

MINUTES OF THE 117TH ANNUAL GENERAL MEETING OF

THE YARRAVILLE CLUB INC.

**Held on Sunday 27th November 2022 at 11.00am
at Yarraville Club**

Present: Office Bearers

Mr. John Papazisis (Chairman)
Mr. Andrew Fish (Vice Chairman)
Mr. Riley Nottingham (Treasurer)
Mr. Aaron Mahoney (Director)
Mr. Riley Nottingham (Director)
Mr. Matthew Gilbert (Director)

Members

41 members in attendance achieving quorum (as per attachment).

In Attendance

Mr. Christopher Byrne	(CEO, Secretary & Public Officer)
Mr. Scott Phillips	(Operations Manager)
Mrs. Rita Looke	(Minute Secretary)
Mr. Robert White	(Club Auditor - Advanced Accountants RTM Pty Ltd)
Mr. Stephen Apperly	(Club Development Consultant)

MEETING OPENED 11.00am

The Chairman Mr. John Papazisis, declared the 117th Annual General Meeting of the Yarraville Club Inc. open and welcomed all Members, new Members and Board Members attending the meeting.

APOLOGIES

All apologies were noted (as per attachment).

Motion: The apologies as declared at the 2022 Annual General Meeting be accepted.

Moved: Shaun Rodgers (#12) 2nd: Jim Couch (#16) CARRIED

CONFIRMATION OF MINUTES OF THE 116th ANNUAL GENERAL MEETING HELD ON 27th FEBRUARY 2022

Motion: That the Minutes of the 2021 Annual General Meeting as presented be accepted as a true and accurate record of the meeting.

Moved: George Hoy (#1920) 2nd Alan Watson (#4) CARRIED

The Chairman called for any items requiring correction. Nil were received.

CHAIRMAN'S REPORT

The Chairman wants to discuss Not For Profit and Yarraville Club's purpose with regards to this, as it has been a key issue for a number of years.

A not-for-profit is an organization that does not operate for the profit, personal gain or other benefit of particular people (for example, its members, the people who run it or their friends or relatives). The definition of not-for profit applies both while the organization is operating and if it closes down. Profits are not distributed to members in the form of dividends etc.

Profits are made for the purpose of providing member services. (i.e. Profits for Purpose)

A not-for-profit can make a profit, but any profit made must be used for its purpose. It can keep profits as long as there is a genuine reason for this, and it is to do with its purpose. For example, a good reason to keep profits may be to save up for a new project, new infrastructure or a building or to accumulate a reserve so it can continue to be sustainable (i.e. such as times like Covid when we needed surplus funds to assist with business closure)

Yarraville Club's Purpose Examples

Meeting all expenses and loan commitments and avoiding bankruptcy and liquidation.

Providing Club house facilities that promote fellowship.

- Snooker & Billiards Facility
- BAR 135 for small gatherings
- Function room upgrades to provide a modern amenity that is enjoyed by the membership & the community
- Outdoor alfresco garden facility for summer enjoyment
- Sports bar for friendly socializing
- Providing Community Benefits

The Chairman hopes that this clarifies the misconception and confusion regarding not-for-profit.

FINANCE REPORT

A copy of the Finance Report and Financial Statements have been made available and provided to all members.

The Chairman welcomes our Auditor, Mr. Robert White from Advanced Accountants RTM Pty Ltd., for an update on the Finance Report.

Mr. White states that 2022 year has been a far better and stable year compared to the last couple of years.

Mr. White summarises the Club's Financial Position, and states that he believes the Club is doing very well and invites anyone who has any questions to speak to him after the meeting.

Question from Shaun Rodgers (#12)

"Reference Page 13 (r) says that all streams of income into the Club are recognized as cash when it is received. Yet in note 7 it says carrying trade debtors of \$71,000. How can we be carrying debtors when we are only recognizing income on cash when it is received?"

Mr. Chris Byrne advises that a couple of those points are valid, but would need to refer to our accountants who prepared the reports and it could be there needs to be an adjustment.

Chris Byrne and John Papazisis mention to Mr Rodgers that it is not possible to answer all questions as they were not received 'on notice', and that it would be best for him to submit his queries in writing to the Chairman or Treasurer so that they can be answered correctly and factually.. John thanked Mr Rodgers for his questions.

