

ROYAL SOUTH AUSTRALIAN YACHT SQUADRON INC

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ANNUAL GENERAL MEETING

Held Thursday, 8pm, 16th July 2015, Squadron Dining Room

DRAFT MINUTES

Attended by: Commodore Peter Cooling, Vice Commodore Rae Hunt, Rear Commodore Bruce Roach, Treasurer Ian McDonald, Helen Moody, Geoff Wallbridge, Colin Doudy as the RSAYS Inc Management Committee and 52 Voting Members & 29 Non-Voting members or Guests

1. Apologies – as noted in apologies section of attendance register

2. Bereavements –

Michael Wilde, Harold Anderson AM, Paddy O'Rourke & John Ellison
One minute's silence was observed.

3. Adoption of Minutes

3.1. Quarterly Meeting of Members held on Thursday 26th March, 2015

Moved to receive the minutes by Patrick Hill, seconded Peter Hansen – carried

- Peter Hansen – commented the sentence about Strategic planning needed changing to make sense, "the create a document for management" changed to "then create a document". He also said his comment about the wine list should be "there is a low percentage of SA wines on the new list"

3.2. Business arising from the minutes - none

Minutes adopted subject to amendment by Keith Hancock, seconded Richard Smith - carried

4. Commodore's Report – Peter Cooling

- Firstly, what a year is has been. Collectively your Management Team, members, Volunteers, Sponsors and staff have all played a role in the fortunate position we are now in.
- Clubhouse renovation was a huge project completed in a short time frame. After all the stress and inconveniences most members would say it was a resounding success. We now have a grand facility to continue into the future
- Marina Berth GST issue has been resolved, there will be more information in the GM report
- 399 Year Leases are now consistent. Puts all berth owners on equal terms
- Membership has slipped from the buoyant years of over 1000 members but we are consistently holding around the 960 members. We are pro-active in maintaining and securing new members
- Marina occupancy is been in the high 90% for the last year.
- Hardstand Stand area is low occupancy and difficult to fill in economic low times
- Successful racing and twilight racing season despite challenging weather conditions

Seamanship and Fellowship

- Southern Myth & Enchantress represented RSAYS in 2014 Sydney to Hobart
- Etchell Nationals held successful title series at RSAYS last January
- Port Lincoln Race & Race Week were well supported as well as the inaugural King Of The Gulf Regatta – a huge success
- Our Women's Team was runner up in the Women's Keelboat Regatta at Royal Melbourne Yacht Squadron. A fantastic result
- Great end of season with Presentation Night having a capacity crowd
- Thanks to the racing volunteers for their massive efforts throughout the season
- A strong year for Junior sailing with their numbers building. They have enthusiastic coaches, children and parents which are an asset for the Squadron's future
- House & Social Committee have been very active hosting many events: Commodore's Dinner, Opening Day, several wine tastings, movie nights, Boxing Day lunch, and the Clubhouse Opening by the Governor Hieu Van Le AO our Club Patron followed by celebrations enjoyed by a large number of members and their guests
- Cruising Committee has also had a busy calendar of successful cruising events to Black Point, Port Vincent, Kangaroo Island, Stansbury, Port Arthur (SA) and to our neighbouring clubs. Sand Bar Cricket and Dinner Talks have been popular.
- Thanks to the Communications Committee their efforts in producing our brilliant Squadron Quarterly magazine
- Seaweed Garden Group continue to maintain and improve the club grounds for our enjoyment
- Development and Advisory Panel had a stressful year with the Clubhouse redevelopment and ongoing slipway issues on which they are working on
- Thanks were given by the Commodore to all members supporting Squadron events and encourages all members to get involved
- Flotilla for Kids will be returning to RSAYS February 2016 and will be run by Past Commodore Annie Rogers with Little Heroes Foundation

As this is his last night as Commodore, Peter expressed his gratitude for a truly amazing experience, as well as a privilege and honour to represent the Squadron. Sincere thanks to the strong team of Ltd and Inc Managements, our committees, the special groups of supportive volunteers, our staff, our fantastic members, his family and friends that have supported him and Noels during his term of Commodore.

