



MINUTES OF 94rd ANNUAL GENERAL MEETING

Wednesday 18 March 2020

Held at Kooyong Lawn Tennis Club, 489 Glenferrie Road, Kooyong Vic 3144

Meeting commenced at 8:00pm

1 Welcome

As President of the SCV, James Soutter chaired the meeting.

The Chair opened the meeting and welcomed the members to the 94rd AGM of the SCV.

2 Apologies

Apologies were noted from Suzie Batten and Greg Winnett.

3 Proxies and quorum

It was noted that 21 members were present in person and 50 members had provided proxies, giving a total of 71 members. In the circumstances it was declared that a quorum (30 members present in person or by proxy) was in attendance.

A list of the proxies is attached in Annexure A.

4 Confirmation of Minutes

The members approved the minutes of the Annual General Meeting held on 28 February 2019 as a true record of that meeting.

5 President's Report

James Soutter, as Chair and Club President, presented the Presidents Report for the year.

The Chair noted that as a consequence of the rapidly changing landscape in the wake of the COVID-19 pandemic, the nature of his report had changed significantly.

The Chair noted that while the Club had had a successful season in 2019, the current environment would pose a significant challenge for the Club in the coming season. The Board and management advised that they would work to meet those challenges, to secure the future of the Club.

The Chair noted that annual membership subscriptions were a crucial part of the Club's revenue stream and encouraged members to renew their membership for the season and to encourage their friends to do so also.

The Chair reported that a planning permit had been granted for the proposed development, which would be presented later in the meeting.

A copy of the President's Report is attached as Annexure C.

6 Financial Reports for the year ended 31 October 2019

Brian Abbott, as Treasurer, reported on the Club's results for the year ended 31 October 2019.

The Treasurer highlighted that:

- The Club had had another year of goods result in 2019.
- A number of balance sheet items had been cleaned up in the accounts.

- Beverage sales were down considerably, largely due to the fact that the bar was not open over summer.
- Energy cost had increased.
- Maintenance expenditure had increased, in order to keep up the standard of the Club's facilities.
- A number of new systems had been implemented, which involved some cost. These included a new HR system and conversion from MYOB to Xero.
- A reasonable profit was achieved despite occupancy costs considerably increasing.
- There were no underlying issues to note.
- The Club's current cash position was currently over \$1 million.
- The Club was in a sound position going forward.

7 Election of Directors

Ian Coltman, as Company Secretary, conducted the election of Directors.

It was noted that:

- There were two Board vacancies. One arising from the retirement of James Soutter, on rotation. The other arising on the retirement of Ian Coltman.
- James Soutter had nominated for re-election.
- A Board nomination had been received from Christopher Byrne.
- Christopher was an apology for the meeting and so was unable to introduce himself personally. Eric Siewert explained that Christopher was CEO, Public Officer and Secretary for the Yarraville Club, who had valuable hospitality experience.

On a show of hands by the members, a motion was carried appointing the following as Directors of the Company:

- James Soutter; and
- Christopher Byrne

8 Special resolution

The Company Secretary moved that the Company's Constitution be amended in the manner provide in the Notice of Special Resolution attached to the Notice of AGM sent to members (Annexure B to these minutes).

The Secretary explained that the proposed amendments in general terms fell into 3 broad categories:

- Making the constitution consistent with the current state of the law;
- Tidying up the constitution and making it more contemporary;
- Reducing the number of members required for a quorum.

The Secretary advised that the Constitutional amendments had to be passed by a special resolution, being passed by at least 75% of the votes cast on the resolution.

The Secretary asked whether members would like to vote separately on any of the proposed amendments, or to vote on all of them in the one resolution. It was requested that the change to the quorum number be considered separately.

It was explained that the reason for seeking to reduce the number of members require to achieve a quorum was that there had previously been AGM's where the Company had only managed to achieve a quorum, when members had been contact and asked to attend the meeting at the last minute. It was also explained that the Club would be put to considerable expense if an AGM could not proceed because of insufficient numbers, and that the meeting would have to be postponed to later date.

