



**HILLARYS YACHT CLUB INC. SPECIAL GENERAL MEETING
HYC HARBOUR ROOM 65 NORTHSIDE DRIVE HILLARYS
THURSDAY 30 JUNE 2022 AT 7.00PM**

Meeting opened at: 7.02pm. The Chair and Acting Commodore Mr Kerry Lewis #1507 welcomed all present.

In attendance: 76 voting members present as recorded in the register

Apologies: 2 apologies were recorded as recorded in the register

Quorum: Present (Cl 18.5; 50 required)

The Chair advised all in attendance that the process of compliance including all Notices issued in advance of the meeting were in accordance with the requirements of the Constitution.

The meeting was advised that the SGM proceedings will be conducted in accordance with the HYC Constitution, By-Laws, Policies and Horsley's Meetings Procedures, Law and Practices.

The Chair requested that when speaking during the meeting, all speakers should identify themselves and their membership number.

ORDER OF BUSINESS

1. Consideration of Notices of Motions – Q Jetty

1.1 Q Jetty Replacement

Acting Commodore Kerry Lewis #1507 advised that the rationale for the replacement of the Q jetty due to its collapse on 30 March and the Club Constitution requires member approval to spend in excess of \$250,000 on a particular project. Clause 26.2

We are seeking to increase the original dollar figure included in the original notice of the SGM.

Resolution: The Management Committee requests approval from the Members to spend up to \$1,800,000 (excl gst) for the removal of the fixed Q Jetty structure and replace it with a floating jetty.

Moved: Acting Commodore Kerry Lewis #1057

Seconded: Vice Commodore Graham Townsend #6865

The Acting Commodore advised that we are not here tonight to decide what type of jetty we will be installing or who will build it, we are just seeking approval for the funding so we can move forward. We will show the members what options are available and what

the Jetty Replacement Team has already achieved, including financing the project. We have had a number of requests from members for information, with some members listing over 30 questions and others more than a dozen. Hopefully we will be able to answer all the questions during this meeting.

Our Marina Facilities team has done a great job researching standards and requirements to replace all jetties. Leading the Q Jetty team is Graham Townsend, Vice Commodore, who is the CEO of a major engineering company. Also on the team is Jim Suffield, a past Commodore and a Director of Quality Management Technical Services who is a qualified engineer and has extensive project management skills, Rod Sweet, Rear Commodore Marina Facilities, who brings extensive experience to the team.

The Acting Commodore hands over to Graham Townsend to explain to members the background and proposed way forward.

Vice Commodore Graham Townsend provided some history from January 2021 when Management at the time put a small team together to prepare a strategic plan. Based on this strategic plan, we came away with two things, one being the rebadging of the Hillarys Yacht Club to be the Premier Club on the Coast, and to put initiatives in place to review our current jetty systems and to start putting plans in place to replace the jetties.

In March 2022, the Q Jetty collapsed and Vice Commodore Graham Townsend thanked all those who assisted on the night of the collapse. Vessels were relocated the next day, and on 30 March was deemed unsafe until further notice. The gates were locked and a ferry service was put in place. Stuart McKay, Rear Commodore Power headed up a Root Cause Analysis, to document the real cause of the jetty collapse. MP Rogers were then engaged to assess the asset and to provide a benchmark and starting point engineering-wise.

The report from MP Rogers was finalized and it was discovered that the pylons were not suitable for lateral loads and they provided a temporary repair worth \$100,000 but this meant we could not park any vessels along Q Jetty. This was deemed unacceptable. We then had Global Trade Sales (GTS) present estimates and remedial plans to a Special Management Committee meeting on 15 June. A temporary floating jetty was authorized to be installed.

A Project Management Team was then structured, and we met with the Department of Transport to ask for assistance and guidance, and to determine the requirements and timings for us to put a new jetty system in. They also advised us to create a Master Plan to include all jetty systems, so we contacted a Marina Designer, Internal Marina Consultants, to give us advice and draw up a plan, present a submission to the DoT and to prepare tender documents.

We then identified 3 lightweight floating jetties and 3 concrete floating jetties. However, we need to conform to the new standards, AS3962-2020. The General Manager and the Treasurer then met with the bank and based on the information we provided, they are willing to support the Club and offer funding.

The Management Committee have endeavored to keep the members up to date, with 12 Q Jetty Safety Updates being distributed, and they have held 3 meetings with the DoT.

Graham moved onto the way forward, how the marina designer will work on optimizing space and impact from the new standards and advised we will have two plans running in parallel one being the Master Plan and setting up to deliver the replacement for Q Jetty. The plans are to future proof the new design to conform to standards, determine vessel requirements, present the Concept Design to members for approval, gain DOT approval, with completion being 30 July 2022 at a cost of \$18,560 ex GST. The knock-on effects will be that there is a high chance that a number of pens will be lost, and pen relocation may be necessary.

The Vice Commodore then provided a timeline which included the Marina Master Plan being completed by 14 July 2022, the marina design consultant on site at HYC on 30 July 2022, DoT to provide design approval by 30 August 2022, then we will derive Tender Packages.

With regards to the Q Jetty Replacement, timeline includes the distribution of tender packages by 30 August 2022, Tender awarded by 31 September 2022, with the jetty system being installed by the end of November and services completed by 31 December. The goal would be to have vessels back into pens by 15 January 2023 (best case scenario) or 15 February 2023 (worst case scenario).

