

Celtic Club Incorporated - AGM Minutes

Annual General Meeting for the 2020-2021 Financial Year

Date: 28th November 2021

Time: 10am

Venue: Zoom

Attendees: Under Rule 78 of the Club's Rules (read in conjunction with the Note following Rule 19), this personal information is restricted for purposes of digital copies.

Chair: President Patrick McGorry

Minute Taker: Incoming Secretary (Siobhan Lavin) to take minutes.

Panel: Patrick McGorry (President), Ronan McDonald (new Vice President), Carl Walsh (Treasurer), Siobhan Lavin (incoming Secretary), Anne Murphy Cruise (incoming Committee member), Rosemary Sheehan (incoming Committee member), Deirdre Gillespie (incoming Committee member), Michael Cooney (incoming Committee member) and Barry Corr (Acting Club Manager).

Apologies: Eileen Mount, Eileen Dunn, Pat McKernan

Proxies: The President noted receipt of:

- 109 directed proxies
- 27 undirected proxies

Introduction and Welcome from President

Acknowledgement to First Nations people: The President acknowledged the peoples of the Kulin Nation and their leaders' past, present and emerging.

Vale Deceased Members: The President acknowledged the Club's deceased members: Dusty Duke, James O'Brien and Catherine Arthur and passed on the Club's condolences to the friends and family of the deceased.

Code of Conduct: The President reminded participants of the Club's Code of Conduct, which applied to the AGM. He referred to recent unacceptable actions by a small number of members, including anonymous attacks on social media and verbal abuse, which had resulted in a contractor having to take leave. The President reminded all members that unacceptable behaviour that is inconsistent with the Code of Conduct is rejected by most members, would not be tolerated and appropriate action would be taken if required.

1. Resolution on the Conduct of the AGM (Motion 1):

The motion put was that for the purpose of ensuring the smooth running of the AGM that:

- Immediately following the acceptance of reports, the agenda items would follow without debate.
- The AGM would conclude at 11:30am with any remaining business to be considered by the Committee with recommendations forwarded to members.
- Debates around Resolutions be limited to one speaker for and one speaker against.

The motion was moved by Michael Cooney and seconded Ronan McDonald.

No member spoke against the motion.

Result: Including proxies, the members approved the Resolution by a majority of:

For: 121

Against: 28

2. Resolution to accept the Minutes of the prior AGM (Motion 2):

The motion was to approve and accept the Minutes of the AGM of 28th February 2021 as presented.

The motion was moved by Carl Walsh and seconded by Michael Cooney.

No member spoke against the motion.

Result: Including proxies, the members approved the Resolution by a majority of:

For: 135

Against: 0

3. Resolution to accept and adopt the Reports on the activities of the Association during the financial year 2020-2021 (Motions 3 - 4):

The motion was to accept and adopt the reports (Annual Report, and Returning Officer Report), as presented.

The President clarified that the relevant reports were:

- 1) The Annual Report, as distributed, including the reports of the President, Secretary and Treasurer and the reports of the Sub-Committees.
- 2) The Returning Officer report, as published on the election results electing the new Committee as follows: Ronan McDonald (Vice President), Carl Walsh (Treasurer), Siobhan Lavin (Secretary), Anne Murphy Cruise (Committee member), Rosemary Sheehan (Committee member), Deirdre Gillespie (Committee member) and Michael Cooney (Committee member).

The President noted that he had received correspondence from some members about the content of the reports in the Annual Report. For the record in these minutes, the President made it clear that each officeholder was responsible for the content of his or her own report. He stressed the diverse and inclusive nature of the Club and wanted it formally recorded that no remarks in the Annual Report made by individual officeholders should be taken as the view of the Committee or the Club.

The motion was moved by Ronan McDonald and seconded by Carl Walsh.

No member spoke against the motion.

Result: Including proxies, the members approved the Resolution by a majority of:

For: 136

Against: 0

The President acknowledged the incoming Committee of management was now formally appointed and he thanked the hard work of the outgoing committee members.

4. Correspondence for noting

VCGLR Communications:

The Secretary reported on correspondence provided by the outgoing Secretary to the President on the 18/11/2021 and circulated by the President to the Committee and to incoming Committee members on 20/11/2021. The correspondence is from The Victorian Commission for Gambling and Liquor Regulation, dated 18/11/2021.

The Secretary noted that the correspondence stated that grounds exist for disciplinary action be commenced against the Club under section 3.4.25 of the Gambling Regulation Act 2003 because The Celtic Club failed to provide a completed Associated Individual application form or a letter of resignation in respect of Clare Murphy, an associate of the licensee, within a 30-day period of her taking office as a member of the Committee.

