

74th ANNUAL AGM - MINUTES

DATE:	Wednesday 25 th October 2023
TIME:	Registration - From 5:30pm, AGM – 6:00 pm
LOCATION:	Pagoda Resort, 112 Melville Parade, Como
ATTENDEES:	See appendix 1
APPENDIX:	1. Attendees 2. Financial Audit 3. Constitutional Changes

1. Welcome by President – Miles Jupp

Miles (MJ) welcomed the members of the Club to the 74th AGM. MJ acknowledged the traditional owners of the land.

2. Apologies & Life Membership – Miles Jupp

MJ noted the apologies and stated that Sheryl Purcell was unable to make the AGM and as a result, the board would defer presenting Sheryl with her life membership certificate and lapel badge until the Life member's lunch in March 2024.

Noted apologies were Sheryl Purcell, Aaron Bowling, Kevin Collyer, David Blackwell, and Neisha Pillai.

There were no Life Member nominated this year.

3. Confirmation of minutes from previous AGM – Miles Jupp

Action items arising from the previous years AGM were:

1. Publication of Annual report, including financials (even if still in un-reviewed form) two weeks before the AGM - this was achieved, Miles thanked the EWSC Staff, Treasurer and Board for achieving this with an audited set of accounts
2. Approval of minutes for previous AGM (2022)

Moved: Mirna Tedeschi

Seconded: Desmond Cooray

Resolution passed unanimously.

4. Presidents Report – Miles Jupp

Miles stated that it had been a good year for the club, we were at a full staff compliment in the EWSC office, had a solid member base, great utilisation of homes and that we are still on the lookout for an additional, good value, home.

Miles also welcomed the new board members and introduced them to the members at the AGM.

5. Treasurer's Report – Graeme Sheppard

Graeme (GS) opened by thanking Dwayne the General Manger and his team for doing a great job with the EWSC's financial accounts and ensuring we remain complaint as a non-for-profit organization.

It was stated that the EWSC balance sheet is in a very strong position with quality holiday home assets to a current value of \$6.4 million and a very healthy cash balance of just over \$1 million. The board has approved the purchase of an additional holiday home.

GS then noted some of the items included in the Treasurer's report:

- a. The requirement to seek an external professional review of the financial statements conducted by Financial Auditors, Francis A Jones. A copy of the Financial Auditors Report is included as Appendix 2.
- b. The increase in employment expenses
- c. Depreciation expense increase
- d. The inclusion of the country group bank accounts as highlighted by the audit.

GS then opened the floor for any questions. A member raised a question regarding the \$2,927 increase in membership expenses over the previous year. It was explained this was due to the timing of the life member's lunch. In the 30 June 2023 financial year, the lunch was held in August 2022. The previous lunch has held in April 2021 and therefore did not occur in the 30 June 2022 financial year.

Moved: Lia Przymenska

Seconded: Margaret Pyrchla

Motion passed unanimously.

6. General Manager's Report – Dwayne Wescombe

Dwayne (DW) spoke to the hard work that had been undertaken over the past 2 years, and despite the 2023 Annual Report not fully reflecting the outcomes of this work, the impact of this work is very evident so far during the 2024 Financial Year. Some of the benefits being seen include:

- Greatly increased engagement with employers.
- Greater visibility in the workplaces
- Growing Membership
- Greater number and greater variety of events
- Increased compliance – Financial, Holiday Homes, Staffing, Contracts, Governance, Legal, and Regulatory
- Board has fully transitioned to a Governance model
- Strategic Plan has been developed and is being implemented
- Greater engagement with Country Group and Retired Members Group
- Improved web site and ICT systems
- Improved database accuracy
- Better understanding of Membership and Member demographics
- Stable, engaged, and passionate staff – DW introduced and thanked staff
- Improved Holiday Home feedback survey results

DW stressed that while all these areas have improved greatly we are still not there, however the hard work behind the scenes has now progressed to the point where their impact, and the allocations of resources, is now showing benefits to Members.

7. Special Constitution Change Resolutions – Albert Koenig

A review of the EWSC Constitution was undertaken by the Board during the year, headed by Al Koenig and Dwayne Wescombe. The Board recommended several changes.

The list of proposed constitution changes and their rationale is attached to these minutes as Appendix 3.

Proposed Constitution Change 1 – Flexibility for Voting on Board Resolutions

Moved: Ken Lee
Seconded: Caroline Elton
Resolution passed unanimously.

Proposed Constitution Changes 2 & 3 – Control of Funds and Execution of Documents

As these two proposed changes were linked they were voted on together. There were some questions about detailed authorisations being included in the Constitution rather than being governed by the Board Policy and Procedures Document.

Moved: Tim Vance
Seconded: Harry Webster
Resolution passed unanimously.

