



MANLY LAWN TENNIS CLUB LIMITED
MINUTES OF THE 51st ANNUAL GENERAL MEETING
Held on Saturday 25th November, 2023

Craig Withell the Club President declared the meeting open at 3.30pm.
He welcomed all those present and confirmed everyone had signed the attendance record.

Apologies: Peter Roberts, Lisa Green, Warren Green, Sally Hay, Ian Bates

Attendees:

- | | |
|-------------------------|-------------------------|
| 1. Aidan Gillies | 31. Marina Quigley |
| 2. Andrew Longfellow | 32. Melinda Gray |
| 3. Bede Kirwan | 33. Michael Jamieson |
| 4. Carmela Blackburn | 34. Mike Beesley |
| 5. Carolina Pena y Lilo | 35. Milton da Rocha |
| 6. Caroline Bhaguandas | 36. Narelle Kinsey |
| 7. Christine Thompson | 37. Pamela Lloyd Muir |
| 8. Craig Withell | 38. Peter Quigley |
| 9. Daniel Glynn | 39. Quinton Phillips |
| 10. Daniel Rodrigues | 40. Ray Dummett |
| 11. Danielle Crews | 41. Remi Roques |
| 12. David Gray | 42. Richard Goulding |
| 13. Denis Crowley | 43. Richard Steeds |
| 14. Fernando Alves | 44. Robert Hill |
| 15. Frank Bannon | 45. Robert Muir |
| 16. Gavin McVean | 46. Ron Jeffs |
| 17. Geoff Dunstan | 47. Ruth Jarvis |
| 18. Harvey Romeike | 48. Sarah Bunting |
| 19. Howard Smith | 49. Scott Blackburn |
| 20. Isaac Kensell | 50. Shelley Parsons |
| 21. James Graham | 51. Sisir Das |
| 22. John Swanson | 52. Sofie Sullivan |
| 23. Jon Corney | 53. Stephane Fontes |
| 24. Julia Gunn | 54. Stu Charlton |
| 25. Kate Platter | 55. Suellen Taylor |
| 26. Kirsten Bruce | 56. Tim Muir |
| 27. Krista Oates | 57. Tony Hamilton |
| 28. Larry Kirwan | 58. Virginia Longfellow |
| 29. Lindy Meakins | 59. Viviane Romeike |
| 30. Liz Lim | |

ACCEPTANCE OF THE MINUTES OF THE 50th AGM HELD 12th NOVEMBER 2022.

A motion was moved:

“That the Minutes of the AGM held on 12th November 2022 be accepted as a true and correct record of that meeting”.

Moved: David Gray

Seconded: Ray Dummett

Motion passed.

ACCEPTANCE OF THE MINUTES OF THE EGM HELD 23rd SEPTEMBER 2023.

A motion was moved:

“That the Minutes of the EGM held on 23rd September 2023 be accepted as a true and correct record of that meeting”.

Moved: Quinton Phillips

Seconded: Ray Dummett

Motion passed.

President’s report

The President reiterated what was in his report.

He thanked all the committee members and selectors for the time and effort they put into the running of our club.

The President especially thanked Denis Crowley who will be leaving the Committee this year for his strong contribution as Club Captain.

Secretary’s Report

The Secretary’s report is contained in the Annual Report, no questions.

Treasurer’s Report

The Treasurer reiterated what was in her report. She said we are in good financial standing and asked if there were any questions on financial statements.

Q: Where do we stand with our lease?

A: It is a Perpetual lease and nothing has changed.

Club Captain's Report

The Club Captain's report is contained in the annual report, no questions.

The President then moved the motion:

"That the meeting adopt the 51st Annual Report and Financial Statement for the year ended 31 August 2023".

Moved: Harvey Romeike

Seconded: Stu Charlton

Motion passed.

