

MINUTES OF THE 92nd AGM HELD ON  
SUNDAY 21st AUG 2022  
NAROOMA GOLF CLUB LTD  
BLUEWATER FUNCTION ROOM 10:00am

**Present:**

Board of Directors:

G. Lanham	Chair	(President)
C. Fader		(Vice President)
A. Thompson		(Captain)
P. Kearney		(Director)
J. Willett		(Director)

General Manager:

D. Connaughton

Auditor:

Paul English (Kothes)

The Chairman asked for both past presidents, current life members and current club patron in attendance today to stand and be recognised by the members. Neil Towers (Life Member) stood and was recognised by the members by acclamation.

The Chairman also introduced the Committee, Paul English the Club's Auditor and the General Manager.

**Members:** 34 Full Golf and Life Members plus 1 social member

**Total 35**

**Apologies:** Clive & Di Williamson, Peter & Trish James, Tony & Marlene Hunt, Phil Haynes, Ralph Imberger, Dorelle Monteith, Chris Hendra, Joe Gately, Simon Byrne, Jenny Wuttke-Hayes, Graeme Sawyer and Peter Wilson.

Moved: M Wuttke-Hayes	Seconded: M. Commins	Carried
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**PROCEEDINGS:**

The chairman opened the meeting at 10.00am.

The Chairman read out a brief opening statement as follows:

COVID continued to impact on our trade, staff and visitors which resulted in a downturn in revenue across each Department, however, we did show a profit for the year and managed to continue to pay down debt and upgrade, maintain and purchase course equipment from cash reserves. The big spend for the financial year was the introduction of irrigation on the front nine holes and the replacement of the Clubhouse roof. There have been some

rumbblings about the decision to spend money on irrigation when it hasn't stopped raining since the installation, but the decision to irrigate was made well before El Nino occurred. In any case, the cost of irrigating is always going to increase. At least it is now in place and will benefit the course immensely in the future. The roof replacement was a project that was well overdue and has been a godsend given all the rain we have endured of late.

There are several projects planned for the Club and Course in the future, however none more important than the toilet amenities, course bunkering and the upgrade of the irrigation of the back nine holes. Several smaller projects are also planned and will be undertaken when funds become available. The Course Superintendent and his staff have already commenced work on some of the bunkers and a full description of work to be undertaken can be found on our website. This will be a long-term project with 3 to 4 holes being completed each year.

The on-going effects of COVID is still playing havoc with the availability of staff in the Club, Hotel and restaurant industry. We are not immune from these effects and our Caterer has worked tirelessly to maintain his current staffing levels and to also attract suitably trained additional staff. We have all been working together to get through this dilemma. Given the current nature of the industry, there is a real shortage of staff in this industry with no quick fix in sight, so it is important for us all to be patient. Thankyou Paul and Maz and your staff for covering those big visitor groups and weddings during these unprecedented and difficult times.

I would like to thank our Course Superintendent Scott Harris and his dedicated staff for maintaining our course in the best condition and for allowing members and carts on the course during our unusually wet summer. The standard and playability of the course is a real credit to the greens staff given the amount of rain we have received. Thanks also to our Golf Professional Colin Holmes and his staff for the work they do in looking after our golfing needs and attracting and welcoming visitors.

Finally, I would also like to thank the CEO, Dominic Connaughton and his staff, the Board of Directors, the Course Committee, the Match Committee, the Finance and Audit Committee, Members and the dedicated army of volunteers for all the work they have done and support they have given throughout the year.

Thank you

**ITEM 1**

1. To confirm the minutes of the previous Annual General Meeting held on Sunday 21st November 2021.

(Minutes were available on the club website, front office and at today's meeting for members to read)

The chairman mentioned that several recommendations from last year's meeting have all been acted upon and completed.

No questions received.

Moved: M. Commins	Seconded: D. Landells	Carried
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## ITEM 2

2. To receive and consider the Directors' Reports and Directors' Statements. President mentioned that the reports have been circularised to members in the Clubs Annual report.

Moved: M. Commins	Seconded: F. Jakubowski	Carried
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## ITEM 3

3. To receive and consider the Financial Statements and the Independent Audit Report to the members.

The General Manager read out the Auditors report and gave a brief report on this year's financial result. Paul English the club's auditor was available to answer any questions raised.

