



REDLAND BAY GOLF CLUB INCORPORATED

106th ANNUAL GENERAL MEETING

MINUTES

Monday 9 September 2024

6.07pm – 7.28pm

North St, Redland Bay QLD 4165

Attendees:

The President noted that 30 members were required to form a quorum for the AGM to proceed. 66 members were in attendance (as per attendance register). Quorum confirmed.

Guests:

Paul Fitzpatrick - General Manager, Dion Cope - Course Superintendent, Ken Huang- Auditor

Introduction and Welcome:

The President Steve Cairns declared the 106th Annual General Meeting of the Redland Bay Golf Club officially open and acknowledged the Life Members present. Steve Cairns also noted the apology from Club Patron Don Kidd.

All attendees were upstanding and acknowledged Members that the Club had lost over the past 12 months.

Apologies:

9 as listed in attendance book.

Acceptance of the Minutes of AGM 2023:

Acceptance of the Minutes of the Annual General Meeting held on 11th September 2023. Minutes having been previously available to Club Members for viewing on the website.

Motion to accept these Minutes as being “read” and as a true and accurate record of this meeting.

Moved by: Chris Cairns (5224)

Seconded by: Howard Thomas (3928)

Motion carried (unanimous)

Acceptance of the Minutes of SGM 22nd May 2024:

Acceptance of the Minutes of the Special General Meeting held on 24th May 2024. Minutes having been previously available to Club Members for viewing on the website.

Motion to accept these Minutes as being “read” and as a true and accurate record of this meeting.

Moved by: David Grey (2385)

Seconded by: Len Beck (2088)

Motion carried (unanimous)

Board Report 2024:

Steve Cairns advised the Board Reports for 2024 were contained within the Annual Report. Steve Cairns, Tom Crothers and David Grey then proceeded to provide a summary of the key items contained within the Board Report (see copy of presentation slides attached to these minutes).

Motion: That the Board Report be taken as read and accepted.

Moved by: Steve Cairns (249)

Seconded by: Brian Engler (1193)

Motion carried

Items Noted:

- Steve Cairns acknowledged the efforts of the Club General Manager Paul Fitzpatrick and all employees of the Club were thanked by acclamation for their efforts during the past 12 months.
- Tom Crothers made special acknowledgement to the Course Team and Volunteers that assisted over the past year. Tom Crothers further acknowledged the Grounds Committee members for their contribution and John Daffy for his work in putting together the volunteer video.
- David Grey thanked the Finance Committee members.

Motion: That the Financial Reports within the 2024 Annual Report including Balance Sheet, Income & Expenditure Statement, Statement by Directors and the Trading account for the year ended 30 June 2024 be adopted and that the Auditor's Statement for the year ended 30 June 2024 be adopted and accepted.

Moved by: David Grey (2385)

Seconded by: Leo Zwartz (2631)

Motion carried

Womens Report 2024:

It was requested that the Womens Report contained within the "Redland Bay Golf Club Incorporated Annual Report" be taken as read.

Motion: That the Womens Report be taken as read and accepted.

Moved by: Jennifer Gorton (4937)

Seconded by: Michele Stanley (2821)

Motion carried

Veterans Report 2024:

It was requested that the Veterans Report contained within the “Redland Bay Golf Club Incorporated Annual Report” be taken as read

Motion: That the Veterans Report be taken as read and accepted.

Moved by: John Stoner (2643)

Seconded by: John Duncalfe (1367)

Motion carried

Appointment of Auditor:

In accordance with the Notice of Motion submitted to this meeting that RWM Chartered Accountants, having been duly nominated and having consented be appointed as the registered auditor for the financial year beginning 1 July 2024.

Motion: That RMW Chartered Accountants be appointed as Auditor for the financial year 01 July 2024 to 30 June 2025.

Moved by: David Grey (2385)

Seconded by: Steve Cairns (249)

Motion carried

Notice of Motion 1 (Special Resolution): Womens and Veterans Committees

Steve Cairns advised that currently these two committees operate informally. This proposed change formalises these two committees within the Clubs internal governance structure. Each committee will be chaired by a Board Member. These two committee will be elected by the Women and Veterans respectively.

Motion: That the motion as presented in pages 1-6 of the attached document be adopted.

Moved by: Steve Cairns (249)

Seconded by: Tom Crothers (3559)

Motion carried

Notice of Motion 2 (Special Resolution): Composition of Board

Steve Cairns advised that this motion proposes an additional Board position of Captain – Women. Increasing Womens representation on golf club Boards is one of the outlined goals in the R&A Women in Golf Charter. The motion also includes renaming Captain to Captain – Men and amendment to the terms of office to include the additional Board position. Other changes include the renaming of other director positions ie Director of Finance to become Director – Finance. Female Director to be renamed Director - Women.

Several members present spoke for and against the motion. Don McAlpine stated that due to the sensitive nature of the proposed motion that he feels this item should be dealt with by secret ballot. This motion was put to the meeting:

Moved Don McAlpine Seconded Dieter Moeckel that Motion 2 be dealt with via **secret ballot**. Carried.

The meeting appointed General Manager Paul Fitzpatrick and Auditor Ken Huang to ack as scrutineers.

Motion:	That the motion as presented in pages 7-9 of the attached document be adopted.
Moved by:	Kerry Clarke (5163)
Seconded by:	Tom Crothers (3559)

Motion defeated

Moved John Stoner and seconded by Chris Cairns that the **ballot papers be destroyed**. Carried

Notice of Motion 2A (Special Resolution): Composition of Board

Steve Cairns advised that due to Motion 2 not being carried this motion is required to rename some Director positions as listed in the attached document on pages 10-11.

Motion:	That the motion as presented in pages 10-11 of the attached document be adopted.
Moved by:	Steve Cairns (249)
Seconded by:	Tom Crothers (3559)

Motion carried

Notice of Motion 3 (Special Resolution): Proxy Voting

Steve Cairns advised that some members have expressed concern in the past that, in the event they are unable to attend a General Meeting they are unable to vote on issues which are of such importance that a special resolution is required. This proposed amendment will allow Members who cannot attend a General meeting to express their view on these important issues.

Several members present spoke for and against this motion.

