

MOSMAN FOOTBALL CLUB

03 September 2024

PO Box 118
Mosman
NSW 2088

Dear Member

Notice of Annual General Meeting (AGM)

Please see below a notice of Annual General Meeting (AGM) of members of the Mosman Football Club Inc. (the Club) and other material relating to the AGM.

The AGM will be held at **6.00 pm on Wednesday, 25 September 2024 at Allan Border Oval Pavilion, Mosman.**

Members are invited to attend in person. Should you not be able to attend the meeting in person but wish to appoint a proxy to vote on your behalf, please complete the Proxy Appointment Form available below and return it to mosmanfc.secretary@gmail.com no later than **6.00 pm on Friday, 20 September 2024.**

Club Board of Directors

Our Club is run for the benefit of members by a board of volunteers. The terms of board members are staggered on a two-year cycle to balance the benefits of continuity and fresh ideas.

At the 2024 AGM, the terms of two (2) elected board members (Mrs Maria Jones and Mr David Schmidt) expire.

In addition, the term of one (1) appointed director (Mrs Jenny Schmidt) expires and two (2) board members (Mr Joshua Ferguson and Mrs Heather Mantell) occupying casual vacancies must be formalised.

Mosman Football Club Inc | PO Box 118, Mosman Junction, NSW 2088 | www.mosmanfootball.com | ABN 77 896 130 404

Mosman Football Club aims to provide a safe, fun and positive environment for players and coaches of all ages and abilities to enjoy football and reach their potential.

We would like to thank the many people who contribute to our club, especially our major sponsors, Vernon Partners and PJC Roofing.

VERNON PARTNERS





Mrs Maria Jones will not be available for re-election having served the maximum three terms permitted under the constitution. The Club expresses its appreciation for Mrs Jones' service over many years.

Mr David Schmidt, Mrs Jenny Schmidt, My Joshua Ferguson and Mrs Heather Mantell have all indicated that they will stand for re-election.

Finally, four (4) existing directors, Messrs Richard Pike, Andrew Cahill, Ian Baldwin and Jerney Hutchinson continue as board members as their terms do not expire until the 2025 AGM.

In summary, the Club's Constitution allows for a maximum of seven (7) 'elected' directors and up to two (2) 'appointed' directors. As at the 2024 AGM, there are five (5) board vacancies for elected directors. There is also one (1) vacancy for an appointed director.

If members are interested in helping to build their Club as a board member they are invited to nominate for a position of Club Director by sending a completed Nomination and Consent to Act as a Director form (see below) to the Club Secretary via email at mosmanfc.secretary@gmail.com. To be a valid nomination, the form **must be fully completed, signed and returned no later than 4.00 pm on Friday, 20 September 2024**.

Reflective of the staggered terms of directors, if more than five (5) nominations are received for the role of elected club directors at the 2024 AGM a ballot will be conducted at the AGM in a manner and by such method as determined by the Board in the circumstances. If a ballot is required, nominees will be invited to provide information about themselves of no more than 200 words which will be made available to members participating in the AGM.

Members considering nominating as a director are encouraged to contact the Club Secretary, who can provide information relating to the responsibilities of board members, the operation of the Board, and what is required of board members.

The Club Secretary, Mr Andrew Cahill, can be contacted at 0404 844 629.

For your information, a copy of the minutes of the AGM 2023 follows below.

If you have any questions, please do not hesitate to contact the Club at mosmanfc.secretary@gmail.com.

Yours faithfully

Andrew Cahill
Club Secretary
Mosman Football Club



NOTICE OF ANNUAL GENERAL MEETING of MOSMAN FOOTBALL CLUB INC.

Notice is hereby given to the members of Mosman Football Club Inc. (**the Club**) of the Annual General Meeting of **MOSMAN FOOTBALL CLUB INC.** as called for under the Club's Constitution.

