



**HILLARYS YACHT CLUB INC. 35th ANNUAL GENERAL MEETING
HYC HARBOUR ROOM 65 NORTHSIDE DRIVE HILLARYS
SUNDAY 7 AUGUST 2022 AT 10.00AM**

Meeting opened at: 10.07am. The Chair and Acting Commodore Mr Kerry Lewis #1507 welcomed all present.

In attendance: 110 voting members present as recorded in the register

Apologies: 11 apologies were recorded in the register

Quorum: Present

The Chair confirmed that everyone received the minutes of the last AGM and Special General Meeting.

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 AGM proceedings will be conducted in accordance with the HYC Constitution, By-Laws and Horsley's Meetings Procedures, Law and Practices. The Chair requested that when speaking during the meeting, that all speakers should identify themselves and their membership number and that a timekeeper is in place when speaking for or against a motion.

ORDER OF BUSINESS

1. 1.1 Confirmation of the Minutes of the 2021 Annual General Meeting

Moved that the Minutes of the 34th Annual General Meeting held on 1 August 2021 be accepted as a true and accurate record.

Proposer: Jim Suffield #1735 Second: Mark Hull #4156 CARRIED

1.2 Confirmation of Minutes from the Special General Meeting 16 February 2022

Proposer: Jim Suffield #1735 Second: Deborah Childs CARRIED

Business Arising from the previous Minutes:
Nil.

2. Receive the Annual Report of the Acting Commodore

Since the introduction of the Association Incorporations Act 2015, a member of the Management Committee is required to disclose the nature and extent of any material personal interest in a matter that is being considered at a Management Committee meeting and subsequently this interest must be disclosed at the next General Meeting of the Association.

2.1 Two declarations were made during 2021/22:

At the November 2021 Management Committee meeting, Honorary Treasurer Mr Paul Skinner declared a material personal interest in a matter being considered for the supply of a workplace culture review. It was noted that Paul and his daughter had an equity interest in one of the consultancy businesses being considered to undertake the review.

Paul was absent from the meeting and therefore did not participate in discussions or vote on the matter.

At the January 2022 Management Committee meeting, Honorary Treasurer Mr Paul Skinner again declared his material personal interest in the same matter for the supply of a workplace culture review. Paul was present at the meeting however did not participate in discussion or vote on that matter.

The Acting Commodore spoke to his report which forms part of the Club's 2022 Annual Report and available for Members reference on the website.

The Acting Commodore started his Report with a reminder of what Hillarys Yacht Club is all about. He reiterated that the club is many things to many people, but primarily according to the very first clause of the Constitution under Objects of the Club: We are here for the fostering of and encouragement of sea sports with particular attention to sea sports involving family participation.

During July 2021, Hillarys Yacht Club was the top ranked Club in Australia for Discover Sailing Centres relating to participation numbers across the country with just over 1,400 courses delivered. Additionally, HYC was ranked 1st for its participation in Dinghy courses, 2nd for Keelboat courses and 6th for OutThere Sailing.

Areas covered in the report included Membership, Q Jetty and Jetty upgrades, HMLS, Master Plans, Club Boats, Volunteers, Policies and other discussions.

The Chairman thanked all of the volunteers who helped around the Club during the year.

The Acting Commodore called Vice Commodore Mark Taylor to come forward to provide an update on the Boat Committee, specifically the Alibi purchase, RIB purchase and the floating dock purchase.

Vice Commodore, Mark Taylor advised that the Boat Committee had been very active over the last 12 months. The Club needed a way of getting the RIBs in and out of the water safely, and as part of this process, the Committee talked to several suppliers about different options and costings. The Committee approached the Government regarding grants who have committed to contributing \$10,000. Fundraising events were organized which raised approximately \$5,000. We have since ordered four floating docks based on the best long-term option for the Club.

Vice Commodore, Mark Taylor advised that over many years the current RIBs have deteriorated and required replacing. The Boat Committee formed a list of requirements and approached several different suppliers for quotes. Four Stingray RIBs have been ordered as they are a very good quality boat, are easy to maintain and cost effective for the Club. They will hopefully arrive in January 2023.

Vice Commodore, Mark Taylor advised that when Ballaton Jack was lifted out of the water for inspection, corrosion and rusting was found. A full inspection was performed and it was considered unsafe and uneconomical to repair it. The Management Committee considered it essential to have a Club Boat and again looked at many different options for a replacement. A Geraldton Boat Builders boat, located in Adelaide, was deemed the best option for the Club and the purchase has recently been finalised.

The Acting Commodore called Vice Commodore Graham Townsend to come forward to provide an update on the Master Plans and Q Jetty.

