

**Annual General Meeting
27 October 2024
Agenda**

Manual	Management
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Authorised	S Hadley
Page 1 of 1	

Meeting	Ranelagh Club Annual General Meeting
Day/Date/Time	10am Sunday 27 October 2024
Chair	Ian Chisholm
Venue	Ranelagh Clubhouse, 3 Rosserdale Crescent, Mount Eliza 3930
Attendees	I Chisholm, M Fitzgerald, S Batty, P McMenamin, S Hadley, A Sprawling, N Beck, D Carrington, Ross McDonald and financial members recorded on the attendance record. Returning Officer David Rosengrave
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	Summary of business to be conducted at this AGM In accordance with <u>Regulation 31.4</u> "The ordinary business of the annual general meeting is as follows - (a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then; (b) To receive and consider - (i) The annual report of the Board on the activities of the Club during the preceding financial year; and (ii) The financial statements of the Club for the preceding financial year submitted by the Board in accordance with the Act; (c) To elect the members of the Board; (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; (e) Appointment of auditors" 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"	Chair
3	Confirmation of Minutes of previous Annual General Meeting 27 November 2023 Proposed: Seconded: Vote:	Chair
4	Receipt and consideration of the Ranelagh Club Annual Report from the Board Proposed: Seconded: Vote:	Chair
5	Receipt and consideration of the Treasurer's Report and adoption of the 2023 – 2024 Financial Statements Proposed:	Treasurer

	<p>Seconded: Vote:</p>	
6	<p>Appointment of Auditors: Shepard Webster & O'Neill Pty Ltd</p> <p>Proposed: Seconded: Vote:</p>	Treasurer
7	<p>Resolutions</p> <p>The resolutions below are ordinary, requiring a 51% majority, unless otherwise stated to be special resolutions, which require 75%.</p> <p>A. Election of Ordinary Members</p> <p>Regulation 54.1: "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."</p> <p>Regulation 45 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> <p>Motion: "In accordance with Regulation 54, the members resolve to set the number of ordinary members of the board for 2024–2025 at the maximum of six (6) per Regulation 45(e)."</p> <p>Proposed: Seconded: Vote:</p> <p>B. Joining Fees</p> <p><u>Regulation 31.4</u> states "The ordinary business of the annual general meeting is as follows –</p> <p>...</p> <p>(a) 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>For information, annual fees will be increased by 5% which does not require a resolution of the members. Financial year end CPI sat at 3.8% with wage growth at 4.1%.</p> <p>It is though proposed to increase the joining fee to \$750 per adult from the current \$500, which does require member approval.</p> <p>The rationale for the joining fee increase is twofold. Firstly, to bring it into line with commensurate club fees at similar local clubs</p> <p>Secondly, a number of major maintenance and other projects will be required at the Club as we approach 2030 including the kitchen redevelopment, deck redevelopment, beachbox and MBS replacement and tennis court resurfacing. This increase, combined with the proposed increase in membership outlined below, will help fund these much-needed works. Finally, the renovations have added significant value to the club which has attracted more new member applications. The Board unanimously feels that increasing the joining fee is justified.</p>	Secretary

The Board was keen to ensure that existing members were not unduly levied, hence the increase will be absorbed by new members, with annual fees remaining broadly in line with CPI only.

Motion:

The members confirmed the proposed annual and joining fees.

Proposed:

Seconded:

Vote:

C. Maximum number of members (special resolution)

Regulation 7 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."

Successive resolutions since 2017 have increased the maximum number from 1,500 to 2,200.

As of 30 September 2024, there were 527 Associate Members aged under 18 within this maximum currently, who are part of family and other membership categories. In order to free up memberships, it is proposed to amend the constitution by clarifying that the 2,200 cap does not apply to Associate Members. The 40% rule will remain unchanged.

Combined with the above increase to joining fees, this change will help fund the much-needed program of maintenance works at the Club and ensure that the annual fees remain reasonable. It is anticipated that this number will take several years to accrue particularly with the increased joining fee. To safeguard existing amenity, it is recommended that new members be limited to 125 per annum.

The proposed changes can be found in the draft constitution at Appendix A.

Motion:

"The members resolved to approve the changes to the maximum number of members as per the attached Constitution, with an agreed limitation of no more than 125 new (non-Associate) members per calendar year.

Proposed:

Seconded:

Vote:

In the alternative, an ordinary resolution (requiring 51%) to incrementally increase the membership under Regulation 7 to 3,000 is proposed. To safeguard existing amenity, it is recommended that new members be limited to 125 per annum.

Alternate Motion:

"In accordance with Regulation 7, the members resolved to increase the number of members at the club at any one time by up to 125 (non-Associate) members per calendar year until a maximum of 3,000 members is reached.