Some concerns were raised about the prospect of the reduced quorum number being abused and putting members at a disadvantage if there was a "rogue Board". It was explained that the quorum number did not prevent members attending members' meetings and that if members had concerns about the Board, it was incumbent on them to attend an AGM or extraordinary meeting.

Resolution

The Secretary moved that the constitution be amended in the manner identified in the Notice of Special Resolution accompanying the Notice of AGM, with the exception of the change to the quorum number.

The resolution was passed on a show of hands by members.

Resolution

The Secretary moved that the constitution be amended in the manner identified in the Notice of Special Resolution accompanying the Notice of AGM, with the respect to a change in the number required for a quorum of members, from 30 to 20.

The resolution was passed on a show of hands by members.

9 Other business

a. Business

Eric Siewert, as General Manager, reported:

- The two new membership levels were introduced last year, with different subscription rates for full members.
- Notwithstanding the different rates, membership subscriptions were only reduced by \$14K.
- Because of the new system to restrict non-member visitation, management was able to sign up a lot more people as members.
- 69 new members were signed up in 2019, with a total of 169 members signed up in the last 4 years.
- Visitors entering the Club last year were restricted to 3 visits before they were declined entry and asked whether they wished to join.
- The Coffee Garage continues to grow and manages to pay the salaries of Eric and Pamela over the non-winter season.
- In response to questions about the 3 visits per year for non-members, it was explained that this was a position the Board had been aiming to reach for a number of years.

b. Racing

Renee Monkman-Straub reported on behalf of the Race Committee:

- Acknowledged the great job performed by Pamela in preparing the calendar during the season.



- Explained that the Race Committee was considering some changes including the start time of the races, particularly to allow Snowsport and Race Club kids to enter the SCV races.
- The Club had over 100 racers during the season.
- Expressed the Club's thanks to the races sponsors, whose support was greatly appreciated.

c. Planning

Christian Munn and Matt Hill reported on behalf of the Development Committee:

- An application for Planning Permit was made in 2018.
- Objections were received from some neighbours.
- Several changes were made to address those objections.
- The Department granted approval for the development.
- After the approval was granted, the objectors lodged an application with VCAT.
- Following a recent conference at VCAT, and with some minor concessions to the objectors, project approval was confirmed.
- It was noted that because the SCV is currently operating under a development lease, it is obliged to pursue a development on its site.
- Given the not for profit status of the Club, 100% of the profit of the development will be reinvested in the Club and improve the existing facilities.
- The Committee is still moving through feasibility of the project and sales targets.
- The land will either be developed under a sub-lease or an under-lease.
- Consideration will be given in the next few months as to how to marketing the development, with a view to commencing construction in October.
- The development was important to improving the Club and securing its future.

The meeting acknowledged that there had been considerable effort by the Committee in developing the project and obtaining the approval.

10 Meeting close

Their being no further business, the meeting was declared closed at 9:40 pm.

Signed by Chair as a true record:

President: James Soutter

Date:

Annexure A – List of proxies

	Members	Proxy Given to:
1	Amanda Athanasakos	Christian Munn
2	Craig McElvaney	Christian Munn
3	Nicole Sallabank	Christian Munn
4	Proko Athanasakos	Christian Munn
5	Emma Dean Graham	Eric Siewert
6	Max Docking	Eric Siewert
7	Peter Stiebel	Eric Siewert
8	Werner Breko	Eric Siewert
9	Andrew Ingham	James Soutter
10	Andy Evans	James Soutter
11	Corine Byrne	James Soutter
12	Damien Sandy	James Soutter
13	Gary Smith	James Soutter
14	George Coltman	James Soutter
15	Greg Winnett	James Soutter
16	Hein Madding	James Soutter
17	Hugh Coltman	James Soutter
18	Jack Kagan	James Soutter
19	Jan Levy	James Soutter
20	Louise Hansen	James Soutter
21	Lyn Lowman	James Soutter
22	Mandy Tait	James Soutter
23	Martin Soutter	James Soutter
24	Nigel Tait	James Soutter
25	Peter levy	James Soutter
26	Peter McIntyre	James Soutter
27	Prue Soutter	James Soutter
28	Ray Lopez	James Soutter
29	Richard Brearley	James Soutter
30	Richard Hansen	James Soutter
31	Richard Leder	James Soutter
32	Shirley Phillips	James Soutter
33	Sophie Batten	James Soutter
34	Suzie Batten	James Soutter
35	Thomas Abbot	Jane Abbot
36	Daniel Abbott	Jane Abbott
37	Heather Hill	Matt Hill
38	Ella Lansell	Miranda Lansell
39	Jeremy Lansell	Miranda Lansell
40	Mia Lansell	Miranda Lansell
41	Jill Henderson	Renee Monkman Straub
42	Simon Kelly	Renee Monkman Straub
43	Penelope Martyn	Simon Martyn
44	Andrew Marks	Sonia Evans
45	Anja Bjarnason	Sonia Evans