Vice Commodore Graham Townsend updated the meeting regarding the Clubhouse draft master planning and advised that the Club employed Sienna Design to provide us with a concept for the

new Clubhouse, and photos were displayed to the members, which show a professional and exciting new look for the Club. This project is being considered as part of a 5-Year plan.

Vice Commodore Graham Townsend provided an update on the Q Jetty, advising the members that the Management Committee have established a draft Marina Master Plan and have had preliminary discussions with the DoT. Other Master Plans being worked on include the Aquatic Centre, HMLS, the Marina and the surrounding carpark and yard- space, which has not commenced yet. The HMLS Master Plan will include looking at the dry stack area and how we make it world class and a great investment for the Club.

The Acting Commodore's Report was Noted.

Proposer: Bob Audas #5

Seconder: Barry Garret Reed #3695

CARRIED

3. Receive the Financial Report for Year Ended 30 April 2021 by the Honorary Treasurer

The Chairman called The Honorary Treasurer to come forward to provide the Financial Report. He started by thanking everyone for coming today and advised that his presentation will be made available to all members.

The Honorary Treasurer showed his first slide which depicted the consolidated P&L's, which show a net profit of \$169,902, but a net loss of (\$69,480) after adjustments. This was then broken down into the separate areas which he explained in detail.

Question:

Tony Hanson #1014

Why services costs were included in the original auditor's accounts, but not in the Honorary Treasurer's presentation.

The Honorary Treasurer informed the meeting that the figures provided include service costs such water and electricity but was happy to discuss further with Tony at a later date.

Tony also stated that he thought the pen fees were in fact being used for a lot of the Club's expenses, and if you factored in all of the expenditure we would be running at a huge loss. The Honorary Treasurer responded by saying that the Management Committee had analysed the numbers in great detail over the last two years and were happy with the results. He also indicated that all the relevant information will be uploaded onto the Club's website for the members to go through in more detail.

The Honorary Treasurer then spoke about the Boat Lifting area, advising that the management team have had a specific focus on this part of the business and a number of changes have been implemented, including the recent promotion of Shane Bowran to Manager, and more changes will be made in the near future to improve this area of the Club.

The Honorary Treasurer then discussed Pen Fees, in particular converting long term leases to annual leases when they are due to expire. This will have a dramatic effect on the Club's financials, adding approximately \$650K pa to the bottom line in the first year. When all leases are converted over the next few years, it will add approximately \$900K pa. This is crucial for the Club moving forward financially.

The Honorary Treasurer then discussed the Q Jetty partial collapse and the impact it will have on the financials, and read to the members a letter from Warwick Martin, Senior Relationship Manager at Bankwest, which states they are supportive, and comfortable with our financial situation and are happy to continue to support the HYC.

Question:

Russell Clayton #2299

What are the indicative costs of repairing/rebuilding the Q Jetty?

The Honorary Treasurer advised the meeting that the cost could be up to \$2.5M.

Russell then stated that the income generated from the pen income over the next several years was going to be offset against long overdue maintenance moving forward.

The Honorary Treasurer stated that we had the replacement of all jetties in our 10-year budget, but we obviously needed to reassess the budget due to the collapse of Q Jetty.

Question:

Stuart McKay #3298

If we originally budgeted \$800K per jetty, have we presented revised figures to the bank?

The Honorary Treasurer advised that we had not finalized numbers for the replacement or repair of the jetties at this stage, but the 10-year budget which was set in March, includes a figure of \$1.2M which will now need to be reviewed. The current figures were the best we had at the time of setting this year's budget and forward financial forecasts.

Question:

Michael McMahon #5863

Can you advise the meeting how much the Club will be allocating to the Asset Replacement Fund on an annual basis?

The Honorary Treasurer advised that he will address this in his budget presentation.

Question:

Greg Shakeshaft #7116

Can you give us any more detail on the terms of the loan with the bank and what the interest rate is.

The Honorary Treasurer advised that we have had indicative discussions with the bank and they have given us different options regarding how to structure the loan. At this stage, we believe that if we spread the loan over 7.5 years, the interest rate will be around 5-6%.

Question:

Stephen O'Keefe #1530

What is the current amount of money owed by the Club to the bank.

The Honorary Treasurer advised the meeting that the amount is \$4.2M. Stephen then stated that therefore the debt, including the \$2.5M for the jetty repair/replacement is actually \$6.7M.

Stephen brought to the members attention the letter from the auditors which states "we draw attention to Note 1(g) to the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the Club's ability to continue as a going concern". Was the auditor aware of the \$2.5M before that was written?

