



Royal South Australian Yacht Squadron

QUARTERLY MEMBERS MEETING

Held in the Squadron Dining Room
8pm on Thursday, 3rd December 2015

DRAFT MINUTES until accepted at the Mar

Attended by:

Commodore Rae Hunt, 47 Voting Members and 7 Non-voting Members/Guests

Apologies:

As recorded in the register

Bereavements: Andrew Ellison – one minutes silence was observed

Minutes for previous meeting held 24th September 2015

Minutes received Commodore Rae Hunt, seconded Richard Colebatch – carried

Business arising from the minutes – none

Minutes adopted Commodore Rae Hunt, seconded David Borg – carried

Commodore's Report – presented by Commodore Rae Hunt

An overview of the past few months activity:

1. Chain moorings and broken tackle have been cleared from the bottom of the pool. License holders are in negotiations with management in regard to whether they will move to marinas or return to any relayed chains.
2. Remedial work is continuing on the slipway area with engineering design, drafting and construction has been contracted to Aztec. The old rails will be replaced with work scheduled for the last week of April 2016.
3. A reminder that the Master Plan displayed in the General Manager's window is still open for comment. Please forward any comments to the General Manager, or to any member of the Management Committee, as any input is valued.
4. The slipway area shed is yet to be built. Plans have been submitted to council awaiting approval after which building can commence. The commercial lease has been signed with Bravo Sails and all requirements met by Bravo. A petition in regard to the shed has been received by the Management Committee which will be dealt with later in the meeting under Other Business
5. The Management Committee are pleased to announce that the Strategic Plan for RSAYS is finally ready and available for members' approval. Copies are available after the meeting or online.
6. The summer racing season is underway including the popular Twilight racing and Junior's sailing. Also cruising destination events as well as organised social events
7. A great Opening Day which was enjoyed by all. Personal thanks to the hard working volunteer members, committees, Andrew McDowell and staff for making the day such a success
8. In the lead up to Christmas and New Year there are many events to be involved in. Check the calendar for details and events in the new year
9. Wishing you all a happy safe festive season

Move that the Commodore's Report be received Commodore Rae Hunt, seconded Peter Last

Questions arising from the Commodore's Report:

- Kingsley Haskett: What tonnage for the slipway after the repairs?
- Vice Commodore Bruce Roach: 20 Tonnes estimated weight. Subject to what is found during the repairs
- Ken Case: Are we renovating the slipway or adding a lift?
- Commodore Rae Hunt: The lift is in the planning and investigation stage only
- Marion Holden: We have a 20 tonne boat and can't use the RSAYS slip. Any plans to increase the tonnage?
- Commodore Rae Hunt: It's a short term fix until we can install a new slip or boat lift
- Arthur Vandebroek: What sort of cost is involved?
- Com Rae Hunt: Unfortunately no estimate is available tonight, will follow it up later
- Vice Commodore Bruce Roach: Investigations into the old rail set up are being done. Plans should be available in the new year to estimate the costing.
- David Rawnsley: When will the slipway be unavailable?
- Commodore Rae Hunt: April- May 2016
- David Rawnsley: Where are the improvements going to be for the shed area? A larger plan on display would be useful to see detail.
- Commodore Rae Hunt: A larger plan will be organised
- Peter Hansen: Of the people who came off the chain moorings, how many are on marinas at a lower cost?
- Commodore Rae Hunt: 6 are on marinas
- Peter Hansen: How long are we locked into subsidising them?
- Commodore Rae Hunt: For the term of their licenses ending in 2030
- Peter Vincent: Why were the chain moorings, removed if three still have licenses? Who authorised the removal and do we still have the chain to re-install?
- Commodore Rae Hunt: Authority to remove the chains was through the Management Committee and chain has been salvaged to be replaced in the pool.
- Peter Vincent: Is it the responsibility for the Chain mooring owners to keep them in good repair?
- Commodore Rae Hunt: The Members are repairing their chains and it's at the Club's cost to relay them.
- Peter Vincent: A lot of money is being wasted on premature decisions
- Commodore Rae Hunt: Duly noted

