

 RANELAGH CLUB <small>MT ELIZA</small>	Annual General Meeting 27 November 2023 Agenda	Manual	Management
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Meeting	Ranelagh Club Annual General Meeting
Day/Date/Time	7pm Monday 27 November 2023
Chair	To be confirmed
Venue	Ranelagh Clubhouse, 3 Rosserdale Crescent, Mount Eliza 3930
Attendees	I Chisholm, M Fitzgerald, D Caporale, P McMenamin, A McCarthy, A Sprawling and financial members recorded on the attendance record. Returning Officer to be confirmed
Apologies	To be confirmed

Item No.	Agenda Item	Presenter
1	(a) Meeting Open (b) Welcome and introductions (c) Acknowledgement of Traditional Owners (d) Mark of Respect (e) Director Conflict of Interest (f) Confirmation of Apologies (g) Proxies (<u>Regulation 35</u> covers the appointment, use and timing for Proxies, and <u>Regulation 42.3 (b)</u> proxy forms given to the Chairperson of the meeting) (h) Quorum (<u>Regulation 37.2</u> is the presence of 20 members entitled to vote, either in person or by proxy in accordance with <u>Regulation 35</u>)	Chair
2	<p>Summary of business to be conducted at this AGM</p> <p>In accordance with <u>Regulation 31.4</u> "The ordinary business of the annual general meeting is as follows -</p> <p>(a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then;</p> <p>(b) To receive and consider -</p> <p>(i) The annual report of the Board on the activities of the Club during the preceding financial year; and</p> <p>(ii) The financial statements of the Club for the preceding financial year submitted by the Board in accordance with the Act;</p> <p>(c) To elect the members of the Board;</p> <p>(d) To confirm the proposed annual fee and/or joining fee if it differentiates by greater than 5% or CPI +2%, whichever is greater from current fees;</p> <p>(e) Appointment of auditors"</p> <p>In accordance with <u>Regulation 31.5</u> "The annual general meeting may also conduct any other business of which not less than 21 clear days' notice in writing has been given to members"</p> <p>Members, please note that due to the nature of some matters raised by members, and to provide confidence to the Club's membership base concerning the Board's response, the Board sought independent legal advice to validate all decisions/comments made and to confirm compliance with the Club's constitution and By-Laws.</p>	Chair

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3	Acceptance of Minutes of the previous Annual General Meeting 21 November 2022 Proposed: Seconded:	Chair
4	Acceptance of the Ranelagh Club Annual Report from the Board Proposed: Seconded:	Chair
5	Acceptance of the Treasurer's Report and adoption of the 2022 – 2023 Financial Statements Proposed: Seconded: Vote:	Treasurer
6	Appointment of Auditors McLean Delmo Bentleys Proposed: Seconded: Vote:	Treasurer
7	Board Resolutions a. Election of Ordinary Members. <ul style="list-style-type: none"> <u>Regulation 54.1 Election of Ordinary Members</u> states: "The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year." <u>Regulation 45 Composition and duties of Board</u> states: "The Board consists of (a) a President; and (b) two Vice-Presidents; and (c) a secretary; and (d) a Treasurer; and (e) a maximum of six other members of ordinary members (if any) elected under regulation (54)." <p>Motion: "In accordance with Regulation 45, a resolution is passed to set the number of ordinary members of the board for 2023–2024 at the maximum of six (6) to be elected under Regulation 54."</p> Proposed: Seconded: Vote:	Secretary
	b. Minimum and maximum number of members. <ul style="list-style-type: none"> <u>Regulation 7 Minimum and maximum number of members</u> states: "The Club must have at least 5 members. The number of members of the Club shall not exceed 1,500 individuals at any one time, unless and until the Club, in General Meeting determines to register an increase in the number, which may not be in excess of 5,000 individuals. The number of Associate members, including junior members shall not exceed forty per centum of the total membership." At the AGM on 30 October 2017 a resolution was passed to increase membership numbers from 1,500 to 2,000 (the most recent version of the Constitution does not currently reflect this change). 	

