

MINUTES OF THE ANNUAL GENERAL MEETING

TUESDAY 3RD SEPTEMBER 2024, AT 3:00PM IN THE CLUBHOUSE

Present: Paul Niblett (President and Chairman), Jenny Bussinger (Secretary and Minute taker), Home Owners Committee (HOC) Members and Home Owners' Association (HOA) Members as per the HOA Attendance Register (192). Members are also holding a total of 30 Proxies, as per the attached copy of the AGM Attendance Register.

1. **Opening:** Paul Niblett, Chairman, declared the meeting open at 3:00pm and welcomed all in attendance.

He noted the meeting had a quorum, being more than 10% of members eligible to attend, and introduced Jackie Brady who would hold the microphone. He asked that anyone who wanted to move or second a motion, or make a comment, identify themselves by raising a hand, to allow Jackie to bring over the microphone before stating their name and villa number for the minutes.

The Chairman reminded the meeting the Constitution does not allow any motions, other than motions related to the conduct of the meeting, to be proposed unless they have been notified as a Special Resolution prior to the meeting. There have been no Special Resolutions proposed for this Annual General Meeting (AGM).

The Chairman used a PowerPoint presentation to briefly review the agenda items, as per the agenda distributed to members with the notice of the meeting.

2. **Apologies:** The Chairman advised there were a number of apologies received, but he would not read them out as they will be recorded in the minutes.

A total of 26 apologies were received, as per the attached copy of the AGM Attendance Register.

3. **Confirmation of Minutes of the AGM held on 10th August 2023.**

The previous AGM Minutes were circulated prior to the meeting.

There was no response after the Chairman asked if there were any issues regarding these minutes.

The meeting was advised only members who attended the meeting on 10th August 2023 were eligible to move, second or vote on a motion regarding the previous minutes.

The motion was put that the previous minutes be accepted. The Chairman asked for a mover and seconder for the motion:

Moved by Christine Clune V93 and seconded by Harald Korte V 65. On a show of hands, with no-one voting against the motion, all were in favour and the **motion carried**.

4. **Acceptance of Committee Activities Report (As circulated prior to AGM)**

As the Committee report had been previously circulated, the Chairman did not propose to read it out verbatim but would make a few general comments. Before that he asked if there were any questions or comments on the report. There were none.

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The Chairman Paul Niblett commented as follows:

As this will be my last report as President, I would like to say thank you to the many people who have given their support to me over the past year.

I would like to thank all of the committee members who have put in so much time and effort into ensuring some really positive outcomes for the residents of Gemlife Woodend, namely Jenny Bussinger, Bob Levis, Geoff Symmons, Rose Allan, Susan Lawson, Jackie Brady, Aileen Campbell and Steven Pickles. I would also like to thank the previous HOC for handing over to us, a well organised system that had protocols, processes, and were fiscally responsible, which gave our committee the platform to support the residents in a positive way.

Most of all I would like to thank all the volunteers, who every week turn up to support our residents. The volunteers are the life and soul of Gemlife and they have transformed this Village into a vibrant Community. There has not been one time in the last year when volunteers have failed to answer the call when needed. There are too many to thank individually but on behalf the committee and residents I would like to say a heartfelt Thank You to you all.

Financial Situation

We are pleased to announce that we are in a very strong financial position. We have many factors that have contributed to this healthy position but mainly there are two reasons. The Bar and coffee machine has contributed most of the financial gains. Once again, we have to thank the Bar managers, Jackie Brady and Jeff Adams and all the volunteers who have manned the Bar, coffee machine and helped with the procurement of stock. The other main contributor is the increase in the Events that have been organised and planned this year contributing to the success of the Bar. I would like to say a thank you to Susan Lawson who initially facilitated the events and a special thanks to Geoff Symmons for taking over the role and facilitating the introduction of some great bands and events.