The Honorary Treasurer advised the meeting that the auditor's had included a standard response in his letter to us and had not provided an 'unqualified opinion' which means they are still happy with how the Club is functioning, and that Bankwest have indicated they have every intention of renewing our loans and associated facilities.

Question:

Tony Hanson #1014

What happens if not all long-term leases are transferred to an annual lease?

The Honorary Treasurer advised that this had been previously discussed and it was agreed that transferring all leases to an annual lease is the best option to provide the Club with the financial security it required for the long term.

Question:

Des Riley #1949

With regards to the \$2.5M borrowings, could you please tell us what has now happened to the original proposal?

The Honorary Treasurer advised the meeting that the initial quote received was for \$1.8M but we soon realized that the actual cost was going to be a lot more than this, so the proposal had to be revised.

Question:

Clem Rogers #557

What is the lifespan of the new jetty going to be?

The Honorary Treasurer advised the meeting that this would depend on how much we actually spend on the replacement.

Question:

Brian Kennewell? #087

Is the current debt repayments interest only?

The Honorary Treasurer advised the meeting that the debt is being paid in full. He advised that we had received a 'debt reduction holiday' over the last 2 years due to COVID, but it will recommence during the coming year and we will start drawing down on the current loan in December 2022.

Question:

Brian Kennewell #087

With what is happening currently with Q Jetty, this is also going to happen to N and P, so what are the plans going forward?

The Honorary Treasurer advised the meeting that this would be addressed later in his budget report.

Question:

Brian Kennewell #087

Suggested that it was not good for the Club to be going into the recession with this amount of debt – there was a sinking fund developed years ago – where is this money now, and why hasn't it been spent on the required maintenance? How are we going to fund all of the issues that need addressing?

The Honorary Treasurer advised the meeting that a huge amount of time had been spent on this by a lot of people. The Club would not be borrowing money unless we knew we could repay the loans. This is why we need the money from the pens every year as discussed previously. He also stated that he was happy to discuss this with Brian further after the meeting.

Question:

Louise Harvey #8054

If Q Jetty is going to cost \$2.5M, and the other jetties are in a bad state of disrepair, is this going to cost another \$10-15M to replace them all? What is in the Fixed Asset Replacement Fund and is it enough to cover the costs?

The Honorary Treasurer advised the meeting that this will be covered in his budget report later in the presentation, although he did advise that the Club's Capital Expenditure Budget was approximately \$465K and this would be transferred into the Asset Replacement Fund after the next Management Committee meeting. He advised that the money goes into this account as per the requirements of the Constitution.

Question:

Tony Hanson (#1014)

Tony suggested that we should not have to do a Capital Expenditure budget every year.

The Honorary Treasurer advised that it is in the Constitution. He also advised that the cost of the new boat was covered in the CAPEX budget under "currently substituted for Club Boat (BJ) replacement (CAPEX) with an amount of \$150,292.

The Honorary Treasurers Report was noted.

Proposer: Ian Patterson #1080

Seconder: Chris Whitehead #3241

CARRIED

4. Receive the Auditor's Report for the Year Ended 30 April 2022

The Chairman asked to receive the Auditor's Report for the year ended 30 April 2022 and asked for a show of hands – only two people against the report.

Proposer: Brent Griffith #1942

Seconder: Jim Suffield #1735

CARRIED

5. Receive and Endorse the Proposed Budget for 2022/2023

The Chairman called The Honorary Treasurer to come forward to provide the Proposed Budget Report for 2022/2023.

The Honorary Treasurer advised the meeting that the budget was put together in the months leading up to April and a lot of things have changed since then.

The Honorary Treasurer spoke to the membership growth projections in the budget and advised that we have several strategies and initiatives in place to ensure the Club's growth, which will be formally announced soon, but strategies currently in place include Perth Now advertising (digital and print), flyer drops, social media, paid advertising, Inhouse Communications, Event Marketing (eg: Harbour Classic), External Placement.

The Honorary Treasurer also stated that the reduction in Q Jetty income is minimal in the current financial year, and Management are in discussions with the DoT on how they will be assisting us. He advised the meeting that the effect of this debt on this financial year was minimal, with the estimated interest expense being only \$43,749.

Question:

Michael McMahon (#5863)

Said that figures need to be better itemized. Asked what the amount of the Asset Sinking Fund for future years is and is Management going to reintroduce the goodwill provision on the lifters when taking out the \$1.5M.