SCV Minutes of AGM



	Members	Proxy Given to:
46	Jon Bjarnason	Sonia Evans
47	Leigh Cockburn	Sonia Evans
48	Madelaine Clark	Sonia Evans
49	Olivia Clarke	Sonia Evans
50	Rina Bjarnason	Sonia Evans



Annexure B – Special Resolution

Special Resolution

That the Constitution of The Ski Club of Victoria be amended in the manner proposed as follows:

Clause 1.2 Definitions

Proposed amendment
The definition of Commission be amended as follows: “Liquor Commission” means the Victorian Commission for Gambling and Liquor Regulation.
Reasons
The term “Liquor Commission”, rather than “Commission” is used in the Constitution.

Clause 1.2 Definitions

Proposed amendment
A new definition be inserted as follows: “Guest” means a person introduced to the Company’s premises by a Member in accordance with this Constitution.
Reasons
The term guest is used in the Constitution, but is not defined. The definition is largely taken from the Liquor Control Reform Act and the term is used as required by that Act.

Clause 1.2 Definitions

Proposed amendment
A new definition be inserted as follows: “Manager” means such person as the Board appoints to manage the operations of the Company.
Reasons
The term General Manger or Manager is used in the Constitution, but is not defined.

Clause 1.2 Definitions

Proposed amendment
A new definition be inserted as follows: “Rules” means such rules as the Board may make pursuant to this Constitution.
Reasons
The term Rules is used in some of the proposed amendments. The term “by laws” is currently used in the Constitution, but is not defined. It is proposed that the provisions of the Constitution referring to by laws be amended.

Clause 2.2(i) Restricted Associate, Temporary and Summer Members

Proposed amendment
Clause 2,2(i) be amended in accordance with the following marked up changes: The General Manager may admit Restricted Associate, Temporary and Summer Members provided that the Board ratifies such admission at the next available Board Meeting. The General Manager shall use an admission procedure approved by the Board.



Reasons
The term “General Manager” is not defined in the Constitution. The term “Manager” is.

Clause 2.3(a) Subscriptions

Proposed amendment
<p>Clause 2.3(a) be amended in accordance with the following marked up changes:</p> <p style="padding-left: 40px;">Entrance fees, and subscriptions payable <u>and member benefits</u> must be determined for each category of Membership by the Board each year and the Board shall have power within categories to reasonably determine different entrance fees and subscriptions for interstate and overseas Members, absentee Members, Members married to each other (legally or de facto), families of Members, and Members within different age groups <u>and Members with different member benefits</u>. The decision of the Board in respect of categories, age groups, and marriage <u>and member benefits</u> shall be final and conclusive and the Board shall not be required to assign any reason therefor.</p>
Reasons
The amendment makes it clear that the Board may provide for different membership rates where different benefits apply to different classes of membership; for example Member and Member Plus.

Clause 2.5(a) Rules of Behaviour

Proposed amendment
<p>Clause 2.5(a) be amended in accordance with the following marked up changes:</p> <p style="padding-left: 40px;">Payment by a Member of the annual subscription shall be deemed acceptance by the Member of this Constitution and the <u>Rules</u> by laws of the Company and shall bind the Member accordingly.</p>
Reasons
The amendment is consistent with the reference to Rules rather than by-laws.

