



**Swan Districts Football Club Inc.
89th 2022 Annual General Meeting
6.30pm Thursday 23rd February 2023
President's Lounge, Steel Blue Oval**

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| | CHAIR: Peter Hodyl MINUTES: Jim Benson |
| ATTENDEES | Phillip Aloe, Ken Ashworth, Maureen Ashworth, Jen Benson, Jim Benson, Wayne Bettles, Terry Bonnett, Bev Boyle, Gary Brice, George Brock, Robert Campbell, David Cianciosi, Darryl Crotty, Laurie Dalwood, Rhonda Dalwood, Adam Dancey, Jeff Dennis, Jim Dougan, Kim Doust, Mitchell Eastman, Roanna Edwards, Adrian Ellis, John Furina, Rod Greene, Terry Hall, Des Hardiman, Faye Harper, Nathan Heeson, Graeme Higgins, Nessa Hodyl, Peter Hodyl, Andrew Holmes, Judy Holmes, Trevor Hoy, Neil Hunter, Bob Hutchinson, Adam Johnston, John Komorowski, Bruce Lauder, Ross Leipold, Peter Lloyd, Conley Manifis, Ted Martin, Bob McLeod, Mark McNair, Raymond McNair, Robin McVee, Brett Moore, John Nichols, Michael O'Rourke, Graham Palmer, Charles Pantin, Emilio Paterniti, Joe Paterniti, Zino Paterniti, Boris Pavicevic, Phil Pitchers, Andrew Pruyn, John Rowe, Kathy Rowe, Phil Smart, Herb Smith, Phil Spencer, George Stamenich, Ron Thompson, John Till, John Tullio, Brandan Valentine, Ian Westmore, Ross Wheldon and Ken Wyatt. |
| 1. OPENING | <p>President Peter Hodyl opened the AGM at 6.31 p.m. with an Acknowledgement to Country.</p> <p>“I would like to acknowledge the Noongar people who are the Traditional Custodians of the Land in which this event is being held. I would also like to pay respect to the Elders both past and present of the Noongar Nation and extend that respect to other Aboriginal Australians and Torres Strait Islanders who are present this evening”.</p> <p>A minute's silence was observed to remember past players and Life Members who have passed away during the past year including Life Member Mrs Thetis Woods.</p> |
| 2. APOLOGIES | Graeme Ashworth, Yvonne Ashworth, Tony Myles, Brian Haley, Peter Snow, Leona Snow, Eric Benson, John Cooper, Brad Willey, Scott Hooson, Murray Cribb, Steve Banfield, George Van der Meulen, Steve Bettridge, and Ian Foss. |
| 3. MINUTES | <p>PH TABLED THE MOTION: That the 88th AGM 2022 minutes be accepted as a true and correct record.</p> <p>Moved: John Rowe Seconded: George Brock Carried unanimously.</p> <p>There was no Business Arising.</p> |

4. PRESIDENT'S REPORT

Peter Hodyl thanked all members for their attendance and continued support of the Swan Districts Football Club.

He stated from an overall club perspective that we have had a very solid year again in 2022 both on and off the field with our off-field performance continuing under the strong guidance from our CEO Jeff Dennis, our staff and our various board committees.

The Club is driven by its 2018 - 2022 Strategic Plan which ensured we continue to create a solid financial base. By creating this positive cash position, we can invest in the many areas of our football club that will deliver all our desired outcomes.

He listed some outcomes which included, but were not limited to -

- Success on the field across all grades and leagues including our Men's, Women's and All Abilities teams aiming for a top three finish year on year. The Club is working on this with our Football Specific Strategic Plan 2020 - 2024 and believed we are on track to become a WAFL powerhouse once again.
- Investment into improved facilities which include continual upgrades to the club's roof, expanded game day experiences for our Members and Supporters and new ground lighting scheduled for completion for the 2024 season, Men's changeroom upgrades including new showers, toilets and currently locker replacement and whole of changeroom refurbishment.