Motion:	That the motion as presented in pages 12-13 of the attached document be adopted.
Moved by:	Steve Cairns (249)
Seconded by:	Tom Crothers (3559)

Motion defeated

Notice of Motion 4 (Special Resolution): Mediation

Steve Cairns advised that this motion brings the Constitution into line with current legislative requirements that grievance processes in the constitution of incorporated associations must include mediation.

Motion:	That the motion as presented in pages 14-16 of the attached document be adopted.
Moved by:	Steve Cairns (249)
Seconded by:	Tom Crothers (3559)

Motion carried

Notice of Motion 5 (Special Resolution): Minor Amendments in Constitution

Steve Cairns advised that this motion contains minor amendments and corrections to the text and formatting of the Constitution.

Motion:	That the motion as presented in pages 17-19 of the attached document be adopted.
Moved by:	Steve Cairns (249)
Seconded by:	Tom Crothers (3559)

Motion carried

Notice of Motion 6 (Special Resolution): Secret Ballot

Steve Cairns invited Jenny Gorton to address the meeting. Jenny provided a summary of the explanatory memorandum contained on page 20 of the attached document.

Steve Cairns then invited other Members present to speak for and against the motion.

Motion:	That the motion as presented in pages 20 of the attached document be adopted.
Moved by:	Jennifer Gorton (4937)
Seconded by:	Helen Teys (4367)

Motion defeated

Notice of Motion 7 (Ordinary Resolution): Cart Paths

Steve Cairns invited John Duncalfe to speak to the motion. John provided a short presentation (attached).

Motion:	That the motion as presented on pages 20 of the attached document be adopted.
Moved by:	John Duncalfe (1367)
Seconded by:	Leo Zwart (2631)

Motion carried

Declaration of Board Positions:

Steve Cairns advised that in accordance with the requirements of the constitution this year two Director positions on the Board were up for election. Steve Cairns advised that Kerry Clarke had decided not to seek re-election for Female Director and thanked Kerry for her service and contribution to the Board.

Steve Cairns then announced that the following members were elected unopposed:

Captain: Greg McNab

Female Director: Michele Stanley

Steve Cairns thanked all Directors for their service to the Club.

General Business:

Steve Cairns expressed thanks on behalf of the Board to John Stoner for his assistance in working with Paul Fitzpatrick to finalise the constitution amendments.

Meeting formally closed 7.28pm

Attachments:

Power Point Presentation – used at meeting

Annual Report – Provided to Members

Copy of Agenda & Notices of Motion

Redland Bay Golf Club Inc.

Annual General Meeting

Notice to Members:

Members are advised that, in accordance with Section 51 of the Constitution, the following motions will be proposed at the Annual General Meeting (AGM) scheduled for Monday, 9th September 2024, commencing at 6:00 PM.

- **Motions 1-6:** These motions propose amendments to the Constitution in accordance with Section 66 of the Constitution. A special resolution will be required for these motions to pass, necessitating a majority of not less than three-quarters of the Members present and entitled to vote at the meeting.
- **Motion 2A:** This motion will only be considered if Motion 2 is not passed.
- **Motion 7:** This is an ordinary resolution that requires a simple majority of the Members present and entitled to vote.

Each Notice of Motion includes an Explanatory Memorandum to provide clarity on the intent behind the motion. Additionally, a mock-up of the Constitution, reflecting the proposed amendments for each motion, has been provided to assist with understanding the changes. This mock-up is colour-coded, with a legend included on the cover of the Constitution for reference.

NOTICE OF MOTION NO 1 – WOMEN’S AND VETERANS COMMITTEES

In accordance with sections 51 and 66 of the Constitution, notice is given of a motion to be moved at the Annual General Meeting on 9 September 2024:

That the Constitution be amended as follows:

1 In section 3:

- (a) Delete the definition of Women’s Committee.
- (b) Delete the definition of Veterans Committee, and insert the following:

Veterans means the totality of those financial Ordinary Members of the Association, and members of any class of the Association created by a By-Law which allows members of that class to hold a Golf Australia handicap, who have attained the age of 55 years, and have paid in full the membership fee decided by the Veterans Committee from time to time.

- 2 Delete section 47 and insert new section 47 as set out in Attachment A below.
- 3 Delete section 48 and insert new section 48 as set out in Attachment B below.
- 4 In the title of schedule A delete “Member” and after “Board” insert “,Women’s Committee and Veterans Committee”.

Moved: Steve Cairns (249) Seconded: Tom Crothers (3559)

Dated 23rd day of August 2024

EXPLANATORY MEMORANDUM

Presently, the Women’s and Veterans Committees operate informally under their own Constitutions. Their only accountability, including in relation to finance, is by way respectively of the Women’s and Veterans Annual General Meetings, and that their Constitutions shall not be inconsistent with the Club’s Constitution.

This potentially exposes members of those committees, the Board, and consequently the Club, to legal vulnerabilities.

Accordingly, the Board has resolved that these two committees should exist formally within the Club’s internal governance structure in the same way as do the Match and Golf Development, Finance, Grounds, and Strategic Planning and Governance Committees.

However, unlike those committees, which are appointed by the Board, the Women’s Committee and the Veterans Committee will:

- ☐ be elected by the Women and the Veterans respectively;
- ☐ arrange for and oversee their respective match programmes;
- ☐ have power, without requiring the Board’s approval, to make decisions about their day-to-day affairs and to raise funds and decide expenditure; and
- ☐ nominate a member of the Discipline Committee.

The two Committees will be accountable to their membership through the Director-Women and the Director-Veterans each presenting a report, in writing, to the Annual General Meeting, that sets out, as a minimum (and as the case may be):

- ☐ general information about the affairs of the Women and the Veterans; and
- ☐ a statement of income and expenditure as at the end of the financial year.

