

## **Minutes of VBA Annual General Meeting**

**Held: Monday November 19 2018**

**At: VBA 131 Poath Road, Murrumbeena Vic.**

The meeting opened at 6.25pm and the President Ben Thompson welcomed everyone to the meeting.

### **Attendees**

Neil Ewart, Kim Frazer, Christopher Leach, Andrew McCready Bryan, Jenny Thompson  
Ben Thompson, Margaret Yuill, Ralph Berlinski, Edna Matheson, Nina Zurek, Richard Rozen OAM  
Belinda Lindsay, Eva Samuel, Jean Hall, Franci Halmos, Kim Hoff, Stefi Gerdan, Erica Windmuller  
Jean Eddie, Melissa Everett, Laurie Kelso, Michael Gurfinkiel, Dubravka Zek, Jenny Hoff  
Erica Linton, Stan Klofa, Dee Harley, Rex Livingston, Robyn Hewson. Craig Irwin, Anna St Clair

### **Observers**

Nil

The President Mr Ben Thompson noted that a quorum had been obtained for the meeting.

### **1 Apologies**

Roger Kenna, David Morgan

### **2 Minutes of the 2017 AGM**

The minutes of the 2017 AGM were provided at the meeting.

### **3 Business Arising from Minutes**

Nil

### **4 Correspondence to the AGM**

There was no correspondence received.

### **5 Annual Report and Balance Sheet**

The President spoke to the club's performance over the past year. He noted the continuing decline in duplicate participation, particularly in night sessions. He spoke to some of the factors which have contributed to the profit and loss of the club's accounts in the past 12 months.

The meeting questioned the likely profitability of the ANC in 2019. The Tournament Organiser, Belinda Lindsay, responded that every attempt would be made to bring the event in at a profit, however the length of the event, cost of facility and participations numbers will make this challenging.

The President outlined some key activities which had been undertaken to improve membership participation, however he noted the density of clubs in the area has made this a difficult task.

He thanked all the people who have assisted with the club's activities over the past year.

The meeting considered the appointment auditors for the next year.

### **Resolution 1:**

To consider and if thought fit pass the following resolution as an ordinary resolution.

"That LZR Audit and Assurance Pty Ltd be appointed as auditors for the financial year ending 31 August 2019"

Moved: Neil Ewart; Seconded: Ben Thompson.

*The Resolution was passed unanimously.*

## **6 Special Business**

The President handed the chair to the secretary for the next resolution.

The secretary informed the meeting that the following resolution had been properly received and the VBA Council supported this resolution, with the President abstaining.

### **Special Resolution 2:**

To consider and if thought fit pass the following resolution as a special resolution.

"That Mr Ben Thompson be made a life member of the VBA."

Moved: Richard Rozen OAM      Seconded: Jenny Thompson

*The Resolution was passed unanimously.*

The President resumed the chair and thanked the membership for their recognition.

He noted that a number of special resolutions to update the articles of association were proposed for this year. He noted the requirement that at least 75% of votes cast be in favour of a special resolution in order for it to pass.

### **Special Resolution 3:**

To consider and if thought fit pass the following resolution as a special resolution.

"That Clause 7(c) of the Articles of Association be amended to:

*Honorary Members: Honorary Members shall be persons so designated by resolution of the Council not being ordinary or life members of the Company. Honorary membership may be granted for any period up to twelve months, and extensions may be granted by further resolution of the Council if the Council should so determine. **The Council shall by resolution designate members with fifty years' continuous service to the Company as Honorary Members without limitation as to duration.** During the term of their honorary membership, Honorary Members shall be entitled to enjoy without payment of any fee the rights of membership of the Company, and shall be bound by the Memorandum and Articles of Association of the Company except that their names shall not be entered upon the register and they shall not be liable to make any contribution in the event of the winding up of the Company as provided in the Memorandum.*

*The Resolution was passed unanimously.*

### **Special Resolution 4:**

This resolution is required to bring the articles of association into compliance with Corporations Law.

To consider and if thought fit pass the following resolution as a special resolution.

That Clause 31 of the Articles of Association be amended to:

"The Council shall consist of the President, two Vice-Presidents, the Treasurer, not more than five Ordinary Councillors and not more than four Special Councillors. Special Councillors must be financial members of an affiliated club in that zone of Victoria, as prescribed in the regulations, in which they have nominated for election. No employee or other person holding an office of profit under the

Company shall be eligible for election to the Council. The duties of members of the Council shall be determined from time to time by the Council. The Council shall appoint a financial member, including councillors but excluding the Officers, as Secretary of the Company.

*The Resolution was passed unanimously.*

To support the above, an accompanying change to the notes in the articles of association will be required.

#### **Special Resolution 5:**

To consider and if thought fit pass the following resolution as a special resolution.

That Clause (h) in the Notes of the Articles of Association be amended to:

h) "Officer" means President, Vice-President and Treasurer of the Victorian Bridge Association elected in accordance with article 33 and includes the meaning assigned to "Director" by section 5(1) of the Act.

*The Resolution was passed unanimously.*

## **7 Election of President and Other Councillors**

No proxies were received.

The following nominations were received for council in accordance with Article 33 at the close of the nomination period.

<b>Position</b>	<b>Nominee</b>	<b>Nominated by</b>	<b>Seconded by</b>
President	Ben Thompson	David Morgan	Christopher Leach
Vice President	Christopher Leach	David Morgan	Ben Thompson
Vice President	Kim Frazer	Jenny Thompson	David Morgan
Treasurer	Kim Hoff	Kim Frazer	Belinda Lindsay
Councillor	David Morgan	Christopher Leach	Ben Thompson
Councillor	Jenny Thompson	David Morgan	Christopher Leach

The following nominations were received for council in accordance with Article 36.

	<b>Location</b>	<b>Nominee</b>	<b>Nominated by</b>
Special Councillor	(Metro near VBA)	Rob Quirk	Waverley Bridge Club
Special Councillor	(Western)	Bruce Minchinton	Nagambie Bridge Club

As there were no contested positions, the President Mr Ben Thompson declared all nominees duly elected.

The President noted there had been no nomination received for the positions of Special Councillor (Metro Arc or Eastern).

The President invited nominations from the floor for other positions, and asked members to consider standing for the vacant positions. He noted that council could appoint candidates should any choose to nominate after reflection.

## **8 General Business**

The President spoke to some basic requirements, in terms of table numbers, for the club to return to profitability.

He noted that the Council has considered what the worst case scenario will be for the club should duplicate become unviable to run, and he noted the council intends to run information sessions for members in December.

The President urged members to consider playing more frequently at the club which will assist with the improvement in profitability.

Richard Rozen moved a motion of thanks to the President and council acknowledging their work this year which the meeting endorsed unanimously.

The meeting closed at 7.24pm

Chairman

Ben Thompson