



## Minutes of the Half-Yearly General Meeting of Members

held in the Southern Waters Room  
on Sunday 5<sup>th</sup> January 2025 at 9.30am

### 1. Welcome by the Commodore

The Commodore (Martin Kudnig) welcomed members<sup>1</sup> to the meeting and thanked them for their attendance. He commented on the beautiful morning and how good it was to look out and see summer sailing underway. The Commodore noted the hive of activity around the Club since the Annual General Meeting (AGM) highlighting the recent Petersville Regatta. He congratulated the organising team and volunteers as well as the food and beverage staff who achieved a Club record takings in a single day during the regatta. He also noted the success of Hamish Cowell in winning the Sabre Nationals in Western Australia.

### 2. Apologies

The following members provided their apologies:

Adri Godfrey	John Plumridge	Nicole Dixon
Alex Cittadini	Kathryn Page	Noel Ryan
Alice Ekberg	Ken Godfrey	Petrina Conway
Dawn Hartley	Marie Devereux (non-voting)	Philip Endersbee
Deborah Parkinson	Mark Hayden	Rob Ungar
Hayden Brown	Matthew Redgrove	William Duncan

#### Proxies received:

Dawn Hartley	Mark Hayden	Rob Ungar
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### 3. Members Passed

A minute's silence was proposed by the Commodore and observed by the meeting for members noted as having passed since the July 2024 Annual General Meeting (AGM):

Bernie Chandler Life member for 26 years  
Jenny Barlow – Social member for 6.8 years  
Norm Baker Honorary member for 47 years  
Ruth Hutley - Senior then Honorary member for 47 years  
Stephen Brown Special member for 47.9 years

<sup>1</sup> 52 members entitled to vote were present at the commencement time of the meeting (9:30am). A quorum in accordance with the BYS Rules was therefore present for the meeting.



## 4. Minutes of the previous Annual General Meeting<sup>2</sup>

The Commodore asked that the minutes of Annual General Meeting held on Sunday 13 July 2024 be received and confirmed.

**Proposed:** Martin Kudnig

**Seconded:** Georgina Plumridge

**Motion carried:** All in favour with no objections

## 5. Reports

### **Commodore's Report: Martin Kudnig<sup>3</sup>**

#### ▪ Food & Beverage (F&B) Trading Results

The F&B service is part of the Club's amenity. Although F&B trading might be in deficit for the full year (approximately \$48,000 currently), this is not unexpected. Factors impacting F&B include (1) reduced number of weddings and similar events particularly as BYS has taken a deliberate decision to avoid such bookings on Friday and Saturday nights over summer; (2) strategy of reducing prices on core items; and (3) reasonably standard staff turnover meaning additional costs for re-training, etc.. BYS is impacted by the general economic downturn and there is always a downturn in revenue during the quieter months.

#### ▪ Marina Maintenance

Work has progressed since the AGM with a focus on prioritising key works whilst also avoiding disruptions and looking for efficiencies. Of the \$3M approved, approximately \$180,000 has been spent. The Commodore expressed his thanks to the Marina team for their hard work. He noted their attention to costs and labour management providing an example of how the in-house team achieved a reduction from the quoted \$10,000 cost to \$3,000 for the repair of the travel lift jetty. Key marina works include:

- pile repairs with five out of the 46 already completed
- marina fencing where the team is seeking a permit for fencing works on the public jetty which will improve safety and security
- through-rod replacement with 117 changed from galvanised to fiberglass polymer
- replacement of knee-brackets with six completed and contractors returning in February / March
- load bearing piles on the wave walls have been assessed by engineers and can be re-sleeved; works to be conducted in February (if weather conditions allow).

#### ▪ Hardstand Review

The review has been very comprehensive. The Commodore thanked John Petschel and all other members of the Marina Committee. The recommendation is to purchase a 4-tonne Jib Crane to replace the existing knuckle crane. The ordering process has commenced. The expected cost is \$140,000 - \$160,000 with delivery projected for March 2025.

A survey has been conducted on hardstand usage. 64 responses have been received and these will be reviewed in January.