ELECTION OF OFFICE BEARERS FOR 2023/24

The President announced all positions vacant for committee and selectors for 2023/24, the nominees were:

Committee Nominations 2023/24

Position	Nominee	Nominated	Seconded
President	Craig Withell	Virginia Longfellow	Krista Oates
Vice President	Tony Hamilton	Ray Dummett	Mark Flogel
Vice President	Sarah Bunting	Shelley Parsons	Jordan Hanbury-Brown
Secretary	Virginia Longfellow	Andrew Longfellow	Sarah Bunting
Treasurer	Julia Gunn	Janelle Lofthus	Sarah Bunting
Club Captain	Rob Muir	Howard Smith	Andrew Robertson
Club Captain	Christine Thompson	Jon Corney	Fernando Alves
Assistant Honorary	Milton Da Rocha	Julia Gunn	Virginia Longfellow

Secretary-Treasurer			
Assistant Club Captain	Quinton Phillips	Craig Withell	Andrew Longfellow
Social Secretary	Shelley Parsons	Virginia Longfellow	Milton da Rocha
Committee Member	Sisir Das	Quinton Phillips	Denis Crowley
Committee Member	Peter Quigley	Christine Thompson	Nick Brenner
Committee Member	Ray Dummett	Tony Hamilton	Mark Flogel
Committee Member	Carolina Pena y Lillo	Christine Thompson	Fernando Alves

The President explained that as the Club has received two nominations for the position of Club Captain and four nominations for the three General Committee Members positions available, there would be a vote.

After a short speech from the two Club Captain candidates, Rob Muir withdrew his nomination.

Two scrutineers were called for the vote on the committee positions. Stu Charlton and Aidan Gillies volunteered and were duly appointed.

The President thanked all nominees for being prepared to donate their time and effort for the running of the Club. Unsuccessful nominees and in fact all members can still help the club by keeping involved - all help is much appreciated.

Due to Rob Muir withdrawing his nomination, the Club Captain will be Christine Thompson.

After an extremely close vote, the three general committee members elected were:

1. Carolina Pena y Lillo
2. Peter Quigley
3. Ray Dummett

There being only one nomination for the positions of President, Two Vice Presidents, Secretary, Treasurer, Assistant Secretary/Treasurer, Assistant Club Captain, and

Social Secretary, in accordance with Article 40 of the Club's Constitution, the nominees are hereby elected to the Committee.

ELECTION OF SELECTORS:

Men's Selectors

There were two nominations from the floor for the men's selectors.

- **Jon Corney** Proposed by Milton da Rocha, seconded Stephane Fontes
- **Geoff Dunstan** Proposed by Sisir Das, seconded Gavin McVean

Additional Men's Selectors up to a maximum of 5 total may be added at a later date.

Women's Selectors

Nominee	Proposer	Secunder
Krista Oates	Carolina Pena y Lillo	Christine Thompson
Christine Thompson	Quinton Phillips	Denis Crowley
Melinda Gray	Virginia Longfellow	David Gray
Caroline Bhaguandas	Ruth Jarvis	Denis Crowley
Lisa Green	Virginia Longfellow	Andrew Longfellow

There were no other nominations from the floor.

In accordance with Article 40 of the Club's Constitution the nominees are hereby elected to the Committee.

STATUTORY POSITIONS

The President announced the following statutory positions:

Legal Counsel - TIM COLEMAN

Hon. Licensee - VIRGINIA LONGFELLOW

AUDITOR

Article 70 of the Club Constitution applies - to nominate and second the appointment of a Club Auditor.

A motion was moved:

"Shuriken Consulting Manly Pty Ltd be appointed Auditors of the Manly Lawn Tennis Club for the current financial year".

Moved: Julia Gunn

Seconded: Stu Charlton

Motion passed.

GENERAL BUSINESS:

1. Honorariums

A motion was moved:

*"That an honorarium of \$1,500 each be paid for the 2022/23 year to:
Secretary, Bar Manager & Club Captain"*

Moved: Julia Gunn

Seconded: Carolina Pena Y Lillo

Motion passed.

2. Life Membership – Scott Blackburn

Section 18 of the Club's Constitution allows for the appointment of Honorary Life Members on the recommendation of the Committee but ratified by the members at a General Meeting.

Scott Blackburn has been the head coach at MLTC for over 40 years. Scott has been instrumental in the running of the Club, competitions, selections, coaching and court management.

Jon Corney asked whether the committee had considered the commercial relationship which Scott had with the Club as part of the decision to grant Scott life membership. The President confirmed that they had considered it and felt that Scott's relationship with the club went far beyond the commercial agreement and his dedication to the club over 40 years warranted the nomination.