The Club continued to create positive opportunities for our wider community. Our club has become much more than just a football club. This evolution has been deliberate and indeed is critical to not only support the community we operate in, but also ensure we continue to expand the club's relevance. Doing this provides a wonderful place to be for our greater community but also creates sufficient revenues to underpin our future and provide investment for our high-performing on-field aspirations.

The Club continued to progress developing a new facility and has been involved in conversations with the Town of Bassendean and other stakeholders to see how this can come to fruition.

All WAFL clubs will rely on the State Government, Local Government, and many other stakeholders along with us to fund such facilities. Unfortunately, the WAFL clubs simply cannot raise the 20 to 35 million dollars required on their own. So, to reach agreement there needs to be a compromise between all parties to find common ground.

The Club is in a very unique position where we control, but not own, the land our club sits upon which is not a common position held by many Sporting Clubs. It is a huge advantage for us but also presents some challenges when seeking financial development partners. We are continuing to work through this and hopefully come to a satisfactory position during 2023.

We are very fortunate to have a strong and diverse Board of Directors along with many quality volunteer committee members who always have the best interests of the club and members at the front of their minds in any deliberations.

PH made a special acknowledgement of the club's coterie groups including:

- The Swansmen and thanked President Trevor Hoy and his committee, The Past Players and Officials Association and
- The Life Members Association and President John Rowe and his associated committees who continue to do terrific work for the Club in providing both financial and non-financial support.

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| | <p>Peter thanked our many partners and sponsors. As a membership everyone should try and utilize our sponsors' services at every opportunity.</p> |
| <p>5. CEO'S REPORT</p> | <p>The Chief Executive Officer, Jeff Dennis, explained how the club continues to build resilience, sustainability, and success in its business. He briefly outlined the club's purpose, vision, values, and strategic pillars.</p> <p>The club continues to build and maintain a sustainable business, protecting the members' assets.</p> <p>It continues to build a robust business model with strong working capital, cash reserves, and equity. In 2022, the club achieved the following.</p> <ul style="list-style-type: none"> • \$64k surplus (Av \$300k pa since 2017, \$230k 2022) • \$1.764m Net Assets/Equity (\$138k 2017, \$1.7m 2022) • \$1.35m Cash at Bank (\$269k 2017, \$1.45m 2022) • 3.8 Current or Liquidity Ratio (0.57 2017, 3.04 in 2022) <p>Two years ago, the focus was all about building cash reserves. Last year it moved from cash to sustainability and growth. This year and into the future, it's all about growth. Growth in relevance, social impact, membership, revenue, and football success.</p> <p>We've now completed the club's 5-year plan 2018 – 2022. Now it's time to review our hits and misses and reset the table for the next 5 years. We've been considering what we want the club to look like in 2027. We're focusing on;</p> <ul style="list-style-type: none"> • Building club relevance through creating social value. • Building the next generation of supporters while respecting and preserving our past. • Delivering high performing and sustainable football programs. • Creating new community programs and partners. <p>Last year we worked on delivering a defined, targeted, and measurable growth strategy to get more people connected to the club. This included:</p> <ul style="list-style-type: none"> • Increasing home game attendances by improving match day activations, and • Increasing our membership – which is now our North Star, and • Improving our communication strategies. <p>We continue to build enduring and sustainable WAFL and WAFLW football programs guided by the club's Football Strategic Plan 2020 - 2024. The objectives remain:</p> <ul style="list-style-type: none"> • Creating a destination club • Building strong culture and leadership, and • Consistently deliver a top 3 ladder position. <p>Each year we continue to invest more in our football programs improving player development and recruitment, and coaching and support services.</p> <p>In developing a strong and resilient business we need to consider how to safeguard it and also our people. We now have a Risk Management Policy and plan, a Work, Health & Safety policy and plan, and a human resource manual.</p> <p>We continue to be transparent, accountable, and strategically focused. We provide regular performance reports against each of the club's plans. The club now has a decreased risk profile compared to 5 years ago allowing the club to explore more growth opportunities.</p> |

We're aware that we have ageing clubrooms that ultimately require replacing. We continue to work with the Town of Bassendean to redevelop our clubrooms and Steel Blue Oval Bassendean. The redevelopment strategy remains a priority, but it must secure the club's future. Our non-negotiables continue to be:

- The new clubrooms must meet the club's future operational requirements and be financially sustainable. We must be able to meet the life-cycle cost of the facility, and
- We must receive fair value for the conditional freehold on the land we occupy.