ATTACHMENT A**47 Women's Committee**

- (1) Subject to the general direction of the Board, the Women's Committee shall:
 - (a) have the general control and administration of the affairs, property and funds of Women's golf of the Association;
 - (b) in association with the Match and Golf Development Committee, arrange for, and oversee, all Women's competitions; and
 - (c) have capacity to make donations for patriotic, charitable or community purposes.
- (2) Unless the Board decides otherwise, the Director-Women is the chairperson of the Women's Committee.
- (3) In addition to the Director – Women, the Women's Committee shall comprise:
 - (a) the Captain;
 - (b) the Treasurer;
 - (c) the Social Engagement Co-Ordinator;
 - (d) the Get into Golf Co-Ordinator;
 - (e) the Secretary/Media Liaison Co-Ordinator;
 - (f) the Raffle Co-Ordinator; and
 - (g) the Sponsorship Co-Ordinator.
- (4) A Woman Member who is not an Ordinary Member of the Association cannot be a Committee Member.
- (5) Only financial women members are entitled to vote in elections for the Women's Committee.
- (6) Nominations for an office of the Committee shall be managed, with all necessary changes having been made, in accordance with section 29.
- (7) In the event that more nominations are received in respect of any office than the number of vacancies, an election shall be conducted in accordance with the process set out in Schedule A.
- (8) In the event that insufficient nominations are received in respect of any office:
 - (a) such members as have been elected shall constitute the Committee; and
 - (b) any vacancy as may exist shall be filled as if it is a casual vacancy.

- (9) In the event a casual vacancy should arise in an office of the Committee:
 - (a) it shall be filled in accordance with the process described in Schedule A; but
 - (b) if the vacancy happens within 2 months immediately preceding the date of the Annual General Meeting, the Committee may recommend to the Board that the vacancy should not be filled.
- (10) The Women's Committee may raise and spend money, provided that:
 - (b) all funds of the Women's Committee must be kept in the Association's general account; and
 - (a) expenditure above \$1,000 on a single item must be expressly countersigned by the General Manager.
- (11) At the Annual General Meeting, the Director – Women must present a report in writing that, as a minimum, sets out:
 - (a) such general information about the affairs of the Women, if any, as the Director – Women thinks fit; and
 - (b) a statement of income and expenditure of the Women's Committee as at the end of the financial year.

ATTACHMENT B**48 Veterans Committee**

- (1) Subject to the general direction of the Board, the Veterans Committee shall:
 - (a) have the general control and administration of the affairs, property and funds of the Veterans operations of the Association;
 - (b) in association with the Match and Golf Development Committee, arrange for, and oversee, all Veterans competitions;
 - (c) determine applications for membership of the Veterans;
 - (d) determine the Veterans membership fee from time to time;
 - (e) have capacity to make donations for patriotic, charitable or community purposes.
- (2) Unless the Board decides otherwise, the Director – Veterans is the chairperson of the Veterans Committee.
- (3) In addition to the Director – Veterans, the Veterans Committee shall comprise:
 - (a) the Captain;
 - (b) the Vice-Captain;
 - (c) the Secretary/Treasurer; and
 - (d) not more than two other Members.
- (4) A Veterans Member who is not an Ordinary Member of the Association cannot be a Committee Member.
- (5) Only financial members of the Veterans are entitled to vote in elections for the Veterans Committee.
- (6) Nominations for an office of the Committee shall be managed, with all necessary changes having been made, in accordance with section 29.
- (7) In the event that more nominations are received in respect of any office than the number of vacancies, an election shall be conducted in accordance with the process set out in Schedule A.
- (8) In the event that insufficient nominations are received in respect of any office:
 - (a) such members as have been elected shall constitute the Committee; and
 - (b) any vacancy as may exist shall be filled as if it is a casual vacancy.
- (9) In the event a casual vacancy should arise in an office of the Committee:

- (a) it shall be filled in accordance with the process described in Schedule A; but
 - (b) if the vacancy happens within 2 months immediately preceding the date of the Annual General Meeting, the Committee may recommend to the Board that the vacancy should not be filled.
- (10) The Veterans Committee may raise and spend money, provided that:
 - (a) all funds of the Veterans must be kept in the Association's general account; and
 - (b) expenditure above \$1,000 on a single item must be expressly countersigned by the General Manager.
- (11) At the Annual General Meeting, the Director – Veterans must present a report in writing that, as a minimum, sets out:
 - (a) such general information about the affairs of the Veterans, if any, as the Director – Veterans thinks fit; and
 - (b) a statement of income and expenditure of the Veterans as at the end of the financial year.
- (12) The Committee may propose a member for Life Membership of the Veterans.
- (13) A proposal for Life Membership shall be decided by an ordinary resolution of the Veterans Members at the Annual General Meeting.
- (14) Life Members:
 - (a) have all the rights, privileges and obligations of other Veterans Members; and
 - (b) are exempt for life from payment of any Veterans membership fee.

NOTICE OF MOTION NO 2 – COMPOSITION OF BOARD

In accordance with sections 51 and 66 of the Constitution, notice is given of a motion to be moved at the Annual General Meeting on 9 September 2024:

That the Constitution be amended as follows:

- 1 Delete all words in section 26 and insert new section 26 as follows:

26 Board of Directors

- (1) The Board of Directors consists of:
 - (a) the President;
 - (b) the Captain – Men;
 - (c) the Captain – Women;
 - (d) the Director – Finance;
 - (e) the Director – Grounds;
 - (f) the Director – Women; and
 - (g) the Director – Veterans.
- (2) The Director – Women and the Director – Veterans are full members of the Board and do not sit merely as a representative of the Women or the Veterans (as the case may be).
- (3) A member of the Board must be a financial member of the Association.
- (4) The Captain – Women and the Director – Women must each be a woman.
- (5) The Director – Veterans must be a financial member of the Veterans.
- (6) A member may not serve as President, Captain – Men or Captain – Women unless he or she has, at the time the office is to be filled at the relevant Annual General Meeting or by appointment under subsection 33 (2):
 - (a) been a member of the Association for a continuous period of 2 years; and
 - (b) previously served on a committee appointed under subsection 40(1), other than the Women’s Committee, the Veterans Committee or the Discipline Committee, for at least 1 term.

