



91st AGM 2017 Minutes

Annual General Meeting of the Ranelagh Club (ACN 004 127 262)

Held in the Club Rooms, 3 Rosserdale Cresecent, Mount Eliza 3930

- Date:** 30th October 2017
- Meeting Commenced:** 8.00pm
- Returning Officer:** Alex Anderson
- Attendees:** 42 attendees.
Peter Hook, Geoff Aarons, Alex Anderson, Gillian Flynn, David Logan, Evelyn Kniesel, Stella McGahey, Mark Southall, Arvind Sridharan, Narida Arnott, Alison Doherty, Wendy Ellis, Ian Fleming, Neal Gale, Lawrence Henderson, Patricia Fitzpatrick, Ian Fleming, Dennis Jackson, Shane Lewis, Allison MacEwan, David Morley, Astrid Saint-John, Lachlan Saint-John, Wendy Parton, Ingrid Harvey, Grant Snowden, Steve Luca, Gaby Ramsay, James Malone, Graeme Atkins, Ralph Hackl, Tyler Smith, Geoff Hancock, Beverley Broughton, Valma Hardridge, Edward Dixon, Sandi Lord, Lynette Hinings-Marshall, Caroline Cotton, Leo Hakim, Tobey Morley, Rod Austin.
- Apologies:** Mark Dillon, Charles White, Karen Hook, Gordon and Steven Frankland, Michael Carly, Mike Badwi, Mike Weber, Gary Scott, Bob Cracknell, Richard Visser
- Proxy Details:** 51 Proxies
Acting President (Chairperson) – 3 Proxies
Geoff Aarons – 7 Proxies
Dennis Jackson – 2 Proxies
Astrid Saint John – 2 Proxies
Ralph Hackl – 1 Proxy
Sandi Lord – 11 Proxies
Narida Arnott – 8 Proxies
Arvind Sridharan – 10 proxies
Ingrid Harvey – 3 Proxies
Stella McGahey 4 Proxies

1. Acting President Peter Hook welcomed all members to the meeting.
2. Acceptance of the minutes of the Annual General Meeting Year ended 30th June 2016 held on 5th October 2016. Proposed: David Logan. Seconded: Lachlan Saint-John
Motion Carried with votes from members that attended last year's AGM

3. Presidents Report

Peter Hook noted he has been Acting President since March and that most of the Board were new last year but thanked them for their cohesion and commitment over the past year

Matters highlighted were:

3.1 Membership Value and Engagement –

- To “re-light” all 11 Stars each representing a Club activity. Noted resurrection of Book Club & wine club. New activities - Open Water Swimming and Mahjong and the relaunch expected soon of Golf and Cycling
- Resurfacing of two tennis courts and future funding plan for the remaining courts.
- Appointment of a Sailing Coordinator to resurrect Sailing as a primary activity of the Club.
- Successful social events – 90th Gala, Ranelagh Ball, and Trivia
- Upgrading the IT at the Club including integration of Membership, POS, Access software

3.2 Catering - It was noted a review of the current Catering Arrangements would be complete by end the of November.

3.3 Volunteers - Many people were thanked for their contribution to the Club and Peter apologised for those that he missed.

3.4 Professional management - Peter expressed the commitment for the Club to be professionally managed and was looking forward to the new appointment of General Manager Rod Austin and for his role to enable the Board to focus on strategic medium to long term objective's.

3.5 Board Structure - in accordance to the articles there would be 8 Board members, 3 in executive roles being President, Treasurer and Secretary, 2 as Vice Presidents, 3 as General Committee.

It was announced that four Sub-committees would be established and at least one Board member would be allocated to each sub-committee and the Club would be seeking other suitably skilled members to assist on these sub-committees.

The sub-committees announced were Development, Finance, Membership and Audit, Risk & Compliance.

Motion: That the President's and Committee reports in the Annual Report be adopted.

Proposed: Ian Fleming Seconded: Lawrence Henderson Carried

4. **Treasurers Report** Peter Hook then continued as the Club Treasurer to present the Financial Reports of the past financial year.

Overall the Club had performed better than expected with a small increase of income having budgeted for 'break even' and when comparing "like for like" to last year's figures.

4.1 Income: Noted revenue from Bar and Bistro and Sailing was down compared to Last Year and actions in place to improve this financial year. Club Functions figure was high compared to last year high due to the 90th Gala Ball and this was also reflected in high Club Function expenses. The event was treated as a celebration rather than to earn revenue so essentially it was a break-even event.

4.2 Expenses:

Wages Increased last year due to Full Time Operational Management.

The fall in repairs and Maintenance figure was raised by Mark Southall and concern and questioned why the Club had underspent last year. It was explained the drop was aligned with the tennis Club resurfacing which was treated as a capital works rather than as an expense.

4.3 Tennis Courts resurface - Peter explained the provision to resurface all tennis courts was now set up as a Balance Sheet item and when there were sufficient funds raised after EBITDA the next set of courts would be resurfaced.