Proposed:

Seconded:

Vote:

D. Young Adult Members

Many family members have children who have grown up with the Club and we feel it is important that a category is created that enables members children a pathway to their own membership once they reach adulthood. Introducing the Category "Young Adults Members" for the ages of 18- 25 will encourage younger members to continue enjoying the benefits of their own membership once they have left the family membership.

Currently the children category attached to family and single plus membership includes all those aged up to 25 years of age.

The Board proposes to introduce a new membership category entitled 'Young Adult Member' which will be offered at a reduced membership subscription of 50% of the adult annual membership subscription.

Effective from 1 July 2025, the family membership will revert to include under 18's, and not under 25's.

Current members 18 and over will transition to this new category and pay the annual fee, from 1 July 2025 but not the joining fee.

New members in the 18-25 age bracket will be required to pay the reduced joining fee of \$500 and the reduced annual membership subscription fee.

Motion:

"In accordance with Regulation 14.1b), a resolution be passed to recognise that new members aged 18-25 will form a category of "Young Adult Member".

Proposed:

Seconded:

Vote:

E. Discipline Appeal (special resolution)

Following feedback from members regarding the appropriateness of the discipline process within the Constitution, it is proposed to vary the Constitution per Appendix A.

Currently, in the event that a member wishes to appeal the decision of a disciplinary subcommittee, they must convene a disciplinary appeal meeting, which can be attended by all members, at which a vote is taken on the matter. This is a relatively outdated process in disciplinary terms, and is at risk of becoming a popularity contest, rather than a values led decision.

It is proposed to vary this process and replace it with a 3-person appeal chamber, independent of the initial decision-making process. The basis for appeal would be denial of procedural fairness, error of fact, or error of law. See section 24 for further detail.

Motion:

"The members resolve to adopt the changes to the disciplinary appeal process as per the attached Constitution.

Proposed:

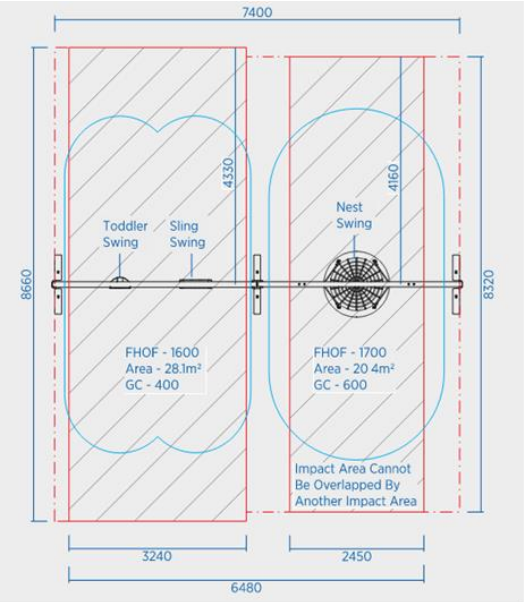
Seconded:

Vote:

9	Member received Questions	Chair
10	Any Other Business (in accordance with Regulation 31.5)	Chair
11	<p>Election of Office Holders*</p> <ul style="list-style-type: none"> • President • Treasurer • Secretary <p>*Nominations for these positions close on 8 October and will be issued to members on 15 October 2024.</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." <u>Regulation 53.3</u> states: "if more than one member is nominated, a ballot must be held in accordance with regulation (55)."</p>	Chair
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"> • Anthony Sprawling • Stephen Batty • Ross McDonald <p>The following current Board members have completed their two (2) year term, and therefore are required to renominate if they wish:</p> <ul style="list-style-type: none"> • Paul McMenamin • Madison Fitzgerald <p>The following Board members have resigned as at the date of this AGM:</p> <ul style="list-style-type: none"> • Nick Beck • David Carrington <p>The following director was appointed by the Board on 10 December 2023 and is nominating for the Acting Secretary board member position:</p> <ul style="list-style-type: none"> • Susan Hadley <p>Subject to the outcome of resolution 7 (A), the Board declares vacant X ordinary board positions.</p> <p>*Nominations for these positions close on 8 October and will be issued to members on 15 October 2024.</p>	Elected President
13	<p>Life Member Appointment</p> <p>Further to Regulation 15 of the Constitution and in recognition of over 60 years of membership and volunteer work, the Board recommends that Grant Brown be granted Life Membership. A two thirds majority of members present and voting is required to confirm the election.</p> <p>Motion: "The members resolve to grant Life Membership to Grant Brown"</p> <p>Proposed: Seconded: Vote:</p>	