- 2 Delete all words in section 30 and insert new section 30 as follows:

30 Term of Office

- (1) Subject to this section, the term of office of all members of the Board is for a period of 3 years.
 - (2) The initial term of office of the Captain – Women is for a period of 1 year that expires as at the date of the 2025 Annual General Meeting.
 - (3) The term of all other members of the Board shall continue until, in each case, it is due to expire.
 - (4) Thereafter, the term of office of members of the Board shall commence:
 - (a) in the case of the President, the Captain - Women and the Director - Grounds – in 2025;
 - (b) in the case of the Director - Finance and the Director – Veterans in 2026; and
 - (c) in the case of the Captain - Men and the Director – Women – in 2027.
 - (5) A retiring member is eligible for re-election.
- 3 In section 7(4) delete all words after “President” and insert “, Captain – Men or Captain – Women of the Association.”
- 4 In section 33(1)(g) delete all words after “President” and insert “, Captain – Men or Captain – Women, ceases to be a Seven-Day Member.”
- 5 In section 36(1) delete “3” and insert “4”.
- 6 In section 41 delete subsection (2) and insert new subsection (2):
- “(2) The Board shall appoint one member of the Committee to be the chairperson of the Match and Golf Development Committee.”
- 7 In section 43(2) delete “Director of Grounds” and insert “Director – Grounds.”
- 8 In sections 42(2), 58(8)(c), 58(9) and Definition (statement regarding the Association’s financial affairs) delete “Director of Finance” and insert “Director – Finance.”

Moved: Kerry Clarke (5163) Seconded: Tom Crothers (3559)

Dated 23rd day of August 2024

EXPLANATORY MEMORANDUM

Increasing women's representation on golf club boards is crucial to meeting the goals outlined in the R&A Women in Golf Charter, which aims to create a more inclusive and diverse golfing environment. Historically, golf clubs have been male-dominated, resulting in policies that often neglect the interests and needs of women members. By increasing the number of women on the Board, the Club can address this imbalance, ensuring governance that is more equitable and reflective of contemporary values.

This motion proposes an additional Board position of Captain-Women be added to the current 6 director positions. The Captain-Women will sit on the Club Match & Golf Development Committee and the Womens Committee. Additional alterations required to implement this change are outlined in the motion. These include renaming Captain to Captain-Men and adding the Captain-Women to the Term of Office rotation.

In conclusion, increasing women's representation on golf club boards is essential for fostering inclusivity, enhancing governance, and aligning with the R&A Women in Golf Charter. This motion also implements a change in title of the Director of Grounds to Director – Grounds & Director of Finance to Director – Finance.

In the event this motion is not successful, the alternate Motion 2A will be put to vote. Motion 2A implements the changes proposed in this Motion excluding the additional position of Womens-Captain and the subsequent changes required for the additional Board position.

NOTICE OF MOTION NO 2A – COMPOSITION OF BOARD

NOTE: THIS MOTION IS ONLY REQUIRED IN THE EVENT MOTION 2 IS NOT SUCCESSFUL

In accordance with sections 51 and 66 of the Constitution, notice is given of a motion to be moved at the Annual General Meeting on 9 September 2024:

That the Constitution be amended as follows:

- 1 Delete all words in section 26 and insert new section 26 as follows:

26 Board of Directors

- (1) The Board of Directors consists of:
 - (a) the President;
 - (b) the Captain;
 - (c) the Director – Finance;
 - (d) the Director – Grounds;
 - (e) the Director – Women; and
 - (f) the Director – Veterans.
- (2) The Director – Women and the Director – Veterans are full members of the Board and do not sit merely as a representative of the Women or the Veterans (as the case may be).
- (3) A member of the Board must be a financial member of the Association.
- (4) The Director – Women must be a woman.
- (5) The Director – Veterans must be a financial member of the Veterans.
- (6) A member may not serve as President or Captain unless he or she has, at the time the office is to be filled at the relevant Annual General Meeting or by appointment under subsection 33 (2):
 - (a) been a member of the Association for a continuous period of 2 years; and
 - (b) previously served on a committee appointed under subsection 40(1), other than the Women’s Committee, the Veterans Committee or the Discipline Committee, for at least 1 term.

- 2 Delete all words in section 30 and insert new section 30 as follows:

30 Term of Office

- (1) The term of office of all members of the Board is for a period of 3 years.
 - (2) The term of office of members of the Board shall commence:
 - (a) in the case of the President and the Director - Grounds – in 2025;
 - (b) in the case of the Director - Finance and the Director - Veterans in 2026;
and
 - (c) in the case of the Captain and the Director – Women in 2027.
 - (3) A retiring member is eligible for re-election.
- 3 In section 43(2) delete “Director of Grounds” and insert “Director – Grounds.”
- 4 In sections 42(2), 58(8)(c), 58(9) and Definition (statement regarding the Association’s financial affairs) delete “Director of Finance” and insert “Director – Finance.”

Moved: Steve Cairns (249) Seconded: Tom Crothers (3559)

Dated 23rd day of August 2024

NOTICE OF MOTION NO 3 – PROXIES

In accordance with sections 51 and 66 of the Constitution, notice is given of a motion to be moved at the Annual General Meeting on 9 September 2024:

That the Constitution be amended as follows:

- 1 Insert, immediately before section 57, new section 56A as follows:

56A Proxies

- (1) A member may appoint another financial Ordinary Member as proxy to vote on special resolutions at General Meetings of the Association, but not otherwise.
- (2) The instrument appointing a proxy:
 - (a) may be in a form set out at schedule C or in a similar form;
 - (b) must be signed by the appointor; and
 - (c) is taken to confer authority to demand or join in demanding a secret ballot.
- (3) Unless instructed otherwise by the appointor, the proxy may vote as he or she considers appropriate.
- (4) If the appointor decides to instruct the proxy how he or she is to vote, and there is more than one special resolution to be considered at a General Meeting, the instrument must indicate how the proxy is to vote in respect of each motion.
- (5) An instrument appointing a proxy must be delivered to the General Manager no later than 24 hours before the commencement of the meeting or the adjourned meeting at which the person named in the instrument proposes to vote.

- 2 Insert new schedule C:

Schedule C Form of Proxy Instrument

Redland Bay Golf Club

Instrument of Proxy

I,.....Member Number.....

hereby appointMember Number.....

as my proxy to vote on my behalf at the Meeting of the Association which is to be
held on...../...../.....

The proxy may vote (tick one box):

- ☐ For the special resolution
- ☐ Against the special resolution
- ☐ As the proxy considers appropriate

Signed.....

