

MINUTES OF THE ANNUAL GENERAL MEETING OF WYONG RACE CLUB LTD HELD IN THE MAGIC MILLIONS LOUNGE, WYONG RACE CLUB, 6pm TUESDAY 10 NOVEMBER, 2020

1. **Present:** Including Chairman John Waghorn, 27 Members and 7 guests including GM Robin Taylor, WRC Management staff, Martin Le Marchant representing Bishop Collins, the Club's Auditors and David Jewell. Chairman extended a special welcome to Club Patron Bob Graham, Life Member Jean Langbridge and former CEO David Jewell. The full schedule of members in attendance and apologies is noted on the attached register.
2. **Apologies:** were received from Joan Smith (Life member), M Waugh, G Lovekin, R White and M White. Bob Graham 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. David McClelland 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 11 November 2019 having been circulated to members be confirmed. Seconded by D Watts. 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 GM 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 this challenging year. He also made special mention of the significant financial support received by the Club from RNSW over the past year.

Chairman spoke to the Club's strategy, noting the progress that had been made, including the construction of the new Polytrack and electrical upgrades. 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 at a time when the Club has temporarily lost some of its regular race day sponsors for understandable reasons.

Chairman outlined to members how effective RNSW had been in establishing new incomedstreams over the past few years, and how these new significant revenue streams have enabled RNSW to undertake a number of strategic initiatives such as increasing prizemoney/returns to owners, property acquisitions, infrastructure enhancements and most recently contingency funding to support clubs impacted by COVID-19 over the past 12 months or so.

GM Robin Taylor 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 as the Club attempts to navigate its way through COVID-19 affected business operations. He thanked David Jewell for his assistance in helping him transition into the industry and ongoing support and advice. He thanked the Board for their support in helping the Club to adapt through the development of strategies and policies to respond to the changing environment. He made special mention of the support of his management team that had shown patience, resilience and flexibility in responding to the dynamic and unprecedented operational constraints encountered during the year.

Financial report – GM noted that the Club had reported a significant profit for the year of \$3,317,278 a result that was skewed by a RNSW Capital Grant. He explained that after deducting the grant the Club's notional profit was \$92,278. He noted that if the FY19 top-up received from RNSW in February 2020 was also backed out, the resulting figure would be a

notional loss of \$ (78,222). He also noted that a number of the reported expenditure figures contained in the Financial Reports were lower than might be expected due to expenditure reversals enacted by RNSW to help racing clubs deal with the financial implications of COVID-19 (Insurance and General Expense were most impacted in this way). The GM confirmed the Provincial Clubs' distribution pool of \$23.5m was down on prior year, significantly lower than the budgeted \$26m. The drop in distribution reflecting the ongoing general underperformance of TABCORP in a competitive market and COVID-19 impacts in the latter part of the Financial year.

Looking to 2020-2021 the GM noted that the Club was budgeting on the basis of a \$26m distribution from RNSW, paid quarterly by RNSW. He confirmed the Board is budgeting for just over \$12.5m in revenue and bottom-line result of a loss, after depreciation, of just over \$360k. He noted the Board had also set a minimum cash balance target of a \$1m. He shared a cash flow forecast chart to demonstrate that this target probably would only be achieved if the proposed quarterly payment structure discussed with RNSW is implemented.

6. Martin Le Marchant, 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 29 September 2020.

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

Bob Graham on behalf of the Members congratulated the Board and GM on such a positive result for the Club under extremely challenging circumstances.

7. **Election of 4 Board Members** – The GM as the returning officer confirmed that there were four nominations received for the four vacant Member elected director positions this year. Three of the retiring directors John Waghorn, Mark Waugh and Darren Hooper, who retired in accordance with the rules, and Darin Butcher were all duly elected unopposed to the Board. He confirmed their appointment would be for 3 years.

The Chairman congratulated the returning directors and welcomed Darin Butcher to the Board stating he was looking forward to working with him over the next term.

8. **Further notices of motion** – after an explanation from the Chairman it was moved by C Pike and seconded by B Graham that the following three procedural notices of motion be considered as one.

- *“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 of 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 was carried without discussion.

9. **Appointment of Auditor** – Chairman advised the current auditors Bishop Collins were selected after a tender process held in 2017 and appointed for a 3-year term. He confirmed that M Le Marchant on behalf of Bishop Collins has submitted a proposal to the Club to

provide audit services to the Club for a further year at the same rate as for the period 2018-2020. The Chairman confirmed the Board was recommending to Members that the Club accept the proposal to extend for a further year with the intent to going to tender for the subsequent audit period. This was moved by D Hanley and seconded by F Arangio and carried without discussion.

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 31st year that Bob has held that position. D McClelland 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

Former CEO D Jewell asked to address the Members. He took the opportunity to thank the Board, Management, members and the broader industry participants for their support during his time as CEO of the Club.

The Chairman thanked the retiring directors M Langlar and A Paton-Smith for their service to the Club. The Chairman thanked A Paton-Smith for agreeing to stay on a little longer until his replacement had been identified by RNSW, which would hopefully be early in the new year.

The Chairman presented retiring director M Langlar with a bouquet of flowers on behalf of the Club. M Langlar thanked the Chair, the Board and the Management team under D Jewell who had helped achieve a great deal in a short space of time. She wished the GM well, and expressed a degree of disappointment that she had not had the opportunity to work with him due to recent circumstances.

There being no further business the 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 7.02pm.

2020 Wyong Race Club Annual General Meeting		
Apologies		
Gregory Lovekin	Joan Smith	Mark Waugh (Director)
Merilyn White	Ray White	
Attendees		
Frank Arangio (Director)	Tracy Hooper	Kay Mitchell
Tony Best	Ian Humphreys	Andrew Paton-Smith (Director)
Ron Bottle	Brian Kappler	Colin Pike
John Burgess	Jean Langbridge	Jim Thorn
Darin Butcher	Marion Langlar (Director)	Frederick Waddell
Penita Donovan	Kevin Langby	Paul Watson
Bob Graham	Bruce Lemmon	David Watts
Denis Hanley (Director)	Fiona Lemmon	John Waghorn (Director)
Darren Hooper (Director)	David McClelland	Peter Langlar
Management and Guests		
Robin Taylor	Grogan Dean	Robinson Phillip
Fitzgerald Emma	McAlister Kylie	Martin Le Marchant (auditor)
Jewell David (observer)		