

**MINUTES OF THE ANNUAL GENERAL MEETING OF WYONG RACE CLUB LTD HELD IN THE MAGIC MILLIONS LOUNGE, WYONG RACE CLUB, 6pm MONDAY 11 NOVEMBER, 2019**

1. **Present:** Chairman John Waghorn together with 36 Members and 7 guests including CEO David Jewell, WRC Management staff and David McClelland representing Bishop Collins, the Club's Auditors. Chairman extended a special welcome to Club Patron Bob Graham and Life Member Jean Langbridge. The full schedule of members in attendance is noted on the attached register.
2. **Apologies:** were received from Joan Smith (Life member), A Paton-Smith, F Arangio, D Cousins, M Kennedy, P Langlar, K Langby, G Lovekin and M Le Marchant (Bishop Collins). Chairman moved that apologies be received. Carried.
3. **Notice of Meeting:** Chairman confirmed that the required quorum of 15 members under the constitution were present and that the Notice of Meeting had been circulated in accordance with the Rules. Chairman moved that Notice of Meeting be taken as read. Carried.
4. **Minutes:** B Graham moved that the minutes of the Annual General Meeting of the Wyong RC held 12 November 2018 having been circulated to members be confirmed. Seconded by M Langlar. Carried. There were no matters arising.
5. **Annual Report:** Chairman noted that the first item of business was the tabling of the Club's financial reports, along with the Chairman's and CEO reports and the Auditor's report.

Chairman spoke to his report highlighting the continued progress being achieved by the Club. He thanked his fellow directors and staff for their contribution during the year. Chairman also thanked the directors for their confidence in supporting his nomination as chairman and he paid tribute to the leadership Garry Whitaker, who had stepped down in June, had provided the Club during his tenure as Chairman.

Chairman spoke to the Club's strategy, noting the progress that had been made, including confirmation that the construction of the new Polytrack would proceed this year as planned. He congratulated local trainers on their success during the year and thanked the Club's sponsors, in particular CUB and Magic Millions, for their continued support.

Chairman advised members that RNSW had undertaken a detailed audit of all the provincial clubs earlier this year and he said he was pleased to report that there were no significant issues raised around Wyong's governance, policies and procedures.

Chairman outlined to members the process adopted by the Board around the appointment of Robin Taylor as GM, which had been made with a view to Robin assuming the CEO's role at an appropriate time. Chairman then paid tribute to the significant contribution that David Jewell had provided the Club during his five and a half years as CEO and advised that while David was officially retiring as CEO following the AGM, his services and experience would not be lost as David had agreed to assist the Club in a part time project management and business development role in the coming months.

CEO David Jewell then provided members with a detailed presentation and spoke to the financial result and forecast for the coming year, highlighting the Club's cash position given the reduction in RNSW/TAB funding which had resulted in the Club posting a loss this year. CEO updated the meeting on the Track and Training Master Plan developed by the Board including the construction of a \$4 million Polytrack for training next year.

**Financial report** –CEO noted that the Club had reported a loss for the year of \$349,111. He explained that expenditure continued to be closely monitored and were generally in line with budget and the previous year, with the financial loss being largely attributed to the \$25.029m profit distribution shared by the five Provincial Clubs being \$1.56m (5.7%) lower than the previous year. That drop in distribution reflected TAB profitability being down and had impacted on all Clubs.

6. David McClelland, speaking on behalf of Bishop Collins, as the Club's auditor, confirmed that the audit and management review process had been followed correctly and that Bishop Collins had issued an unqualified audit report dated 26 September 2019.

There were no questions or matters arising from the presentation of the Annual Report including the Financial and Audit reports as detailed. B Graham then moved that the Club's financial report be received. Seconded D Hanley Carried.

Bob Graham on behalf of the Members congratulated the CEO on his presentation and the results he had achieved for the Club. He reminded members that David had taken on the task at a difficult time for the Club, with RNSW having stood down the Board and the subsequent appointment of an administrator. The adoption of a new constitution, the election and appointment of the new board, the extensive improvements to our facilities and the good standing of the Club in the community was a tribute to the work that both David and the Board had delivered on behalf of the members over the last few years.