The Honorary Treasurer advised that the Goodwill was written off last year, and once it has been written off, it is not reinstated. Under accounting standards goodwill is not simply reinstated if the business starts making money again. Mr McMahon stated that the budget seems to be a can of worms and asked why it cannot be separated into the 3 main areas – Lifters, Marina, Clubhouse. The Honorary Treasurer stated that it is depicted this way, but if Mr McMahon required it broken down even more, this could be looked at for him.

Question:

Michael McMahon (#5863)

When are we going to see a reflection of the Asset Management Plan in the budget?

The Honorary Treasurer advised that this needed to be discussed further and explained.

At this point, the Chairman addressed the meeting, asking if the members wished for Mr McMahon to continue with this line of questioning. As only 7 members raised their hands, the overwhelming response was to end the questioning.

Question:

Frank Ando (#1790)

Frank asked whether it was possible to see a figure for the next 12 months regarding the 75% Nomination Fee Discount.

The Treasurer revisited the Membership information from earlier in the presentation and repeated these figures and advised that it was decided to re-introduce full nomination fees as the previous discounting had achieved its desired effect.

Question:

Stuart McKay (#3298)

He is concerned that what happened with the Q Jetty is going to happen to the others. Are inspections going to happen on all of the jetties and an ongoing maintenance plan put together? The Honorary Treasurer announced that the other jetties would be assessed as soon as possible, which will involve doing the inspections and then setting up an ongoing maintenance program – we will be inspecting these facilities on an ongoing basis.

Tony Sheehan #1589

Did you say that we are looking at reducing the nomination fee again?

The Honorary Treasurer stated that we are reinstating the nomination fee as per the Constitution requirements.

The Chairman asked to receive and endorse the Proposed Budget for the year ended 2022/2023 and asked for a show of hands – 8 people not in favour.

Proposer: Jim Suffield #1735

Seconder: Marshall Fox #85

CARRIED

6, Receive the annual report of the Constitutional Compliance Committee

The Chairman called the Chairman of the CCC, Mr Brent Griffith, to come forward to provide the report.

It was unanimously accepted at the 2021 AGM to restructure the Management Committee of the Hillarys Yacht Club. This motion was intended to further strengthen the Management Committee, it in no way suggested that the current Management Committee were or are not doing their job well.

Complaints received: During the year, the CCC received correspondence from 3 different members outlining their concerns that the management committee had breached the terms of the Constitution. The CCC's investigations determined that the management committee had not breached the Constitution and had acted in the best interests of the members.

The CCC reviewed the Agenda of the 2020/21 AGM and supporting papers. On review, we noted that the information supplied in the agenda supporting members standing for election or re-election fell far short of that supplied in previous years. The CCC therefore advised the Commodore of the day that even though 7.2.2 and 17.4 of the Constitution may have been met, given the events that the club and its members have endured in recent years we considered that in the interest of transparency the members should be provided with more or at least the equivalent information on nominees as that traditionally provided, not less. The outcome was that members were supplied all the information on nominees that has traditionally been published.

Casual vacancies. Not long after the 2021 AGM, the Commodore resigned his position. Kerry Lewis was seconded by management committee to fill the role of acting commodore after resigning his position from the CCC which in turn had a flow on effect for a casual vacancy within the CCC. Barry Garratt-Reed was appointed by the Management Committee to fill the vacancy.

Social Media. In March 2022 the Management Committee sought advice from the CCC on whether or not a member had contravened the Clubs Constitution and rules by posting negative

comments about the Clubs activities on social media forums. The findings found that the posts did bring the Club into disrepute, opening the member up to a claim of misconduct.

The CCC has been advising the Commodore and the Management Committee on the resolutions and extensive changes to the Constitution brought about by the Special General Meeting in February 2022.

Mr Griffith thanked the members of the CCC for the time and dedication given to the matters mentioned in this report.

The Chairman asked to receive the annual report of the Constitutional Compliance Committee.

Called for a show of hands – majority in favour.

Proposer: Julie Skinner #1055 Seconder: Rod Sweet #1906 CARRIED

7. Election of the Executive Committee

There being only a single nomination for the Executive position of Commodore and as such Kerry Lewis was elected unopposed.

Commodore: Kerry Lewis #1507

There being two nominations for the two positions of Vice Commodore and as such Mark Taylor and Graham Townsend were elected unopposed.

Vice Commodore: Mark Taylor #7099

Vice Commodore: Graham Townsend #6865

There being only a single nomination for the Executive position of Treasurer and as such Paul Skinner was elected unopposed.

Treasurer: Paul Skinner #1055

There being only a single nomination for the Independent Executive Member and as such Deborah Childs was elected unopposed.