Clause 2.5 – assorted paragraphs

Proposed amendment
Paragraphs (b), (c), (d), (e), (f), (g), (h), (k), (m), (o), (p), (r), (t) and (u) of clause 2.5 be deleted.
Reasons
<p>Some of these paragraphs are inconsistent with the current state of the law. Others would be more appropriately maintained in Club rules or policies rather than a corporate constitution. For convenience the relevant paragraphs are reproduced below:</p> <p style="padding-left: 40px;">(b) Company premises shall be open to Members during such days and at such times as the Board may determine.</p> <p style="padding-left: 40px;">(c) There shall not be permitted in the Company’s licensed premises at Mount Buller more than [414] [pending confirmation from Liquor Commission] persons at any one time.</p> <p style="padding-left: 40px;">(d) The above number may be varied to such numbers that may be approved by the Liquor Commission.</p> <p style="padding-left: 40px;">(e) No liquor shall be sold or supplied to any person or Member except in accordance with the licences held by the Company under the Liquor Control Act.</p> <p style="padding-left: 40px;">(f) Persons under 18 years of age are only permitted into the licensed area according to the conditions of the Liquor Licence, or if the younger is:</p>

with a responsible adult;

having a meal;

employed by the Club but not involved in the supply of alcohol; or

taking a training program in hospitality.

(g) Persons under 18 years of age are not permitted to drink alcohol unless they are with a parent or legal guardian and having a meal.

(h) Persons under 18 years of age are not permitted to be involved with the supply of alcohol.

(k) Betting on the Company premises is strictly prohibited unless in accordance with any licence held by the Company under the Gaming Machine Control Act 1990 or the Gaming and Betting Act 1994.

(m) No meetings except for meetings authorised by this Constitution or by statute shall take place on the Company premises without the permission of the Board and no meeting shall be held to discuss any religious, political or other question of a controversial nature on the Company premises.

(o) Any member who has any operational issues or concerns about the Company shall in the first instance raise that matter with the General Manager, the Board or a member of the Board.

(p) Any member who has any non-operational issues or concerns about the Company shall in the first instance raise that matter with the Board or a member of the Board.

(r) Members shall not take away or remove from the Company premises, any newspaper, book, sporting material or other articles the property of the Company, without the permission of a Director, Secretary or the Manager.

(t) The name and address of the Company shall not be given by a Member as the Member's address or otherwise for the purpose of identification in connection with legal proceedings.

(u) Members must at all times provide to the Secretary, their current address or an address for service of notices.

Clause 2.5(i) Guests

Proposed amendment

Paragraph 2.5(i) be amended in accordance with the following marked up changes:

A visitor shall not be supplied with liquor in the Company premises unless:

- (i) a Guest ~~guest~~ in the company of a Member; or
- (ii) otherwise permitted by law ~~a person exercising reciprocal membership rights;~~
- (iii) ~~a resident guest;~~
- (iv) ~~a visitor or Temporary Member admitted under this Constitution;~~

<p>Reasons</p> <p>Paragraph (b) of Schedule 1 of the Liquor Control Reform Act, requires a Club’s rules to provide that a visitor to the club must not be supplied with liquor in the club premises unless the visitor is a guest in the company of a member of the club. Paragraphs (ii), (iii) and (iv) are not permitted circumstances in which a visitor may be served alcohol.</p>
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Clause 2.6(a)(v) Discipline of members

<p>Proposed amendment</p> <p>Paragraph 2.6(i) be amended in accordance with the following marked up changes: The Board has the power by resolution to reprimand, fine, suspend or expel any Member for any of the following conduct, proved to the Board’s satisfaction: (v) Where a Member has, in the opinion of the Board, materially infringed any of the provisions of this Constitution <u>or the Rules</u>.</p>
<p>Reasons</p> <p>A breach of the Rules should be subject to the same disciplinary procedure as a breach of the Constitution.</p>

Clause 3.5 Quorum for general meeting

<p>Proposed amendment</p> <p>Paragraph 3.5(b) be amended in accordance with the following marked up changes: Thirty <u>Twenty</u> Members attending in person or by proxy shall be a quorum</p>
<p>Reasons</p> <p>It is increasingly difficult to secure the attendance of thirty members at the AGM each year. The cost of holding the AGM is wasted if the AGM cannot proceed because a quorum is not present.</p>

