



**RANSA SYDNEY SQUADRON LIMITED**  
**MINUTES OF ANNUAL GENERAL MEETING**  
**HELD ON WEDNESDAY 21 OCTOBER 2022**  
**in the RUSHCUTTER ROOM at RANSA**  
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<b>ATTENDANCE:</b>	
	Bill WYLLIE (Commodore) CMDR. Les GOODRIDGE RAN RTD (Vice Commodore) Matthew BRYANT (Rear Commodore elect) John WICKENDEN (Hon Treasurer) LCDR Nathan LOCKHART (Naval Member) CMDR Paul GARAI (RAN) Grainne SAUNDERS (Sailing Member) Jeremy SPEAR (Sailing Member) Cam WAYLAND (Hon Secretary)
	Nick WILSON (Office Administrator) Bruce HOWE (Minute secretary)
	Adam MARSHALL Adrian GRUZMAN Andreas DAMMANN Andrew GOLDFINCH Bernard HARPER Cathie GOODRIDGE Dave GIDDINGS David JORDAN David PESCU Doug MURCHISON Elaine KARR Jeff CANNINGS John ALLAN Kate O'CONNELL Lindsay BROWN Marianne WATERS Mike FOUNTANDEZ Robert EVERETT Robert O'BRIEN
<b>1. WELCOME TO COUNTRY</b>	Les GOODRIDGE commenced proceedings by acknowledging on behalf of <u>RANSA</u> the Traditional Owners of the land on which

	<p>the meeting was held. He also paid respects to First Nation Elders past, present and emerging</p>
<p><b>2. OPENING AND APOLOGIES</b></p>	<p>Cam WAYLAND introduced himself and declared the meeting open at 1900 hrs. He welcomed everyone to the 57<sup>th</sup> Annual General Meeting of RANSA Sydney Squadron Limited.</p> <p>Apologies were received from:  Terry BREEN  Dennis COWDROY AO KC  Gordian FULDE AO  Maxwell KEAN  Phillip KING  Cyril LATIMER  Kerry LEHMAN  Jeff MERCER  Janet NIXON  Chris NIXON  David O'NEILL  David (Tiffy) PRENTICE  Malcolm RICHARDSON  Jon STRUGGLES  Terrence WISE  Roger WRAGBY</p> <p>Cam explained the procedure to be followed, including the socialising to follow the meeting. He indicated that as the position of Rear Commodore was vacant, there was no report for the activities covered by that Flag Officer. He explained that the annual reports were available on the RANSA website.</p>
<p><b>3. MINUTES OF PREVIOUS MEETING</b></p>	<p>Moved Adrian GRUZMAN, seconded Mike FOUNTANDEZ: "That the minutes of the Annual General Meeting held on 13 October 2021 be confirmed." CARRIED</p>
<p><b>4. REPORTS FROM THE SQUADRON COMMITTEE</b></p>	<p>COMMODORE'S REPORT -</p> <p>Bill WYLLIE presented the Commodore's Report as printed in the Annual Report of RANSA distributed at the meeting. He was pleased to see membership numbers had not decreased.</p> <p>He remarked that it was great that COVID was behind us and we look forward to returning to full activities. He suggested that the financial results were good and referred members to the Treasurer's Report. So far as the RANSA Regatta and other numerous sailing events were concerned, he felt that RANSA can be proud of its sailing contribution on Sydney Harbour.</p> <p>Bill acknowledged the Member Survey, which encouraged participation by providing input and feedback, was helpful. He especially thanked Cam WAYLAND for putting the resulting data</p>

together in a very meaningful format. He indicated that the results had been published on the website, and if there were any particular comments, these would be most welcome in General Business.

Bill gave special thanks to those volunteers who had restarted social and other activities post COVID, and he especially mentioned the efforts of -

- Matt Bryant,
- David Jordan,
- Roger Wragby,
- Nick Wilson,
- Mike Fountandez,
- Tery Breen,
- Bruce Howe, and
- Jeff Cannings

Bill referred to the marina and hardstand and suggested that these would be covered in the Vice Commodore's report. He gave special thanks to those involved in the complex process in upgrading and maintaining the facility which required awareness of the many authorities involved. He bestowed his appreciation on Adrian Gruzman and Doug Murchison who have been active since the inception of the proposed upgrading of the facility. Jeremy Spear, Les Goodridge & David Jordan were also very much involved in the process.

He expressed his appreciation of the support and assistance of NSW Sailability.

Bill considered the Sydney Harbour Commodore Meetings to be useful during and post COVID to share club and sailing issues.

On the subject of insurance, he suggested there was very useful input from the legal community among Sydney Clubs about the adequacy of insurance. The Australian Sailing cover was limited so there had been movement to review boat owner policies with the intention to move towards a more applicable policy for sailing, as with other sporting clubs.