Independent Executive Member: Deborah Childs #9216

The Commodore thanked the Vice Commodores for the enormous amount of time they have put in. He also thanked the Treasurer for his time and dedication in dissecting the financials for this AGM. He then thanked Deborah for her time.

Motion: That the Executive Committee nominations for the 2021/22 year be accepted

Proposer: Barry Garratt-Reed #3695 Seconder: Jim Suffield #1735

8. Endorsement of Section nominations for Rear Commodores for 2022/23

Angling Bill McPherson #1260

Dive Paul Harris #6563

Marina Facilities: Rod Sweet #1906

Power: Stuart McKay #3298

Sailing: Marshall Fox #0085

Motion: That the Section nominations for Rear Commodore for the 2022/23 year be endorsed.

Proposer: Michael McMahon #5863 Seconder: Tony Sheehan #1589 CARRIED

The Commodore thanked the outgoing Rear Commodores for 2021/22 and presented them with a gift:

Power: Bill Barclay #1480
Angling: Allan McDiarmid #7106 (absent)
Dive: Brian Meade #442

9. Endorse the election of Patron and Vice Patron for 2022/23

Motion: That Caitlin Collins MLA Member for Hillarys be appointed as Club Patron for the 2022/23 year and that Albert Jacob City of Joondalup Mayor and Ian Goodenough Federal Member for Moore both be appointed as Vice Patrons for the 2022/23 year.

Proposer Jim Suffield #1735 Seconder: Michael McMahon #5863 CARRIED

10. To endorse the Management Committee's appointment of Auditor for 2022/23

Motion: To endorse the Management Committees appointment of the Auditor for 2022/23 being Criterion Audit .

Proposer: Tony Sheehan #1589 Seconder: Julie Skinner #1055 CARRIED

11. Election of Constitutional Compliance Officer for 2022/23

Constitutional Compliance Officer: Barry Garratt-Reed #3695

Proposer: Graham Townsend #6865 Seconder: Bill McPherson #1260 CARRIED

12. Consideration of Notices of Motions

12.1 Constitution Amendment Clause 7.2.1 – Special Resolution Election

Proposer: Kerry Lewis #1014

Seconder: Graham Townsend #6865

Proposed new Clause 7.2.1

Any eligible member of the Club as defined in clauses 5.1 to 5.15 may be nominated for the position of Flag officer, Honorary Treasurer, Constitutional Compliance Officer or Independent Executive Committee Member, provided that in the case of Commodore the member has served at least six months on the Management Committee during the three financial years immediately prior to the date of election, and in the case of a Constitutional Compliance Officer the member does not hold or relinquishes any position on the Executive or Management Committee prior to taking up office as a Constitutional Compliance Officer.

VOTE: The Special Resolution was put to a vote CARRIED

12.2 Constitution Amendment Clause 5.20.1 b) – Special Resolution Discipline Protocol Committee

Proposer: Kerry Lewis #1014

Secunder: Graham Townsend #6865

Proposed New Clause 5.20.1 b)

The conduct of a member or the guest of a member, which in the opinion of the Management Committee was unbecoming of a member or the guest of a member, prejudicial to the best interests of the Club, or calculated in any manner or likely to impair or affect the enjoyment of the Club by other members, the Management Committee may refer such complaint to a Protocol Committee convened for the purpose of first enquiring into such complaint, then hearing the matter and making its decision in accordance with the provisions of clause 5.20.6. In respect of a complaint against the guest of a member, any action taken by the Protocol Committee shall be against the member who introduced the guest to the club.

VOTE: The Special Resolution was put to a vote

CARRIED

- 12.3 The Commodore advised agenda items 12.3 and 12.6 are two motions on the same item, and there is a distinct possibility that the outcome of one of those motions will affect the second motion. Therefore I will treat this as a counter motion and foreshadowing the second motion agenda item 12.6, as per Horselys rules. What this means is that we can either debate both items simultaneously or debate them one at a time.

The Chairman announced that to debate them simultaneously becomes clumsy and therefore the Chairman has decided to debate them one at a time. If the first motion is passed by the 75% majority required, then the second motion becomes unnecessary and will be withdrawn permanently. If the first motion doesn't get 75% of the required vote, then the second motion will be put forward and debated.

The Chairman called on the members present, to vote on which motion should be dealt with first. It was then voted as to which resolution would be read first. 18 voted for 12.6, and a minimum of 23 members voted in favour of 12.3 being read first. Therefore, Agenda item 12.3 would be dealt with first.

