

MINUTES OF MEETING OF VBA COUNCIL

Held 6 November 2013. (Meeting 12 2013)

At the VBA Clubrooms, 131 Poath Road, Murrumbena & by SKYPE

Chairperson: Mr B. Thompson

The meeting opened at 6.30 pm

**Present:**

Mr B. Thompson	President
Ms K. Frazer	Secretary
Mr N. Ewart	Treasurer
Ms J. Thompson	
Ms J. Hackett	
Mr R. Berlinski	
Mr. D. Morgan	
Ms P. Dingwall	
Ms T. Kay	
Mr P. Fent	

Mr B. Thompson chaired the meeting

1. **Confirmation of Minutes of Previous Meeting**

**Motion 1:**

That the minutes of the meeting of 16 October 2013 be accepted:

Moved: Mr B. Thompson

Seconded: Mr. N. Ewart

CARRIED

2. **Matters Arising from the minutes**

Ms K. Frazer reported that Joan Butts has been booked for a Teacher Training Program for the weekend of 29th/30th March. She noted that this event would clash with the Wodonga Congress, however Wodonga had been contacted and had stated that this wasn't a concern to them.

Director Accreditation proposal - Awaiting response from P. Marley.

*Mr P. Fent joined the meeting.*

Mr B. Thompson noted that Laura Ginnan has resigned as Marketing Officer due to conflicting priorities. Ms Ginnan has advised she is keen to continue teaching crash courses on an as needed basis, and to progress other teaching activities on behalf of the VBA. The meeting noted that due to cost constraints, replacement of the marketing officer position wasn't planned at this time, however we would consider engaging someone on an as needed basis.

3. **Correspondence**

**Correspondence In:**

- a) Email from Benalla regarding providing teacher for training in 2014
- b) Yarra Valley re Capitation Fees 2013 Invoice
- c) ASIC - Confirmation of Resignation of LZR as auditors

The meeting noted that the auditors have undergone a name change, and would be appointed at the AGM.

**Correspondence Out:**

- d) Ursula Howe - Letter of Thanks for Donation to the Blaine Howe Fund which supports Youth Bridge.

5. **General Business**

- a) Confirmation of papers for the AGM

Some minor changes to the Draft Agenda as circulated were agreed.

Seven resolutions to amend the Articles of Association are proposed as special business to the AGM. The resolutions have been separated so that the failure of one resolution will not cause the failure of all resolutions. A set of explanatory notes has also been circulated. The Resolutions are:

1. "That the Articles of Association of the Victorian Bridge Association Ltd be amended to be gender neutral and to include other minor corrections as defined in the explanatory notes 6(a)."
2. "That Clause 11 of the Articles of Association of the Victorian Bridge Association Ltd be amended to remove council's right to terminate an unfinancial member's rights to play in competition"
3. "That Clause 29 of the Articles of Association of the Victorian Bridge Association Ltd be amended to explicitly enable council with the right to make regulations"
4. That Clauses 38, 47 and 57 be amended to explicitly enable council and sub-committees to hold meetings and make decisions electronically, and to communicate electronically.
5. "That Clauses 24 and 25 of the Articles of Association of the Victorian Bridge Association Ltd be amended to enable directed proxies, and to more clearly define the rules around proxy voting "
6. "That Clauses 34, 35 and 40 of the Articles of Association of the Victorian Bridge Association Ltd be amended to new clauses 34, 35, 36, 37 and 38 and 43 to redefine the composition of the council, and to enable the election of Special Councillors"
7. "That Clauses 36(d) of the Articles of Association of the Victorian Bridge Association Ltd be amended as detailed in the explanatory notes 6(g)."

The meeting noted that item 7 was about updating the language in the articles regarding mental competence of a councillor.

**Motion 1:**

That the 7 resolutions as proposed be put to the AGM for ratification.

**Moved:** Mr B. Thompson

**Seconded:** Mr. D. Morgan

CARRIED

Ms J. Hackett dissented to the Resolution regarding appointment of 4 special councillors, as she maintains there should be a higher number of non-VBA member councillors.

The Proxy Form prepared to support the new Articles of Association was accepted, however some modifications to comply with the existing Articles of Association is required.

The council acknowledged the extensive efforts of Professor M. W. Bryan in assisting in the development of the new Articles of Association.

b) Confirmation of VBA membership fees proposed for 2014 year

The Finance sub-committee recommended membership fees remain unchanged for 2014. The recommendation was accepted by the council.

c) Draft Future Fund Policy

The draft policy prepared by Ms P. Dingwall was circulated and councillors invited to provide comment for the December meeting. Initial reaction to the proposed policy was positive. The meeting thanked Ms Dingwall for her efforts in putting together the draft.

Next meeting: November 9th at 10am to address VBA Club Matters

The meeting closed at 7.20pm

Chairperson

Mr B. Thompson