



**TAURAGA SPORT FISHING CLUB Inc**  
**Annual General Meeting 2019.**

**Minutes of the Tauranga Sports Fishing Club Annual General Meeting held on 24 August 2019 at 66 Keith Allen Drive, Sulphur Point, Tauranga, 3131.**

**Meeting called to order at 2:33pm**

**Present:** Record of attendance attached.

**Apologies:** Peter Campbell, Eric Tate, Mary Sutherland, AJ Russell, Tony Dolman, Bill Cavanagh, Adam Milnes, Danny Sunkel, Greg Lee, Andy McKay, Diane Easton, Rod Shearman, Judy Cunningham, Gordan & Elisa Benfell, Heather Grondin, Bruce Mack.

**Confirmation of Minutes of the 2018 Annual General Meeting**

Moved Kevin Stephens, (#

Seconded John Milnes(#

**Matters arising from those minutes, not covered elsewhere:** None

**President's Annual Report:** (attached)

Moved: Deryk Nielsen

Seconded Keven Stevens

**Matters arising for the President's Annual Report not covered elsewhere:** None

**Annual audited Financial Statements:** Performance report attached.

Report presented by Richard Dey from William Buck:

**Matters arising from the floor in regard to Auditors' Report.**

Richard Dey explained that we use a performance report due to the club having a Class 4 Gaming License, which requires the club to follow certain accountancy standards for reporting to the Department of Internal Affairs (DIA)

Stu Langdon – Requested an explanation for the increase in the wages for the kitchen. Roly Bagshaw explained, the 2018 figure was only for 7 months from Nov 2017. The 2019 figure was for 12 months. The wages per month was \$16k in 2017/18 compared with \$14K this year.

Peter Harford asked for clarity on the restaurant and bar sales / purchases, and requested these be separated.

The auditor suggested that the club could talk to KPMG regarding more detailed reporting.

Grant Haddon Requested further details on the \$5k consulting fee. Deryk Nielsen explained the consulting fee relates to a carryover action point from last year's AGM. The club did a review as proposed last year, through the Employers and Manufacturing Association. EMA recommend we work with their contractor Russel Drake Consulting, and \$5k was their fee.

Grant Haddon Asked for clarity in the Auditors Report (page 5) *While reviewing the final GST return for the year we noted and **unexplained difference** between the final GST return and the Xero General Ledger*  
Richard Dey responded that it was a recommendation to the committee that highlighted the difference in the ledger and the return. This is not unusual and was not a significant difference. William Buck Auditors routinely recommend that organisations try to get the GST returns to reconcile to the Xero accounting system perfectly, almost none do. There is no suggestion from William Buck auditors that there are any unexplained payments to anyone. Deryk explained there is a variance, it is a journal entry, for an un-reconciled item. The TSFC are in the process of getting Xero reporting more aligned to be able to analyse and report on our performance as the club member's demand. There are no secret payments.

Debbie Wise : at is the stock write off. \$3800 this year to \$600 last year. Roly responded that this is a monthly waste figures, we record the value of wastage from the kitchen each month

Stu Langdon asked about the difference between volunteer and employee related costs. 2018 at \$409,211 to 2019 \$470,219 and suggested that this is close to the loss \$62K loss we are showing.

Roly responded that the increase was because of the 7mth of kitchen costs in 2018 and 12 months in 2019. We also had a Bar (Hospitality) Manager for a time and this is included in the bar wages.

Kane de Raat Ask for clarity around the overdraft of 50K

Deryk responded, during the course of the year we have exceeded our overdraft on occasions, and we have drawn down on some money we had over and above the \$200k that is protected. This has come with a higher finance cost as we had needed to arrange a 3 month temporary overdraft in recent months

Ken Treloar an observation: the loss was not a cash loss but included depreciation.

++ (postscript: President spoke to the member after the meeting to explain that the statement was not correct )

Ken Treloar moved that the 2019 accounts be accepted.