#### ▪ Clubhouse Improvements

Upgrades to the Southern Waters Room and Racing Lounge have been completed with positive feedback from members. The Commodore noted the improved ambience and nautical theme. He noted that approximately \$80,000 per year over the next four years has been allocated for further upgrades. Improvements to date include:

<sup>2</sup> Motion 1 in *Notice of Half-Yearly General Meeting*

<sup>3</sup> Refer to *Commodore's Report by Martin Kudnig* included in the HYGM January 2025 presentation pack



- new chairs and table tops in the Racing Lounge and Southern Waters Room
- new feature wall and relocation of the trophy cabinet
- re-painting
- cushioned seating on the deck
- upgrade to the McCarthy Training Centre.

The Commodore extended his thanks to BYS staff, members and his family for their continued support noting that he is honoured to hold the position of Commodore. He also noted the continued hard work of the Flag Officers (FO), Executive Committee (EC) members and members of the sub-committees particularly as they are all volunteers.

## **Club Captain's and Sailing Report: Richard Backwell<sup>4</sup>**

The Club Captain noted the record number of members who undertook power boat courses in the previous six months. He also noted that BYS now had 12 accredited sailing judges. Thanks were extended to all the Petersville Regatta volunteers. He noted several successes for Club members particularly Laura Harding who was named Victorian Female Sailor of the Year with strong prospects for Olympic representation (with other achievements listed in his presentation). Several upcoming events were noted with a special mention of a new sailing program for Rosebud Secondary College students on Wednesday afternoons.

## **Chair of the Audit and Financial Risk (A&FR) Committee Report: Megan Bolton<sup>5</sup>**

The A&FR report covers seven months to the end of November noting that the BYS financial year ends on 30 April. The largest contribution to BYS accounts is from membership fees. The Chair of the A&FR thanked Kate Poole and all the members of the Membership Committee for the strong uptake. She noted that the Club has a current surplus of \$33,000 and is on track to meet budget. She referred to the Commodore's comments on F&B and the challenges whilst noting the excellent results of the past month. The Chair noted that BYS has money safely invested at a return of approximately 5%. She concluded by noting some focus areas for FY2024/25 as budget monitoring particularly capital expenditure and better marina expenditure reporting.

## **6. Proposals Put to Members**

### ▪ **Increase in Membership Fees<sup>6</sup>**

Proposed: The Annual Subscription for a Full Member for the 2025-2026 year (inclusive of GST and, where applicable, vouchers) be fixed at \$1,012.

The Commodore noted a typing error in the Notice of Half-Yearly General Meeting. The Notice stated the proposed membership fee as \$1,012 when it should have been \$1,050 (rounded up to CPI and commencing 1 May 2025). He flagged with the meeting the possibility that the meeting could approve an amendment to the Notice and then proceed with the vote if no-one objected. However, member Jenny Maclean expressed concern that members not present were excluded from this process (i.e. they may have been happy to accept the fee increase per the Notice but may have concerns about a higher amount); this view was supported by other members.

Having regard to the comments made, the Commodore determined that the Motion would not be put to the meeting, but that an extraordinary general meeting would be held in due

<sup>4</sup> Refer to *Club Captain's Report* by Richard Backwell included in the HYGM January 2025 presentation pack

<sup>5</sup> Refer to *Audit & Financial Risk Committee Report* by Megan Bolton included in the HYGM January 2025 presentation pack

<sup>6</sup> Motion 2 in *Notice of Half-Yearly General Meeting*



course with a view to members approving the increase at that subsequent meeting..

## ▪ **Increase Entrance Fees<sup>7</sup>**

Proposed: The Entrance Fee for a Full Member (inclusive of GST) be fixed at \$1,600.

The Commodore called for questions. There were none. The motion was put to the meeting.

**Proposed:** Megan Bolton

**Seconded:** Martin Kudnig

**Motion carried:** All in favour with no objections

## ▪ **Amendments to BYS Rules<sup>8</sup>**

Proposed: That the definition of Family Unit in the BYS Rules be replaced by the following:  
*Up to two Full Members and their children or stepchildren (each of whom must be a Junior Member or an Intermediate Member aged under 25 years at the start of the BYS Year), all of whom reside at the same address.*

The Commodore noted that the definition of Family Unit was not intended to cover a more extended family group and the proposed change was clearer on this point.