Move to receive Commodore's report received: Kingsley Haskett, seconded Phil Stump - carried

Adoption of Commodore's Report: Steve Kennedy, seconded Roger Holden - carried

5. General Managers Report – Andrew McDowell

Issues from the last meeting:

- The dust report is inconclusive. Minimal dust at the time of the report. To be monitored further by EPA
- Wine list has been reviewed giving a good range with 75% SA Reds
- Strategic Plan framework is 90% complete. Will be released to members at a later date when completed

- GST amendment was passed in all categories. The changes will be implemented as soon as possible
- Chain mooring area clean up and safety issues of remaining moorings
- Clean up of the basin allows for future development for slipway, etchells and Juniors use of the basin for sail training
- Food & Beverage are being monitored closely to reduce costs. New menus, new wine list and new function package
- Annual report of Food & Beverage is negative by \$50k which includes a one off \$30k cost ?????
- Introduction of Members discount pricing
- Staff levels are being monitored because of wage increases
- Poor return from Twilight meals due to bad weather this season
- Old function package was under value so was not as profitable
- We have many corporate and private functions over the next 12 months
- For a trial period RSAYS will be open to the public for meals over Spring
- After 2 surveys to name the restaurant "Squadron Dining Room" was most popular
- Member's outstanding accounts have been followed up
- Sail drying frame will be repaired and made safe
- Quotes have been sought for mesh screens for the SE BBQ area for protection from the weather
- First round of quotes for Solar power were not favourable. New quote that has a payback time of 2 years will be reviewed by Management
- 49ers etc proposed future event..... Club with forward thinking
- North boundary fence has been replaced with added shade cloth
- Maintenance team have been busy doing marina repairs
- New pilot boat in the marina called "Alert" ?????
- Slipway cradles and mast wharf need repairs
- Noxious weed has been found in small area of marina basin. It should die off over winter. It's under observation by EPA.
- North west light pole has had remedial work to fix the base
- Many positive comments on new Clubhouse including it looks prestigious
- Received a new burgee from Royal Yacht Squadron, Isle of Wight

Move that General Manager's report be received Peter Cooling, seconded John Moffatt – carried

Discussion followed:

- Peter Hansen asked to elaborate on the Strategy Plan. He's worried that opportunities have been lost to identify key issues. There should be a second consultation with the Members. What direction is being taken for those issues. Have you asked the Chair of the Juniors where he (and the committee) would like to be in 5 years.
- Andrew McDowell GM – replied, we have the framework as a starting point for implementation by the Committee. There needs to be an understanding of what the document needs to achieve. Management is committed and will give feedback prior to development
- Sue Richardson – requested more information in regard to the public. Will it be open all the time.
- Andrew McDowell GM – replied, Thursday, Friday and Saturday to encourage extra trade. The trial period will be managed and hope to bring benefits to the club
- Kingsley Haskett – We seem to be on top of the electricity system with solar. What difference is there in cost from the old to the new club? We have a

large roof and we don't retain the run off, it could be used to water gardens. Water is not cheap, I strongly suggest we look at getting water under control. Why are we revisiting the future plan, there were meetings for over six months which came up with a comprehensive document that should be in the office. Members should have the major say in the direction of the club. In regard to external events how many conflict with the members use of the club? It's our club we paid for it! We were to be told how the (renovation costs) would be re-couped and we weren't told. It's a disservice to members.