Constitution Amendment Clause 5.19.1 – Special Resolution Member Access to Records

Proposer: Kerry Lewis #1014

Secunder: Deborah Childs #9216

Proposed New Clause 5.19.1

Upon written application to the Commodore, a Member may inspect without charge, specific documents and records of Hillarys Yacht Club in accordance with provision of information and terms as defined by the Associations Incorporation Act 2015 or subsequent revisions of the Act, at a time agreed by the General Manager.

As background the Commodore advised that there is an existing clause in the Constitution which basically is the same as the proposed motion but the clause doesn't make reference to the items permitted to be accessed by members as defined by the Associations Incorporations Act. There has been so much confusion over the member rights to get access to documents, and the clause aims to now reference the Act and abide by its requirements.

The Commodore spoke for Motion 12.3 to reiterate the Clause is aimed at adhering to the requirements of the Associations Incorporations Act as the Act is specific on what a Members rights are in regards to access to certain types of records. The types of records able to be accessed and in what manner, as per the Act were noted.

To his knowledge, no member had been declined the right to access records however the right was for inspection, but not to take copies of certain documents. Similarly, a

member had recently been provided a copy of the membership register as permitted under the Act.

As an example, it was noted that recently a Member had requested a copy of the Head Lease so he could take a copy to his mate the Premier so that the Premier could do something about it. This member was not authorized in anyway to be acting on behalf of the Club and had no details of discussions and correspondence underway with DoT and our Local Member of Parliament. This Member was given the right to inspect the document (but not copy) and spent 3 hours at the Club inspecting the document. No telling what would have happened with Managements discussions with DoT if someone from higher up tried to force pressure on DoT.

The Chairman then asked for speakers against 12.3. Loraine Brindle #8157 spoke against the motion, particularly the wording of the Motion and was mostly concerned only about the transparency of the constitution and the Club in the future. Ms Brindle quoted from a widely used reference "Principles of Constitutional Design", published in 2006. Ms Brindle made the point that at no point is she accusing or casting aspersions on current Management that its powers have been abused or corrupted in anyway, but a lack of transparency risks a controlling management style for our future and resultant non-inclusiveness encourages passivity among members. The Motion aims to be more precise about what records of the association that a member has a right or not, to access.

Called for anyone to speak for the motion: Nil

Called for anyone to speak against the motion: Tony Hanson #1014,

Firstly Mr Hanson noted that he is a retired Naval Officer and is a personal friend of the State Premier, Mark McGowan but what the Commodore says is a bald faced lie. I have not taken or told I would take any documents or discuss with the Premier. I have indicated that I do know the Premier but have not made any moves whatsoever to make contact him about any Club Members.

Mr Hanson started by advising that the members are frequently urged to trust the Management Committee but without transparency there can be no trust. This clause put forward by Kerry Lewis fails the transparency test because it aims to obfuscate and limited the ability for members to inspect club records and documents. Absence of transparency creates mistrust, and secrecy breeds corruption. The Act provides Members with the right to inspect any records and documents as per Schedule 1 of the Act. The Act leaves it to the Members and the Constitution to specify what records and documents can be inspected.

As a right of reply, Mr Lewis states it's not often he gets accused in public of being a liar and reiterated that he did not lie when putting forward the case for the new clause 5.19.1 and advised the meeting that he had proof of the information he has provided, and secondly nobody, to his knowledge, has ever been refused access to documents.

The Chairman asked for a show of hands for members in favour of the Motion 12.3:
59% (required 75%):

DEFEATED

The Chairman asked Laraine Brindle #8157 to come forward to speak for the Motion 12.6.

- 12.6 Constitution Amendment Clause 5.19 – Special Resolution
Proposer: Laraine Brindle #8157
Seconder: Tony Hanson #1014

Proposed New Clause 5.19.1

5.19.1 Upon written application to the Commodore, a member may inspect without charge, any records or documents of the Club, other than those that are excluded under Privacy or other Legislation. The appointed time for inspection shall be agreed to with the General Manager (GM), but no later than two weeks after making the request unless by mutual agreement between both the GM and the member.

5.19.2 Prior to inspection of the Club records or documents, the General Manager (GM) may require the member to sign a declaration stating that the purpose for inspection is in relation to Club matters and is not for commercial, religious, political or any other purpose that may infringe upon the rights of other members.

5.19.3 The member inspecting Club records or documents may make a copy of the records or documents but may not remove the records or documents from Club premises for that purpose or for any other purpose.

5.19.4 To remove doubt as to the member's right to inspect Club records or documents, the requirement to make written application to the Commodore is a courtesy for the purpose of informing the Commodore and is not to be construed as the Commodore having the authority to refuse the application other than for those records or documents that are excluded under Privacy or other Legislation.