Over the past year we have increased revenue from \$120,076 to \$143,386.12. Spending has also increased significantly from \$123,655 to \$129,112.

Financially – one issue we do face in this upcoming year is GST. We are allowed a maximum income of \$150,000, but we will exceed this figure in 2024/2025 so we have registered for GST. We have taken on an external accountant Paul Piper. We felt we needed to introduce a proper accounting package in order to produce a comprehensive quarterly BAS report.

This has enabled us to support an increasing number of groups and to significantly increase the support to existing groups.

In addition to this we have invested in improving the audio-visual system in the cinema and the Lounge TV by adding six streaming services, allowing residents to watch a vast array of films and programs. We will continue to improve our Audio-Visual facilities as the need arises. We have also invested in a TV Information channel that informs all residents via channel 149 of future events. We have also invested in equipment for the workshop, the Gym, the bowls room and many other projects.

It is important to emphasise the need for balance between supporting and spending on projects and being fiscally responsible and showing restraint. We believe that there will be contingencies and projects that the newly elected HOC will be facing and that means providing funds for the future.

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Regulatory Requirements

The HOA is subject to at least five authorities in terms of compliance issues. They are:

- Victorian Consumer Affairs authority for matters with respect to HOA governance, financial stability, and compliance with the Act governing HOA operations.
- Victorian Gambling and Casino Control Commission with respect to the raffles and other fund-raising efforts we conduct. Indeed, the HOC has had to have the HOA declared as a 'Declared Community Organisation' to legally conduct such raffles.
- Victorian Liquor Commission with respect to compliance with our liquor licence.
- Our Liability insurer, who has conditions attached to our liability insurance which we must abide by.
- GemLife who has rules on the usage of the facilities that members of the HOA have access to as homeowners.
- In addition, the HOA has to be mindful of the Health and Safety requirements, particularly in relation to the Workshop, Clubhouse, and other communal facilities and events.

I highlight these authorities to inform you that when the HOC makes rules, or stops someone from doing something, it is usually because we need to comply with at least one of the listed authorities' requirements.

Planning For the Future

We are now close to capacity of 400 residents. This means that there must be continued improvement in planning and resourcing activities, events and facilities. There are ongoing improvements to our website, information technologies, and financial controls with special thanks going to Kent Spry and the IT team.

When looking at events our numbers will be limited to the clubhouse capacity and our ability to safely conduct those events. A perfect example of this is the need to have three sittings to accommodate everyone for Christmas Dinner.

With the increase in residents there will inevitably be more call on our facilities such as the cinema, the pool, and ten pin bowling. It is more important than ever that we share our facilities in a fair and respectful way with other residents and family members.

Finally

Once again, I would like to thank all the committee members for their hard work and commitment and to support all those that are nominating for positions on the new HOC.

The biggest thank you goes to all the volunteers, I cannot emphasise enough, the commitment, sacrifice and hard work they do on behalf of all the residents.

Event Co-ordinator

- This year we had two Event Coordinators – Susan Lawson or which we thank her for her stay of duty until the time she stood down. Geoff Symons stood in as Events Coordinator as well as Committee member since then and has carried out this role with enthusiasm.
- Successful Events have been booked and entertainment factor of high standards. Comments from residents have been very positive. These events have not only been successful but most profitable.
- If you look at what has happened over the last year we have had a diverse range of events being staged by different people and groups. The organiser/s have had a direct line to the HOC through the events coordinator.
- All of the events being proposed have been successfully conducted.

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Mature Village Numbers

- The expectation is the village should be all but fully populated by the first quarter of next year and I expect that at the time we should have around 400 homeowners.
- We need to make sure we continue to improve our website and financial management systems to ensure we can keep homeowners informed and maintain transparent financial and events management systems. There will be more things that HOAC will need to cover financially in the way of maintenance and interest group support. It is more important than ever that we have good governance. That means system processes and procedures are in place to ensure we adhere to all regulatory requirements.
- There were two questions on the Committee Report:
Barry Phillips (V145) – His question was regarding GST and he wanted to know who was responsible. Response is that we are responsible for GST.
Chris Clune (V93) – Her question related to whether we had access to these reports. Paul did allude to them being available. New committee will be accountable for how these reports are available.