Date...../...../.....

Moved: Steve Cairns (249) Seconded: Tom Crothers (3559)

Dated 23rd day of August 2024**EXPLANATORY MEMORANDUM**

Some members have expressed concern that, in the event they are unable to attend the Annual General Meeting or a Special General Meeting, they are unable to vote on issues which are of such importance that a special resolution is required. A special resolution is one that must be passed by a majority of not less than three quarters of members who are entitled to vote and who are present at the meeting.

The amendment will enable members who cannot attend the Annual General Meeting to express their view in relation to important Club business.

NOTICE OF MOTION NO 4 – MEDIATION

In accordance with sections 51 and 66 of the Constitution, notice is given of a motion to be moved at the Annual General Meeting on 9 September 2024:

That the Constitution be amended as follows:

In schedule B:

- (a) In clause 2:
 - (i) in subclause (a) delete “and” (second occurring).
 - (ii) in subclause (b)(i) delete the full stop and insert “; and”.
 - (iii) insert new subclause (iii) as follows:
 - “(iii) advise the member that he or she may appoint any person to act on behalf of the member in the grievance process including in any mediation.”
- (b) In section 6 change “6” to ”7”.
- (c) Delete clause 7.
- (d) Insert new clause 6 as set out in the Attachment.

In section 46

- (a) Amend clause (1)(a) as follows: remove “the General Manager” insert “... a member appointed by the Board.”
- (b) Insert new clause (1A) “The Board shall appoint one member of the Committee to act as chairperson of the Discipline Committee”

Moved: Steve Cairns (249) Seconded: Tom Crothers (3559)

Dated 23rd day of August 2024

EXPLANATORY MEMORANDUM

Although the Constitution provides a grievance process, in the form of the Discipline Committee, for dealing with a complaint made by a member, or a member of the staff, regarding the conduct of another member, there is now a legislative requirement that the grievance process in the constitutions of incorporated associations must include mediation as part of the process.

The Club's grievance procedure, which is found in section 62 and schedule B of the Constitution, does not provide for mediation. This motion inserts such a procedure into schedule B.

The other substantive change is to allow a member to be represented in the grievance process by any other person. At present, this is only allowed if the Board is hearing an appeal against a decision of the Discipline Committee. However, it must also be allowed during mediation. It therefore seems reasonable to extend the right to be represented at all stages of the Club's grievance procedure.

ATTACHMENT

- (6) Before the Discipline Committee may consider a complaint, the complaint must become the subject of mediation process as set out in this section:
 - (a) the parties must, in good faith, attempt to resolve the complaint;
 - (b) if the parties cannot resolve the complaint within 14 days after it was made, the person who made the complaint may, within a further 21 days, ask the General Manager to refer the complaint to mediation;
 - (c) the General Manager must refer the complaint to mediation within 14 days after the request;
 - (d) the parties must choose a mediator to conduct the mediation
 - (e) if the parties cannot agree on the appointment of a mediator within 14 days after the complaint is referred to mediation, the mediator must be:
 - (i) for a complaint between a member and another member, a person appointed by the Board;
 - (ii) for a complaint between a member and the Board, an accredited mediator or a mediator appointed by the director of the South Queensland Dispute Resolution Centre.
 - (f) a member or alternate member of the Discipline Committee cannot be appointed as a mediator;
 - (g) if a mediator is appointed, he or she must commence the mediation as soon as possible after being appointed and make diligent efforts to finalise the mediation within 28 days;
 - (h) the mediator:

- (i) must give the parties an opportunity to be heard on the subject of the complaint;
 - (ii) must comply with natural justice;
 - (iii) must not act as an adjudicator or arbitrator; and
 - (iv) may, during the mediation, see the parties, with or without their representatives, together or separately;
- (i) the parties must act reasonably and genuinely and help the mediator to commence and finalise the mediation within the time required under paragraph (g);
 - (j) the costs of the mediation, if any, must be shared equally between the parties;
 - (k) if the mediator cannot resolve the complaint, the parties may seek to resolve the complaint in accordance with the Association's Constitution, the Act or otherwise at law.
- (l) In this clause, "parties" means the General Manager and the person who made the complaint.

NOTICE OF MOTION NO 5 – MINOR AMENDMENTS

In accordance with sections 51 and 66 of the Constitution, notice is given of a motion to be moved at the Annual General Meeting on 9 September 2024:

That the Constitution be amended as follows:

- 1 In definition ordinary resolution delete “as are present” and insert “and are present”.
- 2 In definition special resolution delete “as are present” and insert “and are present”.
- 3 In section 10(2) insert “(Qld)” after “1992” and “1991”.
- 4 In section 17(3) insert, after “1988” the words “(Cth)” and “the *Information Privacy Act 2009* (Qld)”.
- 5 In section 27(2)(a)(i) delete “bank”.
- 6 In section 31(1) delete “the resignation” and insert “their resignation”.
- 7 In section 33:
 - (a) 1(d) insert, after “2001” the words “ (Cth)” and in 1(e) insert, after “2016” the words “(Qld)”.
 - (b) (2)(d) insert, after “another the words “financial ordinary or life”
 - (c) (3) insert after, " appointed a" the words “financial ordinary or life"
- 8 In section 40:
 - (a) in subsection (1)(a) insert a space between “Golf” and “Development”.
 - (b) in subsection 1(d) delete “Strategic Planning and Governance” and insert “Strategic Planning, Membership and Governance”.
 - (c) in subsection 1(e) delete “Membership” and insert “Women’s”.
 - (d) in subsection 1(f) delete “Discipline” and insert “Veterans”.
 - (e) insert new subsection (g) as follows:

“(g) Discipline Committee.”
- 9 In section 44
 - (a) in header delete “Strategic Planning and Governance” and insert “Strategic Planning, Membership and Governance”.
 - (b) in subsection1 delete “Strategic Planning and Governance” and insert “Strategic Planning, Membership and Governance”.
 - (c) insert after (g)