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	<ul style="list-style-type: none"> Membership numbers of 2,000 were reached approximately over a five (5) year period during 2022. The Board believes that, as a result of the renovations, the club has a greater capacity to service more members. The value of these additional subscription fees to the club is approximately \$84,400 (assuming 100 x family memberships at \$844 each) not including the additional revenue received throughout their annual memberships. <u>Regulation 14 Associate and Junior members</u> states: "Associate members of the Club include - (a) any members under the age of 18 years; and (b) any other category of member as determined by special resolution at a general meeting." On 29 March 2021, the Board approved a resolution to increase the "child age" from 21 to 25 years when included in a family membership. As at the end of October 2023, the Club has recorded 516 Associate and Junior members (aged to 18 years) and 112 members (aged 18 – 25 years) a total of 628. Junior/Associate/member up to age 25 representing approximately 31.4% of total memberships. The Board believes that the additional memberships will offset any future (and welcomed) anticipated growth in this category. <p>Motion: "In accordance with Regulation 7, a resolution be passed to increase the number of members at the club at any one time to 2,200, an increase of 10% on the current number."</p> <p>Proposed: Seconded: Vote:</p>	
8	Member received Special Resolutions (in accordance with 26 October 2023 Notification of AGM) <ul style="list-style-type: none"> a. Grant Haworth – see attachment to Agenda, Item 8 (a) b. Sandi Lord – see attachment to Agenda, Item 8 (b) 	Chair
9	Member received Questions (in accordance with 26 October 2023 Notification of AGM) <ul style="list-style-type: none"> a. Sandi Lord – see attachment to Agenda, Item 9 (a) b. James Foster – see attachment to Agenda, Item 9 (b) c. Gary Rowley – see attachment to Agenda, Item 9 (c) 	Chair
10	Any Other Business (in accordance with Regulation 31.5)	Chair
11	Election of Office Holders* <ul style="list-style-type: none"> President Treasurer Secretary <p>*Nominations for these positions close on 13 November and will be issued to members on 14 November 2023.</p> <p><u>Regulation 53.2</u> states: "if only one member is nominated for the position, the Chairperson of the meeting must declare that member elected to the position."</p>	Chair

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	Regulation 53.3 states: "if more than one member is nominated, a ballot must be held in accordance with regulation (55)."	
12	<p>Elections General Board* (refer Agenda Item 7 (a) for numbers)</p> <p>The following Board members remain within their two (2) year term, and therefore are not required to renominate:</p> <ul style="list-style-type: none"> • Ian Chisholm • Madison Fitzgerald • Paul McMenamin <p>The following director was appointed by the Board on 21 July 2023 and is nominating for an ordinary board member position:</p> <ul style="list-style-type: none"> • Anthony Sprawling <p>Subject to the outcome of resolution 7 (a), the Board declares vacant 4 ordinary board positions.</p> <p>*Nominations for these positions close on 13 November and will be issued to members on 14 November 2023.</p>	Elected President
13	Meeting close	Elected President
14	TBA 2024 not more than 5 months from 30 June 2024 or no later than 30 November 2024.	Elected President

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Attachment to AGM Agenda

Item No.	Proposal/Question/Other Business	Board Response
8 (a)	<p>Special Resolution: Email from Member Grant Haworth – 22 October 2023, 8:14pm</p> <p>As a former President/Commodore of both the Mt Eliza Country Club and the Canadian Bay Club I maintain this proposed change will benefit the club now and, in the future, and it will be popular and supported by members.</p> <p>Special resolution This is a special resolution to amend the current regulation under the Ranelagh Club Constitution with regards to who is eligible to be a Board member. The rationale for this amendment to the Club Constitution is to provide additional protection to the Club in the form of a safeguard to ensure Board members have had the opportunity to gain the necessary experience and grounding to understand the culture, fabric, operations, Constitution, rules and history of the Club, including developing relationships with stakeholders. This should be viewed as best practice and many similar organisations have this type of waiting or qualification period before a member can be elected or appointed to a Board or committee.</p> <p>Current Regulation “50 Who is eligible to be a Board member A member is eligible to be elected or appointed as a Board member if the member – (a) is 18 years or over; and (b) is entitled to vote at a general meeting.” Special resolution is to amend this regulation as follows: Proposed Change “50 Who is eligible to be a Board member A member is eligible to be elected or appointed as a Board member if the member— (a) is 18 years or over; and (b) has been a member continuously for at least 3 full years prior to the election or appointment; and (c) is entitled to vote at a general meeting.” Additional Information If passed it will have the impact of any incumbent or prospective new Board members being deemed ineligible to be a Board member at the AGM 2023 until the qualification requirements are met and satisfied. If so, for any incumbent Board members this resolution would meet the requirements of regulation 56 (Term of Office) pertaining to the removal of a Board member and the rights expressed in that regulation would be applicable. Best practice advice in relation to a reasonable waiting or qualification period to join the Board includes:</p> <ul style="list-style-type: none"> The waiting period for eligibility to join the board can vary depending on the club constitution and the type of membership. There is no fixed maximum waiting period, but it should be reasonable and fair for all members. Some factors that may affect the waiting period are: <ul style="list-style-type: none"> The size and nature of the club The level of responsibility and commitment required for the board position The skills and experience needed for the board role 	<p>Comments</p> <ul style="list-style-type: none"> The Board thanks Mr Haworth for his proposal. The Board has contacted the Canadian Bay Club, the Sorrento Couta Boat Club, the Mount Eliza Bowls Club, and researched online the constitutions of the Royal Yacht Club of Victoria, Hobsons Bay Yacht Club and Williamstown Sailing Club. We confirm that tenure as a member does not appear in any of these Constitutions and therefore it is not clear where this purported “best practice” comes from. In relation to the Mount Eliza Country Club (129 members), we confirm that to serve on the committee a member must have 1 full year's membership, to be an officer a member must have 2 years, and for President it is 3 years. Each club, as well as the Ranelagh Club, has a well-defined process to admit new members to the club, including member due diligence in the proposing and seconding of new members along with Board approval. The Board notes that tenure as a member does not determine the criteria for being a good Board member. There are other factors such as skills, diversity, contribution, passion for the club, reasons for wanting to be a member, etc. The Board agrees that tenure as a club member brings club history and knowledge of the club's culture over time. It is the Board's experience that longer

