



YHA Ltd

73rd Annual General Meeting

Minutes

8 April 2017

The Big Dig Archaeology & Education Centre, Sydney Harbour YHA
110 Cumberland St, Sydney

Opening & Notice of the Meeting

The meeting began at 11.13 am with the Chair, Rob McGuirk, welcoming everyone to the meeting and acknowledging the traditional owners and custodians of the land, the Gadigal people of the Eora Nation, and paying respects to their elders both past and present.

The Chair introduced YHA's President (James Tomkins OAM) and Vice Presidents who were present (Hugh Andrew, Ray Temperley, David Wardle, Jim Whitehead); then the Directors and the staff.

Attendance and Apologies

37 members were registered on an attendance sheet at the entrance to the meeting room. Also in attendance were ten staff and three visitors. The visitors were Darren Burden from YHA NZ, Sylvia Wallace from Pitcher Partners, Michael McPhail, Board member of YHA WA, and one spouse of a member in attendance. Apologies were received from eleven members. One proxy had been received.

The Chair reported to the meeting the sad news of the passing of several members and supporters including Betty Grant (nee Albury), John Hind, John Mitchell (former Executive Officer of YHA Victoria) and David Neish (former Director of YHA Ltd and YHA Queensland). He advised that he and the CEO and the former CEO of YHA Victoria Shelley Lavender, had attended the service for John Mitchell and that Robyn Anthill had attended the service for David Neish on behalf of the Board. He recognised the contribution of these people, and in particular that of John Mitchell and David Neish for their work over many years for YHA. A minute's silence was observed in memory of them.

Minutes of the 72nd Annual General Meeting held in Sydney on 9 April 2016

The Chair referred the meeting to the minutes of the previous AGM which had been made available online and were also distributed at the meeting. There were no questions raised concerning the minutes.

1.0 YHA Ltd Annual Report and Financial Statements for 2016

Each year YHA Ltd produces an Annual Report which is made available online at yha.com.au and email/mailed to those members requesting it. YHA also produces a more comprehensive document, the Year in Review, which incorporates the Annual Report, and which had been distributed at the door. It was noted that there is no requirement under the Corporations Act for the Annual Report to be received or adopted by members – it is provided for members' information and scrutiny only.

A PowerPoint presentation of the highlights of the 12-month period from 1 January to 31 December 2016 was presented by the Chair, Rob McGuirk, Directors Leonie Thijssen (Chair of the Audit & Risk Committee), Tracey Powell (Chair of the Nominations & HR Committee) and the CEO, Julian Ledger.

Highlights

The highlights for the year included the successful integration of the former national body, Hostelling International Australia (HI-A) into YHA Ltd, taking effect from 1 January 2016, and a vote by members of YHA Tasmania to merge with YHA Ltd with effect from 1 January 2017. A Memorandum of Understanding has also been entered into with YHA WA to merge with YHA Ltd in 2017, subject to members of YHA WA voting in favour.

A National Strategic Planning Conference had been held in South Australia, resulting in the preparation and adoption by the Board of a new Strategic Plan to 2020.

Total overnights recorded in the YHA Ltd network of 57 hostels had increased to 1,434,136. On an operating turnover of \$45.3M, a surplus had been achieved of \$2M (\$0.98M in 2015). Earnings before



interest, taxation, depreciation and amortisation were \$9.8M. The organisation has borrowings of \$80M and assets valued at \$192M.

Highlights of the year were the purchase of Newcastle Beach YHA (formerly an Associate hostel); construction commencing on an extension at Byron Bay YHA, and the purchase of land for a future hostel at Surfers Paradise. YHA is considering other potential projects, including further development in Sydney's Central Station precinct, and the option of another better located hostel in Melbourne CBD.

Membership is being modernised, with a new pricing structure and model commencing later in 2017.

A creative refresh had been undertaken to revitalise YHA's brand.

The Sydney Central YHA had celebrated 20 years of very successful operation with an average of over 470 guests per night and a total of 3,479,834 overnight stays including the previous night. Its commercial results had enabled YHA to go on to complete other new hostel projects. Credit was extended to former Board members from the 1990s, a number of whom were in attendance, who had made the decision to develop the biggest YHA hostel in Australia.

The Chair invited questions and comments from the floor and in response it was noted that:

- the Board carefully monitors borrowing risk and interest expense and had ensured that borrowings were linked to acquisitions and projects which provided a return on the investment.

-The aim of the new Membership model was to have an electronic membership that is internationally recognised and that is provided to every guest upon first check-in at a YHA hostel in Australia. A stand-alone membership card will also continue to be available for purchase by members who only wish to use it overseas. Whilst the organisation is no longer offering Life Membership the status of current Life Members remains unchanged.