The Secretary further reported correspondence from Clare Murphy dated 23/11/2021, where Clare Murphy resigned from the Committee.

The President then noted that:

- The Committee will act promptly to minimise any risk to the Club arising from this matter and will report to members on the outcome of the process at the earliest possible time.
- All incumbent Committee members are compliant with the requirement, and all newly elected Committee members will comply as soon as practicable.
- The vacancy created by Clare Murphy's resignation will be filled under the rules in due course.

The matter and correspondence were duly noted by members.

5. Resolutions re Office Appointments (Motions 5 - 9):

The motion was to approve and make the following appointments, as supported by the Committee:

- That the Victorian Electoral Commission be appointed as the Returning Officer.
- That PKF be appointed as Auditor.
- That Peter Gavin be appointed the Chairperson of the Cultural and Heritage Sub-Committee.
- That Rob Clifford be appointed the Chairperson of the Finance, Audit and Risk Management Sub-Committee.
- That Michael Cooney be appointed the Chairperson of the Membership, Benefits and Privileges Sub-Committee.

The motion was moved by Carl Walsh and was seconded by Ronan McDonald.

A few members queried why the motion was to accept all appointments collectively and why each appointment was not considered separately.

Result: Including proxies, the members approved the Resolution appointing the above offices by a majority of:

For: 119

Against: 31

6. Resolution re Club Fees for 2022/2023 (Motions 10 – 11):

The motions put were:

- That the membership fees for 2022/23 remain at the current level (no increase) as follows:
 - Full Members – Pre November 2017 \$30; Post November 2017 \$50

- Social Members \$20
- To abolish the Club joining fee of \$75.

The motion was moved by Carl Walsh and seconded by Siobhan Lavin.

The President clarified that the effect of this motion is to vary the Club joining fee to \$0 and as such he ruled that it is not a change of the Rules of the Club.

No member spoke against the motion.

Result: Including proxies, the members approved the Resolution by a majority of:

For: 114

Against: 31

7. To consider any items of general business of which proper notice has been given under Rule 33.3

Motion 12. That in accordance with Rule 44, the Committee promptly establish: - a Membership, Benefits and Privileges Sub-Committee, - a Finance, Audit and Risk-Management Sub-Committee, - a Property and Buildings Sub-Committee, and - a Gaming Sub-Committee by advertising for volunteers from the members using a fair and transparent selection process.

The motion was moved by Alison Mulhallen and seconded by Helene McNamara.

Alison Mulhallen spoke for the motion. They believed that the Club required Commercial Property and Gaming expertise on separate sub-committees.

No member spoke against the motion.

Result: Including proxies, the members did not approve the Resolution and the motion was lost by a margin of:

For: 41

Against: 104

Motion 13. That the Committee commits to drawing up and providing to members in draft form: - a Financial Plan, and - a Business Plan no later than March 2022, to be finalised by May 2022

The motion was moved by Alison Mulhallen and seconded by Elizabeth Benfell.

No member spoke for or against the motion.

The President noted that this would occur in due course.

Result: Including proxies, the members did not approve the Resolution and the motion was lost by a margin of:

For: 43

Against: 105

Motion 14. That the Joining Fee, in the amount of \$75, be considered at the AGM and re-set to \$0.00 (Zero Dollars) on and from the Date of the Annual General Meeting.

Proposer: Peter Donnellan

The President ruled this motion out of order, the matter having been dealt with in item 6 of this meeting.

Motion 15. That the annual subscription fee remains at \$30 but that the joining fee be varied from \$75 to zero

Proposer: Niall Walsh

The President rules this motion out of order, the matter having been dealt with in item 6 of this meeting.

Motion 16. That pursuant to rule 78 (1) of the rules of the club, the members be permitted forthwith to inspect free of charge: (a) the minutes of general meetings and minutes of Committee meetings (with the exception of confidential matters) (b) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the association, including minutes of Committee meetings.

The motion was moved by Richard Warren and seconded by John Friend-Pereira.

Richard Warren spoke for the motion. They believed that this motion is word-for-word from the current rule and doesn't require special resolution.

No member spoke for or against the motion.

Result: Including proxies, the members did not approve the Resolution and the motion was lost by a margin of:

For: 47

Against: 98

Motion 17. That members be supplied with a full report on the entity "Celtic club administration centre" (admin centre) appearing on google under a search of Celtic club incorporated ABN 84 059 085 350, including the admin centre's membership, its revenue sources, its number of employees, its year of commencement, its function activities and its relationship to this club, Celtic club incorporated ABN 84 059 085 350.

Proposer: Richard Warren

The President noted that he had received correspondence withdrawing the motion and acknowledging the claims contained in the motion were without substance.