Question from Leslie Courtney (#01801) – *“Does the Club have assets, and are the assets separate to the Yarraville Club”?*. Chris Byrne & Andrew Fish advised Mr Courtney that all the assets are owned by the Yarraville Club and appear as items in the Club Balance Sheet.

Motion: “That the Audited Financial Statements of the Yarraville Club Incorporated for the financial period ending 30 June 2022 as presented be accepted as a true and accurate record of the Club’s financial position”.

Moved: Terry Forrester (#7)

Seconded: Leslie Courtney (#01801)

Results of Board of Director Election

John Papazisis calls up Terry Forrester and Alan Watson, Returning Officers, to announce the Board of Director Election result.

“As a Returning Officers elected by the Yarraville Club Board of Directors to oversee the election ballot, we declare that ballot was conducted correctly and in accordance with the Club Constitution. We declare that Riley Nottingham and Aaron Mahoney have been successful in this ballot and are re-elected to the Board of Directors for a period of 3 years commencing today. On behalf of the Yarraville Club, we would like to thank all the candidates for their participation in the ballot.”

John Papazisis thanked Terry Forrester & Alan Watson, Returning Officers for their service. He also thanked Sue Riley for having participated as a candidate in the election.

Motion: “That the Returning Officers declaration of the 2022 Board of Directors election is accepted”

Moved: Daryll Dibbs (#1859)

Seconded: George Hoy (#1920)

Honorary Life Members Nomination

John Papazisis remembers our dear Life Member, Mr. Trevor Burgess who sadly passed away recently. Mr. Burgess was 105 years old and we were very honoured to have had him as a Life Member of Yarraville Club.

In accordance with clause 5.2 of the Yarraville Club Constitution, the Board of Directors has resolved that for the outstanding service to the Yarraville Club, Honorary Life Membership should be bestowed upon Mr. Aaron Mahoney (member no. 18368) who joined the Yarraville Club on 26th November 2009 and has served as a Board Member for over 10 years.

Motion: “In accordance with Clause 5.2 of the Club Constitution, the membership present ratify and support the decision of the Yarraville Club of Directors in bestowing Honorary Life Membership to Aaron Mahoney (member no. 18368)”

Moved: John Papazisis

Seconded: Margaret Campbell (#19417)

Aaron Mahoney thanked the Club Chairman and members for his Life Membership.

Questions on Notice

In accordance with clause 30.7 of the Constitution, no questions were received.

Stephen Street Yarraville Master Plan Update

John Papazisis introduces Stephen Apperly to give an update on the Yarraville Club Master Plan, and provides a bio on Stephen.

“Stephen is an Aeronautical Engineer by trade and runs a consulting company called Longreach and they have been assisting the Yarraville Club Board for the last 12 months, sitting down and discussing options. Longreach have advised a number of groups about property matters including the Commonwealth Government, Victorian Government, University of Melbourne, Lendlease and many others. They have done some major projects in partnership with various groups. They have also been involved in Military Housing for the Commonwealth Government. After graduation from University in Aeronautical Engineering, he also did an Advanced Masters in Investment Banking & Finance, working with some major Investment Banks.”

Stephen Apperly provides the Members with an update on where he and the Board have got to in the last 12 months and explains the process of which we go about what we are doing. It is really about exploring options for the Club for the next 100 years. Our role is to present options that we think might be appropriate and also what their financial impact is going to look like and make it clear to the Club that they do have a number of options. There will be no images at this stage, it will just be talking about the pathway.

Longreach are engaged as Property Advisors and understand the history of the Club is very significant and the fact that it has been here for over 100 years, this has been taken into consideration. Longreach pay attention to the history of developments and are sympathetic to the local environment.

Their role is about putting the options up to the Board & the Members so they can make the decisions about what they would like to see the Club become in the future.

It was suggested that the Club engage 2 Urban Planners and come up with 2 independent reports. This was done about 12 months ago, and both reports (from Global South & Kinetica) came to very similar conclusions about what was appropriate to develop.