2.0 Patron, President and Vice-President

(1) Patron

The position of Patron was vacant, and the Board of Directors proposed under Rule 8.3 of the YHA Ltd Constitution that the former Patron of Hostelling International Australia transfer the patronage to YHA Ltd, as the two entities had merged.

RESOLVED:

That the Governor-General of the Commonwealth of Australia, His Excellency General the Honourable Sir Peter Cosgrove AK MC (Retd), be appointed as the Patron of YHA Ltd.

Moved: Rob McGuirk

Seconded: Leonie Thijssen

CARRIED
(1 AGAINST)

(2) President

James Tomkins OAM had been the President since the 2014 AGM, and under Rule 8.4 of the YHA Ltd Constitution, the Board of Directors proposed that he be appointed for a further three year term.

RESOLVED:

That James Tomkins, OAM, be appointed as the President of YHA Ltd for a three year term from the 2017 AGM

Moved: Rob McGuirk

Seconded: Tracey Powell

CARRIED

James addressed the members and in considering its values likened YHA to an Olympic village, bringing youth together. He stressed that YHA is a custodian of youth, and that the organisation has an important role to play in providing unity through diversity, with a strong focus on sustainability and protecting the environment. He commended the Board of Directors for the strong financial result, and for providing leadership and direction for the organisation.

(3) Vice-President

There was one vacancy for a Vice-President, and under Rule 8.5 of the YHA Ltd Constitution the Board of Directors proposed that, subject to the members of YHA WA voting to proceed with a merger with YHA Ltd, that a current YHA WA Director (also a current Vice President of Hostelling International), Alex Zilkens, be appointed as a Vice President of YHA Ltd.



RESOLVED:

That Alex Zilkens, be appointed as a Vice President, from the date of a merger between YHA WA and YHA Ltd until the 2019 YHA Ltd AGM

Moved: Rob McGuirk

Seconded: Robyn Antill

CARRIED

3.0 Honorary Life Membership

Under Rule 5.5 of the YHA Ltd Constitution, the Board of Directors proposed that Reg Ousley be admitted as an Honorary Life Member, for exceptional services in a volunteer capacity to the organisation over 25 years, through his service on the YHA Social and Outdoor Club and in particular in his role as Hostel Maintenance Convenor and by organising volunteer work parties at Garie Beach YHA and Hawkesbury Heights YHA.

RESOLVED:

That Reg Ousley be admitted as an Honorary Life Member of YHA, from the 2017 AGM

Moved: Rob McGuirk

Seconded: Brendan Hyde

CARRIED

4.0 Board of Directors election results

The CEO in his capacity as Company Secretary reported that in accordance with YHA's Constitution and By-law 1 (Director nomination and election), an election had taken place for the two vacancies on the Board of Directors. Directors are elected for a three-year term. A Call for Nominations had been sent to members in November 2016 to stand for the vacancies. Five candidates had nominated, with each nomination assessed objectively by the Election Committee, with the aim of achieving a skills-based Board. On the recommendation of the Committee the Board had approved the nominations of three candidates to go forward to be voted upon by members using an electronic voting system.

The persons who have been elected for a three-year term are:

Bronwyn Dallow
Ross McDougall.

They join the continuing Directors:

Rob McGuirk Euan Prentice
Tracey Powell Matt McNeil
Leonie Thijssen Robyn Antill.

Not elected was Kevin Woodforde.

5.0 General business

The Head of Marketing (Janet McGarry) answered questions about content generation (*Backpacker Essentials* digital magazine has ceased in its former format and content is now being disseminated via targeted electronic communications instead) - and about New Year's Eve bookings at Sydney Harbour YHA (which had gone smoothly and been promoted on various channels including yha.com.au and social media).

Vice President David Wardle commended YHA on the organisation's processes for staff selection and training, complementing hostel front desk staff, in particular, for providing excellent customer service.

6.0 Acknowledgements and closure

The meeting closed at 12.35pm. The Chair thanked his fellow Directors, in particular the Committee Chairs (Leonie Thijssen, Chair of the Audit & Risk Committee, and Tracey Powell, Chair of the Nominations & HR Committee and the Election Committee), as well as outgoing Director Dana Ghinzel, the CEO (Julian Ledger) and the Public Affairs Manager/Board Secretary (Silke Kerwick). The Chair thanked all for attending and invited members present to join the Directors for lunch onsite.

Signed:


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Rob McGuirk, Chair

27/5/17
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Date