The Town would like us to relocate to the western end of the oval precinct. The club's open to this as long as the oval can be pivoted so the clubrooms aren't behind the goals. While this continues to play out, the club will undertake the following works this year.

- Refurbishing the Men's changeroom with the help of the PP&OA and Swansmen to the cost of \$40k.
- Continued roof waterproof upgrades.
- Ongoing electricity improvements.
- Replacing the oval lighting to provide 200 lux. The cost estimate provided by the ToB is \$1,060,000 to be paid from the following contributions.
- \$200k from Patrick Gorman's recent Federal election commitment
 - \$150k from the WAFC
 - \$125k from the ToB
 - \$350k from the State govt, and
 - The approx. \$235k shortfall to be paid from the club's cash reserves.

The Town has contracted a lighting consultant to prepare the plans. It anticipates tendering for a construction contractor in a couple of months so work can commence as soon as the 2023 season finishes. This timeline provides us every opportunity to have the oval lighting operational by the start of the 2024 season.

Last year we launched our new contemporary and unified Swans brand. Our brand represents who we are and what we stand for. We no longer have disconnected brands through Swan Districts and V Swans. All regional and metropolitan club programs now align with the Swans brand.

This means our brand is reaching and connecting with more people with a consistent message. We ensure that everything we do reinforces and strengthens our brand.

The Swans Districts Foundation launched in 2022. Its primary aim is to ensure the long-term future and sustainability of the Swan Districts Football Club. It operates independently from the day-to-day operations and risks associated with the football club. The Board of Directors include Neville Basse, Dr Jim Watterson, Peter Snow OAM, and the club's President Peter Hodyl.

The Foundation is endorsed for charity tax concessions by the Australian Taxation Office and is income tax exempt. Its objects are to:

- Fund the construction and maintenance of facilities at Bassendean Oval.
- Fund education, training, and cultural learning opportunities.
- Provide support for Swans past players and participants of social impact programs who are disadvantaged or in necessitous circumstances.

To date the Foundation has raised \$30k to support past players and the Swans Café social enterprise.

6. SOCIAL
IMPACT
REPORT

The Director of Social Impact, Ian Westmore, provided his report via TEAMS.

It was a successful year in our Swans community in 2022, building on the foundations set in 2021.

Anchor funding partners and program sponsors include the Education Department, Chevron, RDA Pilbara, Department of Communities, Mineral Resources, Westrac, Iron Mine Contracting, Rio Tinto/WAFC, Department of Justice, City of Karratha, Telethon Kids Institute, and NIAA.

Our Social Impact Committee reporting to the Swans Board, continues to oversee the social impact sub-committees, which are brilliantly and proactively lead by volunteer members of our incredible Swans community: Wanita Bartholomeusz (Swans Aboriginal Advisory Committee), Eliza Outred (Disability Advocacy and Inclusion Sub-Committee), and Ian Westmore (Swans Youth Advisory Committee). Each sub-committee is made up of people with a broad range of skills and experience in society who are passionate and aligned to our Swans values and strategic direction.

Swans continues to lead the way with our Reconciliation Action Plans. We have agreed to pursue another Innovate RAP (our fourth RAP), and we are planning for our RAP submission to Reconciliation Australia.

NAIDOC Week continues to be an integral and much-loved part of our Swans calendar. Whilst we try to take every opportunity we can, all year-round, to embrace and celebrate Indigenous culture and people, NAIDOC Week provides a special platform to showcase how Indigenous culture and people are part of our Swans DNA.