- “(h) develop strategies to drive the recruitment of new members, and to reduce membership attrition;
 - (i) oversight the annual membership renewal campaign, new applications for membership, and changes of membership class; and
 - (j) review all services and products available to members.”
- 10 In section 45 delete all words and substitute “Repealed.”
- 11 In section 52(c) change “(a)” to “(i)” and “(b)” to “(ii)”.
- 12 In section 62:
- (a) in paragraph (b)(i) delete all words after “Manager” and insert “reasonably considers it to be frivolous, vexatious, misconceived, or lacking in substance;”
 - (b) in paragraph (b)(ii) change “(ii)” to “(iii)”.
 - (c) insert new paragraph (ii) as follows:
 - “(ii) if the complaint relates to a matter that has already been the subject of a grievance procedure; or”
- 13 In existing schedule C change “C” to “D” and “47” to “27”.
- 14 In section 12 delete “(3)”

Moved: Steve Cairns (249) Seconded: Tom Crothers (3559)

Dated 23rd day of August 2024

EXPLANATORY MEMORANDUM

This motion makes minor amendments and corrections to the text of the Constitution such as correctly entitling statutes mentioned in sections 10 and 17; deleting “bank” from section 27(2)(a)(ii) in accordance with a motion passed the 2023 Annual General Meeting; and tidying up some typographical errors.

The motion does make two substantive changes, neither of which is controversial.

The Board has decided to combine the functions of the Membership Committee and the Strategic Planning and Governance Committee into a single Strategic Planning, Membership and Governance Committee.

Second, the grounds on which the General Manager may dismiss a complaint rather than refer it to the Discipline Committee are broadened, in accordance with material issued by the Office of Fair Trading, in that he may do so if the complaint relates to a matter that has already been the subject of a grievance procedure.

Notice of Motion 6

That the Constitution be amended as follows:

Currently	Proposed Change
Clause 56 (6) Subject to subsections (7) and (8): (a) voting shall be by a show of hands or by a division of members; but (b) if not less than one half of members present and entitled to vote at the meeting demand a secret ballot by a show of hands, voting shall be by secret ballot.	Clause 56 (6) Subject to subsections (7) and (8): (a) Voting shall be by a show of hands for questions or matters (b) if not less than one half of members present and entitled to vote at the meeting demand a secret ballot by a show of hands, voting shall be by secret ballot. (c) Voting for special resolutions be by secret ballot


Jennifer Gorton
Member No 4937
8th August 2024

Helen Teys
Member No 4367



Explanatory Notes:

At a recent Women's Committee meeting it was decided that a motion be put to the Annual General Meeting to change the Constitution so that any special resolutions be voted on by secret ballot. It was felt that this would be a fairer and less intimidating process for club members, that they would not be judged unfairly by the way that they voted. The Constitution allows for a secret ballot already, but it was thought that club members would either not remember to ask for a secret ballot but also some may feel that they could not stand up and ask for a secret ballot. Also 50% of the members present must vote in favour of a secret ballot to have a secret ballot. In reality special resolutions occur to make changes to the Constitution and whilst we are making a number of necessary changes now they do not happen that often. This motion does not include voting on questions or matters arising from the floor that are voted on.

Notice of Motion 7

Notice of Motion for consideration at the Redland Bay Golf Club 2024 Annual General Meeting (AGM).

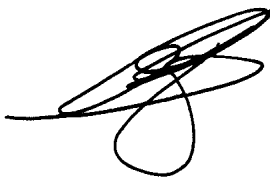

I, John Duncalfe, being a full-time member (1367) of Redland Bay Golf Club (The Club), present a motion to the President, Captain, Director of Grounds, Treasurer & other Board members of Redland Bay Golf Club for presentation at the upcoming 2024 AGM.

Motion # 1 –

That The Club in the next 120 days (a day being a working day) from the date of the 2024 AGM, investigate funding opportunities for a network of all-weather paths from tees to green, to the Redland Bay golf course, and report its findings to the members.

Explanatory notes –

- The reference of “all weather pathways” implies a material such as decomposed granite, or similar, but **NOT** concrete.
- The width of the aforementioned paths be approximately 2.2m wide.
- Works preference on those holes defined as “extremely wet hole” in the July 2024 Grounds Report, being 1,2,3,8,9,10,11, and 18; with the remaining holes on a need’s basis, with hole 17 being of priority.
- During various weather conditions (be it wet or drought), the fairways be roped off to direct all players, down the pathway network, and a 90deg rule applied, save for golf carts during excessive wet periods where the “carts on path” applies.
- That a standard flyer/brochure/email be sent to, and presented to, all social golf teams/players that outlines the clubs use of pathways and the “blue line” rule.
- During excessive wet periods those players granted “special exemption” are to abide by the “cart to paths” rule and not to proceed past the blue lines when approaching a green.
- Where possible, the network of paths be interlinked to allow ground staff to access various parts of the course as required.
- The issue of “what to do with the spoils?” is a valid question. While it may need to be stockpiled in the first instance for future works, a program to “level out” dips and hollows in various fairways, such as 1 and 18 could be undertaken over a longer period; or alternatively advertise free fill and allow the purchaser to dispose of the material.
- The declaration of “no carts” has an effect on a number of members, which results in a financial deficit to the club, as seen in the July 2024 Finance Report.

Proposed by	Second --
John Duncalfe (1367) 	Leo Zwart (2631) 
Date – 08/08/24	Date – 08/08/24



- Est -
1919
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ANNUAL GENERAL MEETING 2024

9TH SEPTEMBER 2024

1



WELCOME MEMBERS TO THE 106TH ANNUAL GENERAL MEETING

- Open Meeting
- Apologies
- Acceptance of Minutes:
 - Annual General Meeting 11th September 2023
 - Special General Meeting 22nd May 2024

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2



BOARD REPORT

- President – Steve Cairns
- Director of Grounds – Tom Crothers
- Director of Finance – David Grey