Move that the Commodore's report be adopted Commodore Rae Hunt, seconded Richard Smith – carried

General Manager's Report

1. We are working to secure access to the SA trailer boat club next door to utilise their facilities in addition to ours for the National 9er Association Bid for 2017 National Titles
2. The Club is looking to promote the Visiting Tall Ships in 2016. We hope to host a dinner/information evening for both Members and the public. The ships are expected in our waters around early October
3. There are negotiations to with the owner of the Clippers, MLC and CYCSA to discuss the benefits of an Adelaide stop-over for the Clipper Round The World Yacht Race which we hope will include the use of the Squadron and Port Adelaide
4. Maintenance update for a busy month of completed and ongoing works, including pontoon repairs, pedestal globe replacements, remedial work on the slipway cradles, C&D row T-head repairs, docking wheel replacement and painting the caretaker residence
5. Food & Beverage have had another great month and have shown a substantial profit, this has improved the bottom line figures and are on track to break even or produce a profit by the end of the year
6. New blinds are in place in the SE BBQ area, improving the area that is for Member use

The General Manager requested that the Commodore ask for his report to be received

Move that the General Manager's Report be received Commodore Rae Hunt, seconded Richard Colebatch

Comments arising from the General Manager's Report:

- Richard Smith said in regard to the good food & beverage results, how much of the improvement could be based on the Dining Room Upgrade?
- General Manger Andrew McDowell said the results are not comparable to last year. It would be best to compare with next year. We are up on last year and there is an increased use by Members

Move to adopt the General Manager's report Commodore Rae Hunt, seconded David Borg - carried

Treasurer's Report:

1. RSAYS Inc -
2. Hard copy reports are available at the meeting as requested at the previous meeting
3. Financials to the end of October 2015
4. Increase in income and expenditure leaving a small profit \$2,622
5. Net profit less depreciation and previous year fuel tax credits - \$41,037
6. Maintenance expenses up on last year as more work is being done
7. Marina expenses not much change on last year
8. Food & Beverage increased income and expenses leaving a loss \$38,710. Last year less income and after expenses a loss of \$38,668. F&B is improving with an average of \$5,000 per month profit at present which should give a profit at the end of the year
9. Slipway not much change on last year and is still profitable averaging \$30,000 per year
10. October 2014 was break even, this year we have made a profit
11. A graph was displayed on the screen to show the forecast trends

1. RSAYS Ltd had no significant changes
2. The drop in interest rates has lessened the income
3. Depreciation is higher
4. The bottom line is a bit less than last year after removal of depreciation
5. Current assets are \$3.5 million this year compared to last year at \$4 million

Move to receive the Treasurer's Report, Treasurer Ian McDonald, seconded Commodore Rae Hunt – carried

Questions arising from the Treasurer's Report:

- Michael Rossiter: Please explain on the overall funds for the greater group and the expense of the refurbishment of the Clubhouse
- Treasurer Ian McDonald: The difference is between 5.7 and 6.5 since April 2014. The end of year statements give the full report
- Michael Rossiter: Will the total equity improve in the future?
- Treasurer Ian McDonald: Movement in equity represented will increase \$200,000. Profit should be between \$200,000 to \$300,000 per year
- Michael Rossiter: Will the \$1.7 million in liabilities be knocked off soon?
- Treasurer Ian McDonald: \$1.7 million liability was 2014, \$1.5 million for 2015. Look at the net situation and funds available which is more than the liability
- Jeff Hunt: Inc pays rent, where is it on the statement?
- Treasurer Ian McDonald: Listed as "Lease Income" at \$88,000 each six months, a total of \$176,000 for the year on the RSAYS Ltd Profit & Loss Financial Analysis Report
- Kingsley Haskett: quoted – Food and Beverage expenses and income for 2014 & 2015 and asked if it was correct and is it still a loss?
- Treasurer Ian McDonald: Historically F&B has made a loss. Now it is starting to improve and have made a profit in the last few months so by the end of the year we should see a profit
- Kingsley Haskett: Last year we didn't have a facility but the expenses aren't much different
- Treasurer Ian McDonald: There were one off costs and wages, also blow outs in expenses but now we're making a monthly profit
- Kingsley Haskett: There's a huge difference
- Treasurer Ian McDonald: The biggest expense is food sold and wages. We're making \$5,000 a month now so we are well on track to make \$100,000 profit