The Commodore called for questions. There were none. The motion was put to the meeting.

**Proposed:** Ian Delmenico

**Seconded:** Martin Kudnig

**Motion carried:** All in favour with no objections

## ▪ **Amendments to BYS Rules<sup>9</sup>**

Proposed: That Schedule A of the BYS Rules be replaced with the Schedule as accompanying this Notice of Meeting.

The Commodore spoke to the Motion explaining that the proposed amendment to the Annual Subscription clause (line 4 in Schedule A) would eliminate the current contradiction between rules that allow the EC to determine certain membership charges (e.g. Rule 10.3.1) and this part of Schedule A that requires member determination and approval for fee changes. He noted that the current form of Schedule A was counter to the discretionary powers given to the EC by the Rules. He noted that the EC manages tens of thousands of dollars on behalf of BYS members on a regular basis so there is no reason for the limitation applied by Schedule A. The proposed change would allow more flexibility across membership categories and associated fees (and benefits and entitlements) without the need to always go back to members for approval.

Member John Coppock noted that annual fees had always been put to members; the Commodore noted that changes to Entrance Fees and Annual Subscriptions for a Full Member would continue to be put to members as per Rule 10.3.1, but this change related to other membership categories.

Member Jenny Maclean commented that the current wording of Schedule A provides transparency so all members can see what flows from full membership to other members;

<sup>7</sup> Motion 3 in *Notice of Half-Yearly General Meeting*

<sup>8</sup> Motion 4 in *Notice of Half-Yearly General Meeting*

<sup>9</sup> Motion 5 in *Notice of Half-Yearly General Meeting*



the changes would impact that visibility; it is a question of pre-decision transparency verses post-decision transparency.

Member Chris Coghlan suggested the change was an erosion of the democratic process; the Commodore assured the meeting that EC members had obligations to act in the best interests of the Club and its members and that this change did not alter those obligations. The Commodore noted that other sailing clubs (e.g. Royal Brighton, Cruising Yacht Club of Australia (CYCA), Royal Geelong) had a similar approach to that which was being proposed for BYS and that BYS seemed to be an anomaly in this regard. The Commodore noted that concerns over EC decisions / EC membership is addressed through election by BYS members to the EC. Alistar Singh noted his support for Chris Coghlan’s position suggesting it was illogical that members have a vote on full membership fees but not on other classes. The Commodore emphasised that the aim was flexibility not just over fees but over member benefits as well.

Jenny Maclean noted her support for Chris and Alistar referring to a different change proposed in Schedule A (refer line 3 – *Entitlement to have a boat stored at BYS for racing*) and queried why this proposed amendment was necessary. The Commodore referred Jenny’s query to the General Manager (Andrew Cooper) who noted that this change recognised that BYS stores boats that are not for racing (e.g. Club Minnows and Club Sabres that are used for training and which do not race). The Commodore noted that this change was just cleaning up this inconsistency. Member Adriana Ward asked if the change meant a boat could not be stored at BYS if it was not for racing; the Commodore mentioned that was not the case and that many boats are stored at BYS that do not race (hence the reason for the proposed change).

Jenny Maclean noted that the Motion required acceptance of 75% of the members present at the meeting.

There being no further questions, the motion was put to the meeting.

**Proposed:** Ian Delmenico

**Seconded:** Martin Kudnig

**On a show of hands the Motion was judged not to have received 75% acceptance by the members present and hence was not carried.**

## 7. Other Business

The Commodore opened the meeting for any further business; no further business was raised.

## 8. Member Questions

### A. Questions Received Ahead of the Meeting: Responses Provided at Meeting

The Commodore noted that some questions had been received in writing ahead of the meeting. He provided responses as follows:

	NAME	QUESTION & RESPONSE
QUESTION	Phil Endersby	It is my understanding that the Club engages outside contractors every couple of years to pump sand from the western side of the public jetty in front of the BYS Clubhouse to the eastern side of the public jetty to an area in front of the Blairgowrie shops.