- 2022 was yet again another difficult year in the hospitality industry with ongoing Covid disruptions. Back in September last year the club was closed for approximately 5 weeks and when we came out of lockdown trade was light for several more weeks. Your club has recorded an operating surplus of \$66,661 for 12 months to 30 April 2022. This compares to the prior year result of a surplus of \$738,595. Whilst the prior year result was higher there was significant Government Covid subsidies of \$508k
- EBITDA is adequate at 16.5%
- Payments for property, plant & equipment were significant at \$1,154k for the year.
- Depreciation of \$650k and repairs & maintenance of \$367k continue to be a major expenditure items for your club
- Bar Sales & Poker Machine revenue has declined this year which were impacted by the Covid shutdown and subsequent drop off in trade when the club reopened plus course closures. The Club's revenue is significantly down on trade pre Covid and bushfires.
- Overall external borrowings have been increased to \$958k from \$214k. These funds have been used for the major capital expenditure works on the Club House & Course during the year
- Pleased to report that our audit did not identify any weaknesses in the Clubs accounting internal controls and procedures. I'm required by law (under accounting & audit standards) to communicate to your board of any audit issues we identify. Our findings were reported to your Board in our "audit completion letter / audit management letter". Minor matters were identified and attended to.
- The impact of COVID on your club's operations for the 2022 year has been enormously challenging to say the least. The Board and management of your club are to be commended for all their work in what has been a difficult time.
- Finally, I would like to acknowledge the voluntary work undertaken by your Board and

members without which your club would not be in its current financial position.

The chairman thanked the General Manager for the Auditors report as submitted to the meeting.

Moved: D. Smith	Seconded: M. Commins	Carried
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**Item 4**

4. To decide the following resolutions by the Board of Directors:  
That pursuant to the Registered Clubs Act 1976.

- (a) Members approve expenditure by the Club not to exceed \$7,000.00 for professional development and education of Directors during the 2022/23 financial year of the Club, details of any such expenditure to be made available to the members at the next Annual General Meeting of the Club.  
(Expenditure for 2021/22 was \$800).

Moved: N. Harris	Seconded: R. Fletcher	Carried
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- (b) Members approve expenditure by the Club not to exceed \$5,000.00 for meals and refreshments by Directors when carrying out their duties or when entertaining guests of interest to the Club during the 2022/23 financial year of the Club, details of any such expenditure to be made available to the members at the next Annual General Meeting of the Club.  
(Expenditure for 2021/22 was \$1,591).

Moved: R. Sayers	Seconded: F. Clarke	Carried
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- (c) Members to approve out of pocket expenses to the value of \$2,000 for the President and Captain and \$1500 for each other Director for the 2022/23 financial year of the club.

Moved: M. Wuttke-Hayes	Seconded: P. Jones	Carried
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- (d) Members acknowledge that the benefits in paragraphs 4(a), 4(b) and 4(c) are not available to members generally but to Directors only.

**ITEM 5**

5. Fifth order of business is to consider and vote on notice of motions received from members. General Manager reported that no motions were received.

Moved: M. Wuttke-Hayes	Seconded: L. Holmes	Carried
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**ITEM 6**

6. Sixth order of business is to pass a Special Resolution that the constitution of Narooma Golf Club Ltd be amended as circularised in the member’s notice dated Monday 27th June 2022. The chairman read out the following summary:

In line with good corporate governance the Board requested the Club’s solicitors to review the Club’s Constitution to make sure it was up to date with changes in the law and best practice most recently being changes to the registered Clubs Act and the Corporations Act allowing for the sending of notices electronically.

The Club’s solicitors prepared the Special Resolution which is before the meeting today.

The Special Resolution proposes a series of amendments to the Club’s Constitution to bring it into line with the Corporations Act, Gaming Machines Act, Liquor Act, the Registered Clubs Act, and good corporate practice. To be passed the 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.

Nothing in the Special Resolution changes the voting rights of members or the make-up and composition of the Board.

There are notes at the end of the Special Resolution which explain each of the changes.