Proposed Constitution Change 4 – Expiry of Membership

This proposed change resulted in considerable discussion attempting to clarify the impact of the change.

Moved: Miles Jupp
Seconded: Emma Brown
Resolution passed by 75% majority.

Proposed Constitution Change 5 – Miscellaneous Changes for Clarity & Correction

Moved: Drew Godfrey
Seconded: Harry Webster
Resolution passed unanimously.

8. Board Honorariums – Emma Brown

Emma (EB) spoke to the Board honorariums, noting that due to a distinct difference in contribution over the year, albeit to personal circumstances, some Board members contributed over and above others. For this reason a proposal was put forward to pay those Board members who contributed significantly a \$300 honorarium and those that made a regular contribution to receive \$100.

Moved: Mirna Tedeschi
Seconded: Keith Weaire
Resolution passed unanimously.

9. Life Members – Emma Brown

EB noted that there were no Life Member nominations received this year. It was also noted that the Board were going to present Sheryl Purcell with her pin from last years nomination but she was unable to attend so this will be done at the next Life Members lunch which is planned for 17th March, 2024.

10.Board Appointments – Emma Brown

EB noted that we have 4 Board members whose term was concluding:

- Albert Koenig, Caroline Elton, Margaret Pyrchla and Graeme Sheppard

We had a total of 8 Board nominations and an election was conducted.

The 4 candidates with the most votes from the election were:

- Drew Godfrey, John Cavuoto, Graeme Sheppard, and Caroline Elton

EB advised the Board had identified that some core skills and experience would assist the new EWSC Board. It was thought Margaret Pyrchla would bring those core elements to the Board should she be elected – specifically skills and experience in previous Board involvement, Board Governance, Risk Management, Senior Leadership, Government Relations, and Business Development.

Therefore given Margaret also received the next highest number of votes in the election, it was decided to increase the Board size to 10.

11.General Business – Emma Brown

EB called for any questions for general business anyone would like to raise. There was nothing raised.

12.Close

The AGM closed at 7.15pm. The attendees retired to enjoy some drinks and nibbles.

Appendix 1

Member Registrations and Visitors













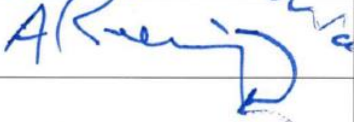

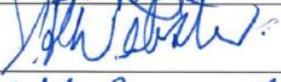
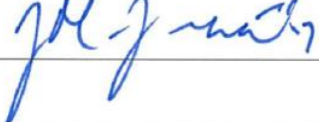
Energy West Social Club

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74th Annual General Meeting ~ 25th October 2023

AGM **MEMBER** ATTENDANCE REGISTER

Name	Member ID	Signature
Albert Koenig	68	
Alex Papadopoff	2980	
Allan David	2905	<i>David</i>
Anthony Murphy	6746	
Ayyappan Muthuveerappan	10024	
Brett Koeberl	5633	<i>BKoeberl</i>
Bruce Gibbney	2966	
Caroline Elton	6185	<i>Caroline Elton</i>
Craig Hurley	1706	<i>Craig Hurley</i>
Denice Byrne	5982	
Desmond Cooray	2546	<i>Desmond Cooray</i>
Drew Godfrey	5935	<i>Drew Godfrey</i>
Emma Brown	6356	<i>Emma Brown</i>
Graeme Sheppard	12283	<i>Graeme Sheppard</i>
Herve Groeme	3272	<i>Herve Groeme</i>
Jan Lawson	3291	<i>Jan Lawson</i>
Joe Librizzi	2856	<i>Joe Librizzi</i>
John Cavuoto	10002	<i>John Cavuoto</i>

Name	Member ID	Signature
John Halliday	2984	
Keith Weaire	2983	
Ken Lee	5397	
Lia Przymenska	6393	
Margaret Pyrchla	11891	
Miles Jupp	6980	
Mirna Tedeschi	12001	
Philip Craven	2967	
Ron Croager	2559	
Roy Hegney	3265	
Sue Devenny	3304	
Tim Vance	5086	
Al Koenig		
GRAEME SHEPARD		
HARRY WEBSTER		
GRAHAM McGINNITY	3250	
Ken Lee	5	



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AGM **VISITOR** ATTENDANCE REGISTER

This includes partners, EWSC Staff and plus ones.