	NAME	QUESTION & RESPONSE
		<p>I would say most members are fully aware of the movement of sand in front of the Portsea Hotel as well as various other areas around the Bay and my question to our Club Committee is that the cost of pumping the sand is something that should be borne by all members and split evenly rather than a charge specifically to Marina berth holders.</p> <p>Thus far my understanding is that it has been a subjective decision by the Club to allocate this expense on whatever basis deemed by them to all berth holders and I would ask that this pumping operation be objectively assessed by an appropriately qualified environmental organisation who are asked to make a recommendation as to how this charge should be fairly allocated by the Club (i.e. whether that expense be equally shared by all members as a pumping levy when incurred OR whether that expense be in part shared by Marina berth holders and club members OR just by berth holders as we presently do).</p>
<b>RESPONSE</b>	Martin Kudnig, Commodore	The Operational Environmental Management Plan (OEMP) requires BYS to remove sand. Responsibility for this sits with berth holders under their license agreements and this includes BYS as a licensee. This cost allocation was made clear in the paper presented at the 2024 AGM. Sand management is an ongoing focus of the Club.
<b>RESPONSE</b>	Alistar Singh	In 2011 prior to the marina extension it was clear in the CAPEX Repairs and Maintenance arrangements that berth holder funds would be used for sand management.
<b>RESPONSE</b>	John Petschel	The Club received a good deal via the sand removal contract in terms of the per cubic metre rate that is paid; BYS possibly does more than is needed.
<b>QUESTION</b>	Chris Coghlan	Given the weekly requests for volunteers to cover many roles for races have we considered paid employees to cover the on-water racing management requirements? Alternatively, should we consider a category of "volunteer member" whereby volunteers pay their subs each season and then at the end of the season these are refunded or otherwise applied to their house account to create a reliable and importantly experienced base of race managers. There are over 2000 members and very well-paid race office staff so surely there is a solution other than the current practice
<b>RESPONSE</b>	Martin Kudnig, Commodore	The EC and BYS management have looked at engaging paid employees but have not progressed



	NAME	QUESTION & RESPONSE
		<p>this as yet; on race days we would need people to cover both keelboat and OTB races so it would not just be a single person. Just because someone is paid does not necessarily mean they will do a better job than a volunteer and the Club emphasis is on engaging members as volunteers and using in-house staff.</p> <p>The EC will look at this as part of the Strategy Day; the General Manager is requested to add this to the agenda for that day.</p>
<b>QUESTION</b>	Chris Coghlan	<p>Is there scope to outsource the F&amp;B space to improve the quality of the meals and promptness of service. I know it is a sensitive area and very prejudiced with subjected opinions. Too many times, people are turned away due to the kitchen staff running out of meals or simply clocking off and leaving. A private operator would be very focused on delivering a proper service rather than the current unsatisfactory experience. There is the argument that a private operator would not have members at heart however a properly drafted and managed agreement can easily address these issues.</p>
<b>RESPONSE</b>	Martin Kudnig, Commodore	<p>The EC and BYS management have looked at this previously but considered that out-sourcing may result in higher prices; there is also the risk of losing control of the space (and therefore the amenity for members) as more external functions could be booked (e.g. more weddings).</p> <p>The current F&amp;B feedback is positive. It is acknowledged that meals did run out last season at certain times but the team is confident that recent changes have resolved the issues. We cannot always predict F&amp;B demand and BYS is not alone in this regard but we believe the balance between service and ordering is now right and the kitchen is fully staffed.</p> <p>The kiosk is outsourced.</p>
<b>COMMENT</b>	Matt McCarthy	<p>Commended the kitchen staff for an amazing job.</p>
<b>QUESTION</b>	Chris Coghlan	<p>Marina fees for berths. We have a lot of vacant pens in the marina and lot of for sale signs for pen licenses. Why haven't the rates in the marina had the pencil sharpened? Is there scope to encourage sail boats in to the marina as we are a sailing club. Pen fees for active sailing boats should be considered for reduction or again like the volunteer member category a rebate to the house account at</p>