There were no other questions to the related comments made by the Chairman, so he asked for a mover and seconder on the motion that the Committee Report be accepted.

Moved by **Gary Norman(V122)** and Seconded by **Russell Rickards(V134)** that the Committee Report be accepted. On a show of hands with no-one voting against the motion, all in favour and the **motion carried**.

The Chairman then introduced Geoff Symons to read the Events coordinator report.

Event Coordinator Report 2023-2024 - Geoff Symons invited to stage:

It is with great pleasure that I present my first report as Events Coordinator.

Although I have only been in this role for six months, I am proud to report that we have successfully organised approximately 80 events this year.

Among the highlights were memorable performances such as The Beatles tribute, The Substitutes, The Linda Ronstadt Show, and The Farnham Show. We also have some amazing events lined up for the future at GemLife, already booked and eagerly anticipated.

In addition to these shows, we hosted a variety of regular activities including Happy Hours, Villa Draws, Trivia nights, and special events like MND fundraising, Cancer Foundation fundraisers, Anzac Day, and the Melbourne Cup, to name just a few.

Financially, these events have not only provided our residents with great entertainment at very reasonable prices but have also been profitable. Additionally, thanks to our fundraising efforts during events like MND, Cancer Foundation and Anzac Day, we have been able to make generous donations to several organisations. I would also like to extend my heartfelt thanks to all the volunteers whose assistance and dedication made these events possible.

Looking ahead, I am excited to announce that I will be standing for the position of Events Coordinator for the coming year. My aim is to continue bringing big, exciting events to GemLife and ensuring our community has access to the best entertainment possible.

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5. Treasurer's Report (As circulated prior to AGM)

The Chairman noted the Financial Report and associated Treasurers Report have been previously circulated and referred the meeting to the PowerPoint slide of the HOA annual financial figures. He made the following observations regarding the income and bank balance as shown on the financial report:

- Year on year increase in revenue 2020/21 \$50K, 21/22 \$100k, 22/23 \$120K, 23/24 \$140K. The expectation is \$160K plus revenue in the future which means we have to register for GST.
- The HOA generated revenue for the financial year of \$143,386.

We have Term Deposit monies is \$10,394.79 maturing 5/9/24 for future contingencies.

Bank Balane at 1st July is \$24,007.87. Revenue of \$14,274.14 giving us a Bank Balance @ 30th June of \$38,282.01. Adding term deposit our overall total of \$48,676.80.

I am happy to report we have no debts, nor do I foresee any issue that may impact our ability to continue to meet our commitments.

One issue we do face in the forthcoming financial years is GST. As a "Not for profit" organization we are allowed a maximum income of \$150,000 before we are required to register for GST. WE will exceed that figure in 2024/2025 so we have taken steps to register for GST. What effect GST has on our trading remains to be seen but it is clear it cannot be ignored.

Another initiative we have taken is to upgrade our accounting system to XERO in order to aid reporting particularly with new BAS requirements and enable the ease of handover from one treasurer to the next.

Are there any questions on the financial report:-

Iain Macrae (V144): Events Miscellaneous - 9% of expenditure this year as compared to 18% last year. Also the Miscellaneous sum of \$4000 expenses. Please explain:

Bob responded: Miscellaneous sum of \$4000 was made up of two items:

\$1254 - CFA Smoke Alarm set off at event & \$2700 North Tech IT – Steaming services & Chanell 149 set up.

Have not had a chance to fully examine why there is a difference in the event.

Ann Brown (V27) - Donations last year 22/23 were \$4000 but this year there is nothing showing in report. Why? With regards to Events monies Residents want to see that this money is shown.

