

NORTH SHORE BRIDGE CLUB
Minutes of Committee Meeting
held at 5pm on Tuesday 30th June 2020.
by means of Zoom video conferencing.

(This is an abridged version of the meeting which does not include commercially sensitive or confidential personal information.)

Once again this Committee Meeting was held through the Zoom video conferencing facility because of the impact of the COVID-19 epidemic. On the date in question, because of government restrictions, it was impossible to hold a physical meeting. Furthermore, temporary changes to the Corporations Act by the State Govt. permitted the use of electronic means to enable the meeting to be held.)

1. Attendees: John Mottram (Chairman), Graham Murray, Les Grewcock, David Hagley, David Fryda, David Hudson & Elana Kohn.

Also, in attendance were: Mike Prescott (Club Manager) and Leo Goorevich (Property subcommittee - part time).

2. Approval of Minutes: The Minutes from the Meeting held on Tuesday 19th May 2020 were approved as a true and accurate record of that Meeting and will be signed off by the Chairman and returned to the Secretary.

3: Property – L2, 2 Help St., Chatswood: Leo Goorevich briefed the meeting on our preferred location at level 2, 2 Help St. Matters/issues discussed included: Further negotiation to reduce the rental - Landlord will not lower annual increase from 3.75% - Estimated 385 sq mtrs area may be increased slightly to approx. 400 sq mtrs if approval of additional space is agreed - The make good provision was discussed at length and JM was adamant that this was not in the best interests of the club. Others thought that this provision was possibly standard practice. It was agreed that JM is to provide written advice to Leo who will contact the agent to negotiate further. - A site visit is planned for Thursday 9th July for MP, sub committee members and other committee members. Leo is to organise and advise. - Office cleaning was discussed and it is understood that we may use the landlord's cleaner or organise a contractor of our own. This issue is to be reviewed and a decision made at a later date. - Available "landlord access" and "tenant operating hours and access" needs to be clarified to ensure that the club finalises the agreement with suitable and available access for our sessions. - Air conditioning requirements are to be reviewed at a later date in consultation with suitable professionals.

Advice received from the club's Hon Solicitor by email on 30th June indicated that the lease proposal as drafted by the landlord's agent dated 29th June "is fine to accept" but noted a few matters. They were:

1. The outgoing is provided as a lump sum but the individual items are not shown as to what will be provided.
2. Originally the club wanted our own cleaners however now you must use their cleaners.
3. The make good provision still has you removing the landlord's fit out. And
4. The facility hours excludes weekends and public holidays and after 6pm on week days so there will be no air conditioning during these times."

Additionally, Graham Murray highlighted some concerns that he has with the lease document. He noted that:

1. The landlord's permission for the club's use of commercial office space.
2. The Willoughby Council's approval of change of use being required by the landlord.
3. Provision of our plans and Council occupational certificate to the landlord. And most importantly,
4. The club's extended operating hours need to be shown and changed to meet the club's needs.

Les Grewcock also highlighted a required change in the ABN and positions held by the club's signatories.

Leo Goorevich noted the comments and aspects above and confirmed that he will act accordingly to satisfy the club's requirements.

It is anticipated that a Heads of Agreement (note not the final lease agreement) will now be finalised and it is hoped, given the appropriate negotiation and changes as per the above, that the document may be signed by the President and Secretary possibly later this week. Following the appropriate changes to the document, David Hagley requested the agreement of the property sub committee and Graham Murray that they are satisfied that the appropriate signatures be exchanged.

(Leo Goorevich left the meeting at 6:15pm.)

4. Finance Report: The May 2020 Accounts had been finalised and circulated by the Treasurer on the 8th May. They were approved. It was noted that solicitor's charges for professional help to finalise our new Chatswood premises will be received in due course. Voluntary contributions and lessons show a reduction in activity and Mike therefore anticipates a possible \$10k reduction to our current revenue stream in the June accounts.

5. Manager's Report: Mike Prescott presented a verbal report. BBO changes from 1st July now insist on a maximum of 40 pairs, 20 tables with no similar sessions through same host overlapping. - Therefore new weekly timetable implemented with 10am and 1:30 pm daily (except Sunday) open sessions. Because of 20 table maximum policy there may be overflow and some disappointed pairs at Thursday night and Sunday sessions. There were also other slight session changes and registration details needed. - Further changes from 1st August have also been telegraphed by BBO. These are unknown at the present time - Some clubs have returned to regular face to face sessions (Grand Slam, Kings & Queens & some smaller country clubs). They have done so with changes to their playing area in an endeavor to satisfy COVID-19 concerns and requirements. However the former also appear to have maintained an online product. - The committee discussed our return to some form of normality but agreed with MPs recommendation not to do so for the present time. This is obviously a subject for ongoing review. - The subject of staff payments following cessation of the JobKeeper programme (expected in September 20) was raised and it was agreed to review this subject at a later date when further information is known about ongoing government policy.

