

## **Minutes for Annual General Meeting for the Merewether Golf Club Limited held on Tuesday 19<sup>th</sup> December, 2017 commencing at the hour of 6.30 pm at the premises of the Club**

Present at the meeting were: Phil Merrigan, Graeme Downing, Aaron Spalding, Anthony d'Arcy, Bruce Arnott, Oona Sullivan, Matthew Lister, Ian Neale (Cutcher and Neale) and Andrew Craig (Honorary solicitor) and Michelle Heritage Secretary Manager

Quorum for the meeting had been confirmed – a list of members attending the meeting is attached for reference.

Michelle asked that anyone wishing to speak from the floor should announce their full name, their membership number and membership category. Michelle called on Phil Merrigan to open the meeting.

Meeting Open by Chair – Phil Merrigan at 6.34 pm

Phil declared the meeting open and welcomed to Life Members attending the meeting.

Kevin Morris	Kevin Woodcock
Ted Clarke	Doreen Edwards
Dorothy Clarke	Kay Stephenson
Phillip turner	John Moseley
Vic Manitta	Alan Phillips

Phil welcomed Ian Neale Partner of Cutcher & Neale, the Club's auditors for 2017 Financial Year. Phil also welcomed Andrew Craig of McDonald Johnson, the Club's honorary Solicitor and thanked him for his services during the year.

Phil thanked Bob Lyons for accepting the role of Returning Officer and Ted Clark for accepting the Role of Scrutineer.

Phil expressed the Club's condolences to members who passed during the year

Austin Clark	Paul Cortaville
Neal Watkins	William Peterson

### **Agenda Item 1 - Apologies**

Apologies were received from Camille and Andrew Hickey, Ted Atchison and Debbie Gadd.

Moved (M.Heritage): accept the apologies for the members listed above

Seconded: Kevin Morris

Phil called for a show of hand for the motion and then against

Motion was passed

### **Agenda item 2 - Minutes of the previous AGM held on 8<sup>th</sup> November, 2016**

Accept the minutes from the AGM from 8<sup>th</sup> November, 2017

Moved: Gary Baunach – 7 Day Senior

Seconded: Rosanna Rossi – 7 Day Member

Motion was passed by a show of hands

There was no business arising from the previous Annual General Meeting of 8<sup>th</sup> November, 2016

### **Agenda Item 3 – Receive and consider the Director’s report, Financial report and Auditor’s report**

Michelle called on Phil Merrigan to present his Presidents report. Phil presented his report as is detailed in the Club’s Annual report for 2016-2017

No questions were received from the floor

Michelle called on Graeme Downing the Treasurer to present his Treasurer report. Graeme presented his report as detailed in the Club’s Annual report for 2016-2017, and made additional related comments.

Questions had been received (via email) prior to the meeting from Robyn Laurenson.

The questions related to how much had been spent to date on the proposed developments; how much more will be spent prior to a proposal being put to members; who is on the Development Evaluation Committee and what is their relevant experience; question relating to reasons for loss of trading revenue; how the Board proposes to rejuvenate the clubhouse operations.

Graeme referenced these questions and then responded to each. There were no additional questions raised regarding the specific matters.

6 Question from member Paul Hatherly regarding the apparent significant difference between land sale value and funds received (per P&L).

The question was responded to (with the major cause of difference being costs associated with the land sale and the GST payment required to be made which related to receipt of land sale funds).

7. Question from member Kevin Morris regarding the lift installed in the club and was that deemed to be a good decision)

The question was responded to (in the view of the Treasurer, given the facts available to the Board at the time it is considered to be a good decision)

Graeme introduced the Club’s auditor Ian Neale, Partner from Cutcher & Neale

### **Auditors Report**

Ian Neale – 31<sup>st</sup> July 2017, Ian was standing in for Nick Nancarrow who was unable to attend the AGM due to other work commitments. Ian advised that the audit opinion is unqualified and gives a true and fair view of the financial position as at 31<sup>st</sup> July, 2017 and the performance of the club at year end. The sale of land referred to as the horse paddock had contributed significantly to Profit

after income tax for the year. If you remove the sale of land from the Gross Profit for the year the business has a loss of \$349,000 compared to \$279,000 the previous year.

Ian noted that it was important for the club to focus its attention on the cash position.

Challenges exist for all club, it was important the Club revisit its revenue sources, as it cannot do the same activities in the next financial year and expect a different outcome.

The Club's Annual Report and financial statements for the twelve months ended 31 July 2017 were presented and considered. No questions were received from members

#### **Agenda item 4 – to consider the Ordinary Resolution as set out in the Notice of Meeting**

Michelle read out the Procedural Matters for the Ordinary Resolution

Ordinary Resolution – That:

a The members hereby approve expenditure by the Club until the next annual General Meeting of the Club for the following:

i The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board as being necessary for the benefit of the Club

ii The reasonable costs of meals and beverages for each director after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal meal time

b the members hereby approve designated car spaces being made available for directors

c The members hereby approve each director being permitted to access timesheets (to enter one(1) group of four (4) persons) prior to the timesheets being made available to members.

d The members acknowledge that the benefits in paragraphs (a), (b) and (c) are not available for members generally but are only for those who are directors of the Club

The motion was moved by Garry Baunach – 7 Day Senior Member #502 and seconded by Phil Turner – Life Member #580

No one asked to speak to the motion and it was carried by a show of hands

#### **Agenda item 5 To consider the Special Resolution as set out in the Notice of Meeting**

Michelle read the Procedural Matter for the First Special Resolution

To amend the constitution to allow 6 Day members to be nominated for and be elected to hold office on the Board.

