

MURRAY DOWNS GOLF AND COUNTRY CLUB LTD
Minutes of the 34th Annual General Meeting held at Murray Downs Golf and Country Club
on Tuesday May 24th 2022 at 7.30 pm.

1.0 OPENING

1.1 Present

The President, C. Hedwards occupied the chair, G. Slater, G. McNeas, R. Smith, W. Gurnett, D. Martin, J. Tucker, R. Barrow, L. Brady, J. Brereton, B. Cadd, P. Caldwell, N. Chisholm, L. Coady, P. Coady, M. Conn, R. Currie, C. Davies, S. Davis, T. Dewhurst, C. Fletcher, A. Ford, A. Gilchrist, K. Gregory, G. Hayward, V. Hedwards, J. Higgins, M. Kiley, M. Kiley, B. Lehmann, J. Mayhew, J. Mayhew, G. McCaig, C. McLean, G. McLellan, S. McLellan, D. Merritt, R. Merritt, T. Merritt, J. Monahan, I. Read, M. Roberts, S. Rovere, L. Shipsides, A. Shipsides, J. Tripodi, B. White, C. Wiseman.

Total of 50 members registered attendance.

1.2 Quorum declared.

Staff Attendees (members) G. Roberts, G. Ferguson, L. Jean, T. Dewhurst.

2.0 APOLOGIES

G. Hinton, A. Free, S. Kelly, B. Clarke, E. Brown, S. McLean, D. Hogan, D. Carmichael, L. McPhee, G. Coulter, R. O'Brien, L. Gregory.

3.0 CONFIRMATION OF MINUTES OF PREVIOUS ANNUAL GENERAL MEETING

Minutes of the 33rd Annual General Meeting held on Tuesday May 18th 2021 were tabled.

MOVED C. Wiseman, seconded D. Martin that the Minutes of the AGM held on May 18th 2021 as provided be confirmed. **CARRIED**

3.1 Business Arising Nil

4.0 PRESIDENTS REPORT

The 2021 financial year was another difficult year severely impacted by COVID with closures and restrictions. Visitation was still under pressure for members and guests due to "border bubbles", QR codes, proof of vaccination, and wearing of masks to name a few. All three venues making up our business were affected by the above restrictions, and I want to thank all our local members for supporting our three venues. As a result of significant government assistance, we have produced a profit, but it would not have been possible without the government funding. Our Treasurer, Ash Frees report will outline how this was achieved.

I would like, on behalf of the Board, to thank the following. Our staff led by our CEO Greg Roberts and his very small executive team for keeping our doors open. Unfortunately, when restrictions eased getting staff numbers back to the required level was, and still is, a problem the likes of which we have never endured before. Terry Dewhurst and his team on the ground staff have provided us with excellent facilities on the Bowling Greens and Golf Course for general play and tournaments. A new look team and operation of with Blade Hawkins and Lisa Jean the Club Professional is working well in the Pro Shop and we appreciate their efforts.

I would also like to thank the many volunteers that make up our sub committees. Gary McCaig and his team looking after the bowls section, Mick Kiley and his committee re-presenting the male golf members, working close in hand with Mag Kiley and her committee representing the lady golf members. Also, our Swan Hill Club Advisory Committee, Greg Weybury, Shane Kelly, Dallas Williams and Chris Willox.

I could not finish my report without recognising the sudden and sad passing of fellow Director, Mal Woolhouse. Our condolences were passed onto Jean and the family. Mal was Vice President and past Captain of Murray Downs Golf and Country Club. Mal's contribution to the Club, in particular to junior golf, will be sorely missed. Vale Mal Woolhouse.

Thanks to my fellow Board Members for their time and commitment, working for the benefit of Murray Downs Golf and Country Club members, guests and the Swan Hill community.

Finally, I would like to remind all members that your continued support is critical for the future of your clubs. I look forward to seeing you at one of our venues soon.

COL HEDWARDS
PRESIDENT

4.1 **MOVED** G. McNees seconded W. Gurnett that the President's Report be received.

CARRIED

5.0 **TREASURER'S REPORT**

As the Treasurer was an apology for the meeting due to COVID, the Secretary read a report from the Treasurer. It was as follows.