A motion was moved:

“That the members approve the granting of Life Membership to Scott Blackburn in recognition of his contribution to the Club over many years”.

Moved: Harvey Romieke

Seconded: Tony Hamilton

Motion passed.

3.Change to the MLTC Constitution

The proposed changes are as follows:

Clause 32(d)

Currently - (d) No visitor shall be supplied with refreshments or intoxicating liquor on the Club premises unless at the invitation and in the company of a member.

Suggested Amendment – (d) Visitors to the Club must be signed in according to NSW liquor laws.

Reasoning

The current wording of Clause 32(d) is out of date.

A motion was moved:

“That the members approve the proposed amendments to clause 32(d) in the MLTC Constitution”.

Moved: Stu Charlton

Seconded: Viviane Romeike

Motion passed with over 75% of votes cast.

Clause 44

Currently – Clause 44 -The Committee shall negotiate the contractual conditions attaching to the appointment of the Club’s Professional but this contract and any variation or renewal thereof shall be approved by a simple majority of Members present and entitled to vote at a duly constituted General Meeting.

Suggested Amendment– Clause 44 - The Committee shall negotiate the contractual conditions attaching to the appointment of the Club’s Professional.

Reasoning

The contract renewal for the Club Professional is always due on 1st July but the AGM has to take place after the completion of the financial records and audit following the end of the Club Financial Year on 31st Aug. This process takes around 2 months therefore the AGM can't happen before November. Therefore the dates for the signing of the contract with the Club Professional and the AGM never align.

Discussion – Clause 44

- Jon Corney was concerned that the Committee could award the contract on a longer term basis than members would be happy with and therefore wants the right to review.
- The President pointed out that there are commercial confidentiality aspects of any Court hire contract and that discussion at an AGM would be problematic.

Q: Could the date of the AGM change to earlier in the year?

A: Our financial year ends on 31 Aug and we need around 2 months to finalise the accounts, therefore the AGM cannot be before then (approx. Nov).

Q: Could an EGM be called prior to the contract being issued on 30th June?

Q: Could the contract renewal date be changed?

Q: Pam Muir asked if we could have an EGM and vote by electronic means.

ACTION:

Committee to investigate the following options:

1. *Could the contract renewal date with the club professional be changed to 1st Jan to allow members to vote on the contract at the AGM in the November prior?*
2. *Could an EGM be called prior to the contract being issued on 30th June?*
3. *Whether the club could set up and use electronic voting in future. This is not currently in place.*

NOTE: The motion to amend Clause 44 was withdrawn and no vote was taken.

Discussion – Proxy votes

- Tim Muir raised the issue of not accepting proxy votes. He suggested it should be allowed because we are a Company Limited by Guarantee and as such are subject to the Corporations Act, which allows for proxy votes.
- The President responded that under section 61 of our constitution, proxy votes are specifically not allowed as per the Registered Clubs Act.
- The discussion continued with Tim Muir insisting that proxy votes should be allowed.
- Rob Muir wanted to move to suspend the meeting until there was a clear ruling on proxy votes.
- The President responded that while he did not agree with Tim and Rob Muir's viewpoint, that the Club would obtain a legal opinion on the matter.

A motion was then moved:

"That the meeting be allowed to continue."

Moved: Robert Hill

Seconded: Andrew Longfellow

Motion passed.

A new motion was moved:

“That the committee consider, seek advice and advise members within three months as to whether proxy voting would be allowed.”

Moved: Remi Roques

Seconded: Julia Gunn

Motion passed.

Clause 48

Currently – Clause 48 - The Committee may from time to time at its discretion borrow or secure the payment or commit capital expenditure of any sum or sums of money for the purposes of the Club.

- a. With the consent of a General Meeting first being obtained.
- b. Not exceeding \$5,000 (see Clause 89)

Suggested Amendment – Clause 48 -The Committee may from time to time at its discretion borrow or secure the payment or commit capital expenditure of any sum or sums of money for the purposes of the Club provided one or more of the following conditions are met:

- a. Borrowings not to exceed \$5,000 without first obtaining the consent of a General Meeting (see Clause 89)
- b. Committee may commit capital expenditure for the purpose of the Club for a project up to but not exceeding \$100,000 from profits retained in the Club’s bank account without the consent of a General meeting first being obtained.