In the lead up to NAIDOC Swans unveiled a mural by local artist Kevin Bynder. The 11-metre-long mural includes a map of the region featuring significant Noongar landmarks and sacred sites. It will become a recorded piece of history for many generations to come.

For much of 2022, the SAAC worked extremely hard to reach out to Aboriginal and TSI former players who had been impacted by past acts of racism. This was a very difficult process for all involved, and culminated in the recent apology to those who have been impacted by past acts of racism. The next critical step is the yarning circle event on 28 February, which will not be closing the book on this chapter. It will be the opening of a new chapter as we call on the SAAC to continue guiding us through the next steps.

Community is the heart and soul of our club and enables us to share, grow and enhance our amazing Swans network across the entire country.

We have key anchor funding partners in NIAA, Chevron, Mineral Resources, the Education Department, and others, and will soon realise game-changing opportunities to create and implement meaningful programs for young people in the metro area who are at-risk of social disconnection and marginalization. Our youth engagement work in the Pilbara continues to help scores of young people. We are the glue that binds the community in many aspects.

We are extremely proud to report that we had a successful first year in two new chapters in our long football history; our Wheelchair Football team in the WA All-Abilities Wheelchair Football League and our Integrated team in the Perth Football League both performed extremely well; our Integrated team made the finals and the wheelchair team runners up. A big thanks to sponsors PMG, The Vines, 360 Health & Community, McIntosh & Sons, the coaching staff, parents, players and volunteers,

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| | <p>without whom we would not have been able to achieve what we did. With funding provided through a Telethon Kids Institute grant, we are able to secure 10 new sports wheelchairs.</p> <p>In December, Swans was once again privileged to host an International Day of People with a Disability breakfast, our fourth event since 2017. This demonstrated the caliber of our reach and the reputation that funding is generously provided to us for this highly anticipated and attended event.</p> <p>We are pleased to welcome the new Social Impact Manager Perth, Jess Ellis, following Jason Burton’s well-deserved elevation to the Head of Social Impact. We farewelled Matt Hewitson and acknowledged his enormous commitment to resetting the foundations for Swans in the social impact space following the loss of our major sponsor, BHP, in late 2020.</p> |
| <p>7. FOOTBALL REPORT</p> | <p>The Director of WAFL Andy Holmes pointed out his report is available in the club’s Annual Report.</p> <p>AH summarised the season which again highlighted the transformation of the club over the past few years in line with our 2020-2024 Football Strategic Plan. The club continued to build an enduring and sustainable high performance football program in line with its comprehensive plan.</p> <p>The Club is building strong and mutually beneficial relationships across the State. He noted the new All Abilities team as a great initiative for the Club.</p> <p>We are now a destination Club and due to our improved financial position, we have been able to recruit some quality players to enhance our football program.</p> <p>An early Covid outbreak was unfortunate, and we lost several League games throughout the year by small margins which eventually cost us a place in the finals. At seasons end, after a review of all things football, Adam Pickering and Swans parted ways amicably and Andrew Pruyne was later appointed our new League coach for 2023.</p> <p>Andy Holmes thanked Adam for his fine work during his time at Swans. He also thanked a range of supporters including the Board, staff, volunteers, fans and Coterie groups for their outstanding contributions to the club in 2022, and he is very much looking forward to season 2023.</p> |
| <p>8. WOMEN’S FOOTBALL REPORT</p> | <p>The Director of WAFLW, Brendan Valentine provided his report.</p> <p>BV gave a short summary of the season. Both senior teams made it to preliminary finals and were just short of making grand finals. He thanked Jo Taylor for her efforts over many years and all of the players, volunteers, sponsors, supporters and coaches for their great support of the women’s’ programs.</p> <p>After a review of the season Adam Dancey was re-appointed coach and hopefully more success will follow in the coming seasons.</p> <p>Two players were drafted into the AFLW, and he wished them all the best for their futures in football.</p> |
| <p>9. TREASURER’S REPORT</p> | <p>The Treasurer, Des Hardiman provided a financial report via a power point presentation.</p> <ul style="list-style-type: none"> • Principal activities continued to be promotion of football and delivery of |