- Andrew McDowell GM – some functions are corporate and occur during the week. Weddings held on Saturday should be minimum clash with members as there is low use of the dining room by the members. Club events take precedent. All dates are in the calendar and only open dates are available for private functions. Not aware of any clashes. Re-coup of costs will be as the dining room is used by members or if needed by external functions
- Kingsley Haskett – I don't approve of any function or event at the exclusion of members
- Greg Scholtz - Are there any plans to develop the bar in Jimmy's ?
- Andrew McDowell GM – There are some initial plans on the Action List to provide a more comfortable environment and dress up the dinghy shed
- Matthew Wright – in regard to opening for the public. Is it open for discussion?
- Andrew McDowell GM – It's a direction from the management Committee to open as a trial to increase revenue over a six month trial period
-

Move report to be adopted Peter Cooling, seconded Alan Down - carried

6. Treasurer's Report – Ian McDonald

6.1. Adoption of RSAYS Inc Financial Report for the year ended 30/4/2015

- 2013/2014 Financial Reports were distributed to all members either electronically or by post for those without email
- An increase in subscriptions received compared to last year
- Credit from the Fuel Tax rebate of approx \$100k, giving just over \$50k for this year
- Advertising income \$4.5k offsets the printing of the Year Book
- Increase in sponsorship income \$5k plus sponsorship in kind and discounts have increased almost 300%
- Cleaning has increased by 14% due to more regular cleaning. To be offset by future events
- IT increase of \$10k up on last year, website development cost \$5.5k, the balance being the purchase of new AV system and associate equipment. The new agreement with internet provider will save \$1.5k
- Bad debt write off increase of \$9k relates to prior year accounts
- Legal expense increase of \$4.4k is from industrial relations claim and should be offset by insurance claim for costs
- Printing cost increase of \$9k will be offset by advertising (\$4.5k). The other \$3.5k is related to outsourcing the Squadron Quarterly. \$1k charge to produce membership cards which was free of charge last year due to printer's error.
- \$32k increase in maintenance costs is a good sign that work is being achieved around the club
- Marina income increased by \$55k

- Food & Beverage - \$16k payouts for permanent staff who left RSAYS and \$2.5k for replacement of equipment, increased wage costs due overstaffing, poor trade through twilight season, staff training and extra trade night added to the overall \$50k negative movement. Positive steps have been taken to work towards a good result and bolster turnover. New staff in key positions and substantial changes to grow the business will increase efficiency and deliver on members expectations

Move that report be received Ian McDonald, seconded Mal Mead

Discussion followed:

- Richard Colebatch – noticed in the report for last quarter \$100k from the RSAYS Foundation but can't find it in the Inc Financial Report. Inc received \$152K
- Ian McDonald – the money came to Inc through the Australian Sports Foundation – see Andrew McDowell GM for further information
- Kingsley Haskett – we lost 75 members because they resigned. What is the value lost to the club and what type of members?
- Ian McDonald – if you look at page 1 (financial report) it shows the details of expense and income. Member subscriptions received have increased, partly through CPI. Whilst we have lost members we have had a growth which offsets loss
- Kingsley Haskett – do you have the value for the loss
- Ian McDonald –No
- Peter Cooling – we will follow it up
- Richard Colebatch – most companies that increase IT spending reduce costs but ours has gone up
- Ian McDonald – Andrew McDowell has a detailed report
- Andrew McDowell - \$5k on a new website, AV system, new agreement with internet provider, print & post cost has increased but is offset by increase in advertisers. We organise our own printing of the Year Book, with the cost being offset by advertising. Outsourcing of the design of Squadron Quarterly. Some changes to software. Statement are now sent by email.
- Rod Wells – having looked at the marked increase in racing expenses, is there a reason for the increase, racing expenses got us into trouble previously.
- Ian McDonald – Etchells Nationals were an added cost as well as other events we couldn't hold here in this financial year. Racing have over spent, discussions with them are ongoing
- Sally Metzger – A cost saving for Squadron Quarterly is to offer to opt out of paper issue and read online. We could run a survey. Older members would probably prefer the magazine and younger may prefer electronic option.