Take notice that the Club's Annual General Meeting will be held at the following date, place, and time:

When: Wednesday, 25 September 2024
Where: Allan Border Oval Pavilion. Mosman,
Start Time: 6.00 pm

The general nature of the business of the Annual General Meeting shall be:

1. **Welcome**
2. **Minutes:** To confirm the minutes of the last preceding Annual General Meeting held on 20 September 2023.
 - a. Acceptance of those minutes
 - b. Business arising from those minutes
3. **Financial Reports:** Adoption of the Annual Financial Report, accounts and balance sheet for the financial year ended 31 March 2024.
4. **Consideration of Reports:**
 - a. Board report
 - b. Auditor's report
5. **Election of Directors of the Club:** To note and elect directors of the Club to fill vacant board positions in accordance with the Club's Constitution.
6. **Appointment of auditors:** To consider the appointment of Watson Turner Corporate Services to act as auditor for the Club's financial accounts for the financial year ending 31 March 2025.
7. **Other Business**
8. **Close of Annual General Meeting**



Minutes of 2023 Annual General Meeting (AGM) Mosman Football Club Inc.

Held on 20 September 2023 at Warringah Bowling Club, Mosman 2088

1. Quorum requirements satisfied. See Record of Attendance¹. No proxies were received².
2. Meeting commenced at 6.05 pm. Club President (Mr Richard Pike) chaired the meeting except for the discussion regarding agenda item 'Appointment of Directors of the Club' given his nomination for re-election. Acting Club Secretary, Murray Jones, chaired the meeting for that agenda item.
3. Apologies were received from Messrs James Raphael and Mike Drew as well as Ms Hannah Grimble.
4. Mr Pike acknowledged the support provided by the Club's sponsors and thanked them for their ongoing contribution.
5. Minutes of AGM held on 21 September 2022 (circulated with the Notice of Meeting) were accepted and approved with no business arising. Chairman Pike signed the minutes, as is required, to signify confirmation.

Proposed: Andrew Cahill. Seconded: Luciane Lauffer.
Carried, with none against.

6. Change of auditors

In noting that the previously approved club auditor (Schrader Business Services) was unable to perform the 2023 audit, it was resolved to ratify the Board's decision to ask Watson Turner Corporate Services to undertake the audit for the financial year 2022/23. Watson Turner Corporate Services are the auditors for the Manly Warringah Football Association and the Club's experience of this audit suggests the application of a high level of professional skill. It was also resolved to appoint Watson Turner Corporate Services to act as auditor for the Club's financial year ending 31 March 2024.

Proposed: Andrew Cahill. Seconded: David Schmidt.
Carried, with none against.

7. Financial reports: Mr Pike spoke to the relevant slides noting that copies of the Club's audited financial accounts for the year ending 31 March 2023 were available for inspection.

¹ Fourteen members/life members were present. In addition, Ms Cerise Brooks (Club Coach Coordinator) was also present.

² Voting by proxy is provided for by the Club's Constitution and the ability to vote by proxy at the 2023 AGM was approved by the Club's Board at its 7 August 2023 meeting.



Participants welcomed the return to profit in 2022/23 after a significant loss having been recorded for the previous financial year. This largely reflected the normalisation of operations after difficult seasons adversely affected by the pandemic and poor weather.

In response to a question from the floor, Mr Pike noted that the cost to the Club in maintaining the MPL squad remained within the \$1,000 per player cap. Although the Club would like to be able to field a WPL squad, the absence of a WPL squad in 2023 meant that some savings had been made relative to the previous year.

Resolved to accept financial accounts as submitted.

Proposed: David Schmidt. Seconded: Andrew Cahill.
Carried, with none against.

8. Auditor's report: Mr Pike noted that the Auditor's Report had only been finalised that day noting that an unqualified opinion had been provided. See relevant slide in PowerPoint presentation.

Resolved to note the Auditor's Report.

Proposed: Louise Walker. Seconder: Luciane Lauffer.
Carried, with none against.

9. Board Report: Mr Pike spoke to the relevant slides in the PowerPoint presentation.

Members noted that player numbers were down in 2023 as were the number of teams. There was general support for the Club to explore numerous avenues to promote participation among the local community. There was strong encouragement for efforts to boost the number of junior girls participating in an effort to leverage off the recent success of the Women's World Cup.