Bob responded: Donation monies this year came in and went straight our thus netting them out.

Andrew Spencer (V158) added to this in relation to MND Donation monies - Last year the donations went into HOC account, however this year the monies went directly to the Fund itself.

Gary Norman (V122) – Public Liability Insurance: Insurance paid and shown in report last year but not showing as paid in report this year.

Bob responded with: Last year we actually paid two amounts \$3300 & another sum of \$1200, which was payment of this years insurance as well.

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Jeff Adams (V61) – What is the cost of piggy backing of the accountants XERO package and Accountant fee

Bob responded: Using the XERO from the accountant will cost us \$800/ yr. Accountants fees will be \$1500-2000/yr – Total yearly cost of \$3000.

Janet Wojtylak (V105) - Question asked – Does not understand why the 150,000 revenue is not spent and given back to the residents.

Bob responded: This is not monies we have to hand this is expenditure - this amount is revenue. Bank Balance is the figure you should be looking at \$38,282.01.

There were no further questions and the Chairman asked for a mover and seconder for accepting the Treasurers Report and Financial Statement.

6. Acceptance of Financial Statements (As circulated prior to AGM)

Moved by **Barry Borlase (V71)** and seconded by **David Crockett (V170)** that the Treasurer's Report as tabled be accepted. On a show of hands, with no-one voting against the motion, all in favour and the **motion carried**.

7. Special Resolutions – None proposed.

8. Election of Home Owners Committee (Nominations as circulated prior to AGM)

In preparation for this election, we need to appoint a returning officer for the election. The role of the returning officer is to supervise the vote counting, assist the counters to determine if votes are informal, correlate the results and report the successful candidates to the AGM.

Does anyone have any objection to Peter Campbell being appointed as the Returning Officer for the Election? Motion Accepted.

In accordance with Constitution clause 50(2) the **Chairman declared all positions on the HOC vacant**.

Returning Officer Peter Campbell stands and declares:- As there is only one nomination for President - I declare Greg Allen our new President – uncontested. I now hand over the proceedings to the new president to finalise this meeting.

Declarations

Greg Allen – President -

Before commencing elections, the Chairman announced that in accordance with the Constitution Clause 52(2), there being only one nomination for the following positions, he declared the successful nominees to be:

- Vice President Iain Macrae V 144
- Secretary Jenny Bussinger V176
- Event Coord Geoff Symons V 156

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We now need to hold an **Election for the Executive role of Treasurers position**

Before we commence, In accordance with the Constitution Clause 52 (2), there being 2 nominations for the following position of Treasurer, I hereby declare for this role referring to Powerpoint slide:

Treasurer Tony Lennie V 234 & Jeff Adams V61

The Chairman then asked for volunteer vote counters 4 in total . The following members volunteered:

Russell Rickard V 144, Linda Straub V44
Stephanie Rickard V73, Jim Brook V56

There were no objections to these members being the vote counters.

Finally, the Chairman advised candidates, may appoint a Scrutineer. The role of the Scrutineer is to observe the counting process on behalf of a candidate. They cannot interfere with the count but do have the opportunity to dispute any vote the returning officer/vote counter deems informal. If anyone wishes to appoint a Scrutineer, that person is to report to the Returning Officer.

Election - Treasurer

The meeting was informed the elections will be a two-stage process, voting for the executive position of Treasurer first, as the nominees have nominated for both an executive and ordinary committee member position.

After announcing the result of the Executive Committee member election, the Committee Member elections will be held. PowerPoint presentation slides were used to display the names of the Treasurer nominations and the voting rules.

The candidates for Treasurer, Tony Lennie and Jeff Adams were in attendance. The meeting was informed both candidates were emailed and asked if they wanted to provide a statement. Both Tony Lennie and Jeff Adams had an opportunity to read out their statements to the Assembly.