Move to adopt report Ian McDonald, seconded Rod Wells – carried

7. RSAYS Foundation Report – Chris Mandalov

- The Foundation has been set up to manage Member donations and grants for qualifying RSAYS projects.
- A panel of Trustees Manage the Foundation to make sure that the objectives of the Squadron are met
- Garry Read is stepping down as Chairman after six years of service
- Kevin Cook is also stepping down as Deputy Chairman

- The Foundation welcomes two new Trustees – Barry Allison and Peter Kelly
Move to accept the new Trustees, Barry Allison & Peter Kelly, by Peter Cooling, seconded Kingsley Haskett - carried
- The Clubhouse Redevelopment has been the major fund raising project of the Foundation. The project attracted the significant legacy of Graham Cotton which was used towards the Club House entrance. Over two years just over \$390k was raised for this project
- Other minor grants included – RSAYS attendance at the Women's Keelboat Regatta and the Junior's Start Boat repairs
- Total Grants from the Foundation: Equipment Fund \$29,500, Sport Fund \$11,879, Facilities Fund \$174,773
- Total Donations to the Foundation: Equipment Fund \$41,167, Sport Fund \$27,021, Facilities Fund \$175,607. All are ex GST and do not include Graham Cotton's Bequest

Move to receive report Chris Mandalov, seconded Philip Stump - carried

No Discussion followed

Move to adopt report Chris Mandalov, seconded Steve Kennedy – carried

8. Election of Committees.

8.1. Election of Flag Officers & Management Committee

Commodore	Rae Hunt
Vice Commodore	Bruce Roach
Rear Commodore	Colin Douady
Treasurer	Ian McDonald
Committee Members	Helen Moody, Geoff Wallbridge, Kevin Cook

No ballot will be held and the nominees are declared elected

8.2. House and Social Committee

Andrea Mead
Noelene Cooling
Co-opted members:
Bill May, Gaye Fischer, Jill Roach, Heather McDonald, Jamie Albrecht,
Deirdre Schahinger

No ballot will be held and the nominees are declared elected

8.3. Cruising Committee

Kingsley Haskett, Michael Rossiter, Linda Walsh
Steve Kennedy, Ken Case, Trevor Manoel

No ballot will be held and the nominees are declared elected

8.4. Junior Development Committee

Mitch Mead, Marc Kovacic, Keith Teagle, Bruce Henshall
Co-opted members:
Phil Solomon, Stuart Davis, Angela Catlett

No ballot will be held and the nominees are declared elected.

8.5. Racing Committee

Roger Oaten, Chris Mandalov, Lloyd Cushway, Steve Martin,
Andrew Waterman, Gerald Valk, Bob Schahinger
Co-opted Members:
Barbara Parker, Lisa Bettcher, Nives Vincent

*This committee was elected Friday, 15th May 2015
At the Racing Skippers and Crews Meeting*

9. General Business

9.1. Slipway Precinct Update by Geoff Wallbridge

- Firstly, recognition for Development and Advisory Panel, Lloyd Cushway, Mal Mead, and Bruce Roach for their input and for the contributions by the Andrew McDowell, Peter Cooling and Bruce Roach
- DAP looks at the physical facility at the request of Management
- As Chairman of DAP my thanks to all for their efforts

Applause from the floor

- DAP was asked to provide information as to how the Club's physical resources were going and then came up with a future plan for discussion
- Stage 1 – refurbish or rebuild existing slipway. The vertical ship lift discussed at the last meeting has been deferred as RSAYS Ltd chose not to spend \$1.2m on the project
- The Slipway refurbish or rebuild needs to happen relatively quickly due to derailments of the cradles and the need to repair the cradles. As it is limited to 18 tonne and 40ft length, it is hoped to upgrade for larger boats. The upgrade of the rails are urgent
- Stage 2 – when the economy gets better we will build Stage 5 Marina
- Sometime in the future we will look at joining Stage 1&2 marina to the south bank – see plans presented for proposed layout for connection
- The members are asked to put forward their questions and comments to DAP

Discussion followed:

