

THE AUSTRALIAN DAVIS CUP TENNIS FOUNDATION

Minutes of the 42nd Annual General Meeting of Members held at the Royal South Yarra Lawn Tennis Club on Thursday 28th November 2013 at 8.00pm

- PRESENT:** Messrs NA Fraser (Chairman) TJ Dohnt (Vice President) DG Williams (Vice-President) GK Cumbrae-Stewart OAM (Hon Secretary) RM Jamieson (Hon Treasurer) Directors: JW Sweeney, IM Johnson, RT Hinton, AJ Cobb, CH Mason and an additional 65 Members and Guests signed the attendance register.
- APOLOGIES:** The Hon Secretary indicated that:
Mrs SM Newland (Director) and Mr JB Fitzgerald (Director) had each formally apologised for their inability to attend the Meeting.
- A further 12 members – Messrs F Hennessy, D Scott, and D O’Brien, Mesdames L Turack, J Long, E Scott, M Theobald, J Mules, T Mear, G Lambert and M Mould, advised the Administration of their inability to attend the meeting including our NSW representative Mr M Bergmann.
- The Hon Secretary informed the meeting of apologies from another 16 members – Messrs T Morley, K Hancock, N Hannebery, A Lane, B Tempest, T Davidson, C McKay and Mesdames A Ferguson, J Cobb, F Werner, T Beunet, R Petersen, M Russell, B Russell, M Russell and A Simonson have been recorded on the lists provided at the entrance to the meeting room. No further apology was tendered from the floor.
- NOTICE OF MEETING:** At the request of the Chairman, The Hon Secretary read the Notice convening the 42nd Annual General Meeting of Members of The Australian Davis Cup Tennis Foundation.
- QUORUM & REGISTERS:** On the advice of the Hon Secretary, the Chairman declared a Quorum to be present and indicated to members that the Register of Members and that the Register of Directors were now tabled and would remain open for inspection for a short period immediately following the closure of the Meeting.
- OPENING & WELCOME:** The Chairman declared the Meeting to be open and extended a warm welcome to all present and particularly to those who had journeyed from country regions or from interstate and to others who, for the first time, were attending an Annual General Meeting of the Foundation.
- OBITUARIES:** The Chairman drew attention to the passing in August of Mr Geoff Peters, Hon Treasurer 1988 - 1994 and Mr Brad Drewett, former Australian tennis player and Chairman of the ATP. He invited members to observe a brief period of silence in remembrance of all members who had passed away during the year under review.
- PROXIES:** The Hon Secretary informed the Meeting that no member had expressed an intention to appoint a proxy and none had been received.
- MINUTES:** Having been distributed to all Members with the Notice and Agenda for this Meeting, the Hon Secretary proposed that the Minutes of the 41st Annual General Meeting of Members be and be hereby **RECEIVED, TAKEN AS READ** and **CONFIRMED**.
- The Motion was **RESOLVED** in the affirmative.
- RECEIPT OF ANNUAL REPORT** **RESOLVED** that the Annual Report of the Foundation for the year ended 30th June 2013 be **RECEIVED**.
- PRESIDENT’S ADDRESS:** The Chairman spoke to the President’s Report, noting that during the past year our Davis Cup team had experienced the joys of victory and the despair of defeat. Australia had competed in three overseas Davis Cup ties commencing with our return to the World Group Play-off against Germany at the Rothenbaum Stadium in Hamburg on the weekend of 14-16 September 2012, where we were defeated by Germany 3/2.
- As a result we again returned to the Asia/Oceania Zone 1 and in February we defeated Chinese Taipei 5/0. Our second round match was against Uzbekistan in April where we won 3/1, culminating in our return in the current financial year to the World Group Play-off against Poland at the Torwar Arena Warsaw, on the weekend 13-15 September 2013.

As we go to press it is pleasing to report the teams convincing win over Poland 4/1. Bernard Tomic continued his impressive performance for Australia whilst Lleyton Hewitt was in his top class Davis Cup form as usual. Captain Pat Rafter took the opportunity to blood our Australian Boys' Champion Nick Kyrgios to the rigours of Davis Cup play in an away venue. The result of that decision hopefully will play out in Davis Cup ties the near future.

Members of the team during the various ties were Lleyton Hewitt, Bernard Tomic, Chris Guccione, Matthew Ebden. Nick Kyrgios and Marinko Matosevic.

On Friday, 25th January, 2013, at our AO Luncheon we continued to focus on a theme of celebration of significant Davis Cup victories. A capacity crowd of 243 members and guests ventured to the Kooyong Lawn Tennis Club to celebrate the 60th anniversary of the 1953 Davis Cup victory, played on the Centre Court at Kooyong before a sell-out crowd, when Australia defeated the United States 3/2.