The biggest thing that has been done to this point, is appoint an Architectural Consultant to this project, which is a very significant part of the jigsaw. 5 Architects were short-listed to come and speak to the Board. They presented and a 40 report was then prepared. All Board Members recommended that they appoint Hachem as the Architectural Consultant. Fady Hachem is a local and grew up around the Maribyrnong area. He combines a real artistic flair with a very solid grounding in what is sensible from a commercial point of view. He has also owned his own bars & nightclubs which he designed from the inside out, so he also has an understanding of this industry.

Where to from here?

- Refine & present options to the Board
- Display to members and invite feedback & ideas
- The Club can then decide its future pathway in a logical, highly considered basis.

Stephen will also be around after the meeting and is happy to answer any further questions Members may have.

Questions From the Floor

Leslie Courtney (#01801) – Leslie expresses concern about the Yarraville Club moving from its current site.

John Papazisis & Chris Byrne have assured Members that this will not happen, and it will remain at its current site.

Graeme Lauder (#10947) – Graeme asks where the revenue will be coming from in the new development.

Chris Byrne advises that we have a license to operate poker machines until 2032. It would be unwise for the Club to walk away from that obligation, because will have to pay for the license regardless. We have an option from 2032 to 2042 that the Club doesn't have to take up, but it can if it wishes. Having too much reliance on one revenue stream can create weaknesses. The message today is to try and reduce the reliance on gaming, so when Government legislation and community perception makes operating gaming difficult, we can exit gaming if we want too.

Rosemary Charleston (#2287) – Great presentation, and very exciting to see what the Club has in store for the future. Has to Board considered communication strategy with Members, so that they are all kept informed on the on-going decisions.

Chris Byrne advises that the Social Planners & Urban Planners have highlighted that it is important to keep not just the Members, but also the community informed of the process.

Paul Nicola (# 12143) – Paul asks Stephen what the time frame from now to the time they Members get to enjoy what will transpire from these works.

Stephen advises that hopefully in the next 6 months they will be in a position to show all the options that have been put to the table and get feedback from Members. It is also important to look at the Stages of re-development, as financially the Club still needs to be operational during these works.

The Chairman John Papazisis and Directors invite all members to join them for complimentary drinks and light refreshments at the conclusion of the meeting in the Sports Bar area.

MEETING CLOSED 12.19pm

Signed as a true and Accurate Copy of the Annual General Meeting held on

Sunday 27th November 2022

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John Papazisis– Chairperson

YARRAVILLE CLUB AGM – SUNDAY 27th NOVEMBER 2022

Attachment 1

Apologies for 2022 AGM

MEMBER NO.	SURNAME	FIRST NAME
1	Dodd	William
14	Phil	Keeghan
17908	Julie	Keeghan
2254	Lynch	Michael
19584	Kraehe	Timothy

Members Attending 2020 AGM

MEMBER NO.	SURNAME	FIRST NAME
10353	Allan	Graeme
1518	Campbell	Robert
19417	Campbell	Margaret
2287	Charleston	Rosemary
2169	Charleston	Dennis
16	Couch	Jim
1801	Courtney	Leslie
1859	Dibbs	Daryll
12104	Dodd	Robert
2687	D'Silva	Clarence
14036	Emery	E.Margaret
2699	D'Silva	Lorraine
12236	Fish	Andrew
7	Forrester	Terrance
12220	Franklin	Lawrence
10574	Gavrilidis	Paul
13059	Gilbert	Matthew
489	Gray	Hellen
5	Gray	David
10979	Holman	Henry
1920	Hoy	George
10947	Lauder	Graeme
14563	Lauder	Doreen
18368	Mahoney	Aaron
2498	Malamas	Sally
15259	McCullen	Alan
12143	Nicola	Paul
12144	Nicola	Dimitra
12252	Nottingham	Riley
13	Papazisis	John
12	Rodgers	Shaun
10810	Ryan	Mark
1314	Snowden	John
344	Thompson	Lou
46	Till	Reginald
347	Tomlins	Gary
14359	Vallinga	Rosalind

4	Watson	Alan
11539	Webb	Fred
580	Webster	Bruce
2123	Whitehand	Lolene