With regard to the café and RANSA Member areas, he pointed out that the Café Working Group was now in action. He stated that the café has many benefits, but some disadvantages, for Members. As well, the group was considering to upgrade and improve Member only areas, including the Rushcutter Room and Whaler Bar. He considered that the fo'c'sle was operating well. He thanked Adam MARSHALL for his efforts.

Finally, Bill was of the opinion that it was great news that nominations for the Squadron Committee would mean increased

diversity, as well as youthful contributions, which bodes well for the Club in 2023.

He was grateful for the work of, and the need for more, volunteers

Bill concluded by drawing members' attention to the additional facilities of the club which had been implemented over the past year.

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#### VICE-COMMODORE'S REPORT.

Les GOODRIDGE presented the Vice Commodore's Report as printed in the Annual Report of RANSA published online.

He expressed appreciation that the 21/22 season operated as a normal summer season with limited covid impact. There had been the Sailpast to launch the season.

He mentioned that RANSA had completed the Friday twilight season with minimal covid impact.

He spoke in detail about the following -

- Combined Clubs Saturday inshore races
- RANSA Regatta in February
- Winter Wednesdays
- Combined clubs Winter Saturdays as well as RANSA participation in CYCA Winter Sundays
- Admiral's Trophy competition
- Annual Prizegiving event
- RANSA's contribution to the Sir David Martin Foundation
- The Legacy Marina Corporation

Les indicated that the plan for the replacement of RANSA ONE continues, while monitoring vessel options and funding, including potential sponsorship.

He stated that volunteers remain the life blood of RANSA. He gave thanks to those who contribute, such as those involved in race and start boat teams, and RSA for the bar.

He declared that Roger and Nick remain key players in the Club operations, so he gave thanks for their stalwart efforts.

Les concluded the report by announcing that his 3-year term as Vice Commodore was at an end but he would continue to serve as a Squadron Committee Naval member.

	<p>Bill thanked Les for his contribution to the Committee over the past 3 years.</p> <p>-----</p> <p>SECRETARY'S REPORT.</p> <p>Cam informed the meeting that he was stepping down as the Hon. Secretary. He professed to having served under three Commodores. Cam was very appreciative of the work performed by Janet Nixon, prior to the employment of Roger Wragby and Nick Wilson.</p> <p>He highlighted the various club improvements he had been primarily involved in during the ten years he was Hon. Secretary -</p> <ul style="list-style-type: none"><li>• New Office PCs</li><li>• Xero accounting</li><li>• Office 365 with cloud storage &amp; back up</li><li>• Flag Officer email addresses</li><li>• Membership management system</li><li>• New web site</li><li>• Guest WiFi</li><li>• Security camera upgrade</li><li>• Social media accounts and NBN internet</li><li>• New POS system &amp; stock control</li><li>• Upgraded WiFi – internal &amp; external</li><li>• “Smart” membership card giving access control</li><li>• Security camera upgrade which was under way</li></ul> <p>He was grateful to have been involved with representing RANSA with the arrangements for the Invictus Games.</p> <p>Bill acknowledged the sterling service performed by Cam which was augmented by acclamation.</p> <p>Moved Lindsay BROWN, seconded Dave GIDDINGS: “That the Annual Reports be approved.” CARRIED</p>
<p><b>5. THE FINANCIAL REPORT AND THE REPORT OF THE AUDITOR</b></p>	<p>John WICKENDEN presented the Financial Report and the Report of the Auditor as printed in the Annual Report exhibited on RANSA’s website.</p> <p>John gave an overview of the Year’s results which included the adoption of a new Accounting Standard for our Lease. He reported that we have a lease that runs until 2035, with an option to 2040.</p> <p>Up to and including 2021 rent paid under that lease was a monthly expense. However, commencing in 2022, the future</p>

'value' of expected rents will be brought to account as a single amount, being a 'liability' amounting to \$667k. This liability is offset by an equal asset of \$667k, being the 'right of use' of the leased premises.

His analysis of key changes in Income and Expenses showed our overall net income decreased by about \$24k, from 2021, Government and other grant income decreased by \$54k, while "Rent" expense increased by \$15k. He confirmed that we incurred DA fees of \$9k, while the net contribution from the Bar decreased by \$9k.

John dissected some features, being increased income categories or savings on expenses due to membership subscriptions up \$36k (LY first quarter concession), Café income up \$15k, savings in general maintenance \$9k, and an increase in net mooring income (after direct costs) \$7k

He considered our main assets, besides the 'right of use', to be written values of leasehold improvements - \$170k, and cash at bank (current accounts and term deposits) - \$730k.

He outlined capital additions during the year to be -

- Unicard membership system – approx. \$4.6k
- A Go Pro for RANSA ONE - \$450
- A Kitchenette for Members – approx. \$6.5k
- A new BBQ – approx. \$2k
- Extensive remodelling of the Fo'c'sle – approx. \$19k

He expressed cautious optimism for 2023 being grounded on the continued resumption of post COVID operations as well as a steady membership base and a surge in membership fees paid to date. He thought it likely there would be growth in Café operations and increased interest income based on rising interest rates, but he expected some increase in costs such as utilities, services, etc. could counteract these.