Reasoning

With ever-increasing costs, the committee needs to regularly spend more than \$5,000. With major works planned, the committee needs to engage suppliers as required and not to continually ask the members for approval of funds.

Discussion:

Q: Why \$100,000 and how would this be used?

A: Given the costs of works now, this seems a reasonable sum. It would be per project per financial year.

Carolina Pena y Lillo spoke about how much work has been done to get to this stage with the proposed building works (particularly by Quinton Phillips) and the cost – that we needed to be able to keep momentum going to make progress.

Q: Julia Gunn was asked what was her opinion as Treasurer?

A: The Treasurer was happy with \$100,000 but it could be half. We will need to come back to the members for more funds.

Lindy Meakins stated she has confidence in the committee and they have been elected by the members.

A revised motion was moved:

“Clause 48 -The Committee may from time to time at its discretion borrow or secure the payment or commit capital expenditure of any sum or sums of money for the purposes of the Club provided one or more of the following conditions are met:

- a) Borrowings not to exceed \$5,000 without first obtaining the consent of a General Meeting (see Clause89)*
- b) Committee may commit capital expenditure for the purpose of the Club for a project up to but not exceeding \$50,000 from profits retained in the Clubs bank account without the consent of a General meeting first being obtained.*

Moved: Christine Thompson

Seconded: Harvey Romeike

Motion passed with over 75% of the votes cast.

Approval of Capital expenditure

The club intends to implement a number of building projects in the coming financial year. A presentation was given to members in three parts.

Development Application

Quinton Phillips presented the projects included in the current DA to the council.

Projects

Quinton outlined the 5 main building projects the committee has identified for the members to consider. They are:

1. **Bathroom upgrade** of both men's and women's bathrooms
2. **Upgrade of front entrance** of club including adding a ramp for accessibility and leveling the floor at the entry to the pro shop. Adding a window into the pro shop from the new main entrance.
3. **Upgrading bar courtyard** area including new doors from the bar, covering the area and adding new seating.
4. **New cabana and small grandstand on court 5.**
5. **New grandstand on the grass behind court 2**, potentially including a small area underneath for a café/coffee stall.

Cashflow

A 10 year cash flow analysis was presented to members. It was pointed out to members that the current cash balance of the Club is around \$500,000 and that the

amount of \$200,000 asked for by the Committee was thought to be a very conservative expenditure ask.

Key Points

- A DA has been applied for with Council which will need to be in place along with firm quotes to apply for grants.
- The Club does not have enough funds for all projects so needs to prioritise.
- The Club makes around \$50,000 each year in members fees.
- The proposal is that the Committee be allowed to spend up to \$200,000 over the next two years.
- The Committee will take into consideration the cash flow including the replacement of courts, lights, etc.

Sewer issues

The President also noted that there is an issue with the sewer pipe from the accessible toilet which regularly gets blocked if this bathroom is used much. This came to light during COVID when the internal bathrooms were closed and all court-users used the accessible bathroom. Considerable funds have been spent this year on regularly clearing the sewer pipe but a longer-term solution needs to be found.

Q: What are the chances of getting a grant and how much could be received?

A: Grants are generally up to 50% max of project costs.

Q: Would the potential café proposed under the new court 2 grandstand pay for itself? Perhaps this should be a priority?

A: It could generate some income but hard to know how much.

Q: What works should take priority?

A: Members had previously indicated that bathrooms were the priority. However, with 5 now clearly defined projects, it was agreed that a new survey of members be conducted to ensure the committee is implementing the members preferences.

ACTION:

The Committee to send out a survey regarding the building works to members ASAP.

Q: Could we ask heritage group for some subsidy?

A: We are heritage listed and yes we could ask for a grant.

Q: Does the sewer issue need to be done before we start the bathrooms?

A: Yes it would need to get resolved. The issue is complicated and funds required could be considerable.

A revised motion was moved:

"That the members approve expenditure of up to \$200,000 on the projects outlined at the AGM - after a survey for the prioritisation of projects".

Moved: Jon Corney

Seconded: Krista Oates

Motion passed.

Rob Muir advised that he wished to officially withdraw the motion he earlier proposed to suspend the meeting.

His request was noted.

The President declared the 51st MLTC Annual Meeting closed at 5.35pm.