Fred Stolle, 1965 French Open Singles and 1966 US Open Singles champion and now a noted Media personality was the MC and our special guests were two of the players in that tie, Ken Rosewall and Rex Hartwig, who entertained us all with their commentary on the tie including the controversial doubles selection. Also in attendance was the legendary Frank Sedgman, tie squad member Clive Wilderspin (Neale Fraser and Fred Stolle were also squad members), Roy Emerson and Darren Cahill, along with Jenny Hoad, widow of the late Lew Hoad. Unfortunately Merv Rose was a late withdrawal.

Aussie junior Nick Kyrgios, a former Junior Davis Cup squad member is the new Australian Open Boys' Champion for 2013. The 17-year-old from the ACT defeated fellow countryman and close friend Thanasi Kokkinakis in the final, winning 7-6(4) 6-3 on their first visit to Rod Laver Arena. Kyrgios claimed his first Grand Slam championship wrapping up a stellar tournament where he did not drop a single set. Both these young players are great Davis Cup prospects for the future with Kyrgios debuting in Poland and we look forward to following their development over the coming years.

As I mentioned to the Annual Meeting last year we sadly acknowledge the passing of two of our most important office bearers, in August 2012. Jack May, our second President served for 21 years, was most influential in leading the Foundation in the early years and ensured the Foundation was on a strong footing throughout his tenure. Rev. Fr. Gerry Sullivan, in his 97th year, served as Treasurer for 17 years, was meticulous in detailing the finances of the Foundation and on his retirement in 1988 he left the Foundation in a very strong position.

I am delighted to report that our administration has continued their good work and the addition of Robert Parker to support Judy Pullyblank has been very complimentary and beneficial. This is due in no small way to the support Judy also receives from her husband Alan. Robert has been assisted by our Hon Treasurer Robert Jamieson who has brought his expertise to the Foundation as a financial and IT man, and they have improved communications through our eNews and Newsletter, resulting in considerable cost benefits.

Our Hon Secretary Graeme Cumbrae-Stewart continues to work with our office staff and the staff, like all our Directors, benefit from his knowledge and experience. We are indeed fortunate to have such a dedicated administrative team. We continue to be grateful for the support of Zanity, our web partner, who provide the development and maintenance of a more comprehensive and informative web-site.

Finally, I acknowledge the continuing support of the Directors and I thank them for their on-going contribution and look forward to the continuing support of the various endeavours we undertake and the implementation of future plans complimentary to the objectives of the Foundation, as we move forward into what can perhaps be seen as a period of consolidation and a little change.

He then invited the Hon Secretary to formally propose the adoption of the 42nd Annual Report of the Foundation.

**ADOPTION of
DIRECTORS' REPORT
and
FINANCIAL
STATEMENTS:**

Before doing so Mr Cumbrae-Stewart, on behalf of all members, thanked the President for his continuing leadership and untiring efforts on behalf of the Foundation. His remarks were endorsed with acclamation.

The Hon Secretary then formally proposed the adoption of the Annual Report incorporating the Financial Statements for the year ended 30th June 2013 and called upon the Hon Treasurer to support the motion.

Drawing attention to the Financial Statements incorporated within the Annual Report, Mr Jamieson reflected upon the financial position of the Foundation as disclosed. He indicated that despite our efforts membership was dwindling and subscription income down on the previous year. There had been no home ties to present merchandise sale opportunity and the decline in interest rates was reflected in our cash reserves. The AO Luncheon was a social and financial success and efforts had been made to control expenses during the year. There had been a reduction in printing expenses and we were currently assessing insurance costs.

Concluding his remarks, the Hon. Treasurer expressed his gratitude to the Company's Auditor, Mr Andrew Lane CA for his professional advice and guidance in the preparation of the Company's financial reports. He also expressed his appreciation to Mrs Judy Pullyblank, whose many tasks in the Secretariat include the function of Book-keeper; a task that she continues to perform with skilful attention to detail.

Mr Jamieson then formally supported the motion of the Hon Secretary.

RESOLVED that the 42nd Annual Report of the Foundation including the Directors' Statutory Report; the Statement of Financial Position; the Statement of Financial Performance; the Statement of Cash Flows and the Auditor's Report thereon, each of which related to the year ended 30th June 2013, be and be hereby **ADOPTED**.