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	<ul style="list-style-type: none"> o The availability and diversity of potential board candidates o The legal and regulatory requirements for the club. <p>As an illustrative example the Mt Eliza Country Club (a similar but much smaller social and recreational club to the Ranelagh Club) deems a qualification requirement under s33(h) of its constitution, that reads: "No member shall be eligible for election to (the) Committee unless he has been a member of the Club for at least x calendar years" Given the size of our Club and the requisite skills and experience required, particularly with the bar and dining in-house, a 3-year waiting period is optimal. For complete transparency I declare if the special resolution is successful, it would preclude me personally for an additional year before I would meet the qualification eligibility requirements.</p>	<p>tenured members of the Board, and the Club are willing to share their experience. On the flip side the current Board has not experienced any issues in reaching out to members for background as required.</p> <ul style="list-style-type: none"> • Retrospectivity of such a decision, as suggested by Mr Haworth, if a change were to occur that meant directors must have at least 3 years membership, then whilst this would disqualify some potential Board candidates prospectively, it would not automatically render their previous decisions void. <p>Voting Recommendation</p> <ul style="list-style-type: none"> • The Board voted unanimously not to recommend this proposed resolution to the members.
8 (b)	<p>Ordinary Resolution: Email from member Sandi Lord – 29 October 2023</p> <p>For the purpose of protecting the club, the board members and members, and assisting successive boards of directors, a motion via majority vote at the AGM to further develop the club By-Laws as listed below (written in blue and the additions written in red):</p> <p>The rationale is to permanently enshrine commitments in relation to transparency, particularly with the high turnover of boards and individual board members. This addition further supports board members who whilst attending to their board duties have a constant accurate reference to the correct interpretations of the Constitution enhancing board decision making and process.</p> <p>The rationale for the addition of 6.2 Reporting, to the By-Laws and inclusion of the business plan and planned expenditure at each AGM is to communicate the documented business plan and provide an effective avenue for member consultation and facilitate a united approach to the club's immediate future. The communication of additional management reports allows members to understand in a timely manner the results of each business plan and to make informed decisions when required.</p> <p>By-Laws 6. GOVERNANCE The Board of Directors may provide for the creation of such Sub-Committees of Members of the Club for any purpose the Board of Directors may think desirable (Regulation 43). Sub-Committees will</p>	<p>Board Response</p> <ul style="list-style-type: none"> • The Board thanks Ms Lord for her Proposal. • For ease of responding, the Board notes Ms Lord's recommendations as: <ul style="list-style-type: none"> (1) establish a Compliance Subcommittee, (2) the motion to accept a Business Plan and planned capital expenditure at the AGM, and (3) the bi-annual provision of club balance sheet and P&L, and (4) the provision of club balance sheet and P&L up to the month preceding the AGM at the AGM. • (1) Regulation 43.2 Role and powers of the Board states: "The Board may – establish subcommittees consisting of members with terms of reference it considers appropriate." The Board

have such powers and functions as determined by the Board of Directors.