7. **Election of Board Member**– Chairman advised that with Garry Whitaker's resignation in June a casual vacancy had been created. The Board had resolved to delay the election of a replacement director until the AGM. That director, along with the three current elected directors, will hold office until the AGM in 2020, when elections for all four positions will be held. As provided for in the constitution the three appointed director's positions will also become available following the AGM next year.

**Scrutineer** – prior to introducing the candidates the Chairman moved that David McClelland be appointed as scrutineer for the election assisted by two of the office staff. Carried.

Chairman thanked both Darin Butcher and Darren Hooper for standing for the Board and invited them to both address the members. At the conclusion of their addresses, the voting papers were collected. Chairman also advised the meeting that as allowed in the rules seven valid proxy votes had been received and those votes had been provided to the scrutineer.

**Election result** – after a short delay David McClelland returned and declared that Darren Hooper had polled the highest number of votes. The Chairman, on behalf of the members, congratulated Darren on his election to the Board and thanked Darin Butcher for standing.

The meeting resolved on the motion of the Chairman to destroy the voting papers at the appropriate time. Carried.

8. **Further notices of motion** – after an explanation from the Chairman it was moved by G Whitaker and seconded by T Meyn that the following three procedural notices of motion be considered as one. The motion was carried without discussion.
- *“That Members approve and agree to expenditure by the Club until the next Annual General Meeting of the Club of reasonable expenses incurred by directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by directors including attending functions at other clubs to represent the Club, such activities and expenses as may be approved by the meeting.”*
  - *“That Members approve and agree to the availability until the next Annual General Meeting of the Club a reserved car space at Club race meetings for directors.”*
  - *“That Members approve and agree to expenditure by the Club until the next Annual General Meeting of the Club of reasonable cost of refreshments after Board meetings.”*

The motion to approve the three procedural matters was moved by P Watson and seconded by B Graham and carried without further discussion.

9. **Appointment of Auditor** –Chairman advised that it was the recommendation of the Board that Bishop Collins be confirmed as the Club’s auditor for 2019/20. This was moved by B Humphreys and seconded by T Morton and carried without discussion. Chairman noted that Board had previously sought tenders for the audit work on the basis of a three year agreement with Bishop Collins being awarded the contract. Board would look to review the audit tender again for 2020/21.
10. **Election of Patron**– Chairman advised that Bob Graham had confirmed his availability to continue to serve as the Club’s honorary patron noting that this would be the 30<sup>th</sup> year that Bob has held that position. P Watson moved to confirm the appointment of Bob Graham as Patron. Seconded by M Langlar Carried. Bob Graham thanked the Board and the Members for their continued support.

## 11. General Business

Clash with Wyong Rugby League AGM – Rod Williams requested if the Board could consider an alternative date for the AGM to avoid clash with Wyong Rugby League AGM. Bob Graham supported that suggestion. Chairman advised the Board would investigate options.

There being no further business Chairman thanked members for their attendance and thanked the Board members and all staff once again for their contribution over the past 12 months. Chairman invited everyone to join the Club for some light refreshments. Meeting closed at 7.10pm.

**2019 Wyong RC Annual General Meeting schedule of attendees**

Tony Best	Bruce Humphreys	Peter Turner
Ron Bottle	Ellen Jordan	Paul Tuxford
John Burgess	Peter Jordan	Frederick Waddell
Darin Butcher	Brian Kappler	John Waghorn (WRC)
Renee Butcher	Christine Kelly	Paul Watson
Paul Butterworth	Marion Langlar (WRC)	David Watts
Barry Gale	Jean Langbridge	Mark Waugh (WRC)
Bob Graham	Fiona Lemmon	Garry Whitaker
Denis Hanley (WRC)	Bruce Lemmon	Ray White
Julie Holloway	Terry Meyn	Merilyn White
Darren Hooper	Trevor Morton	Rodney Williams
Tracy Hooper	Colin Pike	
Ian Humphries	James Thorn	
<b>Management:</b>		
Jewell David		
Fitzgerald Emma	Grogan Dean	McAlister Kylie
David McClelland (auditor)	Robin Taylor	Robinson Phillip