ELECTION OF DIRECTORS:

The Chairman indicated to members that with effect from the close of the meeting, all current Directors and Office-bearers are deemed to have retired from their respective positions on the Board and that concurrently, those persons who at this meeting have been elected as a Director or additionally as an Office-bearer, assume their respective Offices.

The Chairman then explained to the meeting that notwithstanding their "deemed" retirement, it remained the prerogative of each of these recently retired Directors to seek re-election pursuant to the terms of the Foundation's Constitution.

He indicated that each of them, with the exception of Mr I M Johnson, who had given notice of his retirement, had signified willingness to seek re-election and he called upon the Hon Secretary to inform the meeting of the nominations received.

The Hon Secretary announced that he had received and accepted within the prescribed period from each former Director, except Mr Johnson, a formal nomination and acceptance for his election as a Director and additionally for some, election as an Office-bearer.

The Chairman indicated that as the number of nominations received and accepted did not exceed the number of vacancies to be filled, a ballot was not required. He therefore declared the following nominees to be duly elected as Directors with effect from the close of this meeting:

**Messrs: NA Fraser; GK Cumbrae-Stewart; RT Hinton
RM Jamieson; AJ Cobb; JB Fitzgerald; CH Mason;
TJ Dohnt; DG Williams; JW Sweeney and Mrs SM Newland**

ELECTION OF OFFICE BEARERS:

The Hon Secretary informed the meeting that the number of nominations received did not exceed the number vacancies and that as a consequence, a ballot would not be required.

Accordingly, the Chairman declared each of the following Directors to be and be hereby elected to the Office for which a nomination has been received -

President: Neale A Fraser AO, MBE

Vice President: Trevor J Dohnt

Vice President: D Graeme Williams

Hon Secretary: Graeme K Cumbrae-Stewart OAM

Hon Treasurer: Robert M Jamieson

Alan J Cobb, John B Fitzgerald OAM, Robert T Hinton, Cedric H Mason, Jonathan W Sweeney and Susan M Newland -

noting in each case that the designated Office-bearers and Directors will remain in Office until the closure of the next Annual General Meeting of Members or he/she resigns from Office or his/her position as a Director is otherwise vacated meanwhile.

The President thanked the re-elected Directors for their continuing interest and support.

The President formally thanked retiring Board member Mr. Ian Johnson for his contribution and support as a member of the Board since 2001.

SPECIAL BUSINESS:

Adoption of Constitution

The Chairman introduced the Special Business which related to the adoption of a new revised Constitution.

The Chairman advised that the proposed new Constitution has been available to the members for their perusal and comment, notified with the Notice of Meeting and inclusive of an Explanatory Memorandum summarizing the proposed changes to the Constitution, for a period in excess of twenty-eight days.

The Chairman advised the meeting that the motion for passing a resolution of **Special Business** requires that a 75% majority of the votes cast be in the affirmative.

It was moved Mr RT Hinton seconded Mr TJ Dohnt that the meeting consider and if thought fit, pass the following resolution as a **Special Resolution**:-

“That the Foundation adopt the Constitution made available to members on the Foundation web site, tabled and signed by the Chairman and marked “A” for the purpose of identification, in place of the existing Constitution”

Speaking in support of the motion Mr Hinton stated that the Foundation had embarked on a wholesale review of the Foundation’s governing rules and regulations and as a result a modern and up-dated Constitution has been prepared for presentation and adoption by members.

The main rationales for the changes are to ensure that the governance of the Foundation accords with current laws relating to companies to provide better governance and to provide for the future needs of the Foundation.

Mr TJ Dohnt in seconding the motion commended the motion to the meeting.

The Chairman put the motion which was passed unanimously.

COMPANY AUDITOR:

NOTED that **Mr R Andrew Lane**, a Partner of the firm Danby Bland Provan, has indicated his willingness to continue in his role as the Company Auditor and that his remuneration shall be fixed by the Board.

GENERAL BUSINESS:

The Chairman drew attention to the fact that the contractual arrangements between the Foundation and Tennis Australia expired upon the conclusion of the Australian Open 2012 and explained that subsequently, we were operating under an interim arrangement. The negotiations were proving to be lengthy due to change of CEO at Tennis Australia.

The Chairman expressed the appreciation to our special guest Todd Woodbridge who is to address the members following the closure of the meeting.

The Chairman indicated that no advice had been received of any other business that may be lawfully brought forward for discussion.

CLOSE:

He then thanked all present for their attendance and formally declared the 42nd Annual General Meeting of Members to be closed at 8.40 pm.

SIGNED AS A TRUE AND CORRECT RECORD

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CHAIRMAN

27/11/2014