John equated the outlook after 2023 to be similar to sailing into uncharted waters. Issues include the new ATO Reporting Requirement for 'Self-Assessed Not For Profits' which will involve a 'self-review return'. He informed members that the ATO is developing guidance measures to assist not-for-profits to understand their tax status and to correctly report this from 1 July 2023. He predicted that NFPs may be able to apply the 'mutuality principle' when calculating taxable income. He explained that mutuality is a legal principle established by case law and is based on the idea that an organisation cannot derive income from itself.

Moved Andreas DAMMANN, seconded Matt BRYANT:

	<p>"That the Financial Report and the Report of the Auditor be approved." CARRIED</p>
<p><b>6. APPOINTMENT OF NEW SQUADRON COMMITTEE MEMBERS</b></p>	<p>Bill thanked all Flag Officers and Directors for their efforts over the past twelve months. For those stepping down from their positions, he praised the outstanding service and sage advice tendered by Cyril LATIMER, and the valuable contributions made by Paul GARAI. He paid a special tribute to Cam WAYLAND for his sterling performance as Hon. Secretary.</p> <p>Cam WAYLAND reported that the members of the current Squadron Committee were now stood down.</p> <p>The new Committee members are –</p> <ul style="list-style-type: none"> <li>• David JORDAN - (Vice Commodore)</li> <li>• Matt BRYANT - (Rear Commodore)</li> <li>• Kathleen O'CONNELL - (Sailing Member)</li> <li>• Emma COOK - (Naval member)</li> </ul> <p>Bill welcomed the newly appointed members of the Squadron Committee who then occupied the vacated chairs at the official table.</p> <p>RANSA burgees were presented to the new Flag Officers, Vice-Commodore David JORDAN and Rear Commodore Matt BRYANT.</p>
<p><b>7. APPOINTMENT OF AUDITOR</b></p>	<p>Cam WAYLAND had earlier reported that Jeffrey CANNINGS of Cannings &amp; Co. had agreed to continue as the RANSA Auditor so 6was eligible to be appointed Auditor for the following twelve months.</p> <p>Jeff addressed the meeting on fiscal aspects of the club and the excellent keeping of the financial records.</p> <p>Moved Jeremy SPEAR, seconded David JORDAN: "That Jeff CANNINGS of Cannings &amp; Co. be appointed the RANSA Auditor for the following financial year." CARRIED</p>
<p><b>8. ELECTION OF HONORARY OFFICERS</b></p>	<p>Bill WYLLIE reported that there had been only one nomination for the following positions. Consequently, no vote was required.</p> <p>Moved Les GOODRIDGE, seconded Doug MURCHISON: "That Grainne SAUNDERS be appointed Hon. Secretary." CARRIED</p> <p>Moved Adrian GRUZMAN, seconded Bob O'BRIEN: "That John WICKENDEN be appointed Hon. Treasurer." CARRIED</p>

	Moved Cam WAYLAND, seconded Nathan LOCKHART: “That Andrew ROWE of Hunt & Hunt, Solicitors, be appointed the Hon. Solicitor.” CARRIED.
<b>9. APPOINTMENT OF RETURNING OFFICER FOR 2022-2023</b>	<p>Jeff ROBINSON was nominated for the vacant position of Returning Officer for the following year. There were no other nominations.</p> <p>Moved Doug MURCHISON, seconded Cam WAYLAND: “That Jeff ROBINSON be appointed Returning Officer for the following year”. CARRIED</p>
<b>10. GENERAL BUSINESS</b>	<p>PRESENTATIONS -</p> <p>Pins representing 50 years of membership were presented to -</p> <ul style="list-style-type: none"> <li>• Lindsay BROWN (Also awarded LIFE Membership)</li> <li>• John ALLAN (Also awarded LIFE Membership)</li> <li>• Rob EVERETT</li> </ul> <p>and each gave an account of their association with the club. Although absent from the meeting, a pin was also ready to be presented to Maxwell KEAN. These tributes were acknowledged by applause.</p> <p>Life memberships were presented by Commodore Bill Wyllie to Lindsay Brown and John Allen in recognition of a combination of over thirty years of RANSA membership and their outstanding and continuing contribution to RANSA.</p> <p>QUESTIONS -</p> <p>In answer to a question from the floor, Jeremy SPEAR referred to several concepts that the Squadron Committee was considering regarding the Sayonara Slipway. These concepts are hoped to be implemented during the next year for the benefit of members and the public. The members would be kept informed of the progress of their implementation.</p> <p>NAVY BEAR CAFÉ -</p> <p>Bill referred to the café and the benefit it brought to members. He thanked Adam MARSHALL for his contribution to club life.</p>
<b>CLOSE OF BUSINESS</b>	Bill thanked everyone for attending the 57 <sup>th</sup> AGM and declared the meeting closed at 2029 hrs.
	Confirmed:.....Date:.....