Seconded Sue Sayers

Carried

## 6. Appointment of Officers:

	<u>NOMINEE</u>	<u>PROPOSER</u>	<u>SECONDER</u>
PATRON	Ian Thomas	Ken Wilson	Jill Gray
	<u>NOMINEE</u>	<u>PROPOSER</u>	<u>SECONDER</u>
PRESIDENT	Deryk Nielsen	Ian Thomas	Lee Lawson
VICE PRESIDENT	Steven Treloar	Ian Thomas	Lee Lawson
CLUB CAPTAIN*	Adam Milnes	WITHDRAWN	

There were no other nominations and no ballot necessary.

\*Subsequent to nominations for Committee and Executive closing 2 weeks ago, Adam Milnes has withdrawn his candidacy for Club Captain and committee. This presents a constitutional issue which means we will now require a nomination from the floor, for the Committee vacancy that arises.

<b>COMMITTEE</b>	<u>NOMINEE</u>	<u>PROPOSER</u>	<u>SECONDER</u>
1.	Ken Wilson	Elected in 2018 for two years	
2.	Lee Lawson	Elected in 2018 for two years	
3.	Alana Duncan	Deryk Nielsen	Kristen Zaloumis
4.	Doug Stewart	Tony Kinzett	Deryk Nielsen
5.	Kristen Zaloumis	Deryk Nielsen	Alana Duncan

**With 3 nominations received for 3 positions, no ballot was necessary.**

Nominations were also received from:

**Gaile Armstrong** - Withdrawn. Gaile has since indicated that she would like to have a role on the Social Sub-Committee

**Beverley Haddon** - Withdrawn, Beverley has accepted the (new) role of Honorary Secretary to the Management Committee, and has indicated she would also like to serve on the Social Sub Committee

**Ethan Boggiss** - Withdrawn, Ethan has accepted roles on the Social and Fishing sub-committees, to gain further experience in governance before running for Committee.

Clause 9F of the Constitution

In the case of insufficient nominations being received for the vacant positions, nominations to fill the shortfall shall be accepted from the floor at the Annual General Meeting and voting for the positions shall be decided by ballot paper.

**We open the floor for nominations.**

Ian Thomas (Advisory committee): explained we are looking for a person who has experience in all aspects of the club, fishing, social and running a business and have the time to make the commitment of time to the club.

Ian Thomas nominated Mark Armistead with a brief résumé of his background.

Seconded Jill Gray

No further nominations; no ballot was necessary.

**Mark Armistead** was confirmed as elected to the committee, to fill the one remaining vacancy.

\*Referring back to the governance issue arising from Adam Milnes withdrawal from Club Captaincy nomination, the Chairman explained that:

**Club Captain:**

The constitution states; A candidate for position of President, Vice-President or Club Captain must have served a minimum of the preceding 12 months on the Club's Committee.

- The committee recommends that: The Club Captain position remains vacant for the next 12 months and that the duties of leading the Fishing Sub-Committee be covered by two or more of the incoming committee.

Deryk Nielsen moved that this recommendation be accepted. Seconded Les Sayers

There was a question from Luke Dolman as to whether there were other alternatives considered, Chairman replied that there had been – these had been discussed by the committee, and then referred back to the recommendation proposed – this was considered the best solution after discussion

The Motion was re-put Carried.

**Presentation of Service Awards:**

Deryk Nielsen and Ian Thomas presented the Service Award to Jill Gray.

Eric Tait , Greg Lees, Adam Milnes, Danny Sunkel absent.

Appointment of Auditor: Deryk Nielsen moved that William Buck Ltd be reappointed as auditors

Seconded: Alana Duncan Carried

### **Confirmation of Annual Subscription Fee:**

The Committee recommendation is that the membership subscription fee remain unchanged for this financial year

Deryk Nielsen moved that subscriptions be kept the same as previous year.

Seconded Les Sayers

After a debate it was carried that the subscription fees remain the same this year and we bring to the next AGM options including consideration of different membership categories.

Vote by a show of hands Carried

### **General Business:**

#### **Life Membership**

The question was asked by Bruce Mack at last year's AGM, what is the criteria for Honorary Life Membership. This was referred to this year's AGM for an answer.