Move to adopt the Treasurer's Report Commodore Rae Hunt, seconded David Rawnsley – carried

RSAYS LTD Report:

- The Draft Constitution is available at the conclusion of this meeting for perusal and comment from Members. Many people have work long & hard on it to get it to the draft stage.
- Please note it hasn't been vetted by corporate lawyers yet.
- Thanks to Robert Henshall for his efforts

Move to receive the RSAYS Ltd Report Commodore Rae Hunt, seconded Trevor Manoel – carried

- No Other business

Move to adopt the RSAYS Ltd Report Com Rae Hunt, seconded Kingsley Haskett – carried

RSAYS Foundation Report:

Presented by Roger Holden for Chairman Chris Mandalov

- Donations \$58,836
- \$3452 for Equipment
- Grants approved in principal for the Junior Pacer Boats
- Foundation is exploring the options to donate directly into the Trust as a direct channel to avoid the handling charges paid to Aust Sports Foundation
- The Foundation acknowledges to resignation of trustee Liza Reynolds

Move to receive RSAYS Foundation Report Roger Holden, seconded David Borg - carried

- No other business

Move to adopt RSAYS Foundation Report Com Rae Hunt, seconded David Rawnsley – carried

General Business:

- Commodore Rae Hunt acknowledged the receipt of a petition sent to the Management Committee.
- *“RSAYS Constitution 19.3 “Should an objection to any existing or planned commercial activity, signed by five voting members, be submitted to the General Manager, the management Committee shall take the matter to a General Meeting, where a majority of Voting Members present shall determine whether the activity is acceptable.”*
- The commercial project was presented to the members at the Special General Meeting on 13th August 2015 with a member vote which passed it to proceed.

Points answered as raised by the petition:

1. Viability of the business: The Management Committee has done due diligence in regard to protecting RSAYS
2. Financial investment rates are at an all-time low. This project will be a 20% gain on an asset a benefit which will be used for the likes of the slipway or Stage 5 Marina
3. The size and location of the shed – discussion paper was distributed at the time
4. The size allows for re-purposing if and when required
5. Vertical Boat Lift instead of commercial shed – planning for the lift is in progress. It will not be hurried as it is a large expense.
6. A call to halt to proceeding with the build.
 - 6.1 Legal advice has been sought which advised a breach of contract will cost \$70,000 or more, plus the loss of any deposits, totalling more than the cost of building the shed.

Questions arising in regard to the petition presented:

- Marion Holden: The location of the building was the problem. Bravo wouldn't have a claim on us
- Arthur Vandebroek: When was the contract signed? Before the meeting or after? It hasn't been transparent enough.
- Commodore Rae Hunt: Members had the opportunity at the Special General Meeting and at the September Member Quarterly Meeting to discuss it. We are now discussing the points of the petition. The contract was signed recently as Bravo was overseas until now.
- John Deniet: The shed should be on the boundary of Victoria Road. It should be good for the club or if not could be used by the club for other purposes.
- David Rawnsley: Contingencies are in place, the lease is in place. There are cases to re-locate it within the grounds. This should help the club go forward.
- Peter Last: It is time to resolve this. The constitution is not the matter before this meeting unless the previous motion is rescinded then a motion must be presented in writing.
- Commodore Rae Hunt – Thank you Dr Last
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Ken Case to put a motion to the floor:

That RSAYS establish a policy, plan and protocols on the establishment of commercial hub on RSAYS premises

That the plan include the establishment of commercial hub that has space to expand

That the plan include the impact on members ie: security of vessels and marinas

That the plan include access to the commercial premises from outside

That this policy, plan and protocols are brought back to members at a special meeting date to be determined, but within six months.