Peter explained that a reserve of \$2k per month since July 1 2017 would be set aside for future resurfacing of the other tennis courts in approximately 3-4 years. The reserve would continue so that tennis courts can be resurfaced as needed without needing to find the significant funds required in any one year.

Motion: That the Treasurers Report and Audited Financial Statements be adopted

Proposed: Lachlan Saint-John, Seconded David Morley Carried

5. Auditor Appointment

Motion: To appoint an auditor/auditors McLean Delmo Bentleys Audit Pty Ltd for the year 2017-2018 financial year. Proposed: Ralph Hackl, Seconded Alex Anderson Carried

6. 2018 Membership Subscriptions and Joining fee

Committee presented a 5% increase across all membership categories and no change to joining fee.

Q1. It was asked why fees were rising higher than CPI?

A1. It was explained broadly that with operational expenses going up higher than CPI the increase was necessary and when researching other Club's (Comparisons Slide presented of other Club) the increase is reasonable.

	2017	2018
Family	\$695	\$730
Couple	\$590	\$620
Single Plus	\$490	\$515
Single	\$390	\$410
Junior	\$140	\$145
Absentee	\$100	\$105
Joining Fee	\$400	\$400

**Motion; The 2018-2019 Membership Subscriptions and Joining fee presented be Approved. 3
Against CARRIED.**

Proposed: Lachlan Saint-John, Seconded Toby Morley Carried

7. Ordinary Resolution 1 - Membership Increase

As presented to the members prior to the meeting:

Motion: That in line with the Articles of Association for the Ranelagh Club Part 3, Division 1, Paragraph 7, the members in general meeting have determined to register an increase the number of members from 1,500 individuals at any one time to 2,000 individuals at any on time.

Proposed: Ian Fleming Seconder: David Morley Against: 7 CARRIED

Discussions

Peter Hook advised that the motion was incorrectly notified as a "Special" resolution when in fact it was not, as the Club Articles allowed for such an increase and so there was no amendment required in the articles as it contains the provision for increasing up to 5000 members.

Astrid Saint-John on behalf of the Committee spoke for the Motion and presented a Summary Report as to the reasons why the committee thought the increase was required.

Questions:

Q1. Caroline Cotton - How often would the Club need to increase numbers?

A2. Accepted as a good question and it was explained the increase was not expected to be a dramatic change to the Club but rather gradual and to answer the question it was unknown when another increase would be required . It was also explained the Club could again reduce the capacity in the future if desired.

Comment: The Club has 677 active memberships but as the articles refers to individuals this includes all family members etc..

Q2. Eddy Dixon - What would be the expected revenue increase with an increase in the quoted membership increase of 500 individuals?

A2. Explained that the average membership is 2.3 individuals and so this increase could mean the Club receive \$20k additional revenue per 100 additional members, dependent upon the breakdown of the membership categories.

Q3. Dennis Jackson - Why increase subscription fees in the same year as increasing the membership numbers?

A3. Subscription fee increase essentially only cover operational costs while the additional fees from new members potentially fund future replacement of assets and new projects. The Club surplus over the past two years is low and must increase for the Club to be sustainable and maintain assets to a high standard expected by members.

Q4. Dennis Jackson - Why are members not contributing to maintenance jobs to keep costs down more frequently?

A4. Members are contributing but in reality, not as frequently as in the past. Also with today's required standards and OH&S requirements more of the work does need to be done professionally. It was noted that the last two Busy Bees were poorly attended. It was noted by Shane Lewis that the Club could do better communicating when they needed assistance with the maintenance of the Club.

Q5. Mark Southall - The historical aspect of the Club's was raised as being a sporting and recreational club for the 795 lots in the original subdivision and he suggested this could be a good figure for the Club to cap. in terms of memberships. The question was then raised (by Shane Lewis) as to why Family memberships are downgrading to just a single membership and is the Club surveying those members, and policing to check that the family members are not still frequenting the Club?

A5. The members were reassured that the Club understood this issue, and all was being done with the resources in place. It was also stated that this responsibility cannot simply be a Board and Staff management issue but needs all members to assist. Peter Hook spoke again of the new security swipe system replacing the old key system, and raised a recent example of a non-member frequenting the Club on a weekly basis and how it is the responsibility of the member signing him in abide by the Club rules in terms of maximum visits..

Q6. Neal Gale - Why does the Club not utilise funds from the existing Term Deposits to perform all the works required?

A6. It was explained this money has been set aside as Capital reserves and would be allocated to projects when the Club has finalised its strategic plans.

Q7. Neal Gale - Previous concept plans of previous years were spoken of and in particular a plan presented by a ACE consulting from Melbourne University in 2014. It was asked why these plans were not viewed as a basis for the strategic plans rather than starting from scratch again. Would the Committee consider small steps rather than one plan after the other being developed over the years?

A7. It was explained that these plans have not been "white washed" but a whole master plan for the entire site is required and that all members should be given the opportunity to be involved in the planning.

