



# SPECIAL GENERAL MEETING 2018 Minutes

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

Held in the Club Room, 3 Rosserdale Crescent, Mount Eliza 3930

**Date:** 17<sup>th</sup> September 2018

**Meeting Commenced:** 8.00pm

**Attendees:** 20 attendees.  
Peter Hook, Astrid Saint John, Stella McGahey, Arvind Sridharan, Mark Dillon, Ingrid Harvey, Wendy Ellis, Will Paterson, Beverley Boughton, Trish Lovick, Lawrence Henderson, Dennis Jackson, Valma Hardridge, Sandi Lord, Ross McDonald, Cathy Jaques, Paul Ramsey, Chris Fellons, Paul Kidder, Simon Jemmett

**Proxy Details:** 23 Proxies  
Peter Hook President & Chairperson – 4 Proxies  
Wendy Ellis – 1 Proxy  
Arvind Sridharan – 11 proxies  
Ingrid Harvey – 7 Proxies

1. President Peter Hook welcomed all members to the meeting.
2. Ingrid Harvey thanked all for their attendance and gave an overview of the background for the review of the current Articles of Association.
  - New constitution brings the club in line with its current entity. The Ranelagh Club is registered as an Australian Public company and the proposed Constitution brings the Club in line with the Corporations Act.
  - The Articles of Association was last reviewed in 2015 and we operate in a different environment and require a Constitution to support that changing environment.
  - This is also an opportunity to simplify current articles that contains a combination of clauses relating to an association and an incorporated entity.
  - Current Committee has a long term approach to the management of the Club securing assets and activities but also addressing and resolving issues as they arise and proactively support a sustainable environment for members to enjoy.
  - The proposed Constitution maintains that this Club belongs to its members but also allows the Committee to run the club effectively and efficiently.

**Special Resolution: The members adopt the proposed Constitution, dated August 12<sup>th</sup> 2018, in accordance with the Corporations Act.**

**Proposed: Ingrid Harvey      Seconded: Peter Hook**

Discussion:

Wendy Ellis - Clause 2 b) & c) - question about why we added to the purposes of the Club.

Response: To show that the Club is active in the community for future expansion and to align to the State Revenue Office for possible Payroll Tax Exemption

Lawrence Henderson - Clause 43 b) what is a standing committee and why does it need to be dissolved by the membership.

Response: To allow long term projects to transcend boards - it is to prevent a renegade board undoing the work of a previous board without getting approval from the membership

Valma Hardridge – Clause 31.4 (d) Why are we limiting the membership fees increases and why is this being done at the board level?

Response: We are not limiting the fee increases however the Board can approve a fee increase less than 5% or within +2%, whichever is greater from current fees. The Board and management are in the best position to know the financial situation of the club and what fees are needed to sustain the club. The limits of 5% are to ensure that the board doesn't ramp up the fees too far without getting member approval.

Dennis Jackson - Why have we changed the wording of the time to allow other Business items to be raised at the AGM? Does this mean that members will not have a chance to question the Board?

Response: The wording has just been quantified i.e. 21 days rather than referring to other clauses in the constitution. This does not mean that the Board cannot be questioned at the AGM but it does mean that items raised on the night cannot be voted on.

Lawrence Henderson - mentioned a few typos that need to be fixed - clause 14.1 & 14.2 should be "Associate and Junior". 49.1(d) should be "or" not "and/or"

Response: The typos do not change the intent of the document and will be reviewed.

Wendy Ellis – Clause 9.1 - "committee member" has been removed as the point of submission for membership

Response: It was removed as Committee members are not always available to accept membership submissions. All membership applications are to submitted to the office and applications are reviewed by the committee once received

Lawrence Henderson - Clause 14. Acknowledged the addition of Junior Members to Associate Member. The wording in 14.1 needs to include Associate member and Junior Member.

Response: Acknowledged comment however it does not change the intent of the regulation.

3. The discussion came to a conclusion and Peter Hook put the Resolution to the vote.

**For: 37      Against: 6**

**Carried**

**Meeting Closed at 20.55 Hrs.** Peter Hook thanked all for attending and invited all those in attendance to stay in the Clubhouse for a drink.