MP requested that all current committee members get their 2020/21 nomination forms to him asap if they plan to stand for re-election at the forthcoming AGM.

6. Changes to Club's Constitution: Both Fair Trading NSW and the club's Honorary Solicitor have recommended changes to the club's Constitution. These changes are to allow meetings to be held using technology and to allow electronic ballots by the insertion of appropriate clauses. These clauses were drafted by the club's Solicitor and are quoted below:

Agenda Item 6:

To amend the Club's Constitution to allow meetings to be held using technology and to allow electronic ballots by the insertion of clause 20 (9), clause 24 (4), clause 25 (6) and clause 34 (A).

Clause 20. (9)

Any committee meeting may be held at 2 or more venues using technology, as determined by the committee, that gives each of the committee members a reasonable opportunity to participate.

Clause 24. (4)

Any annual general meeting may be held at 2 or more venues using technology, as determined by the committee, that gives each of the members a reasonable opportunity to participate.

Clause 25. (6)

Any special general meeting may be held at 2 or more venues using technology, as determined by the committee, that gives each of the members a reasonable opportunity to participate.

Clause 34. (A) Electronic Ballots.

(1) The association may hold an electronic ballot to determine any issue or proposal (other than an appeal under clause 12).

(2) An electronic ballot is to be conducted in accordance with Schedule 3 to the *Associations Incorporation Regulations 2016*.

Acceptance of the above and that the changes be put to the members at the 2020 AGM was Proposed by John Mottram & Seconded by David Hagley. The motion was unanimously agreed by all members of the committee.

7. 2020 AGM:

a) Meeting: The Club's 2020 AGM was postponed from April due to the impact of coronavirus and implementation of government restrictions. Following discussion, it was agreed that the AGM would now be held at 10:00am on Saturday 15th August 2020. MP will investigate the impact of this on our scheduled session timetable and manage it accordingly.

*With the above in mind David Fryda Proposed and John Mottram Seconded a motion:
That the AGM would use the methodology as per item 6 and as permitted by COVID-19 temporary Regulations to the Act. That the club would hold a physical meeting on 15th August, at a venue to be formalised, and also use zoom technology so that no member may feel aggrieved or unable to participate. And also, in view of a possible limitation on attendance numbers at the physical meeting, that members register their intent to attend and clarify reasons to support their attendance. The motion was unanimously approved.*

b) Voting at the Meeting: Much discussion took place about the voting procedure for the AGM with JM indicating that, from his memory, our solicitor had verbally advised him that required member voting could not take place before the meeting. Other members of the committee disagreed with this position and indicated that online voting be permitted up to the commencement of the meeting on 15th August. From an administrative perspective MP also indicated that it would be preferable to have a pre-meeting online voting facility and organisation of this facility was underway (with minimal expenditure anticipated). JM also felt that those standing for election to the committee should only be able to present their supporting CV and position for election verbally at the meeting. Other members of the committee believed that this facility could be offered prior to the meeting in writing and distributed to all members for their consideration.

*To satisfy and clarify the situation a Motion was put to the meeting, Proposed by David Fryda and Seconded by John Mottram, that:
Voting at the AGM be able to take place before or at the AGM (as per temporary government changes to the Act) dependent upon our solicitor's written agreement. This motion was unanimously approved.*

Assuming solicitor agreement, MP confirmed that electronic voting would be permitted until 10am on the 15th August with personal voting able to be completed at the meeting. MP clarified that action would be taken to ensure that no multiple member voting would or could occur. Nominations for office bearers and the committee of the club will be permitted until 10am Saturday 8th August. An AGM venue is yet to be finalised and David Hagley was asked to, informally at this stage, feel out the use of our East Lindfield venue at 10am on 15th August.

The next committee Zoom discussion was confirmed for 5pm on Tuesday 14th July and the meeting was closed at 7pm. The date of the next formal committee meeting is to be advised.

Approved: Signed and approved by John Mottram.

Date: 29th July 2020