

**Annual General Meeting
Wednesday, 20 December 2023 at 7pm**

Notice is hereby given that the Annual General Meeting of the Geelong Lawn Tennis Club Inc will be held at the Clubhouse on Wednesday, 20 December 2023 at 7pm.

SPECIAL BUSINESS

- 1. To amend the eligibility criteria to serve on the General Committee to exclude a Member who is the Manager, works for the Manager or has a financial interest in a contract with the Manager and works at the Club. The Rules currently exclude an employee of the Club from serving as a Member of the General Committee for the obvious financial conflict of interest that situation would pose. This proposed Rule change is to update the Rules to reflect the Club's current operating model.**

Proposed wording

- 1) Rule 24i **Eligibility for Election.** Add sub-clause v, 'Must not be the appointed Manager of the Club, be in the employment of the Manager of the Club or be in a contractual relationship with the Manager and be working at the Club'.
- 2) Rule 25 **Office Declared Vacant.** Add sub-clause f, 'becomes the Manager of the Club, an employee of the Manager of the Club or enters into a contractual relationship with the Manager to work at the Club'.

Explanatory note

Rule 24i outlines the current eligibility criteria for the election of Members to the General Committee. Presently, the eligibility criteria only extend to certain limited categories of membership to enable any Members (who satisfy that limited existing criteria) to be elected to the General Committee. The Rules do not provide any other exclusionary criteria based

on, for example, material conflicts of interests that are incapable of being managed or cured and would inhibit that person's ability to properly serve on the General Committee if they were to be elected. Examples of a material conflict of interest would include anyone working for or in contractual relationship with the Manager or where the Member has a commercial interest with the Club that could be an impediment to them acting in good faith, maintaining confidentiality, remaining impartial and acting in the best interests of the Club (rather than in their own personal interests) at all times. Clause 26 of the Rules deals with conflicts of interest once a person is elected to the General Committee and outlines the procedure for declaring a conflict and recusing Members of the General Committee when a conflict arises in respect to a particular issue. In contrast, the practical effect of Members with a material conflict of interest who are elected to the General Committee will be that they will need to declare their conflicts and recuse themselves from the majority of the Committee's business, particularly in light of the current strategic planning being undertaken by the Committee. To ensure the proper probity, governance, independence and effectiveness of the General Committee and to maintain confidence in all of its decision-making, we ask that Members support this special resolution.

Proposed by J McGregor, seconded by P Fowler.

2. Increase the number of Members of the General Committee from seven (7) to eight (8) to reflect the extra workload of Committee Members.

Proposed wording

Rule 23a ii read "4 members."

Explanatory note

Despite increasing the General Committee's numbers from 6 to 7 by way of special resolution at last years' AGM, the General Committee has

encountered high workload in 2023 and continues to wish to avoid an unfair distribution of Committee work. With the assistance of this change, the Committee will be able to better discharge its duties and serve the Members if the General Committee was increased from 7 to 8 Members. Rule 35a says the Rules need to be altered in accordance with the Act. The Act deals with the process with the Registrar to update the Rules (section 50) and the Club's Rules cater for an amendment being done by way of a Special Meeting or in effect special resolution which can be done as special business at the AGM (Rules 9e and 13a). A special resolution requires a 75% majority of members present to be passed.

Proposed by J McGregor, seconded by P Fowler.

3. To require long-term significant or material agreements entered into by the Club to be approved by 75% of Members at a Special Meeting.

Explanatory note

The Club will only enter into long term or financially significant contracts or other agreements including agreements appointing Club managers or operators with a special resolution requiring a 75% majority of those present at any Special or Annual General Meeting of the Club. An agreement under this clause would include any agreement or contract, with options, that have a life span of more than one year. An agreement under this clause would include any agreement or contract involving payment, or effective payment or redirection of Club subscriptions of more than 33% of the total annual subscriptions in any one year. Such approval to be of the final contract or agreement before it is signed and legally binding, as distinct to any approval by the members to enter into discussions for a future agreement or contract.

Proposed by Lindsay Jarman, seconded by Justin Hartnett.

GENERAL BUSINESS

1. To confirm the Minutes of the preceding Annual General Meeting.
2. To receive from the General Committee the report of the Committee, the Statement of Financial Position as at 30 September 2023, and the Statement of Income and Expenditure for the year then ended, together with the report of the auditors.
3. To appoint an Auditor in accordance with Rule 30.

4. To announce Life Membership and the winner of the Graeme Kinross-Smith Award.
5. To elect Members of the General Committee. Nominations received for election to the General Committee include:
 1. Tim Batty
 2. Peter Bloink
 3. Toby Lawrence
 4. Greg Rees (retiring but seeking re-election)
 5. Brett Robinson
 6. Robert Spurling (retiring but seeking re-election)
 7. Sarah VanNewkirk
 8. Kaye Witham (retiring but seeking re-election)

GEELONG LAWN TENNIS CLUB INC

ABN: 62 847 443 461 1

Paul Fowler

GLTC Secretary