You can see from our annual report that the club was able to report a profit of \$1.014M for the 2021 year. While this looks very good, this profit was only possible due to the \$1.145M we were able to receive from the Governments COVID-19 incentives. These were things like the Job Keeper payments and the Cashflow boost. So obviously without the government assistance we wouldn't have been able to return a profit.

I've presented a number of stats in my Treasurers report that shows the years revenue streams were all down on the previous year and also below the pre-COVID year of 2019. This is obviously due to the restrictions in place and the troubles we've had in getting people back into our venues following the effects of the pandemic.

Our major revenue streams from gaming, catering, bar sales all had results that were 23% to 35% down on pre pandemic levels. On a slightly positive note, golf and bowls income was only marginally down from 2019. So, while the visitors to the club may have been down it was pleasing to note that the locals were out here making full use of our sporting facilities.

Hopefully you've noted on our balance sheet that we have a healthy cash position, and have been able to protect this balance throughout the pandemic. Once the pandemic first hit and lockdowns were introduced, we've had to make some difficult decisions regarding our operations and ensuring we were going to be in a healthy position post the pandemic and lockdowns to be able to return to full operations as quickly as possible. To be able to do this we've had to be diligent with where our cash has been spent.

Our capital expenditure these COVID affected years has been reduced due to the uncertainty on our operations and the uncertainties as to when we might have been open or in lockdowns. So, in many cases we would have liked to update a number of our facilities and services, but we've been very careful in doing so to ensure we've protected our cash position during the uncertain times. We have been careful in doing this and hoping that we see some certainty in our operations and be more confident in our cashflows before we undertake any significant improvements.

We were able to make a couple of significant capital purchases that will benefit the golf course now and into the future, and they should also save us money going forward. The scarifying machine and tractor removes our reliance on contractors to do the works and allows us more flexibility as to when we'd like the works done. This will allow Terry and his team to perform the works when the conditions or timing suits him best, and not when the contractor is available. We were also able to continue the upgrades to our irrigation pump systems. Completing this project not only provides us a more reliable water service but provides us a more efficient service to the golf course. So, for the golfers amongst us we can continue to enjoy the lovely surfaces we've become accustomed to.

A further item to note from our balance sheet is the level of debt we now have. Our borrowing liability is now just under \$2,000. So pretty much debt free. This puts us in a good position going forward and once we start to see our venues back to full operations; we should be in a position to take advantage of any opportunities that present. So, after what everyone knows has been a difficult two years, we've still managed to report a profit and kept our cash balances healthy.

I'd like to take this opportunity to say a special thank you to Greg and his management team for their commitment and abilities to keep the club operating through the evolving pandemic conditions and they've done an amazing job in very trying circumstances.

Ash Free
TREASURER

5.1 **MOVED** G. McLellan seconded C. Wiseman that the Treasurer's Report and Financial Statement be received.

CARRIED

6.0 **AUDITORS APPOINTMENT**

6.1 **MOVED** G. McNees seconded D. Martin that Johnson's MME be appointed auditor for the 2022/23 year.

CARRIED

7.0 DIRECTORS APPOINTMENT

An election was required for Directors positions as five nominations were received for three vacant positions. I. Read, R. Smith, B. White, C. Fletcher and J. Tripodi nominated for three Directors positions for a 3-year term. The Returning Officer declared I. Read, B. White and C. Fletcher duly elected.

Director's tenures conclude at the following times (but they are eligible to renominate)

- 2023 - C. Hedwards, G. Slater, A. Free
- 2024 - W. Gurnett, J. Tucker, D. Martin
- 2025 - I. Read, C. Fletcher, B. White

8.0 ORDINARY RESOLUTIONS

Ordinary Resolution I

The parcel of land owned by Murray Downs Golf and Country Club Limited located between the first hole and the third hole of the golf course, being the whole of the land delineated on the plan displayed below (which forms part of this Resolution) be hereby declared not to be core property, i.e. that it herby become "non-core" property of the Club pursuant to section 41j of the Registered Clubs Act.