- John Deniet asked if the owners on Stage 1&2 will be consulted in regard to joining it to Stage 3&4?
- Geoff Wallbridge – It will be discussed closer to the time
- Col Fraser – what is the budget to fix the rails?
- Geoff Wallbridge - \$300k - \$400k is the cheaper option to fix the problem. The main issue is the old rails under newer rails. It's an affordable upgrade of some of the turning pit and repair/upgrade cradles. The full replacement cost for the slipway is \$1.2million.
- Col Fraser – accepts the proposal in principal. Do we need to come back on this?
- Geoff Wallbridge – More details are needed and there is a strong contingency to keep and maintain the slipway even though some say to get rid of it.

Motion, by Col Fraser: to accept, in principal to refurbish the rails as a recommendation. Seconded Kingsley Haskett – carried

- Peter Cooling – we can move the motion but it is only a recommendation so far
- Kingsley Haskett – We were assured that there would be plenty of funds for the slipway but was wasted on the Clubhouse. Once again the boat owners pay for it. Rails were slipped over about 55 years ago, Richard

Smith can give you the details. The slip will become unsuitable through OH&S rules, it's dangerous being close to the club house if we're open to the public.

Look at large wedge slip system, as cradles are not always suitable.

Question to DAP – the drum pontoons haven't been out of the water in 14 years and not been maintained. When will it be done?

- Geoff Wallbridge – DAP has listed the pontoons to be serviced as soon as possible as they need a to be refurbished. The wedge lift is an option but it does involve more expense. It will be considered.

The general plans will be for discussion. Any information from the members will be appreciated.

- Kingsley Haskett – is for the motion
- Peter Cooling – the funds have not been wasted they still exist
- Richard Smith – Supports the motion for study and presentation of a solution.

Firstly, supports the total upgrade of slipway. The level ride lift even though more expensive, should be looked into further. Assume the interim motion if we don't have the money for the total upgrade.

In 1988 we were losing members to the CYC. Merv Butterfield and himself (Richard Smith) worked on a viable plan to maintain the chain moorings and build a marina on the north bank or do nothing and watch the club decline.

He supports the group effort, as well as looking at alternative from incline to lift. Hopes DAP continues the efforts to bring purpose to the RSAYS facilities

- John Butterfield – concurs with Richard Smith. Any money spent on the overall plan not wasted on the incline slip. The travel lift is the best option or a straddle lift is the simplest option
- Geoff Wallbridge – the vertical lift is the preference, however RSAYS Ltd are not prepared to spend the amount required at present. The slipway is at reduced capacity and needs to be fixed now
- Michael Rossiter – supports the motion. What is the cost of Stage 5 marina, is it a relative cost to the \$300k for the slipway refurbishment?
- Geoff Wallbridge – Stage 5 is expensive probably around \$1.5million but it will make money by renting or selling the marinas. Whereas it's difficult to make money on the slipway. The slipway is primarily for member use and not necessarily to make money.
- Richard Smith – clarifying the alterations (to the rails) the actual frame was put in mid 1960's and other work was piece meal. Thanks Geoff for the presentation

Richard Smith moves to amend the motion: DAP should continue their investigation to refurbish the slipway, seconded Peter Kelly – carried

Infavour 47

Against 1

Vote to accept the motion: passed unanimously

Infavour 47

Against 0

9.2 Slipway Shed Project – Bruce Roach

- Thank you to the Management Committee for their great efforts under Peter Cooling – well done