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| | <p>community programs.</p> <ul style="list-style-type: none"> • It was another strong financial performance including a surplus of \$64,000. • The Balance Sheet is in a very healthy position based on any criteria or ratio. Turnover dropped slightly to \$4.2M. Budget was \$4.3M and last year was \$4.3m. • Cash at Bank is a healthy \$1,354,612. (L/Y \$1,447,164). • There was great support from sponsors, coterie groups, staff, members and supporters. Community Programs continued to grow despite the loss of BHP in December 2020. • The challenges in 2023 will be a balanced budget, improving facilities, lights, and on-field success. <p>Financial results.</p> <ul style="list-style-type: none"> • Surplus 64,004 (L/Y 229,746). • The Community/Social Impact arm of the club continues to provide an outstanding product and income source. • Balance Sheet – improved Net Assets to \$1,764,000 (from \$1,699,996 LY). • Current Ratio improved to 3.8, compared to 3.1 LY and 1.8 in 2020. • Working Capital is a strong \$1,253,800 (\$1,119,762 LY) • Cash position very strong at \$1.356M (down from \$1.447k LY but \$812k in 2019) • Current Liabilities is \$448,446. The club continues to have no debt. <p>Balance Sheet.</p> <ul style="list-style-type: none"> • A Cash Reserves Policy was implemented in 2020 to ensure controls are in place. • Trade Debtors have increased to \$280k (from \$175 LY). Included Chevron \$187k that was due and paid in November. • Stock on Hand increased to \$50k (\$30k LY). Merchandise was up. • Property Plant & Equipment down by \$89k to \$580k (depreciation) • Current Liabilities – reduced from \$546k to \$448k. • Trade Creditors – reduced to \$122k from \$173k LY. • PAYG & Superannuation – reduced slightly to \$105k. • Other Liabilities – \$220k against \$261k last year. Represents income Received in Advance for Community Grants – reflecting a different financial period. <p>2023 Budget</p> <ul style="list-style-type: none"> • Turnover increases slightly to \$4.3M. • Membership focus continues. • Budget – breakeven. • Football priorities – within guidelines and the football strategic plan. • New Community Programs targeted. • Oval lighting to proceed in 2023/ 24 – committed \$230,000 from reserves. <p>DH requested that all members continue supporting the Club. He thanked his committee for their efforts and George Brock applauded the Club and the committee’s efforts.</p> |
| | <p>PH TABLED THE MOTION: That the Financial Statements for the year ending 31 October 2022 be accepted as a true and correct record.</p> <p>Moved: John Rowe Seconded: Judy Holmes Carried unanimously.</p> |
| <p>10. RESULTS OF THE 2022</p> | <p>Peter Hodyl invited the Election Returning Officer Bob Hutchinson to announce the 2022 Board election results.</p> |

