

Darwin Tennis Association Inc

GPO Box 2514, Darwin NT 0801 Tel +61 8 8981 2181 <http://www.tennis.com.au/gardenstennis/>

Minutes of Annual General Meeting 2016

Gardens Club House

30 November 2016, 5:30 pm

Chair: Charles Webb

Present: Members: Tobias Akesson, Neil Barry, Luke Black, David Bridges, John Britten, Thelma Britten, Alan Buckingham, Martin Carroll, Grant Henderson, Jordyn Howarth, Lindsay Hutley, Martin Jackson, Paul Kelly, Natalie LaPira; Ben McLaughlan, Desmond McLellan, Jamie O'Brien, Ruth O'Brien, John Quinlan, Ian Redmond, Jane Sheehan, Debra Liddiard-Turnminggi, Phillipa Tziolis, Charles Webb.
Non-Members: Jade McLellan, Kate Pressnell, Alicia Boyle, Kathy O'Donoghue-Ellis.

Observers: Sam Gibson CEO Tennis NT, Kate Lee and Warren Martin (as returning officer) both Tennis NT Board members.

Apologies: Nil

1. Welcome

President, Charles Webb, opened the Darwin Tennis Association (DTA) annual general meeting and welcomed all present.

2. Minutes of previous meeting

Phillipa Tziolis proposed and Jamie O'Brien seconded, that the minutes of the last Annual General Meeting, held on 30 November 2015, be accepted as a true and accurate record. Carried.

3. President's Report

President Charles Webb tabled the report (Attachment A refers). The president acknowledged the appointed service providers, Jordyn Howarth and Benjamin McLaughlan (spontaneous applause received), and the extension of services and activities at the Club including coaching pathways and talent development and successful hosting of tournaments and competitions. The President highlighted the focus on infrastructure including investments in lighting, court repair and refurbishment of changing room facilities and the development of a major facilities master plan for Gardens with support of grants received from the Northern Territory Government. With notice just received of a successful application for a 2016-2017 Northern Territory Government Facilities and Capital Equipment grant for clubhouse renovation total grants received exceeded \$60,000 in 2016 and in excess of \$45,000 was invested on infrastructure projects. The President acknowledged the great support received from Tennis NT and the importance of continuing to work closely with the peak body for tennis in the Northern Territory. The President noted the considerable achievement of DTA/Gardens in winning the Tennis NT 2015-2016 Club of the Year Award, the first time in the 15 year history of the award and thanked Jordyn and Ben, club members and fellow members of the DTA Committee for their work that contributed to this outcome.

Comment was invited from the members present, none received. The President's Report was accepted.

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4. Treasurer's Report

The Treasurer Jamie O'Brien tabled the report (Attachment B refers), including audited financial statement. The Treasurer outlined the change in management arrangement to a service provider model during the year and change to both income, expenditure and inventory business lines compared to prior years.

The approach has freed up committee time to focus on progressing strategic issues including the pursuit of grants with approximately \$42,000 secured in the 2015-16 financial year for coaching, player and business development and infrastructure.

The Treasurer outlined the P&L position was a net loss of \$26,756 similar in quantum to the prior year however, the final position would have been significantly improved if not for the required Merit Partners review and reconciliation of historical issues of the prior direct employment model (\$12,906). Other items of note include facility asset depreciation of \$27,143 (non-cash expense), sale of vehicle and inventory stock write down (\$3,500 loss).

Cash on hand at the end of financial year was \$73,700 and grant liabilities \$29,463 for projects yet to be completed and acquitted.

Comment was invited from the members present. A question on the retention of the auditor was raised following the discussion at the 2015 AGM that a suitably qualified and experienced auditor be identified and engaged to conduct the 2015-16 audit. The Treasurer outlined discussions with Merit Partners who recognised the incoming Service Provider model removed a significant number of transactions from the DTA accounts and future audit processes would be less complex. Merit charges were much higher given the cost base Merit needs to support and their recommendation was a continuation of the existing auditor arrangements.

A further question was raised on DTA solvency in the context of grant liabilities. Members were advised of a fundamental accounting concept called the liquidity ratio which measures current assets to current liabilities or the ability to meet current commitments as they fall due. Any ratio nearing 1 would raise concerns for management to address. It was outlined the audited accounts identified the following ratios in 2012-13 (2.6), 2013-14 (1.3), 2014-15 (1.5) and 2015-16 (2.1) and the above mentioned cash at bank at the end of 2015-16 was more than enough to cover the grants (see above). The informing member queried why the 2013-14 audit opinion which did identify concerns at that time was never circulated to members and went unanswered.