The Chairman asked those present to ensure they used the ballot paper labelled Executive Position and checked that everybody had a ballot paper. He advised to complete one ballot paper per person and per proxy to vote for the President position. He reiterated the voting rules to the meeting:

- Can be last name only or first and last name.
- One name only for the position.
- If you use first name only - **invalid vote**.
- If you put more than 1 name against the position on the ballot - **invalid vote**.
- If you put a name other than a candidate's name for that position – **invalid vote**.
- In the event of a tie, we will draw a name from a hat.

There were no questions, and the votes were completed and collected by the volunteer vote counters.

At 3:45pm the New President formally declared the successful candidate for the position of Treasurer is **Jeff Adams (V61)**.

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9. Election - Ordinary Committee Members

The Chairman advised that, all candidates are at the meeting in person, and all candidates were emailed and asked if they wanted to provide a statement to be read out at this meeting. The candidates present were asked to stand to make themselves known to the meeting and asked whether they wanted to make a short statement in support of their nomination.

- Tony Lennie has read his statement previously running for treasurer role,
- Gary Norman read out his statement for the assembly,
- Rod Hulls also made a brief statement to the assembly.
- Kirstie Corbett requested hers to be read and
- Kerry Humphries made no statement.
- Paul Niblett being President of previous committee already read out his committee report and statement.

PowerPoint presentation slides were used to display the names of the Committee Member nominations and the voting rules.

The candidates for the four Committee Member positions are:

Gary Norman (V144); Rod Hulls (V127); Aileen Campbell (V39); Kirstie Corbett (151)
Paul Niblett (207); Kerry Humphreys (V64); David Crockett (V170) and Tony Lennie (V234)

The Chairman asked those present to ensure they used the ballot paper labelled Committee Positions, provide on registration for the meeting, and checked that everybody had a ballot paper. He reiterated to complete one ballot paper per person and per proxy to vote for the four Committee Member positions. The candidates names and voting rules for the Committee Member positions were displayed via the PowerPoint presentation and reiterated verbally by the Chairman:

- Can enter from one name or to up to 4 names on the ballot paper. To be clear you can enter 1,2,3 or 4 names on the ballot paper.
- Each name will count as one vote regardless of the order you write them down.
- Can be last name only or first and last name.
- If you use first name only – **entire vote invalid.**
- Allowed 1 to 4 names **different names** on the ballot paper, each name will count as one vote regardless of order.
- If there are more than 4 names on the ballot paper – **entire vote invalid.**
- If you put a name other than a candidate name on the ballot paper or repeat a candidate's name on the ballot paper - **entire vote invalid.**
- In the event of a tie, we will draw names from a hat.

The Chairman again advised that if any nominee wants to appoint a Scrutineer, that person is to present to the Returning Officer, Peter Campbell.

There were no questions, and the votes were completed and collected by the volunteer vote counters.

Any Other Business

As there was no other business to discuss, the Chairman announced he would adjourn the meeting while the votes were counted. Members were advised they could leave or remain to hear the result of the election of the Committee Members. The meeting was adjourned at 4:20pm.

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At this point **Iain Macrae our new Vice President** was asked to stand and make his statement to the assembly while the counting went on for ordinary committee members. His statement was read and the assembly in clubhouse awaited the counting to be completed.

The Chairman reconvened the meeting at 5:20pm and confirmed that a quorum was still present.

The volunteer vote counters were thanked for their assistance with the voting process. The Returning Officer formally declared the successful candidates for the four ordinary Committee Member positions on the HOC are:

- Tony Lennie (V234)
- Paul Niblett (V207)
- Aileen Campbell (V39)
- Kerry Humphries (V 64)

9. Meeting Close

The Chairman advised there will be a brief meeting with the new committee members directly after this meeting is closed to discuss the handover.

The Chairman declared the meeting closed at 5:25pm and asked all new and previous HOC members to come forward for a short meeting.

Dated: 3rd September 2024.

Greg Allen, Chairman