- Bravo Sails is named as the tenant for the new shed as a commercial venture
- There is an agreement by both parties for a budget of \$120k plus GST, for a shed 24m x 12m The internal fit-out will be done by the lessee
- Marion Holden – Bravo Sails also sell to the public, how will they continue their trade?
- Bruce Roach – they will travel to their customers or the customer can drop off their sails during business hours
- Kingsley Haskett – Searles history - the demise of the business through the government closing the yard. His approach to Management was refused when he asked for a shed at his own expense. Also was refused to put a 40ft container to work from at RSAYS.
Any business here needs to have external access for the public through the east boundary so they can access anytime to suit business. Look at large sheds with outside access for other businesses
- Bruce Roach – Council will not allow additional access due to safety issues with trucking traffic
- Kingsley Haskett – Against project
- Arthur Vandebroek – is over whelmed by how quickly this knocked on the head. It could be good to have several businesses and should have been Searles.
- Geoff Wallbridge – No need to be concerned as DAP feels the more commercial tenants the better. If Arthur wants the same deal, that's good. The deal is good for both RSAYS and the tenant. The master plan said Commercial Precinct not just Bravo
- John Deniet – strongly supports project. The sail makers business is an excellent product. The shed should be built on the south bank, 6m back from the boundary to allow access
- Peter Cooling – the feeling in the room seems to be to support the project. Only issue seems to be the location
- Arthur Vandebroek – the project should encompass all of the small sheds. Will it be for one business or more?
- Geoff Wallbridge – this is the beginning of a commercial precinct and it can be extended. All the other sheds in dis-repair can be replaced
- Peter Last – we are moving towards resolution and needs to be a formal motion as per the Constitution
- Sue Richardson – felt more notice would have been appropriate. Attract commercial business but not have public access to our secure premises. If council say we can't use the north boundary then re-think the location. Public access is not acceptable
- David Rawnsley – supports the project. The location has serious flaws. Club boundary was re-aligned which regained land for RSAYS. Make the location along Victoria Road which can give them 24hr access would be a more successful location.
- Barb Adams – approach the State Planning Authority as they will override the rejection for the east boundary access

Motion by Peter Kelly: Move that proposed shed be constructed for proposed tenant with location to be debated, seconded Peter Cooling

- Kingsley Haskett – this is dealt with in our Constitution section 19. Can we please abide by the Constitution?

Amendment to Motion by Peter Last: That the matter of developing a commercial precinct at the Squadron be considered and reported to a general meeting, seconded Geoff Wallbridge – carried

- Geoff Wallbridge – We've always had a commercial precinct. The location has been considered and 24hr access is not an issue, it will be limited to 9am -5pm for the gates are opened by the office. We run the risk of alienating the tenants and losing business.
- David Rawnsley – supports the project. Long term it sounds like the deal is done. Look at the future of the club
- Richard Smith – supports the project. We want commercial business to support the club financially. The proposal comes across a bit ad hoc and needs to look at a bigger future and understand the implications. The sail maker is a good fit and there should be space for Searles, an upholsterer, diesel mechanic etc Could be seen as short sighted.
Dr Last's motion that the proposal be put back to DAP to determine the location. Consider external access and don't take no for an answer.
- Geoff Wallbridge – the existing sheds are not of great character. There's no need for the slipway to be wider. The new shed can be extended. Not keen on using the excise land as it is used as an overflow carpark. The chosen location works.
- Kingsley Haskett – at the risk of repeating himself: 19.3 of the Constitution reads: "Should an objection to any existing or planned commercial activity, signed by 5 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." We must follow the Constitution.
- David Rawnsley – believes that Julian (slip master) and Ben (marine services) purchased their own sheds and they lease the land.
- Geoff Wallbridge – they pay rent to occupy the sheds
- Peter Cooling – we will put it on notice and look into it. As the general motion has been broadly discussed, access seems to be the issue.

Vote for the amendment: Carried

For 28
Against 9

Vote for the amendment to become the motion: Carried

For 32
Against 7

9.3 General Business

- Peter Last – two matters –
First: he makes no apology for trying to enforce traditional manner of meetings in the club as he would hate to see it lost.
Second: His pleasure and pride at the beautifully polished trophies. Thanks to whoever did it.

9.4 Passing of the Burgees

Each of the new Flag Officers received their burgees

Three cheers for all

10. Close of meeting at 10.46pm