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Affiliations

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Australian Commonwealth Games Association
Oceania Squash Federation
Confederation of Australian Sport
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SQUASH AUSTRALIA LTD
ABN 73 072 625 935
ANNUAL GENERAL MEETING OF MEMBERS
At 10:00 am Brisbane time Sunday 22nd November 2020
MINUTES

1. Item 1. Opening and Welcome by the Chair of the meeting.

The Annual General meeting was opened at 10:19 am by the President, Joanne Brodie.

2. Item 2. Attendance and Apologies.

The following individuals were noted as attending in person, having signed the attendance register:

Darren Barclay	Squash NT
Joanne Brodie	Board Nominee
Tom Calvert	Squash Australia Staff
Adam Carter	Squash Australia Acting CEO
Colin Clapper	Life Member
Leanna Davey	Squash Australia Staff
Bob Finch	Life Member
Glenn Hitch	WA Squash
Jonathan James	Board Nominee
Lachlan Johnston	Squash Australia Staff
Leigh Kaye	WA Squash
Toni Maxfield	Board Nominee
Paul Mead	Consultant
Michael Nuttall	Squash ACT

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Reena Raja	Squash Australia Staff
Leah Stangle	Squash Australia Board Director
Colette Sultana	Squash Queensland
Jordan Till	Squash Australia Staff
David White	Squash Queensland
Chris Yeend	Squash Australia Staff

The following individuals were noted as attending electronically, having signed in through the Zoom Video Communications:

Sam Abishara	Squash SA
Geoff Baynes	Squash SA
Greg Blycha	Board Nominee
Stewart Boswell	Squash Australia Staff
Sarah Cardwell	VIC
Amy Challans	Squash SA
Alex Dore	Squash Australia Board Director
Sarah Fitz-Gerald	Squash & Racquetball VIC
Cindy Flower	Squash Australia Board Director
Ian Fullagar	Squash Australia
Kent Harbutt	Squash TAS
Kristi Maroc	Squash NSW
Grant Norman	Squash SA
Matt Schmidt	Squash Australia Board Director
Katy Scott	WA Squash
Barbara de Bruine	ACT
John Small	Squash NSW
Paul Vear	Squash & Racquetball VIC
Richard Watson	AFRC

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Apologies

Geoff Hunt	Hall of Fame Member
Esdon Lee	PSCAA
Nathan Turnbull	Squash Australia Board Director

3. Item 4. Minutes of the Previous SQA 2019 AGM.

Jonathan James (Squash Queensland) stated that number of issues raised around Annual Report, Financial Report, 3-year budget and accounts for the Carrara Squash Center has not been noted in the minutes from 2019. This was seconded by John Small (NSW Squash).

Acting CEO Adam Carter is following this up and will update the Minutes.

John Small (NSW Squash) also mentioned that Affiliation Motion Recording 11.a. disregards what happened at the AGM 2019. There was no consensus on affiliation and therefore it was not put to motion. It was to be resolved via circular resolution by 31 December. Joanne Brodie said that Squash Australia (SqA) Board met in January and agreed to reprieve the affiliation cost for 6-months in 2020.

ACTION: SqA Board to make updates to the previous minutes about the motion of the meeting.

No further amendments were raised.

4. Item 5. Consideration of matters arising from the 2019 SQA Minutes.

No items were raised.

5. Item 6. Consideration of the Annual Report.

Financial reports are listed separately as per request from 2019.

Joanne Brodie posed a motion to accept the 2020 Annual Report. Seconded by Jonathan James from QLD.

Squash Australia Annual Report 2020 was approved unanimously.

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6. Item 7. Consideration of the Financial Reports.

Paul Vear (Squash & Racquetball VIC) needed clarification regarding insurance expenditure. Profit/Loss Statement in page 9 says insurance expenses are \$126k for 2020 and \$129k for 2019. Notes from the page 22, indicate that insurance recoveries from states are \$139k for 2020 and \$160k for 2019.

Adam Carter took a notice of the question and will get back to everyone after he has more information. He noted there is a major 24-25% difference between the two years. He also mentioned that insurance coverage was extended for 3-months and there will be a tender for an insurance broker in the new year.

John Small (Squash NSW) mentioned they had \$16k discrepancy when they changed their membership numbers. They agreed to pay 50% of their insurance cost.

Jonathan James (Squash QLD) questioned the 'event expenses', noting expenditure items such as flights were recorded as credit. Joanne Brodie explained that this was due to flights being purchased for the World Junior Championships for referees and the flights being credited due to the pandemic. Jonathan James also stated the need to see the difference between outcomes vs expenses and if there is a way to tell if events have made money. Glenn Hitch questioned the \$117k loss recorded in the Profit/Loss statement against the Australian PSA Tour. Adam Carter advised that this was an expense, not a loss. Adam Carter noted that the events analysis can be broken down and he will provide a breakdown for all the States/Territories.