Name
Dwayne Wescombe.
Kelly Wescombe.
Julie westbrook
Christina Jardim ♡
Nisha Shah
Sylvia Celestin
Alex Tedeschi
Desmond's wife
Sharon Cleary

Appendix 2

Financial Review - Auditors Report

Energy West Social Club Incorporated

ABN: 88 246 235 614

Statement by Members of the Committee

In our opinion:

1. the accompanying financial report as set out on pages 1 to 9, being a special purpose financial statement, is drawn up so as to present fairly the state of affairs of the Association as at 30 June 2023 and the results of the Association for the year ended on that date;
2. the accounts of the Association have been properly prepared and are in accordance with the books of account of the Association.
3. there are reasonable grounds to believe that the Association will be able to pay its debts as and when they fall due.

This statement is made in accordance with a resolution of the committee and is signed for and on behalf of the committee by:

President 

Treasurer 

Dated 6th October 2023.



Francis A Jones
Where people count.

Energy West Social Club Incorporated

Independent Audit Report to the members of Energy West Social Club Incorporated

Report on the Audit of the Financial Report

Opinion

We have audited the accompanying financial report, being a special purpose financial report of Energy West Social Club Incorporated (the Association), which comprises the statement of assets and liabilities as at 30 June 2023, the statement of profit or loss, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the statement by members of the committee.

In our opinion, the accompanying financial report of the Association for the year ended 30 June 2023 is prepared, in all material respects, in accordance with Associations Incorporation Act (WA) 2015.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Association in accordance with the auditor independence requirements of the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Basis of Accounting

We draw attention to Note 1 of the financial report, which describes the basis of accounting. The financial report is prepared to assist the Association in fulfilling the directors' financial reporting responsibilities under the Corporations Act 2001. As a result, the financial report may not be suitable for another purpose. Our report is intended solely for the Association and should not be distributed to or used by parties other than the Association. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance

Management is responsible for the preparation and fair presentation of the financial report in accordance with Associations Incorporation Act (WA) 2015, and for such internal control as management determines is necessary to enable the preparation of the financial report is free from material misstatement, whether due to fraud or error.

In preparing the financial report, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian

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Where people count.

Energy West Social Club Incorporated

Independent Audit Report to the members of Energy West Social Club Incorporated

Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial reporter, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the management with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Daniel Papaphotis
Registered Company Auditor
- 410503
154 High Street
Fremantle WA 6160
6th October 2023

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Appendix 3

Proposed Constitution Changes For 2023 AGM

Proposed changes to be read in conjunction with the
Energy West Social Club Inc. Constitution
that was accepted by the Commissioner for Consumer Protection December 12, 2022
<https://energywest.com.au/assets/downloads/documents/ewsc-constitution.pdf>

Proposed Constitutional Change 1

Flexibility for Voting on Board Resolutions

Rule	Current	Proposed
<p>49. Voting at Board Meetings</p>	<p>Each Board member present at a Board meeting has one (1) vote on any question arising at the meeting. In the case of an equal number of votes being recorded on any occasion, The Chair at the meeting, shall, in addition to their deliberative vote, have a casting vote.</p> <p>(1) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.</p> <p>(2) If a secret ballot is needed, The Chair of the meeting must decide how the ballot is to be conducted.</p>	<p>(1) Each Board member present at a Board meeting has one (1) vote on any resolution or question arising at the meeting. In the case of an equal number of votes being recorded on any occasion, The Chair at the meeting, shall, in addition to their deliberative vote, have a casting vote.</p> <p>(2) A vote may take place by the Board members present indicating their agreement or disagreement by a show of hands unless the Board decides that a secret ballot is needed to determine a particular question.</p> <p>(3) If a secret ballot is needed, The Chair of the meeting must decide how the ballot is to be conducted.</p> <p>(4) The Board may pass a resolution outside of a Board meeting if the chair deems it is not on a controversial issue and then the following process is used.</p> <p>(a) Identical copies of a document are circulated to each Board member detailing:</p> <ul style="list-style-type: none"> (i) Motion (ii) Mover (iii) Seconder <p>(b) The document shall be circulated:</p> <ul style="list-style-type: none"> (i) By email to address registered for Board members; or (ii) In person <p>(c) Board members shall:</p> <ul style="list-style-type: none"> (i) Return the circulated document through email or in person, indicating acceptance or rejection of the motion; or (ii) Reply to email, quoting the motion and indicating acceptance or rejection of the motion.

		<ul style="list-style-type: none"> (iii) Any Board member not indicating their acceptance or rejection of the motion, by a reasonable deadline, will be considered to have abstained from voting. (d) Taken together, all signed copies of the document will constitute the same document. (e) The resolution shall be decided by a majority vote after Board members have voted in accordance with this Rule 49(4) and in the case of an equality of votes the Chair may have a casting vote.
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Purpose

The EWSC has been using Circular, or Flying, Resolutions, with evidence contained within the Board minutes of these being used back to 2013. EWSC’s de facto policy is therefore to allow the use of Circular Resolutions, however there are no formal mechanisms identified within the EWSC Constitution, or EWSC Board Policy Procedures Document, that allow this practice.