The Vice Commodore provided a summary of the resolution, that being the Management Committee requests approval from the Members to spend up to \$2,500,000 (excl GST) for the removal of the fixed Q jetty structure and replace it with a floating jetty. The funds required for the Masterplan is a separate Project.

Jim Suffield spoke to the motion. He advised that the original request for \$1.8m is not going to be sufficient to cover all costs associated with replacing Q Jetty. He proposes the revision to the motion to extend the amount from \$1.8m to \$2.5m. Although we firmly believe we can achieve this for less than \$2.5m but that will depend on the jetty that we select. And it is prudent now to spend the amount of money required to ensure the replacement jetty lasts for a long time.

Proposed: Jim Suffield #1735

Seconded: Brent Griffith #1942

Against:

Michael McMahon #5863 – we came here tonight under the belief that we were here to vote on an amount of \$1.8m. I previously submitted a list of 10 questions for the Commodore to answer - some of these questions have been answered tonight but there are some very fundamental questions that have not been answered. One of them is what is the scope of works of \$2.5m and why has the price increased. There are a lot of other questions that have not been answered. And you are asking us as members to vote on something as of now, about 2 minutes of time to consider, and there is a lot more consideration to be given to those answers and I would like to see some answers to the other questions that I have submitted. We have to know a lot more about what you are planning. What has been presented tonight is not satisfactory and he would like to move

a motion to postpone this decision.

The Acting Commodore explained that as presented at the commencement of the meeting, we are here to move a motion to increase the amount from \$1.8m to \$2.5m, not to discuss the scope, not to decide what type of jetty we will be installing or who will build it, we are just seeking approval for the funding so we can move forward. He asked for the members to put trust in the people who have the experience and knowledge to make the right decision for the benefit of the Club, in conjunction with the professional companies we will engage.

Mr McMahon advised the Acting Commodore that he had interrupted and had not finished speaking. The Acting Commodore asked Mr McMahon to sit down, as he was on the original sub-committee assisting Marina Facilities and should know the answer to the questions he was raising. Mr McMahon advised that he stepped down from the sub-committee because management was not providing the information the members are entitled to.

The Acting Commodore asked for order, and advised Mr McMahon that if he did not sit down he would be removed from the room.

For: Roric Smith #7226. Thought it was a very credible presentation and at industry standard, going through a proper process of planning and engaging the right people to move forward. He stated that we need to have faith and trust in the management team, there will be a lot of variables that we just need to accept will be a part of this process. Input costs are very tricky at present, and are likely to change, but we all need to be open-minded and move forward with the plan. He offers full support but has one question. Are we in a position to service the debt?

The Treasurer, Paul Skinner advised that we were in a position to service the debt – the plan moving forward is to convert all of the long-term lease holders to annual rentals which gives us about \$650,000 - \$700,000 on the bottom line every year moving forward. It future proofs the Club moving forward. The Bank is very supportive of that.

The Acting Commodore asked for one more speaker against.

Against – Robert Mason #7168– one change for tonight's motion is that we need an increase in money. The Master Plan by the Marina Facilities sub-committee has been worked on for some months, but the proposal has not been put to the Management Committee yet. His concern is that the type of tendering and type of product that we would like to have here was open to all manufacturers in Australia but in the last couple of days it seems to be now focused on concrete.

The Acting Commodore stated that he asked for a speaker against the motion, but this was not what Mr Mason was doing and again reiterated that we are not here to decide on what type of jetty is being installed. We just need to approve the budget of \$2.5m. The Constitution clearly states that when management want to spend more than \$250K on capital expenditure they must take the absolute maximum to the members. If it is decided to install a cheaper option, the members will have a say in that, but at the

moment the motion is whether we approve \$2.5m.

For: Martin Mileham #6157 – as previously stated, we can't go to tender without the commitment of the Club behind us. We need to trust the management team, we will receive full transparency, it will be a massive plus for the marina and will be a huge step forward. In the longer term it will be a master plan for the marina. He is strongly in favour of the motion.

The Acting Commodore advised that for a resolution to be passed, 50% of the eligible members present is required.

The Amended Resolution is: The Management Committee requests approval from the Members to spend up to \$2,500,000 (excl gst) for the removal of the fixed Q Jetty structure and replace it with a floating jetty.

Proposer: Graham Townsend Seconder: Jim Suffield

The amendment for the amended Resolution: 3 against the new motion. New motion unanimously voted in favour.

The new Resolution was then put to a vote.

All of those in favour were asked to hold up their green ticket.
All of those against were asked to hold up their red ticket.

Approval 61 for, 7 against. CARRIED

The Acting Commodore thanked everybody who has been involved in this process who contributed to us getting to where we are now with Q Jetty. In particular the Marina Facilities section and their sub committees. Also to the Root Cause Investigation team, and of course the Q Jetty Team. Also thank you to all the volunteers involved in the project to date, and thanks also to our ferry volunteers. Thanks to our Q Jetty boat holders for their patience and understanding. Thanks also to our Moorings Officer Desiree - well done on finding homes for all the boats.

The Acting Commodore reminded the members that there will be an AGM coming up in a few weeks and he looks forward to catching up with you all then.

Meeting closed at 7.52pm