Instead of reading through the lengthy notice I ask for a motion that the special resolution be taken as read.

Moved: P. Jones	Seconded: L. Holmes	Carried
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Some of the important changes are

Paragraph (n) inserts a new rule which gives additional disciplinary powers to the Secretary.

Paragraph (p) inserts a new rule which requires all directors to have a Director Identification Number as required under the Corporations Act.

Paragraph (u) amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Corporations Act, the Registered Clubs Act, and the Registered Clubs Accountability Code.

Paragraphs (bb) to (ee) amend existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds a new Rule 126 which reflects recent changes to the RCA including allowing the Club to send Notice of a general meeting and documents relating to a meeting electronically. This is an important and very good change.

All those in favour please raise your right hand.

All those against”

Moved: F. Clarke	Seconded: D. Landells	Carried
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Motion was carried unanimously

**ITEM 7**

7. Seventh order of business is to elect the Board of Directors for the ensuing year in accordance with the club’s constitution.

The Chairman asked for the returning officer, Ian Lowe to read out the results for the 2022 board elections.

The returning officer declared Phil Haynes as Treasurer for a further 3 years as there was only one nomination for this position. He then announced the result for Director (3) position for 3 years being Peter Kearney. He congratulated Peter for being elected and thanked Ben Ritchie for his nomination.

The Chairman also congratulated Phil and Peter for being elected and thanked Ben for nominating for the Directors position. We need some younger members on the board as we are all getting on a little.

Moved: M. Wuttke-Hayes	Seconded: L. Holmes	Carried
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**TEM 8**

**GENERAL BUSINESS** (Recommendations to the incoming Board).

- a. L. Holmes asked if the auditor had a comparison on how other clubs on the South Coast have been performing. Paul mentioned that several clubs have operated well during the last 12 months. This club has operated very well and has achieved a pass mark with an EBITDA of over 16% which is one of the best in this region. Good control of expenses and wages and debt reduction was effective.
- b. Maria Clark thanked the Club and Board for their \$3,000 donation towards the St Vincent De Paul conference winter wellbeing project. There are many homeless people in the Eurobodalla shire and this donation was most appreciated.
- c. Derek Smith recommended the club change the colour of the current flags for the greens. The white flag in particular is very hard to see for many members. Derek submitted a list of other clubs in our zone and what colours they use or not use. The chairman said this issue will be passed onto the match committee for further investigation.
- d. Michael Wuttke-Hayes suggested a drink voucher could be given to each golfer to get them back inside. General manager mentioned this has been implemented before and unfortunately those that already come inside get a free drink and the ones who normally don't come inside come in for the free drink only and then go home. These promotions unfortunately do not produce extra revenue or profit. Golf clubs across the country and overseas are faced with the same problem. On average 34% of golfing members come inside for at least a drink or two after golf but unfortunately 66% of them go straight home. If they all came in for just one drink or coffee the club would benefit greatly.
- e. It was mentioned that a bar levy could be placed on member's cards to be used at the bar only to try and attract more members to come inside and patronise the club. Using the members bar more for golf days and utilising the outside deck area weather permitting was also mentioned. General Manager said this has been tried on numerous occasions in the past but the weather especially wind makes it difficult to open and roster for. Constructing the lower deck to protect from weather would help. Will be looked at again.
- f. A food and beverage cart was also suggested to increase more sales. General manager mentioned that we will be operating a food and beverage cart this year, but it will not be selling alcoholic drinks due to restrictive operating regulations and requirements. We are permitted to sell take away alcohol from the bar.
- g. Robert Sayers said you only have to look at how many members are here at the meeting today to agree with the percentage ratio mentioned earlier.

- h. Michael Commins thanked the board, management and staff for another good year and result especially through another covid shut down and restrictions. The energy and enthusiasm shown by all during difficult circumstances this last year has been excellent. The greens staff have done an amazing job with the course and kept it operational through many months of rain which is a credit to them. The moderate increase to membership fees considering the installation of a new irrigation system was also testament to a well operated business.

The Chairman thanked the members for their comments, recommendations, and attendance today and invited them to stay for a few drinks and some cocktail food. The meeting was closed at 1058am.