5. Election of office bearers and committee

The chair was vacated and Warren Martin conducted the election of office bearers and committee members. No positions were contested and a vote was not required. The following members nominated and were elected as Darwin Tennis Association office bearers and committee for 2017:

Position	Name
President	Charles Webb
Vice-president	Paul Kelly
Secretary	Jane Sheehan
Treasurer	Jamie O'Brien
Committee	Luke Black;
Committee	Lindsay Hutley
Committee	Natalie LaPira
Committee	Phillipa Tziolis
Committee	Debra Liddiard

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6. Appointment of an Auditor

Discussion of the current audit arrangements occurred. Two positions were put, investigating a pro-bono arrangement through the Certified Public Accountant, Australia organisation suggested by Alan Buckingham or following the Merit Partners advice on continuation with the existing auditor. A show of hands was taken and the vote was in favour of the existing auditor 16 to 1 and it was resolved to engage Susan Lee & Associates Pty Ltd for the 2016-17 audit.

7. Appointment of an Patron

It was proposed the Hon Sally Thomas AC be invited to continue as Patron of the Darwin Tennis Association for 2017. Carried

8. Club Ambassador of the Year

The President outlined this new award made possible by the gracious financial sponsorship by the Patron, the Hon Sally Thomas AC. The committee assessment process was outlined and on the basis of involvement in the club including coaching activities and achievements as a player in competitions. Rosie Henderson was announced as the inaugural winner of the Gardens Tennis Club Ambassador of the Year award. Members were also informed that Ruth O'Brien was the winner of the Tennis NT DTA Club Volunteer of the Year award.

9. Special Resolutions

A number of special resolutions were considered. Debate was held and votes taken. It was recognised that depending on which special resolutions passed the existing DTA constitution numbering order would need to change. The DTA constitution highlights a special resolution is passed by at least three quarters of the votes of those members of the association who, being entitled to vote, vote in person or by proxy at the meeting. The votes were counted by Warren Martin and Kate Lee of the Tennis NT Board and the results are outlined below:

Special Resolution No. 1 - proposer DTA Committee
to remove clause 3.3 from Section 3 Membership:

Clause 3.3 Affiliated Clubs – Those clubs affiliated with the Association.

The motion passed.

It was recognised that existing section 8.4 and reference to clubs would need to be removed in future.

Special Resolution No.2 - proposer DTA Committee

to insert the following clauses from the NTG' Associations Act model constitution into Section 3 membership of the DTA constitution:

3.3 The Committee must consider any membership application made under clause 3.2 at the next available committee meeting and must accept or reject the application at that meeting or the next. If rejected the membership fee will be refunded.

3.4 If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.

3.5 If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.

3.6 If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

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3.7 Termination of membership

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- (b) non-payment of the annual membership fee or any other fee set by the DTA committee; or
- (c) expulsion in accordance with section 3.9.

3.8 Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

3.9 Suspension or expulsion of members

(1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.

(2) The notice must:

(a) be in writing and include:

- (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
- (b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).

(3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.

(4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.

(5) Subject to clause 3.10, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

3.10 Appeals against suspension or expulsion

(1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.

(2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

(3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.

(4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

The motion passed.

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Special Resolution No. 3 - Proposer DTA Committee

to modify clause 4.1 of section 4 Management from:

4.1 The Association shall be managed by a Committee which shall consist of five (5) to ten (10) elected members. (These shall normally be the President, Vice president, Secretary, Treasurer and one (1) to six (6) members).

to:

4.1 The Association shall be managed by a Committee which shall consist of five (5) to eight (8) elected members. (These shall normally be the President, Vice president, Secretary, Treasurer and one (1) to four (4) members).

The motion passed.

Special Resolution No. 4 - Proposer DTA Committee

to modify clause 5.4 of section 5 Annual General Meeting from:

5.4 The quorum of an Annual General Meeting shall be fifteen (15) financial members, at least five (5) of whom are not members of the retiring Committee.

to:

5.4 The quorum of an Annual General Meeting shall be, at least 15% of the total number of members, present in person.

The motion was defeated.