14	Meeting close	Elected President
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Attachment to AGM Agenda

Item No.	Proposal/Question/Other Business	Board Response
9-(a)	<p>Member Question: Email from Member Samme Mills 26 September 2024 10.40am</p> <p>My questions are regarding the children's playground.</p> <p>1. Who is liable if the Aust Standards are not met in regard to spacing of equipment in the event of an injury in the playground? Particularly the swing zone and impact area which should be at least 2.5m not including the length for the swing ropes to be inclined by 60 degrees.</p> <p>2. Who at the Ranelagh Club ensured the Australian standards were met and maintained by the company building the playground? I am asking this question as I'm concerned there is a real risk of injury, and the club can be found negligent and responsible for costs due to the spacing requirements not being up to standard.</p>	<p>The Aust Standards will be met, we have assurances of this from the vendor to be supported by an independent safety audit.</p> <p>The formula you are referring to is 60 degrees + 2.25m or can be calculated by swing length x .87 + 2.25m.</p> <p>This is how the fall zone below is calculated and yes, the swings will comply.</p>  <p>The General Manager has been assured that the playground will be compliant and has requested an independent audit of all equipment and fall zones to confirm such.</p> <p>Compliance and Assurance: To ensure all compliance is upheld, the playground will be inspected and audited by an independent safety auditor, Play DMC. This will provide an additional layer of verification that all standards are met and maintained. We are committed to ensuring that the playground remains a safe and enjoyable space for all users.</p>

		<p>The play audit will identify any compliance issues that could potentially lead to litigation. This includes assessing fall zone and impact attenuation requirements, as well as identifying finger, neck, head, and limb entrapments, among other safety considerations.</p> <p>Upon completion, you will receive a comprehensive report that can serve as a protective measure for the club in the event of any injury-related queries. This is a standard procedure for all major developer and council park projects we undertake.</p>
	<p>Member Question: Email from Sandi Lord 7 October 2024 8:44am</p> <p>7C. <u>Maximum Number or Members</u></p> <ol style="list-style-type: none"> What is the total number of members currently? (Including associate and junior members). 2172. What is the total number of junior members currently? (Aged under 18 years). 514. What is the current percentage of junior members? 23.7% (<18) / 31.6% (<25). How many new members are currently on the waiting list? 117. What is the budgeted or expected financial return from the proposed 125 new adult member (proposed cap) joining in the various membership categories? The financial modelling forecasts an increase of \$200k+ in membership revenue for the 2025/26 membership year, on the assumption the increased joining fee is applied, and we fill the quota of 125 new adult members. This is not allowing for the extra footfall through the clubhouse that more members will ultimately bring. <p>7D. <u>Young Adult Members</u></p> <ol style="list-style-type: none"> What is the total number of members aged between 18 and 25 years currently? 173. If the members vote for the proposed change to the constitution how many family memberships will be affected, that currently have children in the 18-25 years age bracket? 96 or 11% of 872 current memberships. If the members vote for the proposed change to the constitution how many of the current 18–25-year-old members are expected to take up the Young Adult Member option and how much revenue is the board expecting from their joining and annual fees? Based on our high membership retention rate (90%+) we would expect a good number to remain as members. Regardless, the appropriate number of membership spaces will be made available to Young Adult Members. In the unlikely event all 173 18–25-year-olds took up membership, additional revenue would be \$40k+(this is captured in the figure mention in answer to 7C.5). It should also be noted that if current members which fall into this new category do not wish to take up the new membership category next year, they would remain not have to pay the increased joining fee for the following 5 years. We understand that circumstances change for school leavers with many opting to travel or study away from home. Of the family memberships effected by the proposed change to the constitution, how many will change their membership category from a family membership to a couple or single membership and what would be the resultant loss of membership fees to the club? 56 Family/Single + memberships have no children under 18. The potential loss in revenue by these memberships scaling down will likely be negated by the revenue from the uptake in Young Adult Membership. 	

7E. Disciplinary Appeal (Special Resolution)

The board is elected by the members and given all powers to operate the club, the success or not of that operation is ultimately determined by the next vote and other mechanisms built into the constitution. One of those mechanisms relates to the disciplinary process, the constitution as it stands gives all members the opportunity to hear the issue and vote on the desired outcome. I am aware that the constitution as it stands is the Consumer Affairs Victoria's current recommendation for Incorporated Association Rules. My question is, if the members vote to change the constitution, how will the members become aware of the severity of issues leading to the disciplinary action and how can each member affect the outcome and direction of the club?

Consumer Affairs Victoria's model rules (s24) require that an appeal committee be formed and vote in secret on disciplinary matters. The current Club constitution is in fact out of step with these governance principles, with the mandatory involvement of every member of the club. Quite apart from the potential for manipulation and the practical impost involved in corresponding with every member, feedback has indicated that members overwhelmingly do not want to be involved in what is often a private matter between the alleged offending member, any injured party, and the club. The proposed changes bring us back into line with the approach of Consumer Affairs Victoria which stands as best practice.

Regarding the question of how members can impact the direction of the club, we welcome any questions or concerns and have worked hard this year to listen to the membership through the annual survey and other means.

Lastly, we encourage interested members to stand for the board if they are keen to participate in strategy.