representative acting on behalf of Messrs. Bosnic provided a final submission to the Authority for both respondents, as summarised below:

- The submission from L&GNSW is inconsistent with the original show cause notice and contains many inaccuracies.
- The sale of the property was authorised by the Club and upheld by the Supreme Court, so it should be treated as valid.
- Even if there was a breach of section 41E(1)(c) of the Act, Messrs. Bosnic must still be considered fit and proper because:

  - The sale was approved by Club members in a general meeting and was authorised by the board.
  - The complaint originated from a non-member.
  - Independent legal advice and property valuations were obtained.
  - The Club had no funds to run a different sales process.
  - The sale was above market value and included a leaseback that secured the Club's premises for at least seven years.
  - The sale afforded the Club millions of dollars to seek alternate premises.
  - Messrs. Bosnic were volunteers (not lawyers) who acted honestly and diligently.
- L&GNSW contend that the individuals are not fit and proper based on a single, minor alleged breach, despite otherwise acting responsibly. This applies an unreasonably high standard that individuals in similar positions are not held to.
- Additionally, L&GNSW have not considered potential exceptions relating to the disposal of the Club's core property. As per the Regulation, section 41E(1) of the Act does not apply in relation to the disposal of any core property of a registered Club if:
  - the disposal of the property involves calling for expressions of interest and a subsequent selective tendering process, and the disposal process have been approved by a majority vote at a general meeting of the ordinary members of the Club, as per clause 29B(1)(d) of the Regulation; or
  - the terms and nature of the disposal (including details of the parties, property, price and valuation) are disclosed to the ordinary members of the Club, and the disposal is approved at a general meeting of the ordinary members of the Club, as per clause 29B(1)(f) of the Regulation.
- As the sale of the property was approved by Club members and key details were disclosed to members in a general meeting, the exceptions under clauses 29B(1)(d) and 29B(1)(f) of the Regulation must be considered.
- The position of L&GNSW that Messrs. Bosnic are not fit and proper is untenable when considering their recommendation that they can work as officeholders in other registered clubs in the same position. By implication L&GNSW suggest that they are fit and proper in general. In light of this concession, the complaint should not proceed further.
- Normally, someone is considered 'not fit and proper' only if there is evidence of bad character, dishonesty, misconduct, or serious financial/legal issues. There is no evidence of these traits assigned to Messrs. Bosnic.
- In their submission, L&GNSW ignore evidence that supports that Messrs. Bosnic are fit and proper, including:
  - Club members and the Club's board were informed and approved the sale in a general meeting.
  - Messrs. Bosnic were volunteers, received no financial or other benefit from the sale of the property and acted with the degree of diligence expected of a volunteer director.
  - Messrs. Bosnic do not have legal backgrounds and relied on legal advice, which turned out to be inadequate.
  - Despite limited funds Messrs. Bosnic were able to negotiate an above market sale price and leaseback arrangement to secure the Club's financial position and continued operation.
- It is unfair to paint Messrs. Bosnic as not fit and proper because of the technical breach of section 41E(1) of the Act when they acted in good faith and relied on professional legal advice.

Our findings

Mr Bosnic, in his role as Director proceeded with the sale of the Club property on 23 June 2021. The sale of the property followed years of financial instability, declining membership, and ongoing discussions about its future.

Club members and the board were aware of the financial issues the Club was facing as it had been discussed in AGMs as far back as 2018. The members and board were also privy to actions the Bosnics were taking in exploring options for the sale or lease of the property.

During an AGM held on 6 December 2020, Messrs. Bosnic discussed the option to sell the property to Northside Vets for $4.6 million and to lease back part of the property for 5 years. A motion 'to sell or rent' was put to a vote and the majority voted in favour. Based on the discussions noted in the minutes and the respondent submissions, it appears that this vote caused Mr Bosnic to assume that he and his brother Mr Veljko Bosnic had been authorised by the members and board to sell the property.

After the sale went ahead, a board meeting was held on 11 July 2021. During this meeting the board minutes noted that the board and members disputed the sale of the property and Mr Bosnic *'apologised to the members of the board and to the members for signing sale contracts without authority and without formal consent from the board and the vote of the members'*. This statement in the minutes suggests that Mr Bosnic knowingly proceeded with the sale without the required approvals. However, in his affidavit, Mr Bosnic denies the accuracy of the minutes and stated that during the board meeting he was subjected to shouting and expletives from the other parties present. He stated that he apologised to defuse the tensions in the room but does not agree with the minutes resolutions but felt pressured into apologising to the board and members.

While the 11 July 2021 board meeting minutes suggest that Mr Bosnic appears to accept that he had not secured the approval of members and the board to sell the property, the poor record keeping of the December 2020 AGM suggests that this may have been due to miscommunication rather than wilful negligence.

The evidence shows that Mr Bosnic acted in good faith for many years to try and secure the financial future of the Club. He discussed options for the future of the Club with members and the board for several years, sought legal advice and property valuations, secured three offers to sell the property through private treaty and negotiated the eventual sale of the property to Northside Vets.

Section 41E(1)(b) of the Act states that the Club must not dispose of any core Club property unless the disposal has been approved at a general meeting of the ordinary members of the Club at which a majority of the votes cast supported the approval. While Mr Bosnic assumed he received this approval, the minutes from the December 2020 AGM do not adequately reflect this.

Mr Bosnic concedes that he breached section 41E(1)(c) of the Act in that the sale of the property was eventuated by an expression of interest process, rather than the required public auction or open tender process. This breach is mitigated however by the Club not having funds available to engage a real estate agency to sell the property via auction or open tender.

On balance, the submissions from L&GNSW and Messrs. Bosnic's legal representatives depict Mr Bosnic as well-intentioned in his efforts to secure the future of the Club. It appears that poor record keeping and miscommunications led to the sale of the property without the required approvals.

Messrs. Bosnic were recently engaged in several Supreme Court proceedings related to this matter and while one Supreme Court proceedings upheld the sale of the property to

Northside Vets, other Supreme Court proceedings eventuated in Messrs. Bosnic being required to pay the Club $250,000 to settle the case.

The Authority has determined that while Mr Bosnic technically breached section 41E(1) of the Act, the extended duration of Supreme Court proceedings over several years and the requirement to pay the Club $250,000 to settle the matter is adequate punishment for the offence. We believe that any further administrative action by the Authority would be unduly punitive. We also note that Messrs. Bosnic were volunteers in their roles at the Club, contributed significant personal monies to the Club and received no financial benefits for their efforts in securing the Club's future.

In consideration of all the circumstances of this complaint, including the mitigating factors, we are of the view that no further action should be taken.

Relevant legislation

Part 6A of the Act

Prescribed grounds of the complaint

We are satisfied that the complaint was made validly and that the established ground of complaint is a prescribed ground under section 57F of the Act.

The material we considered

In determining the disciplinary complaint, the following material was considered:

- disciplinary complaint from L&GNSW, received 16 October 2023
- a submission from Mr Bosnic, received 1 April 2026
- a submission from L&GNSW, received 20 April 2026
- a final submission from Mr Bosnic, received 30 April 2026

If you are dissatisfied with this decision

The respondent or complainant may apply to NCAT for a review of this decision under the *Administrative Decisions Review Act 1997*.

For more information, please contact the NCAT Registry at 1300 006 228 or visit the NCAT website.

This decision will be published on the website.

If you have any questions

Please contact the Office of ILGA at office@ilga.nsw.gov.au if you have any questions.

Yours sincerely

Jeff Loy
Chair, Disciplinary Matters Committee
NSW Independent Liquor and Gaming Authority