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3

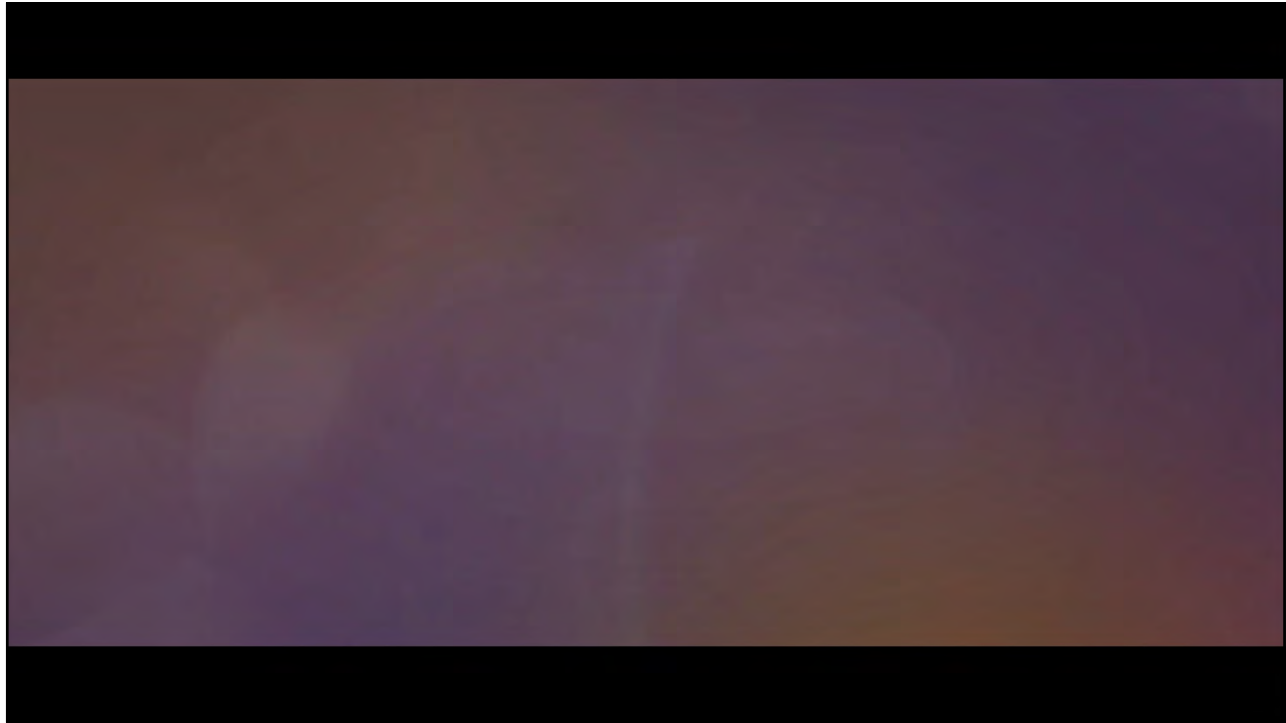


GROUND REPORT

TOM CROTHERS

- Est -
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4





5



6

	KEY ITEMS - INCOME					
	Actual 2022-23	Jul-Dec 2023	Jan-Jun 2024	Actual 2023-24	Variance	
Net Profit:						
Bar Trading	\$328,021	\$181,283	\$144,853	\$326,136	-\$1,885	
Kitchen Trading	\$30,909	\$31,524	-\$15,683	\$15,841	-\$15,068	
Gaming Trading	\$324,363	\$194,124	\$158,936	\$353,060	\$28,697	
Golf Shop Trading	\$178,083	\$99,418	\$84,867	\$184,285	\$6,202	
Key Revenue Items:						
Competition Fees	\$496,837	\$273,858	\$238,470	\$512,328	\$15,491	
Social Green Fees	\$389,570	\$239,327	\$211,239	\$450,566	\$60,996	
Membership Fees	\$866,375	\$438,000	\$482,232	\$920,232	\$53,857	
Other Revenue ##	\$171,099	\$116,382	\$57,093	\$173,475	\$2,376	
Total Revenue	\$2,785,257	\$1,573,916	\$1,362,007	\$2,935,923	\$150,666	

7

	KEY ITEMS – EXPENSES & NET RESULT					
	Actual 2022-23	Jul-Dec 2023	Jan-Jun 2024	Actual 2023-24	Variance	
Total Revenue	\$2,785,257	\$1,573,916	\$1,362,007	\$2,935,923	\$150,666	
Clubhouse Expenses	-\$679,473	-\$369,936	-\$356,782	-\$726,718	-\$47,245	
Admin Expenses	-\$916,858	-\$492,850	-\$477,966	-\$970,816	-\$53,958	
Course Expenses	-\$769,470	-\$410,046	-\$389,614	-\$799,660	-\$30,190	
Total Expenses	-\$2,365,801	-\$1,272,832	-\$1,224,362	-\$2,497,194	-\$131,393	
Surplus before Depreciation	\$419,456	\$301,084	\$137,645	\$438,729	\$19,273	
less Depreciation	-\$325,828	-\$190,542	-\$201,458	-\$392,000	-\$66,172	
Surplus after Depreciation	\$93,628	\$110,542	-\$63,813	\$46,729	-\$46,899	

8



CASHFLOW

	2022-23	2023-24
Net Cash Provided by Operating	\$635,572	\$338,143
Net Cash Used for Plant & Equipment	-\$684,700	-\$808,089
Net Cash Provided by Financing	-\$7,463	\$88,265
Increase in Cash Held	-\$56,591	-\$381,680
Opening Cash Balance	\$614,458	\$557,867
Closing Cash Balance	\$557,867	\$176,186

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9



NET ASSETS

	2022-23	2023-24
Total Assets	\$7,376,732	\$7,438,178
Total Liabilities	-\$1,111,001	-\$1,125,716
	\$6,265,731	\$6,312,462

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10



PLANT, EQUIPMENT & COURSE IMPROVEMENT



Course:	\$
Greens (2,3,10,19, Nursery)	137,222
Irrigation	149,723
Paths	57,349
Machinery	234,871
Other	6,029
	585,194
Clubhouse:	\$
Buildings (Paint, alterations)	55,275
Airconditioner	24,717
Furniture, Fittings & Equip	65,180
Equipment (Gaming, IT)	77,722
	222,895
TOTAL	808,089



11



MEMBERSHIP RENEWAL ANALYSIS

Members Analysis 2016-2024										
Classification	30 June									Loss/Gain
	2016	2017	2018	2019	2020	2021	2022	2023	2024	Since 30 Jun 23
7 Day	448	441	390	366	365	375	396	393	429	36
6 Day	250	230	213	176	145	139	131	109	117	8
5 Day	79	88	100	103	118	145	153	174	183	9
Lifestyle (inc P4P)	129	205	169	189	298	363	430	472	466	-6
Lifestyle Social	96	71	89	78	28	46	34	33	32	-1
Junior	117	57	70	72	48	49	50	62	66	4
Sunday	37	45	30	31	38	10	9	9	6	-3
Get into Golf	14	27	19	26	57	46	40	12	12	0
Total Playing Members	1170	1164	1080	1041	1097	1173	1243	1264	1311	47
Social Members	4606	5733	6887	7613	7177	7625	7895	7737	7903	166
TOTAL MEMBERS	5776	6897	7967	8654	8274	8798	9138	9001	9214	213



12



BOARD REPORT

Any questions??