Clause 5.5 Seal

<p>Proposed amendments</p> <p>The title of paragraph 5.5 be changed from “Seal” to “Execution of documents”. Paragraphs (a), (b), (c), (d) and (f) be deleted. Paragraph (e) be amended as follows:</p> <p>(e) The Company may execute a document without using a Seal if the document is signed by:</p> <p>(i) two Directors; or</p> <p>(ii) one Director and one Secretary; or</p> <p>(iii) one Director and another person appointed by the Directors for that purpose.</p>
<p>Reasons</p> <p>The company does not have or use a seal to execute documents and is unlikely to do so in the future. By having a seal the Board is responsible for its safe-keeping, which imposes an unnecessary and onerous burden on the Board. The Company currently executes documents in accordance with paragraph (e) of the Constitution. For ease of reference, the paragraphs that are intended to be deleted are reproduced below:</p> <p>(a) The Company may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words “Common Seal” are engraved.</p>



<p>(b) If the Company has a Seal the Directors shall provide for the safe custody of the Seal.</p> <p>(c) The Seal shall be used only by authority of a resolution of the Board.</p> <p>(d) The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:</p> <ul style="list-style-type: none"> (i) two Directors; or (ii) one Director and one Secretary; or (iii) one Director and another person appointed by the Directors for that purpose. <p>The signature of such persons may be affixed to the document by manual, autographic or mechanical means.</p> <p>(f) A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.</p>

Clause 5.6 By laws

Proposed amendment
<p>Replace the heading “By-Laws” with “Rules”.</p> <p>Amend clause 5.6 in accordance with the following mark ups:</p> <p style="padding-left: 40px;">The Board has power to make <u>Rules</u> bylaws concerning Membership applications, and qualification for Membership of the Company, conduct of Members when on Company premises or engaged in Company activities and any other matter which the Board believes suitable for inclusion in such <u>Rules</u> By Laws. <u>The Rules shall bind Members as though part of this Constitution.</u></p>
Reasons
<p>The Board may need to pass rules or policies of the club that bind members, in order to comply with legal requirements (such as liquor control laws) or to facilitate the smooth and efficient conduct of the club and its facilities.</p>

Clause 5.8(a) Notice

Proposed amendment
<p>Amend clause 5.8(a)(ii) in accordance with the following mark ups:</p> <p>(a) A notice may be given by the Company to any Member by:</p> <p style="padding-left: 40px;">...</p> <p>(ii) sending it to them at their address, including any email address, as shown in the Register of Members or the address supplied by him or her to the Company for the giving of notices to him or her. <u>If a Member provides the Company with an email address, the Member consents to the Company giving notices to the member (including notice of meetings of members) by email sent to the Member’s email address;</u> or</p>
Reasons
<p>Section 249J(3)(ca) of the Corporations Act allows a company to give a member a notice of a meeting of members by sending it to the member by “electronic means (if any) nominated by the member”.</p>

The amendment is proposed in order to make it clear that a Member has nominated receiving notices of meetings by email in accordance with the Act, when they provide an email address.

Clause 5.8(b)-(d) Notice

Proposed amendment

Amend clause 5.8(b)-(d) in accordance with the following mark ups:

- (b) Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice to a Member, ~~on the 5 business days~~ after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on ~~receipt by the Company of a transmission report confirming successful transmission~~ the business day after it was sent.
- (d) Where a notice is sent by email, service of the notice shall be deemed to be effected ~~24 hours after the transmission of the email~~ the business day after it was sent, unless the person transmitting the email is notified at any time that the email was undelivered or undeliverable.

Reasons

Section 249J(4) of the Corporations Act provides that notice sent by post is taken to be given 3 days after posting and that notice sent by electronic means is taken to be given the next business day. The proposed amendments will make the constitution consistent with the Corporations Act. Current Australia Post delivery times mean that 5 business days is a more conservative time frame for delivery.



Annexure C – President’s Report

Presented by James Soutter, President of the SCV, at the AGM held on 18 March 2020.

James Soutter
President