5.19.5 It is insufficient to reject an application on the grounds of the potential for breach of Legislation without provision of evidence by the Commodore or Club Management to the applicant member that inspection by the applicant member of the requested records or documents would breach Legislation.

Lorraine Brindle advised the last few years at the Club had been extremely tumultuous and even more than just COVID to deal with. During times of stress any relationship is tested and cracks open, and best way to deal with strong relations is to maintain open, honest and transparent channels of communication and willingness to share information, and for those 'at the helm' to expect, at times, that there will be suspicion and scrutiny of their actions. The opposite to transparency is secrecy and this fuels the fire of suspicion and discontent and it cannot be denied that there is a growing discontent amongst some members of this club as management decisions over the past number of years have been brought to a head of the recent collapse of Q Jetty and the lack of funds available for its repair or replacement. There needs to be an ability for members to access records of this club to keep transparency and the Commodore shouldn't be able to deny any such access as can occur with the current clause in the Constitution.

The Chairman asked for anyone to speak against the motion: Nil

Called for anyone to speak for the motion: Tony Sheehan #1589. Mr Sheehan has a problem with the proposed clause 5.19.3 where anyone can take a copy, but if we can amend this particular clause he would support it. Mr Sheehan just doesn't like the thought of anybody coming in and taking copies of documents and doing what they like with them.

It was noted that we cannot amend a Special Resolution without due Notice being issued.

The Chairman asked for a show of hands for members in favour of the Motion 12.6:
29% (required 75%)

DEFEATED

Question: Vernon Cook #1462

Some members were not sure whether Tony Sheehan's amendment had been accepted. The Chairman advised that it had not been.

12.4 Constitution Amendment Management Restructure – Special Resolution

Proposer: Jim Suffield #1735

Secunder: Kerry Lewis #1507

Special Resolution: To be passed by a three quarters majority of the Members present and entitled to vote to:

Replace the current Management and Executive Committees, with a new Management and Flag Officer Committee, and the numerous Constitution clause additions, deletions and amendments.

The Chairman advised he wasn't going to get Jim Suffield up to present this, as the matter had been discussed last week at the AGM briefing night. The Chairman asked the members if they want to get speakers for and against the motion and it was agreed to put the matter straight to the vote.

The voting was underway, but as votes were counted, it was brought to the attention of the Chairman, that a number of voting members who originally arrived at the AGM, had since left, and therefore is now affecting the counting requirements to consider the Motions being presented.

The Chairmans asked for those who are present and eligible to vote for a show of hands:

Against: 2

For: 76

CARRIED

Maree Lewis #1507 asked about the former motions and that a lot of people have left the meeting and concerned that the previous motions results and the counts may be invalid.

The Chairman advised that the there was a large discrepancy between the votes in favour of both items 12.3 and 12.6, and given that both failed, the Chair agreed to accept the original results and that the Constitution clause relating to both these motions should remain unchanged.

Rob James #1153 questioned that the number of members have been counted for and against the current motion 12.4, but others left for the previous motions.

It was agreed to recount the for and against for both motions 12.3 and 12.6.

The Chairmans asked for those who are present and eligible to vote for a show of hands on agenda item 12.3:

Against: 25

For: 51 as originally voted

DEFEATED

The Chairmans asked for those who are present and eligible to vote for a show of hands on agenda item 12.6:

Against: greater than 28

For: 28 as originally voted

DEFEATED

12.5 Election of New Management Committee

Given that the Special Resolution at Agenda Item 12.4 was approved, the following nominations have been received for the 5 positions on the new Management Committee and the election of the Independent Executive Member is deemed null and void.

Nominees:

Deborah Childs #9216
Martin Mileham #6157
Ian Patterson #1080
Des Riley #1949
Jim Suffield #1735
Jon Tomkins #5927

Voting slips were explained and each nominee received 2 minutes to present their case for election. Marshall Fox acted as timekeeper. Life Member Rob Sweet #2321 acted as scrutineer to oversee the voting process.

Members were then asked to cast their votes. After the votes were counted, the following members were elected:

Deborah Childs #9216
Martin Mileham #6157
Ian Patterson #1080
Des Riley #1949
Jon Tomkins #5927

Agenda item 12.6 dealt with above at 12.3

12.7 Constitution Addition New Clause 6.12 – Special Resolution

Proposer: Tony Hanson #1014

Seconder: Louise Harvey #8054

A Special Resolution to be passed by a three quarters majority of the Members present and entitled to vote to add Clause 6.12:

Proposed New Clause 6.12

The scale of fees for annual rent of Club Boat Pens shall be determined by the Management Committee, provided that the same shall not be increased in any one year by more than the greater of, the Consumer Price Index for Perth or the Club Utility Index, without the approval of the majority of members at an Annual General Meeting or a Special General Meeting.