Q8. Neal Gale - It was felt that steps should be started anyway in terms of major projects such as the Motor Boat Shed as it all takes considerable amount of time to raise the funds and obtain necessary approvals.

A8. Peter welcomed this and felt all at the meeting were in agreement that development was required and hence why a development subcommittee was being established and he requested Neal Gale to consider joining the group.

Q9. Would increasing the Membership Numbers cause the existing resources to suffer in dilapidation in a more expedient way.

A9. Again, it was explained the membership increase it was not a dramatic increase and no one could argue that the Club was currently being utilised at its maximum capacity.

Q10. Tobey Morley - Why are subscriptions simply not renewed on the anniversary of when they joined rather than the pro rata process currently.

A10. Thought a good idea and something the Club could consider with the new membership software though there would be some additional administrative overhead that needed to be considered.

8. Ordinary Resolution 2 - Single Membership fees

Motion: Single memberships are to only be increased by half of the increase to the couples and family memberships (i.e.2.5% if the increase is 5%) to avoid the widening gap between singles, couples and family membership.

Proposed: Allison MacEwan Seconded Sandi Lord 24 For, 37 Against, 30 Abstained, Not Carried.

Discussions

Allison MacEwan spoke on behalf of the motion. She explained that the current single fee is \$95 higher than half the Couple fee and asked why this is the case?

Q1. Ian Fleming - What effect would this motion have in terms of revenue to the Club.

A1. The Club can expect approximately \$2,500 less next year and the single member a reduced fee by approx. \$10.

Comment 1: There was discussions as to whether such a drop would be a precedent for other membership categories requesting similar motions in the future and accepted that this could occur.

Q2. Lynette Hinings- Marshall What is the committees point of view with this motion?

A2. Explained the committee had already agreed to the fee increase voted earlier and hence were opposed to this motion.

Q3. Lynette Hinings-Marshall Does the Committee have a view of what type of members they want.

A3. No. as all categories are important to the club.

Clarification: It was clarified if the above motion was accepted this would override what was proposed as the single fee increase previously by the committee.

9. Election of Committee Members.

9.1 Continuing Committee Members noted being;

- Grant Snowden
- Peter Hook
- Astrid Saint-John
- Avrind Sridharan

9.2 Positions Vacant

3 positions made available by Geoff Aarons, Stella McGahey and Mark Dillon due to end of tenure

1 additional position also vacant

9.3 Nominations received

Geoff Aarons, Stella McGahey and Mark Dillon are re-standing plus Ingrid Harvey

Given that there were 4 nominations for 4 positions the above people were duly elected to the Committee.

10. **Election of Office Bearers.** Peter Hook advised the meeting that at the close of nominations the only nominations received were Committee members. Subsequent discussions between the new Committee members has resulted in nomination for each of the Office Bearer positions, being: -

President: Peter Hook
Treasurer: Grant Snowden
Secretary: Ingrid Harvey

As there is only nomination per Office Bearer position in accordance with Clause 53 of the Articles of Association, it was declared the Office Bearer positions filled as nominated.

Peter welcomed the incoming Committee and asked Ingrid Harvey to join the committee at the front of the meeting.

11. Any other Business – questions from the floor

Q1. Shane Lewis - Why are members not surveyed more frequently on a number of aspects of the Club such as value and what they see as important to the Club? Also are members surveyed when they resign and or down grade their memberships?

A1. Agreed that communications need to be improved amongst the Club members so they were aware of Club's short, medium and long term plans. Also noted that all members are asked when they resign (but not when they downgrade) as to the reasons why.

Q2 Steve Luca - Why are beer prices so high compared to other clubs with examples provided?

A2. Accepted that this price matter be reviewed. It was also mentioned that again the new IT systems as presented in the President's report will assist in price control and potential reintroduction of membership rewards etc..

Q3. Dennis Jackson - Board Resignations – It was mentioned that 7 had resigned in last 12 months and what was the Board doing to prevent this?

A3. Whilst it was disputed that the number of resignations was three during the term, it is a difficult one to avoid as all had different circumstances but all those elected do have an understanding they have an obligation to stay on the board for a minimum of 2 years.

Q4. Mark Southall - It was asked to the reasons Brian Machie resigned as President?

A4. Other than mentioning some differences of opinion with the Board the matter would not be discussed in a public forum.

Comment 1. Lynette Hinings-Marshall - During the meeting it was raised as to the need to bring back the feeling of belonging to the Club. Especially to have a facility such as a members lounge and deck where they can relax at any time of the day without staff having to be present.

Comment 2. Lawrence Henderson wished all the Incoming Committee the very best, knowing that representing the members on the board was an extremely hard and often thankless task.

Peter Hook thanked the Returning Officer Alex Anderson for his continuing support in taking on the role of Returning Officer and the work on the AGM night.

Meeting Closed at 22.15 Hrs. There being no further business Peter Hook thanked all for attending and invited all those in attendance to stay in the Clubhouse for a drink.