The purpose of these proposed constitution change is to provide such a mechanism.

Proposed Constitutional Change 2

Control of Funds

Rule	Current	Proposed
<p>63. Control of funds and financial statements and reports.</p>	<p>(1) The Board shall appoint a Treasurer to undertake the duties referred to in Rule 33.</p> <p>(2) No person other than a Board member or the Treasurer shall have the power to enter into any contract on behalf of the club or otherwise pledge the credit of the club.</p> <p>(3) A Board member or the Treasurer may only enter into a contract or pledge the credit of the club if authorised by the Board and acting within the limit so conferred.</p> <p>(4) (4) The Club must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.</p>	<p>(1) The Board shall appoint a Treasurer to undertake the duties referred to in Rule 33.</p> <p>(2) No person other than a Board member or the Treasurer or the General Manager shall have the power to enter any contract on behalf of the club or otherwise pledge the credit of the club.</p> <p>(3) A Board member or the Treasurer or the General Manager may only enter a contract or pledge the credit of the club if authorised by the Board and acting within the limit so conferred. The Board may specify in the Policy and Procedures Document the powers of the General Manager for dealing with financial issues of a relatively routine nature.</p> <p>(4) The Club must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.</p>

Purpose

The purpose of these proposed changes is to better reflect current practice within EWSC, specifically to recognise changes to the EWSC Board/EWSC General Manager relationship, and the governance practices of the EWSC Board.

Proposed Constitutional Change 3

Execution of Documents

Rule	Current	Proposed
64. Executing Documents	<p>(1) The Club may execute a document if the document is signed by:</p> <ul style="list-style-type: none"> (a) Two Executive Committee members if authorised by the Board, or (b) One Executive Committee member and the Manager if authorised by the Board. <p>(2) The Club shall not have a common seal.</p>	<p>(1) Executive Committee members and the General Manager are each authorised to sign or authorise correspondence including letters and emails dealing with the business arrangements or requirements of the Club other than those which involve financial commitments for the Club, as these may be authorised only in accordance with Rule 63.</p> <p>(2) The Club shall not have a common seal.</p>
65. Club Policy and Procedures	<p>(1) The Club shall operate under procedures that promote best practice across all areas of its operation.</p> <p>(2) The Club shall have a set of Policy documents which support facilitation of best practice and compliance.</p> <ul style="list-style-type: none"> (a) The Club Policy and Procedures documents can be reviewed and approved by the Board when required. (b) Club Policy documents should be reviewed updated and approved by the Board on an annual basis. (c) All club Members shall adhere to the current Policy documents. 	<p>(1) The Club shall operate under procedures that promote best practice across all areas of its operation.</p> <p>(2) The Club has a Board approved Policy and Procedures Document which supports facilitation of best practice and compliance.</p> <ul style="list-style-type: none"> (a) The Policy and Procedures Document may be reviewed, amended, and approved by the Board when required. (b) The document should be reviewed, updated, and approved by the Board on an annual basis. (c) All Club Members shall adhere to the current Policy and Procedures Document.

Purpose

The purpose of these proposed changes is to better reflect current practice within EWSC, specifically to recognise changes to the EWSC Board/EWSC General Manager relationship, and the governance practices of the EWSC Board.

Proposed Constitutional Change 4
Expiry of Membership

Rule	Current	Proposed
15. Membership Fees	(2) If a member has not paid the membership fee within the period of 60 days after the due date, the member ceases to be a member on the expiry of that period.	(2) If a member has not paid the membership fee within the period of 30 days after the due date, the member ceases to be a member on the expiry of that period.

Purpose

The current EWSC Constitution provides Members 60 days of continued Membership (grace period) post the cessation of their Membership Fees. The cessation of fees may be due to fortnightly or monthly payroll deductions ceasing, or by the non-payment of Annual or Retired Memberships after they fall due. It is recognised that Members continue to be able to access full Membership benefits during this grace period, and it is felt that a 30-day non-financial grace period is more appropriate before a Membership expires.

Proposed Constitutional Change 5

Miscellaneous Changes for Clarity and Correction

Rule	Current	Proposed
Various	Various Clauses	Miscellaneous changes, as per attached MS Word Document (review comments in red). These changes do not impact the intent of any rules, and are proposed to: <ul style="list-style-type: none">(a) Correct spelling and grammatical errors.(b) Remove superfluous wording.(c) Provide more concise, and potentially less ambiguous, wording.

Purpose

The purpose of these proposed changes is to correct spelling and grammatical errors, remove superfluous wording, use language currently used within the Club, and provide more concise, and potentially less ambiguous, wording.

These proposed changes do not impact the intent of any rules.