Notes to Members on Ordinary Resolution I

Disposal of Club land

1. Under section 41j of the Registered Clubs Act ("the Act") land owned or occupied by the Club is divided into "core" and "non-core" property.
2. "Core property" is defined in section 41j of the Act as any real property owned or occupied by the Club that comprises
 - a) the licensed premises of the Club
 - b) any facility provided by the Club for the use of Club members and their guests and
 - c) any other property of the Club which is declared by the members to be core property. but does not include any land which is declared by the members not to be core property - See paragraph 5 below,
3. Non-core property is any land which is not core property.
4. The difference between core property and non-core property includes that:
 - a) core property can only be disposed of by the Club with the authority of a resolution passed by the ordinary members of the Club and then only by way of public auction or open tender; and
 - b) non-core property can be disposed of by the Board of the Club without the need for

members approval and by such methods as the Board considers appropriate such as private sale, lease, expressions of interest, etc.

5. The ordinary members of the Club can, by passing an appropriate ordinary resolution at a general meeting or Annual General Meeting, declare any core property to no longer be core property and, therefore by that declaration, that property
 - a) becomes non-core property for the purposes of section 4 IJ of the Act; and
 - b) can be disposed of by the Board without members approval.
6. For the purposes of section 4Ij of the Act, "ordinary members" means all members of the Club apart from Honorary, Temporary and Provisional members. This means that all members, apart from Honorary, Temporary, Provisional and junior members, can attend the meeting and vote on Ordinary Resolution I.
7. If Ordinary Resolution I is passed, part of the land owned by the Club as shown on the plan, will be non-core property of the Club.
8. Accordingly, if the First Ordinary Resolution is passed, the Board will be able to dispose of that land (hereafter referred to as the "Proposed Non-Core Property") by way of a lease or sale.

Lincoln Place Development

Information was provided to members prior to the meeting and a presentation made at the meeting of the planned development. If Ordinary Resolution I is approved the Club proposes to enter into a joint venture arrangement with Lincoln Place Pty Ltd for the establishment and operation of a multi staged lifestyle living development on approximately 4.5 hectares of the parcel of land declared non-core property. The club retains ownership of the land which is leased to Lincoln Place Pty Ltd for the building of approximately 90 residences in a staged development.

Possible income streams the club would receive from the development was also presented.

The members are asked to consider and if thought fit pass the resolution which is proposed as an ordinary resolution pursuant to the Corporations Act.

Procedural Matters

1. To be passed, the Ordinary Resolution must receive votes from 50% + 1 of those members eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. Only Life Members and Financial Full Members shall be eligible to vote on the Ordinary Resolutions. (all categories of membership except Junior Members are eligible to vote)
3. Under the Registered Clubs Act 1976 members who are employees of the Club are not entitled to vote on the Ordinary Resolution.
4. Proxy voting is prohibited by the Registered Clubs Act 1976.
5. Amendments (other than minor typographical correction which do not alter the substance or effect of the Resolutions) will not be permitted from the floor of the meeting.
6. If the Ordinary Resolution is passed it will take effect immediately.

The Board of the Club recommends these Ordinary Resolutions to the members.

8.1

MOVED D. Merritt, seconded G. McLellan that Ordinary Resolution I declaring the parcel of land as presented between the first and third hole as non-core property be approved. **CARRIED UNANIMOUSLY.**

9.0

Ordinary Resolution 2

That pursuant to the Registered Club Act;

- (a) The members hereby approve expenditure by the Club over the following 12 months for the following activities of Directors in their service as members of the Club's Board of Directors.
 - (i) The reasonable cost of a meal and beverage for each Director before or immediately after Raffle Duty, a Board or Committee Meeting on the day of that meeting.
 - (ii) Reasonable expenses incurred by Directors in relation to other events including entertainment of special guests of the Club and promotional activities in relation to the club for which expenses are approved by the Board before payment is made, on production of invoices, receipts or other proper documentary evidence of such expenditure.

- (b) The provision and marking out of car parking spaces for the exclusive use of Directors, and such other persons as the Directors shall from time to time approve.
- (c) The provision of a Club jacket, shirts and tie as part of the Director's uniform.
- (d) The professional development and education of directors over the following 12 months including:
 - (i) The reasonable cost of directors and their partners attending at the Registered Clubs Association Annual General Meeting.
 - (ii) The reasonable cost of directors attending seminars, trade displays and other similar Events as may be determined by the Board from time to time.
 - (iii) Reasonable costs of directors attending other Clubs throughout the state or relevant interstate venues for the purpose of observing their facilities and methods of operation as organised by the club.
- (e) The members acknowledge that the benefits in paragraphs (a), (b), (c) and (d) above are not available to members generally but only those who are Directors of the club.