ADD- In particular the Board of Directors shall establish an independent Compliance Sub-Committee for the purpose of ensuring adherence to the Constitution, By-Laws, *Associated Incorporations Reform Act 2012, Corporations Act 2001* and other relevant acts for the protection of the club, its board members and members.

Following 6.1 Director's / Employee Duties

ADD- 6.2 REPORTING

(i) A motion to accept the club Business Plan and planned capital expenditure for the following year is listed as a standard agenda item at each Annual General Meeting in line with the Club's consultation policy.

(ii) Members are provided with the club balance sheet and profit & loss statement bi-annually at the end of December and June in a timely manner. At each Annual General Meeting members are further provided with the year-to-date balance sheet and profit & loss statement as at the completion of the month prior to the Annual General Meeting.

notes Ms Lord's recommendations and will consider them when it reviews the current subcommittees.

- (2) Regulation 31.4 **Annual general meetings** set out the ordinary business of the AGM.
- The Board notes that the Annual report details future objectives which illustrate possible capital expenditure for the new financial year.
- (3) The Board releases indicative bi-annual financial information to members as soon as information is at hand.
- (4) The Board notes your question and has decided to include this information this year to allay questions relating to renovation expenses for the current financial year.

Voting Recommendations

- The Board notes the suggestions made by Ms Lord and will consider these when reviewing subcommittees in the future.
- Regulation 80 Club Rules states: "The Board may establish Club Rules to support and regulate the smooth operations of the Club. The Club Rules should not be incompatible with the Constitution and Act binding on the Club."
- The Board voted unanimously not to recommend this proposed resolution as it relates to the By-Laws not the Constitution.

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9 (a)	<p>Member Question: From Sandi Lord – 29 October 2023</p> <p>Please include these in the AGM Agenda:</p> <ul style="list-style-type: none"> The management accounts include YTD monthly profit & loss statements from 1 July 2023 - 31 October 2023 Balance sheet at 31 October 2023 The current number of members The number of new member applications on the waiting list 	<p>Board Response</p> <ul style="list-style-type: none"> Please refer to Financial Report Annexure which provides the Club's indicative statement of income and balance sheet. Monthly Profit and Loss request is not necessary given the information disclosed in the Annual Financial Report and Annexure which provide the transparency needed to gain an understanding of Club's current financial position. Regarding the current number of members – please refer to the financial report Member's Guarantee of the Annual Report* that states the number of memberships as of 30 June 2023, is 1,963. The number of new member applications on the waiting list – please refer to the member section of the Annual Report* that states the number of new member applications on the waiting list as of the end of October 2023 are 122. <p>*The Annual Report 2023 – 2024 will be released to members on 14 November 2023.</p>
9 (b)	<p>Member Question: From James Foster – 31 October 2023</p> <p>This agenda item is to be included in the upcoming Annual General meeting. It should be addressed concurrently with the Treasurer's report. The purpose is for the members to gain an understanding of the current financial position of the club post the substantial capital expenditure and losses incurred due to the club closure traversing the 2023 and 2024 financial years and also the significant changes in the economic model of the club upon reopening including labour costs, increased pricing and the material reduction in dining capacity. The end of financial year 2023 financial figures will not reflect the true and current financial position of the club. To achieve this understanding the Board will need to provide the members with:</p> <ul style="list-style-type: none"> YTD monthly profit and loss statements covering the periods 1 September – 31 October 2023 (Note: The club traded at full capacity for these months) 	<p>Board Response</p> <ul style="list-style-type: none"> Please refer to Financial Report Annexure which provides the Club's interim statement of income and balance. Monthly Profit and Loss request is not necessary given the information disclosed in the Annual Financial Report and Annexure which provide the transparency needed to gain an understanding of

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	<ul style="list-style-type: none"> Balance sheet as of 31 October 2023, including cash holdings and current liabilities <p>Please note these financial documents should be provided to the members as soon as practicable prior to the scheduled 2023 AGM.</p>	<p>Club's current financial position.</p> <ul style="list-style-type: none"> Regarding your comment about a "material reduction in dining capacity" the Board has previously communicated with members that the dining capacity has not changed.
9 (c)	<p>Member Question: From Gary Rowley – 31 October 2023</p> <ul style="list-style-type: none"> Will there be a proposal to lift the membership cap at the AGM. If not, I like to suggest this be given consideration as the club isn't overcrowded in the least and I imagine the extra revenue would be very welcome. 	<p>Board Response</p> <ul style="list-style-type: none"> Please see Board resolution 7(b).