The Chairman called the Proposer Mr Tony Hanson to speak to Motion.

The proposed clause aims to simply bring in line the same procedure that applies to the setting of annual subscriptions, to the setting of pen fees. New members might not be aware that the Club foundation increases were limited to no more than cpi increase on membership fees because founding members didn't trust club management to live within their means and potentially treat members as cash cows as management overspent. The same restriction wasn't applied to pen fees at the time because there

were no pens when the club was formed. As such, Pens have since been seen as cash cows to raise revenue as Management have failed to limit their spending, over borrowing or over spending. The Club needs to stop treating pen holders as cash cows and this motion aims to limit Management from targeting pen holders for club funds as a result of their poor Management.

Brent Griffiths #1942 raised a point of order. As chairman of the CCC, the way this clause is written, it could be interpreted two ways: Is it "Club Boat" pens, or is it Club pens for all boats? If this motion becomes part of the Constitution, it could potentially be misinterpreted in the future.

Clarification from the Proposer: The pens that are owned by the Club.

The Chairman asked for speakers against the Motion: The Chairman spoke against the Motion due to the lack of knowledge being presented. CPI this year was 5.7% and CUI was around 17%, so you are giving Management Committee authority to increase your Pen fees by 17%.

Eric Black #1973 stated that as the Chairman's comment about CUI increasing by 17%, why did his pen fees increase by 26.8%. The Chairman's stated that his did also, and we are tied to the requirements of the Lease with the DoT in setting Pen fees.

The Honorary Treasurer stated that the reality is that what we charge for pens must align with what the DoT charge for theirs as per the terms of the current Lease. We are a business, and the pens are a major source of income and this motion should not be carried.

Mr Hanson right of reply: Wanted to clarify that this motion is for the 'amount' the fees can be increased, not that they have to be increased.

Chairman asked for a show of hands.

VOTE:

For: 11

Against: Majority

DEFEATED

12.8 Motion – HYC Headlease – Anticompetition Terms

Proposer: Tony Hanson #1014

Secunder: Louise Harvey #8054

Motion:

A Resolution to be passed by a majority of the Members present and entitled to vote to:

The motion is in two parts; part (a) and part (b):

- a) The members of HYC propose that Club Management research records and produce contractual evidence for members that the current Lease agreement/s that HYC has with the Department of Transport (DoT) requires that HYC not charge lesser Fees for comparable Boat Pen sizes than those levied by the DoT.

If firm evidence cannot be provided, then members anticipate that Club Management will be able to provide a satisfactory explanation why a 1988 Lease agreement was apparently used as a justification for disproportionate increases in Pen fees for the current Club Financial year. It is proposed that the results of Management research, enquiries and explanations if required, will be reported to

Members via our Club's 'Weekly Balaton' publication no later than 30 September 2022.

- b) If there is contractual evidence that HYC may not charge lesser for Pen fees than the fees charged by DoT, then HYC members propose that Club Management take vigorous and energetic steps to overturn the requirement.

The Chairman advised that Management have and continue to be meeting and corresponding with DoT on this matter.

Mr Hanson requested to speak to the Motion. His recollection of the letter that was read out earlier, is that it does not actually limit what HYC can charge, it indicates the desire that HYC would charge the same as DOT and provides some justification. Is the letter from the DoT going to be published on the HYC website? And why it hasn't already been published? Asked if the Management of HYC had misled the members.

The Chairman spoke against the Motion. Our solicitors have advised us that our contract is legal and the letter will be published with other AGM papers.

VOTE:

For: 5

Against: Majority

DEFEATED

13. Presentation of Best Club Member and Sportsperson(s) of the year awards.

Trophies were presented to:

Junior Sportsperson of the Year:	Mr Bradley Dick
Senior Sportsperson of the Year:	Mr Wayne Pitcher
Best Club Member 2022:	Mr Bill McPherson

14. General Business

Tony Sheehan #1589: The last point on the agenda today is to discuss Membership fees. What are the subscription fees for the coming year? The Chairman advised there were no further agenda items and confirmed that 5.7% CPI had been applied to the 2022/23 subscriptions in conjunction with the rules of the constitution.

The Chairman advised that there was a Special Management Committee being held Monday 8 August to discuss the Jetty Master Plan.

The Chairman thanked the Members and called the meeting closed and invited Members to the bar for refreshments.

Meeting closed at 1.47pm.