For all members information, our Constitution Clause 3 g) reads as follows

Honorary Life Members shall be members who have rendered special services to the Club over a period of years and shall be elected at the Annual General Meeting upon a recommendation from the committee and shall be deemed to be financial members

There is no change to the criteria for life members nor are there any plans to alter the status of Debentured Life Memberships, which are a separate membership category. Records of these are kept and updated regularly.

#### **Dress Code:**

Last year the matter was raised again, with concerns being expressed that even the relaxed dress code was not being observed. Those concerns have continued through this year.

Luke Dolman suggested that we have bigger fish to fry.

Kevin Stevens moved that we do not allow hats except for medical or religious reasons. Seconded: Ian Thomas(#

Tony Kinzett suggested that we include dress code in the member's survey

Kevin and Ian agreed to withdraw the motions dress code on the understanding that the subject would be canvassed through the survey

#### **Items from the Floor**

Luke Domain It was asked how the advisory committee came to be. Deryk responded that it was accepted through the presidents report last year's AGM.

Phill Eynon suggested that we limit the sponsors grid per sponsor. This will be noted and referred to the Fishing Subcommittee.

Luke Dolman Put forward a recommendation to modify chart 54 – This will be noted and referred to the fishing committee.

Peter Harford Ask that we look at getting funding for Take a Kid fishing from the lotteries commission. This is something the committee is actively pursued not only through the lotteries but also other charities.

Tony Kinzett - the Advisory panel have noted that the constitution needs to be updated as it currently does not meet grant application requirements, amongst other things. This highlights why we need to update the constitution.

Luke Dolman asked if this was the time to put forward a recommendation for life membership.

Deryk replied that the opportunity for this years AGM had passed, however if there are nominations you wish to make, these should be made by written submission prior to next years AGM. This would be considered by the committee who may then recommend the nomination at the next AGM.

Phill Eynon Acknowledged Roly for all he has done this year. Acknowledged and noted by the meeting

Deryk Nielsen;- Notice of Motion1:-

The Tauranga Sport Fishing Club has been fortunate in the past to have developed both excellent facilities and enjoyed good trading times.

The current committee recognizes the good governance of our predecessors who took the time to protect our investments in the Constitution. With the requirement to maintain reserves of approximately \$200,000.00, their view was that it be retained for use at times of need.

In the view of the Committee, we are in such a period. The trading circumstances of the club have been detailed in both the President's report and the Finance reports presented today. There have been times where the club has needed to seek extended credit arrangements to enable us to meet our cashflow requirements. This was in the form of a short-term (3month) overdraft. This has its own cost well in excess of any interest returns on investments.

Clause 11 (m) of the Constitution reads:

The Committee shall maintain unencumbered reserves of no less than the equivalent of one year's working capital, which can only be released if approved at an AGM or SGM (in the vicinity of \$200,000.00).

Permission is sought from this AGM to release this reserve to enable us to meet our financial requirements without having to borrow external moneys, at higher interest rates. This is requested with a clear plan to reverse the current trading trends by strong and decisive leadership and actions, detailed elsewhere within the AGM, and by adhering to a plan which enables the reserves to be rebuilt to the required Constitutional level as quickly as possible.

The Motion is Proposed:-

That the unencumbered reserves be released as required, enabling the club to continue to meet its commitments, without having to take further borrowings

Proposed: Deryk Nielsen Seconded: Ian Thomas

This was voted with a show of hands

2 opposed

Carried.

Concerns were raised about

- opening the full \$200k rather than just what was needed to clear debt
- no information available to the club members on the how to turn the club into profitability
- no time frame to build up the \$200k reserve again.
- why it had taken so long for the extent of financial difficulties to be brought to the attention of the club members

Tony Kinzett responded on behalf of the advisory panel

- The advisory panel was brought in about 2 months ago
- The advisory panel had become acutely aware of the financial position of the club.
- The kitchen is not the only problem or financial issue in the club.
- The advisory panel are doing a complete review of the club's operating structure.
- The management committee will do a survey of the members to take advice from the members.
- The management committee will report the progress to the club members on a quarterly basis.

The intention is to get approval to open the \$200k investment account without a cap, so we can clear outstanding debt and get the club back into profitability. We can't guarantee a time frame. We know what the issues are and will break them down, one by one.

There were no further items of General Business.

The meeting closed at 4.28pm