- Motion: That the Board Report be taken as read and accepted.

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13



FINANCIAL REPORT & AUDIT STATEMENT

Motion:

That the Financial Reports contained within the 2024 Annual Report including Balance Sheet, Income & Expenditure Statement, Statement by Directors and the Trading account for the year ended 30 June 2024 be adopted and that the Auditor's Statement for the year ended 30 June 2024 be adopted.

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14



ADOPTION OF OTHER REPORTS

- **Womens Report 2024**

Motion: That the Womens Report be taken as read and accepted.

- **Veterans Report 2024**

Motion: That the Veterans Report be taken as read and accepted.

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15



APPOINT THE CLUB AUDITORS

- Motion: That members approve the appointment of the Club's current Auditors, RWM Chartered Accountants, as Auditors for the financial year 1st July, 2024 to the 30th June, 2025.

Moved: David Grey (Member No.2385) Seconded: Steve Cairns (Member No. 249)

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16



NOTICES OF MOTION

- | | |
|--|----------------------------------|
| 1 – Women's and Veterans Committees | {Handout Pages 1-6} |
| 2- Composition of Board / 2A Composition of Board (if required) | {Handout Pages 7-9/10-11} |
| 3- Proxies | {Handout Pages 12-13} |
| 4- Mediation | {Handout Pages 14-16} |
| 5- Minor Amendments | {Handout Pages 17-19} |
| 6- Special Resolution – Secret Ballot | {Handout Page 20} |
| 7- Cart Paths | {Handout Page 21} |

Motions 1-6 are Special Resolutions requiring a majority of not less than three-quarters of Members present to pass.

Motion 7 is an Ordinary Resolution requiring a simple majority to pass.



17



DECLARATION OF BOARD POSITIONS

Position	Nominee	Proposer	Seconder
Captain	Greg McNab	Steve Cairns	Michael Barrett
Female Director	Michele Stanley	Steve Cairns	Kerry Clarke



18



GENERAL BUSINESS

MEETING CLOSE

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REDLAND BAY GOLF CLUB 2024 AGM

1

1

Notice of Motion

That The Club in the next 120 days (a day being a working day) from the date of the 2024 AGM, investigate funding opportunities for a network of all-weather paths from tees to green, to the Redland Bay golf course, and report its findings to the members.

I call for someone to second the Motion

2

2

WHAT STARTED THIS NOTICE OF MOTION?

- July grounds report & July finance report – both indicated losses due to wet weather.
- We are spending \$561,744 during FY in capital expenditure – yet we lost 44 days of playing due to wet weather.
- Damage to fairways and rough – as seen on 7 during wet weather.
- Prepare for either wet weather or drought & ability to “rest” fairways.

WHAT IS PROPOSED?

- A network of all weather paths approx. 2.2m wide, to be used by all players, not just those with buggies.
- The paths be of a decomposed granite material – **Not concrete** – similar to that on hole 4, and waiting area on 19.
- Those holes defined as “extremely wet” in the July 24 grounds report to be considered in the first instance.
- During various weather conditions (be it wet or drought), should it be necessary to rope off a fairway, then all players can use the pathway and then a 90deg rule – save for “carts on paths” as deemed necessary. This would mean that those with “special exemption” would also abide by “carts on paths”.
- The network would allow grounds staff to access the course during wet weather.

3

3

The Elephant in the room

- I have heard a lot of people say –
 - “we can’t afford paths”
 - “what is it going to cost?”
 - “this is going to send us broke”
 - “it only benefits those with buggies, so not my problem”
 - “we are spending all this money on greens, but we can’t use the course”
 - “no one will do anything”
 - “what do we do with the dirt that comes out?”
- I have actually done some rough costings – and yes we can afford it.
 - I have allowed bulking factors for excavation of 30%, and compaction rates for reinstatement .
 - Man hours even if staff do the work at \$75/hr per man, and depreciation on machinery.
 - Width of 2.2m to allow for machinery.
 - \$75/tonne for deco (working on 1 tonne is approx. 1.5m3)
 - Allowing 3 men 8 days to prep, and 3 men 5 days to install – on hole 1 – assumed path length of 380m.
 - CPI increases (over two years), and a contingency sum if we break something.
 - At a very rough estimate – **\$560,000-00 (could look at a 3-5yr plan)**
 - Works out roughly between **\$105 -- \$110/LM** – as an example the 1st hole would be around \$39,500. (eight worse holes about \$315,500.00)
 - Spoil – depending on cut depth about 650m3 – stockpile for further works or let someone take it away.

4

4

What would it look like?



5

5



6

6



7



8



9

9

My Last slide --

- The proposal for paths is not just for those with buggies – it is for everyone.
- We will experience a drought like 2020 again – this will allow fairways to be rested.
- No doubt we will get more rain as well.
- Decomposed granite is a low maintenance material – and your ball doesn't fly off it like concrete.
- If the Club doesn't install pathways at some point, long-term we will suffer more financial losses.
- Where to from here? This will be up to the Board & relevant committees, but continual losses can only result in one option.
- Allowing for Xmas break and public holidays – report should be around 13th March 2025 – I hoping the report includes an action plan.

I seek your support for the Motion –

That The Club in the next 120 days (a day being a working day) from the date of the 2024 AGM, investigate funding opportunities for a network of all-weather paths from tees to green, to the Redland Bay golf course, and report its findings to the members.

Now open for discussion and ask the chair to have the Motion voted on – Thank you.

10

10