Jonathan James requested an explanation surrounding the 'other expenses - \$207k' and noted that the Carrara financials had not been submitted. Joanne Brodie advised that the Carrara financials were not yet available to share. Adam Carter stated that a breakdown surrounding reduced rent at Carrara and Sports House for the COVID period will be provided. It was further noted by Adam Carter that more detail and supporting notes for the financial report will be added to ensure it is easier to read.

Glenn Hitch (WA Squash) questioned the Carrara financials, noting they were currently consolidated. Glenn Hitch questioned the financial, structural and organisational risks associated with running Carrara and noted that the business model needs to be reviewed. It was further questioned who underwrites the lease at Carrara, Adam Carter took on notice and will provide more details.

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Joanne Brodie stated that there is a loan agreement in place between SqA and Carrara and that Carrara has a 10-year lease and interest is paid monthly from Carrara to Squash Australia which goes through debtors. Glenn Hitch stated that it was important to understand the risk and liability of the NSO running a facility and that a full review needs to be taken on Carrara.

Glenn Hitch questioned what the \$197k administrator expenses entailed, Adam Carter provided a breakdown noting that the administrator expenses include cost of the AGM/Forum, IT, finances etc. It was further questioned what the \$194k events administration costs entailed. Adam Carter to take on notice and provide a breakdown.

Glenn Hitch noted that on page 12 of the financial report, there was a \$700k difference. Adam Carter explained that Squash Australia received additional grants prior to 30 June noting that \$420k grant that was received in the 19/20 financial year is for the 20/21 financial year, stating that although recorded as revenue for FY20, it should be FY21.

It was noted that unspent grants are logged as a liability until they are spent. Matt Schmidt stated that this was noted late in the auditor's report.

Adam Carter noted that the Audit, Finance and Risk Committee would be going out to tender for Insurance and auditors in January. It was also stated that financial updates should be provided quarterly going forward.

ACTION: Adam Carter to provide detail of MARSH insurance breakdown and how this is provided across States/Territories. Adam Carter to action Financial Report, 3-year budget and accounts for the National Squash Centre and to provide more details around PSA and other item of \$207k along with events breakdown and more detail of PSA tour income versus outcome and net.

RESOLUTION: Joanne Brodie motioned to accept the Squash Australia FY20 Financial Report with the qualifications as noted and to be provided prior to end of FY21.
Moved by Squash Queensland.

7. Item 8. Consideration of Auditor Report.

No questions or comments on the Auditors report.

Auditors Report was accepted. Seconded by Squash ACT.

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8. Item 9. Election of Directors and Item 2. Member Voting Entitlements.

Squash Australia President, Joanne Brodie handed the role of Chair of the meeting to Adam Carter for this agenda item.

Adam Carter explained the voting process:

Scrutineers were Ian Fullagar, Bob Finch and Colin Clapper, with some help from Reena Raja.

The voting process was conducted via two email addresses - voting@squash.org.au (Bob Finch and Colin Clapper) and 2020sqa.agm@squash.org.au (Ian Fullagar).

Voting ballots were sent out to the email addresses provided by the State's/Territory's Presidents. They needed to mark X on appropriate line next to the name they were voting for in that round and send it back to both email addresses. States/Territories could only vote for one person, all votes allocated to the State/Territory was counted towards that vote.

Once the votes were counted, Adam Carter read out the results (text message from Ian Fullagar).

Member Voting Entitlements were:

Ordinary Member	% Share of Total Annual Subscription Fee	9.5.1 One Vote	9.5.2 One vote for every complete 10% of the Total Annual Subscription Paid	Total Member Votes
Australian Capital Territory	8.79%	1	0	1
New South Wales	22.52%	1	2	3
Northern Territory	3.84%	1	0	1

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Australian Commonwealth Games Association
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Queensland	16.80%	1	1	2
South Australia	7.91%	1	0	1
Tasmania	3.87%	1	0	1
Victoria	23.68%	1	2	3
Western Australia	12.59%	1	1	2
Total	100%	8	6	14

Nominations were received in accordance with the Squash Australia Constitution due by 25th October 2020 at 9:00am AEST (Support documentation included in the appendices – Item 8.a – 8.i) from:

Greg Blycha
Joanne Brodie
Jonathan James
Toni Maxfield

WA Squash
Squash NSW
Squash Queensland
Squash Queensland

Each Director Nominee had two minutes to give a brief description of themselves.

Board member Adam Carter thanked all the nominees and asked Reena Raja to send out the first email ballot.

John Small requested that as with last year, they be made aware of number of vote the winner received to be stated out loud. This was agreed by everyone.