Plans to refurbish facilities were discussed as were efforts to improve the playing surfaces at Balmoral and Allan Border Oval. In the latter case, Mr Pike noted that the Club had explored the possibility of cricket using a drop-in pitch at the centre of the ground, but the cost was prohibitive (\$750k initial outlay plus \$250k per annum ongoing).

Ms Louise Walker suggested that the Club explore the possibility of joining with Mosman Cricket in engaging a suitable resource to help manage the bar facilities incorporated into the new clubhouse at Allan Border Oval.

Members acknowledged the excellent job being done by Ms Cerise Brooks and her efforts in putting the Club's development program and partnership with Queenwood School on an improved footing.

Members also acknowledged the Club's efforts to deepen its connection with the community through contributions to charity and the recycling of pre-loved kit.

Resolved to accept the board report as submitted.

Proposed: Ian Baldwin. Seconded: Amanda Walker.



Carried, with none against.

10. Appointment of Directors of the Club:

Mr Jones assumed the chairmanship of the meeting. He noted that, as the number of nominations (3) for board membership as elected directors coincided with the number of vacant positions, there was no need to hold an election. Following confirmation that the nominations had the support of members eligible to vote, it was resolved that, in terms of Rule 16.5 of the Club's Constitution, the following persons were elected to the Club' Board under the Constitution as 'elected' directors for a term of two years:

- Mr Richard Pike;
- Mr Ian Baldwin; and
- Mr Andrew Cahill.

Proposed: Louise Walker. Seconded: Amanda Walker.
Carried, with none against.

Before returning the chairmanship of the meeting to Mr Pike, Mr Jones noted that there remained two (2) vacancies for 'appointed' directors on the Club's Board.

11. Other Business

- a) Mr Pike noted that several vacancies for key club roles currently exist and encouraged anyone interested, or who might know someone who may be interested in assisting to contact him or other board members.
- b) No other business was raised.

12. Meeting closed at 7.01 pm.



MOSMAN FOOTBALL CLUB Inc.
ABN 77 896 130 404

PROXY APPOINTMENT FORM

I, the undersigned, being a member of the Mosman Football Club Inc. (the 'Club') hereby appoint the person listed below to vote on my behalf at their discretion at the Annual General Meeting of the Club, to be held at 6.00 pm on 25 September 2024 at the Allan Border Oval Pavilion and at any adjournment of that meeting.

The proposed topics of business of the Annual General Meeting of the Club are included in the Notice of Meeting.

- I authorise _____ (Name of proxy to be inserted)
being a member of the Club to vote on my behalf at their discretion.

OR

- I authorise the chair of the meeting to vote on my behalf at their discretion.

Please tick the box of whichever is applicable.

Signed by member

Signature of member

Name of member (please insert)

Date



2024 NOMINATION FOR CLUB DIRECTOR FORM

We the undersigned, being members of the Mosman Football Club Inc. (Club), hereby nominate the following member for the position of Director of the Mosman Football Club Inc.

Nominee Name	
Address	

Proposer Name	
Address	

Secunder Name	
Address	

To be nominated, a candidate must be a member of the Club, be nominated by two individual members (proposer and seconder) and consent to the nomination.

Members who are considering nomination for the position of Director should be aware of the significant responsibilities that they will assume and be able to devote sufficient time to the office of Director.

As the named Nominee for a Director position, I hereby accept this nomination and offer myself for election to the Board of Directors of the Mosman Football Club Inc. at the Annual General Meeting to be held on Wednesday, 25 September 2024 and declare that I meet the following criteria:

- a) I am a member of the Mosman Football Club Inc.;
- b) I am over the age of 18 years old;
- c) I have no interest in a contract or a proposed contract with the Club; and
- d) I do not hold office or have an interest in property, whereby directly or indirectly, duties or interests may be created that could conflict with a Director's duties or interests as a Director of this Club.

Nominees are invited to prepare a summary of their qualifications, experience and areas of interest which may be shared with members attending the Club's Annual General Meeting



scheduled for 6.00 pm Wednesday, 25 September 2024 to be held at the Allan Border Oval Pavilion, Mosman.

Signature of Nominee Candidate: _____

Date: _____

This nomination form must be lodged with the Club Secretary at mosmanfc.secretary@gmail.com by 4.00pm, Friday 20 September 2024.