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| <p>BOARD ELECTION</p> | <p>Bob thanked club staff and election scrutineers Maurice Embley, John Rowe and Norm Kirkup for their valuable time and assistance. Bob noted that all election protocols were complied with and that four nominations for one vacancy were received and the ballot closed at 5 p.m. on 30th September 2022. He noted 37.72% of members voted and 468 votes were valid and 1 invalid.</p> <p>The result was as follows: Andrew Holmes – 326 Roanna Edwards – 63 Joanne Taylor – 28 John Komorowski – 51</p> <p>Total = 468 (1 informal).</p> <p>Andrew Homes was elected for a three-year term.</p> <p>PH thanked the club’s Returning Officer and Scrutineers.</p> <p>PH explained that in accordance with the Constitution the Board can appoint two Directors. The Board has 5 Directors elected by the club Members and up to 2 Directors appointed by the Board.</p> <p>The Board appointed Ken Wyatt in November 2022 as a Director for a three-year term. Ken brings to the Board experience and success in working with government agencies at all levels which will assist the club secure government grants including, but not limited to, the club’s social impact programs and the redevelopment of Steel Blue Oval. Ken has accepted the position of Director Governance and Risk.</p> <p>The Board also re-appointed Roanna Edwards for a further three-year term. Roanna’s expertise in marketing and media along with her strong corporate experience is a coup for our club and we look forward to Roanna continuing to provide considered input across all areas of our operations.</p> <p>PH thanked outgoing Director Jo Taylor for her fine efforts on the Board.</p> |
| <p>11. ELECTION OF THE AUDITOR</p> | <p>The Board recommended the Members appoint William Buck for 2023.</p> <p>Peter Hodyl tabled the motion: That William Buck be appointed as the Club’s auditor for the year ending 31 October 2023.</p> <p>Moved: Jim Dougan Seconded: Mark McNair Carried unanimously.</p> |
| <p>12. NOMINATION OF AWARDS</p> | <p>Peter Hodyl advised the Swans Districts Football Club received two life member nominations which were reviewed and endorsed by the Life Members Association and later approved the Board of Directors.</p> <p>The new Life Members are; Darryl Crotty Darryl has volunteered at the club for over 20 years. His roles have included being the runner, trainer, team manager and the assistant coach for the club’s WAFL Reserves. He’s also been a committed member of the Swansmen. Darryl was awarded the 10 year long service award in 2018 and Best Club Person in 2020.</p> |

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| | <p>Gillian Corcoran Gillian has been an active volunteer for 18 years including helping with club functions, selling merchandise, serving food to the players, working in the canteen and at club events, and helping membership drives and club raffles. Gillian received a 10 year long service award in 2018.</p> <p>A Ten Year Long Service Certificate recognition was awarded to Trevor Wilbraham. Trevor has been the club's car park attendant since the early 1990's. He's always been reliable and friendly and polite to everyone looking for a car park.</p> |
| | <p>PH TABLED THE MOTION: That Darryl Crotty and Gillian Corcoran be granted Life Membership of the Swan Districts Football Club.</p> <p>Moved: John Rowe Seconded: Ray McNair Carried unanimously.</p> |
| <p>14. CHANGE IN FEES</p> | <p>As outlined as per 43.3e of the Club's Constitution it was confirmed that the WA Football Commission has increased the home game entry fees for the 2023 WAFL and WAFLW seasons.</p> <p>The WAFL price will increase for the first time in almost 15 years. It will be increased from \$15 Adults and \$12 Concession to \$20 Adults and \$15 Concession. All Swans members still receive free entry to 2 home games.</p> <p>The WAFLW price will increase from \$5 to \$10 for adults and \$5 for concession. However, all WAFL club members will receive free entry to all WAFLW home and away games by showing your membership card on entry.</p> <p>The only changes to membership prices in 2023 are decreases in the following categories. The price for all other categories will remain the same.</p> <p>Premium Adult – from \$220 to \$190, and Premium Concession – from \$170 to \$155.</p> |
| <p>15. SPECIAL RESOLUTION</p> | <p>Nil.</p> |
| <p>16. BUSINESS OF WHICH DUE NOTICE HAS BEEN GIVEN</p> | <p>Nil.</p> |
| | <p>Any other questions without notice? PH noted that the club received a question from Rob Furina about the club's prices for the WAFL home game Legends Luncheons.</p> <p>PH said that the club believes the price of \$75 for members and \$85 for non-members represents terrific value. It's cheaper than most other WAFL clubs, and it's not manageable for us to have separate price points for those who drink alcohol and those who don't.</p> <p>Our supplier costs (CUB, Coca-Cola, and caterer) continue to increase between 10 – 15% over the past 2 years. We have only increased the pre-game function prices once in the past 5 years.</p> <p>In 2023, the prices will be:</p> |

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| | <p>Legends Luncheon Adults – \$80 members and \$95 non members. Children under 12 - \$40 members and \$50 non members.</p> <p>Cocktail Functions Adults – \$70 members and \$85 non members. Children under 12 - \$35 members and \$45 non members.</p> |
| 17. MEETING CLOSE | Peter Hodyl formally closed the meeting at 7:57pm. |