Explanatory Note

Please note this resolution is required under the Registered Clubs Act 1976 and is procedural.

Procedural Matters

1. To be passed, the Ordinary Resolution must receive votes from 50% + 1 of those members eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. Only Life Members and Financial Full Members shall be eligible to vote on the Ordinary Resolutions. (all categories of membership except Junior Members are eligible to vote)
3. Under the Registered Clubs Act 1976 members who are employees of the Club are not entitled to vote on the Ordinary Resolution.
4. Proxy voting is prohibited by the Registered Clubs Act 1976.
5. Amendments (other than minor typographical correction which do not alter the substance or effect of the Resolutions) will not be permitted from the floor of the meeting.
6. If the Ordinary Resolution is passed it will take effect immediately.
The Board of the Club recommends these Ordinary Resolutions to the members.

9.1 **MOVED** M. Kiley seconded S. Davis that Ordinary Resolution 2 is approved. **CARRIED**
UNANIMOUSLY

10.0 **SPECIAL RESOLUTION I**

That the Constitution of Murray Downs Golf and Country Club Limited be amended by:

- a) **adding** to Rule 12.4 g) the words "unless determined by the Board from time to time"
- b) **deleting** Rule 15.4 d) and in lieu thereof **inserting** the following new Rule 15.4 d):
"15.4 d) Deleted",
- c) deleting from Rule 15.8 the words "and address".
- d) deleting from Rule 16.1 the words "provided that the annual subscription shall not be less than \$2.00 (excluding Goods & Services Tax)",
- e) deleting Rule 18.1 a) ii~ and in lieu thereof inserting the following new Rule 18.1 a) ii.:
"18.1 a) ii. Deleted".

The members are asked to consider and if thought fit pass the following resolution which is proposed as a special resolution pursuant to the Corporations Act.

Notes to members on Special Resolution I

1. The First Special Resolution proposes a series of amendments to the Constitution to bring it into line with the *Corporations Act Liquor Act* and *Registered Clubs Act*
2. **Paragraph 1 (e)** will allow the club to run certain promotions to attract new members and allow them to participate in certain approved promotions.
3. **Paragraph 1 (e)** deletes a provision which is no longer required. In this regard, the *Registered Clubs Act* no longer requires the occupation of an applicant to be collected on application for registered clubs.
4. **Paragraph 1 (e)** deletes a provision which is no longer required. In this regard, the *Registered Clubs Act* no longer requires the address of an applicant to be displayed on the notice board for registered clubs.
5. **Paragraph 1 (e)** deletes a provision which is no longer required. In this regard, the *Registered*

Clubs Act no longer requires the annual subscription to be a minimum of \$2.00 for registered clubs.

6. **Paragraph I (e)** deletes a provision which is no longer required. In this regard, the *Registered Clubs Act* no longer requires the occupation of an applicant to be kept on a register for registered clubs.

SPECIAL RESOLUTIONS PROCEDURAL MATTERS

1. To be passed, a Special Resolution must receive votes in favour from not less than three-quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. **Only Golf & Bowls members, Bowls members, Life members, Country members, Intermediate members, Swan Hill Club Gold members, Swan Hill Club Social members and Social members can vote on the Special Resolutions.**
3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

The Board of the Club recommends the Special Resolutions to members

10.1 MOVED K. Gregory seconded B. White that Special Resolution I is approved. **CARRIED UNANIMOUSLY**

11.0 GENERAL BUSINESS

A Presentation was made to Grant McNees who, after 9 years’ service to the Club is no longer continuing as a director, in recognition of the time, commitment and support he has given as a director. Recognition of the 27 years of dedicated service to the club by Rob Smith was given as an outgoing Director. A special presentation will be made at a later date. Acknowledgement of the passing earlier this year of Mal Woolhouse a director and vice-president was also given and his service to the club and junior golf.

The opportunity to ask questions was provided to members present at the meeting.

- On Behalf of the members, M. Kiley thanked the CEO, Directors and Ground Staff for work they had done during the past 12 months.
- A query was made on election of Board Members and whether voting could be over a longer period rather than only on the day of the AGM. This would require a change to the constitution which could be done at a Special Meeting or the next AGM if deemed appropriate.

CLOSE OF MEETING

Meeting Closed at 8.20 pm.

Confirmed..... (date)

President.....