Clauses affected in the Constitution:

1 Add 10.8 (c) and renumber subsequent points (e) to (h)

10.8 6 Day members are entitled to:

(a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to times; and

(b) attend and vote at general meetings (including annual General Meetings) of the Club;

(c) subject to Rule 27.4, nominate for and be elected to hold office on the Board;

(d) vote in the election of the Board;

(e) vote on any Special Resolution (including a Special Resolution to amend this

Constitution)

(f) propose, second, or nominate any eligible member for any office of the Club;

(g) propose, second or nominate any eligible member for Life membership;

(h) introduce guests to the Club

The motion was moved by Aaron Spalding – 7 Day Member and seconded by David Dick – 7 Day Member #5531

Aaron Spalding spoke for the motion, and the motion was passed by a show of hands

**Agenda item 6 To consider the Nomination of Life Members as set out in the Notice of Meeting**

Nomination of Life Member for Mary Egerton

From the floor we had Aaron Spalding speaking in favour of the motion to nominate Mary Egerton as Life Member

No one spoke against the Motion

The motion was moved by Aaron Spalding and seconded by Robert Lyons.

The motion was passed by a show of hands.

Nomination for Life Member for Robert Lyons

From the floor we had Judy Wall and John Moseley speak in favour of the motion

The motion was moved by John Moseley – Life Member #258 and seconded by ??

The motion was passed by a show of hands.

**Agenda item 7 Declare the results of the election of the Board**

Group 1 – Election of one Director for two years (2) term currently held by Matthew Lister, Matthew was returned unopposed

Group 2 – Captain and Director for three years (3) – currently held by Aaron Spalding and Oona Sullivan. Oona Sullivan chose not to re-stand. Aaron Spalding standing for Captain was returned unopposed

Group 3 –Director election for one year (1) currently held by Bruce Arnott. Bruce Arnott was return unopposed.

Congratulations were extended to the newly elected Directors. A casual vacancy exists on the Board and the Board will seek to fill the vacancy by the next Board meeting.

**Agenda item 8 General Business:**

**Question: Could the Board please agree if they will pay for Pennants shirts and balls for players**

**Answer:** Aaron Spalding responded. Given that the current year the club has experienced a major losing in trading profit, the Board could not agree to pay for this expense.

**Question: What is the definition for Life member – This will be answered at the next AGM**

**Answer:** Under the constitution of MGC the definition of a Life member is:

**Life Members**

10.30 A Life member shall be any member who in consideration of long or meritorious service to the Club or any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.

10.31 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

10.32 Candidates for Life membership shall be proposed by one and seconded by another 7 Day member, Young Adult member, Youth member, 6 Day member or Life member and submitted to the Board for approval.

10.33 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

10.34 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.

10.35 If a nomination for Life membership is approved by a resolution passed by a majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.

10.36 Every Life member shall be entitled to all the rights and privileges of a 7 Day member.

10.37 A Life member is relieved from the payment of any annual subscription.

**Question: Does the club have Honorary members, if so how is this categorised?**

**Answer: Honorary Members under the constitution of MGC**

### 13. Honorary Members

13.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) the patron or patrons for the time being of the Club; or
- (b) any prominent citizen or local dignitary visiting the Club.

13.2 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

13.3 Honorary members who are not Full members of the Club are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests to the Club.

13.4 Honorary members who are not Full members of the Club are not entitled to:

- (a) vote at any meeting of the Club; or
- (b) nominate for or be elected to the Board or any office in the Club;
- (c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(e) propose, second or nominate any eligible member for any office of the Club; or

(f) propose, second or nominate any eligible member for Life membership.

**Question: Could the club please use the grass which is being removed for the path project, and then place the removed grass in areas of the course which is bare.**

Answer: Aaron Spalding responded that while it is a good idea to reuse this grass, it is not viable as the grass would require additional labour and water to support the grass.

**Question: Can 6 Day members play on a Saturday?**

Answer: A 6 Day member can play golf on a Saturday, however they cannot add their name to the time sheet. They must ring the pro shop close to the end of day on the Friday before and have their names added to the playing list if a time slot is available. Green fees at visitor rates

**Question: Development – where are we ?**

Answer: Page 15 of the Annual report has a dedicated area to the Development and its progress to date.

**Questions: Will we get a projection of future cash flows from the development?**

Answer: Part of the analysis of the offer from a proposed developer will have a financial package which will be provided to members for their review before members vote for any resolutions at a General meeting.

**Questions: Will the Board present to the members the financial offer of one or more proposed developers? and will Members be able to vote on their preferred option ?**

Answer: The board is currently developing an evaluation process for the various proponents and as soon as it is finalised, this information will be presented to members.

**Question: What is the time frame for getting financial offers from developers to members?**

Answer: It is estimated that current negotiations will continue until mid February and the Board would hope to get something to members by mid March 2018.

**Question: What is the rule if golf balls comes to rest on an unsealed path during a round of golf?**

Answer: During a round of golf, if a golf balls comes to rest on an unsealed paths a player take a drop without penalty. All paths are ground under repair, so yes you can take a drop without penalty.

**Questions: Has the Board considered the idea of burn paths in like on football field?**

Answer: No

A Request had come from a member to paint the men's change rooms, they are currently and badly in need of painting. An initial offer by a member to provide the paint and, with assistance to paint the area, was subsequently withdrawn when it was further understood that the changerooms are likely to have a limited life span

Phil thanked everyone for attending the meeting and closed the meeting at 8.05pm

I certify that the above is an accurate record of the meeting

Phil Merrigan  
President/Chair