Special Resolution No.5 - Proposer DTA Committee

to modify clause 6.1 of section 6 Special Meeting from:

6.1 The secretary of the Association shall, upon request, convene a Special Meeting of the Association. The request must be in writing, stating the objectives of the proposed meeting and shall be signed by no less than twelve (12) financial members.

to:

6.1 The secretary of the Association shall, upon request, convene a Special Meeting of the Association. The request must be in writing, stating the objectives of the proposed meeting and shall be signed by no less than 20% of financial members.

The motion passed.

Special Resolution No. 6 - Proposer DTA Committee

to modify clause 13.4 of section 13 Finances from:

13.4 No expenditure or liability in excess of \$500.00 shall be incurred without the prior approval of the Committee or nominated Sub-Committee.

to:

13.4 No expenditure or liability in excess of \$1,500.00 shall be incurred without the prior approval of the Committee or nominated Sub-Committee.

The motion passed.

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Special Resolution No. 7 - Proposer DTA Committee

to modify clause 19.4 of section 19 Special Resolution from:

19.4 A special resolution is passed by at least three quarters of the votes of those members of the association who, being entitled to vote, vote in person or, if the Constitution of the association permit voting by proxy, vote by proxy at the meeting.

to:

19.4 A special resolution is passed by at least three quarters of the votes of those members of the association who, being entitled to vote, vote in person or, if the Constitution of the association permit voting by absentee or proxy, vote by absentee or proxy at the meeting.

The motion passed.

Special Resolution No.8 - Proposer DTA Committee

to modify to include the word absentee in the following (all related) clauses in section 20 Voting:

from: 20.1 Each member present in person, or by proxy at a general meeting is entitled to a deliberative vote.

to:

20.1 Each member present in person, absentee or by proxy at a general meeting is entitled to a deliberative vote.

from: 20.2 At a general meeting –

20.2.1 an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and

20.2.2 a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.

to:

20.2.1 an ordinary resolution put to the vote is decided by a majority of votes made in person, absentee or by proxy; and

20.2.2 a special resolution put to the vote is passed if three-quarters of the members who are present in person, absentee or by proxy vote in favour of the resolution.

from: 20.3 A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.

to:

20.3 A poll may be demanded by the Chairperson or by 3 or more members present in person, absentee or by proxy.

And include:

20.5 A member is not eligible to vote until 30 working days after his or her application has been accepted.

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and

20.6 An absentee vote allows the member absent the decision making on any special resolution or item being considered. A proxy vote allows the member absent to transfer decision making to the proxy vote holder.

The motion passed.

Special Resolution No. 9 - Proposer DTA Committee

to include the following clause in section 21 Proxies:

21.2 Junior Members 16 years and older have full playing and other rights including voting. Junior members younger than 16 years have proxy voting rights automatically transferred to one of their parents or legal guardians (see Parent Membership).

If a junior member's parent or guardian is not already a member in their own right then they will be issued a Parent Membership (no fees associated with Parent Membership). Parent Members can raise issues, or propose or second motions. They can also nominate for any office or position on the committee. If elected they have the same rights as any other member of the committee for the purposes of conducting Association business. Parent Members do not have playing rights.

The motion passed.

Special Resolution No. 10 - Proposer DTA Committee

to include a new section 22 Absentee (and subsequent renumbering of existing subsequent clauses) with the following clause:

22.1 A member may provide an absentee vote if they can not attend a general or special meeting. The DTA secretary will provide the relevant resolution and voting slip to all members as soon as practically reasonable after a vote is called for to ensure this option is made available to all members. Voting by absentee closes at Close-of-Business (5pm) NT time, three days prior to the meeting to allow for the orderly collation and recognition of voting intention.

The motion passed.

Special Resolution No. 11 - Proposer David Bridges

to change clause 21.1 in section 21 Proxies from:

21.1 A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

to:

21.1 A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting. A proxy cannot vote on behalf of more than three other members for any single vote.

The motion was defeated.

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10. Other Business

The President reminded all members present of the upcoming Christmas party, Saturday 3rd December and encouraged all to come down and enjoy the event and successful year, and reminded all of a parent information session scheduled for Sunday 4th December. The President thanked all members and others for their attendance, and Warren Martin and Kate Lee for their assistance with the election / special resolution process. The President offered Seasons Greetings and best wishes for 2017. The meeting was closed at 7.30 pm.

DRAFT