	NAME	QUESTION & RESPONSE
		the end of each season subject to active sailing. The rebate means that the money remains within the club overall. The rates are higher than most other clubs in Australia yet the marina is essentially like every other marina.
<b>RESPONSE</b>	Martin Kudnig, Commodore	<p>BYS does not currently have any pens vacant; all BYS pens are on one-to-three-year leases so they are not costing the Club. Our rates are linked to the market and could possibly be even higher (but that is not currently proposed).</p> <p>No Club berths are currently for sale; those for sale are privately owned.</p> <p>BYS faces the same economic issues as all businesses noting the recently reported reduction in Peninsula house prices of 10% - 20%.</p> <p>BYS would like to have more sailing boats and we are looking to incentivize keel boats into the marina but the Club currently has no berths to offer. BYS has a strategy to encourage sailing and as part of that to encourage more keelboats to race.</p> <p>There is a restriction on the number of jet skis in the marina.</p>
<b>QUESTION</b>	Chris Coghlan	<p>What is the strategy to better manage social non-sailing members who are effectively subsidised by other members and berth rentals and really bring questionable interest at best to the sailing club? How many times are they rude to staff or talk over the top of race results?</p>
<b>RESPONSE</b>	Martin Kudnig, Commodore	<p>It is not just Social Members that can be loud and rude with a recent example being mainly Sailing Members who talked loudly over the race result announcements. Arrangements for Social members are to be reviewed.</p>
<b>QUESTION</b>	Chris Coghlan	<p>Why is there regular turnover of staff in the admin/accounts space?</p>
<b>RESPONSE</b>	Martin Kudnig, Commodore	<p>It is sometimes a challenge to get good people and our pool comes from a small geographic area. Recruitment for vacancies is underway.</p> <p>There has been no recent turnover of staff in the BYS administration area but a small number in the finance team.</p>



## B. Questions Received at the Meeting

The Commodore opened the meeting for any further questions from members:

	NAME	QUESTION & RESPONSE
<b>QUESTION</b>	Robert De Poi	Can we propose the increase to Social Club Member fees now as a separate motion?
<b>RESPONSE</b>	Martin Kudnig, Commodore	The EC will need to come back to members with a motion to change the rules at an EGM.
<b>QUESTION</b>	Robert De Poi	Referred to a boat owner who had previously indicated an intention to keep a boat on the hardstand but was now going to relocate to Safety Beach. Is BYS aware of / how is BYS addressing potential issues that may be costing us members / boats?
<b>RESPONSE</b>	John Petschel	The Marina Committee is focused on ensuring that the original intended use of the hardstand is met noting that there are lots of things people want for the hardstand but that everything has a cost. The focus is on alignment with the Strategy but to also look at demand and recommend as appropriate.
<b>QUESTION</b>	Chris Wilson	Referred to the book display in the Racing Lounge suggesting there is an opportunity to make something of the library (e.g. better displaying the books; better managing the books). Some books that were donated appear to have gone missing.
<b>RESPONSE</b>	Andrew Cooper, General Manager	We have space issues but consideration can be given to a nautically-themed library. To be taken on as an action for the Clubhouse & Operations Committee.
<b>QUESTION</b>	David Brown	Is there any proposal to extend the marina? Is BYS running out of room?
<b>RESPONSE</b>	Martin Kudnig, Commodore	Currently not considering any extensions; the chances of obtaining permits for an extension are considered to be remote and the EC does not yet see any demand; it may be necessary to re-visit longer-term but not currently on the agenda. Maybe in 10-years the area around the marina will have changed and it may be much shallower where the keel boats are currently racing.
<b>QUESTION</b>	Mike Petzke	BYS has adopted the lucky number on Friday night; previously there was a meat raffle where proceeds went to junior sailing. Are we losing focus / losing Club culture?
<b>RESPONSE</b>	Andrew Cooper, General Manager	Meat raffles and similar are not supported in the winter months so the Club loses money. Regardless of changes to Friday night raffles, etc.



	NAME	QUESTION & RESPONSE
		the Club has increased its investment in sailing so that focus has not changed.
<b>COMMENT</b>	Adriana Ward	If BYS does not make money from a meat raffle, then it is possibly badly run. Sorrento Hotel runs one to support local community organisations and that seems to work well. If we only have 20 people on the deck on a Friday night we need to ask why.

## 9. Conclusion

The Commodore thanked members for their attendance and participation noting that an appropriate date for an EGM would be considered and advised.

Chris Coughlan acknowledged the effort of the EC; members applauded. The meeting concluded at 11.00am.

DRAFT