- In terms of this issue Ken is not opposed to the shed and it should add to the club
- We need the policy for the future and set the standard for future awards. Then Ken asked for the Members to support the motion.

Discussion in regard to the Motion:

- Di Moncrieff: Two things –We've always had commercial operators on the Squadron grounds, shipwrights etc and the slip master. We have looked at developing the commercial precinct in the past but it wasn't possible at the time.
- Richard Smith: Against the motion. He supports future plans but the motion goes backwards. If worded "in the future..." then it's Ok. Wasn't entirely happy with the information at the first meeting and needed to make sure there is enough room left to upgrade the slipway. Members expressed their views at the previous meetings. The reality it was a close vote but we have to move forward. Management was authorised to proceed so there is no need to change that.
- **Peter Kelly: Agrees that "in the future..." be added to the motion and moves that the motion amendments take on board all points, seconded Peter Cooling - carried**
- Kingsley Haskett: For the motion. Believes that the motion has strong merit. We have jumped far too soon. The future plan has been ignored, where are we going in the future?
- Peter Last: Point of Order – there is nothing in the motion to refer to the shed. The motion is to create a plan and doesn't change the plan for the shed. First, propose, accept or rescind the past motion.
- Julian Murray: As the instigator of the petition which was signed by 45 members of the Club. Maybe it was a bit late to do it but they were concerned about the whole thing. They have no problem with the commercial precinct just the placement and funding of the shed. You even consider knocking over the current old sheds and rebuild two storey with Bravo upstairs. Thank you for your consideration tonight.
- Barb Adams: Was present at the meetings and the location of the shed was discussed and outside access wouldn't work. Now you're saying you want outside access?
- Commodore Rae Hunt: There's no change to the location and it won't be on the boundary.
- Rear Commodore Colin Doudy: Against the motion. It should not appear as the "commercial hub". It is a commercial plan not a hub. Current management do not aspire to it. All things were done in due process. All issues were brought to the AGM then the SGM when it was resolved.
- Peter Last: Point of Order – Mr Doudy must move another amendment.

Rear Commodore Colin Doudy - Motion to amend the motion to change the commercial hub to commercial enterprises, seconded Ian Moncrieff - carried

- **Barb Adam: Move that the motion be put**
- **Commodore Rae Hunt: Move to vote on the amendment**
- **Commodore Rae Hunt: Vote that the motion be put –**

- Appointed Scrutineers – Di Moncrieff and Jeanne Harrison

Vote on the Motion to be put:

- For the motion – 37
- Against the motion – 4
- Abstained from voting – 6

Vote on the Motion as read from the screen which includes amendments:

"That in the future the RSAYS establish a policy, plan and protocols on the establishment of commercial enterprises on RSAYS premises

That the plan include the establishment of commercial enterprises that has space to expand

That the plan include the impact on members ie: security of vessels and marinas

That the plan include access to the commercial premises from outside

That this policy, plan and protocols are brought back to members at a special meeting date to be determined, but within six months."

- For the Motion – 32
- Against the Motion – 8
- Abstained from voting – 7

General Business continued:

- David Rawnsley commented on the logos on (Squadron) regalia. There appears to be several styles of logo. He doesn't know of any other clubs with so many logos. In 2001 we decided not to change the logo so it's unacceptable to have more than one.
- Ken Case – gave thanks to Annette (Member Services) for cleaning up the Quarterdeck after it was left in a shambles with mess everywhere.

Commodore Rae Hunt closed the meeting at 10.02pm