One secret ballot was held with Greg Blycha, Joanne Brodie, Jonathan James and Toni Maxfield as nominees.

Adam Carter announced after Round One votes were counted that Joanne Brodie received 12 votes and had been elected to the Squash Australia board.

Second secret ballot was held with Greg Blycha, Jonathan James and Toni Maxfield as nominees.

Adam Carter announced after Round Two votes were counted that Toni Maxfield has

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been eliminated from the running and that a re-ballot would be done with Greg Blycha and Jonathan James as nominees.

Third secret ballot was held with Greg Blycha and Jonathan James as nominees.

Adam Carter announced after the Round Three votes were counted that Greg Blycha received 8 votes and has been elected to the Squash Australia Board. Adam Carter congratulated the Board nominees and thanked the SqA staff.

Adam Carter handed the role of chair back to Joanne Brodie.

9. Item 10. Notices of Motion.

Motions were received in accordance with clause 10.1.15 of the Squash Australia Limited Constitution:

10.1 To consider and, if supported, pass the following SPECIAL RESOLUTION in accordance with clause 9.4.1 of the Squash Australia Limited Constitution:

Resolution: To accept [the amended] Squash Australia Limited Constitution.
Moved by Squash NSW (on behalf of the Governance Working Team).

John Small highlighted the Clause 12.2. in the new Constitution and suggested to remove the words *“provided at all times no more than four (4) Directors whether elected or appointed shall be residents of any one State or Territory of the Commonwealth of Australia”* and replace these with *“provided at all times that directors whether elected or appointed and being residents of any one State or Territory shall not comprise a majority of the board.”*

Amendment seconded by Squash South Australia. Votes: 6 for and one against, one abstained (TAS was offline). Passes at 75%. Amendment has passed.

Amendment has now become the motion: Squash NSW motion to accept the amended Squash Australia constitution how it stands with no adjustments.

The Chair Joanne Brodie decided to go on to the next item “Subscription of Affiliation Fees”, because Squash Tasmania President, Kent Harbutt, was not reachable at this stage.

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After the discussions about the affiliation fees, Joanne Brodie moved back to the Squash NSW motion to accept the amended Squash Australia constitution, as Kent Harbutt was back online.

Motion was put forward to accept the amended Squash Australia LTD Constitution. Motion was passed with 6 votes to 2. New Constitution was approved.

RESOLUTION (Special resolution 10.2):

That anyone nominating for an Elected Director position on the Squash Australia Board must be nominated by their own state or territory of usual residence. Moved by Squash and Racquetball Victoria, seconded by Squash NT.

Sam Abishara (Squash SA) added that we need to define what is the meaning of “usual residence”. Sarah Fitz-Gerald usual residence is where you play squash. Joanne Brodie added that is where your driving license is from.

Results of votes were 5 for, 2 against and 1 abstained. Motion was not passed.

10. Item 11. Subscription of Affiliation Fees.

Joanne Brodie told everyone that Squash Australia Board has passed a Motion for the remaining fees for the rest of the financial year. Current fees structure was set until 31st December 2020. SqA waived 6-months off the fees because of the COVID-19. Total fees were \$34,000 for Q4 2020.

SqA Board has approved that affiliation amount for this financial year (from 1st July 2020 to 30th June 2021) will be \$140,000. The first half of the year will be \$34,000 total across all the States and Territories, second half of financial period will be total of \$80,000. Joanne Brodie also mentioned, no insurance is payable until July 2021. Joanne Brodie will send a schedule of payments prior to Christmas shutdown once SqA has received updated numbers from States and Territories. Governance Working Team (GovWT) will reconvene and discuss this further. Adam Carter will send out a notification to clarify the numbers and that will be fed to a GovWT who will circulate it back to the members.

Action: Joanne Brodie to provide information on how the \$140,000 was calculated.

Paul Vear noted that Victoria had only received around 30% of its affiliation fees and had provided a 50% discount, in comparison with 2019, and they would need to put a caveat on what they could pay to Squash Australia for affiliation fees in 2021. He also added

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that they need to discuss this matter further with Squash Australia at a later date.

11. Item 12. Appointment of Auditor.

Squash Australia will be tendering for the Auditor in January 2021 and notify the members by 31st March 2021.

John Small checked if Joanne Brodie is asking the Members to endorse the tender as Constitution clause 10.1.4 – consideration of appointment of the Auditor is part of the AGM business and he suggest passing of the motion is needed.

Ian Fullagar confirmed that as long as we have an Auditor in place, we do not need to have a resolution for appointing an auditor. Once the Board has done its review and come back with the recommendation and appoint someone new, circular resolution is needed in a general meeting. Joanne Brodie said this will be done in March 2021.

12. Item 13. Other Business - as approved by President.

No other business.

13. Meeting Closure.

Meeting closed at 12:13 pm.

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