

Draft Minutes of VBA Annual General Meeting

Held: Tuesday 4th December 2012
At: VBA 131 Poath Road, Murrumbena Vic.

The meeting opened at 6.30 pm and the President Jeannette Collins welcomed everyone to the meeting. Apologies were taken.

Meeting attendees: See back page

Apologies: See back pages

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

1 Minutes of the 2011 AGM

Motion 1: That the minutes of the 2011 AGM be approved

Moved: Ann Paul

Seconded: Leonie Szabo

CARRIED

2 Business Arising from Minutes

The President advised that the issues relating to conduct of the AGM would be discussed later in the meeting.

Ken Lee queried whether the council had considered a change to the company structure under which the VBA operated. The Secretary advised that the council had postponed consideration of this change due to the impending implementation of Federal Legislation to cover the area of clubs and associations in November 2012.

3 Correspondence to the AGM

There was no correspondence received.

4 President's Report

Jeannette Collins presented the President's report. Mrs Collins acknowledged the efforts of the many councillors and members who have contributed to the running of the club in the past year. In particular she noted the efforts of the retiring councillors who are not standing for re-election.

5 Match & Tournament Committee Report

Simon Hinge presented the M&TC Report. Simon thanked the M&TC committee for their hard work during the year. He noted that Victorian Bridge players had performed extraordinarily well at a National level in 2012. He also noted that a position on the 2013 M&TC would be available to any interested person who could represent the playing group that is not at State Level.

6 VBA Foundation Report

Ian McCance was unable to be present at the meeting however the Foundation's report was read out by the secretary. The report noted that the Foundation had supported an IT development project in the amount of \$38,038 over the past 12 months.

The secretary also noted that two additional trustees - Mr Grant Kilvington and Mr Geoff Chettle - had recently been appointed by the VBA council to ensure on-going continuity of trustees.

7 Treasurer's Report

Neil Ewart presented the Treasurer's report, and highlighted the key aspects of the financial reports. It was noted that "The directors have declared that the financial statements give a true and fair view of the company's position and they believe that the company will be able to pay its debts as and when they become due."

The treasurer noted that falling table numbers continue to adversely impact on revenue & this is a matter that the incoming council need to address.

Ken Lee queried whether the Treasurer's report could be circulated with the other AGM documentation. The treasurer advised this would be possible for future years.

Arie Meyden queried the reason for the on-going financial loss of the VBA. The President advised that the council had recently appointed a Marketing & Promotion Officer on a part-time basis who will have a key task of addressing the reduction in playing numbers.

Robert Drew queried whether there was on overall timeframe that the council had in its plans for relocation or turnaround of the club's financial situation. The President stated there was no defined timeframe. The Treasurer further noted that the club had been in a poor financial situation previously and a turnaround in fortunes had been promulgated by the retiring President, so it was possible that a similar turnaround could be achieved.

Motion 2: That the President, MTC & VBA Foundation Reports be accepted

Moved: Richard Rozen Seconded: Jean Eddie **CARRIED**

Motion 3: That the financial statements for the Year ended 31 August 2012 be approved.

Moved: Neil Ewart Seconded: Richard Rozen **CARRIED**

Motion 4: That LZR Partners be appointed as Auditors for the financial year ending 31 August 2013.

Moved Neil Ewart Seconded Paul Hobson **CARRIED**

Motion 5:

That the total VBA subscription for full members for 2013 (currently \$42) be increased to \$50, with other membership rates adjusted similarly.

Moved: N. Ewart Seconded: K. Frazer **CARRIED**

Note 1:

This increase is principally to accommodate the increase in state affiliation fees of \$5 set for all clubs \$2 in ABF Capitation Fees & \$1 in club fees.

8 Election of President and Other Councillors

As there were no contested positions, the President

A total of 16 proxies had been received. Proxies were given to:

The Chairperson	9
Kim Frazer	1
Terri Kay	1
David Flynn	1

Cathie Lachman	2
Stan Klofa	2

The following nominations were received for council in accordance with Article 32.

Position	Nominee	Nominated by	Seconded by
President	Ben Thompson	Kim Frazer	Neil Ewart
Vice President (2)	No nominations received		
Secretary	Kim Frazer	Ben Thompson	Neil Ewart
Treasurer	Neil Ewart	Ben Thompson	Kim Frazer
Councillor	Phill Fent	Ben Thompson	Kim Frazer
Councillor	Rob Stewart	Ben Thompson	Phill Fent
Councillor	Ralph Berlinski	Lilli Allgood	Peter Havlicek
Councillor	Jenny Thompson	Kim Frazer	Neil Ewart
Councillor	David Morgan	Ben Thompson	Jenny Thompson
Councillor	Terri Kay	Neil Ewart	Kim Frazer

The President Jeannette Collins declared the nominees duly elected.

The newly elected President Ben Thompson assumed the chair. Ben thanked Jeannette & the other outgoing councillors for their efforts in the past year.

9 General Business

A number of changes to the Articles of Association were notified to the members for consideration at the meeting. The motions & explanatory notes are detailed below.

Motion 6 (refer note 2).

That Clauses 1(t), 4, 6, 7(d), 11, 12, 20, 21, 22, 23, 26, 28, 32, 33, 35, 36(a), 36(g), 40, 41, 42, 45, 48, 57, and 61 of the Articles of Association be amended.

Moved: K. Frazer Seconded: B. Thompson

Note 2:

In line with common practice, several clauses have been re-written to render the Articles of Association gender neutral. The clauses affected by this change are: 1(t), 4, 6, 7(d), 11, 12, 20, 21, 22, 23, 26, 28, 32, 33, 35, 36(a), 36(g), 40, 41, 42, 48, 57, and 61. A typographical correction to clause 45 has also been made to change the word "course" to "cause".

Mary Bertuna questioned whether this & the other motions complied with article 17, as they had not been deemed "special business". She also queried whether these motions had been approved by council given the latest council minutes on the website did not indicate this. Furthermore she raised several concerns regarding the changes to proxy voting proposed, whether there had been sufficient consultation with members about the proposed changes and the fact that the Proposed "conduct of elections regulations" was labelled draft.

The President responded that he believed the listing of the motions under General Business rather than Special Business was a typographical mistake that should not preclude the motions being considered. The secretary advised that an email vote had taken place by council within the 21 day timeframe prior to circulation of the notices and that this vote would be formally minuted at the next available opportunity when council met. The secretary also advised that the members had in fact requested the changes as proposed at last year's AGM, and that there had been several minuted

and other notes communicating the intent to make changes to the membership. She noted that the regulations were circulated as draft so that the AGM had the opportunity for comment, however the council would be approving these regulations, and it was not a requirement under the articles for these to be put to the AGM.

Paul Hobson commented that the motions had not been put as a "special resolution" which was a requirement for changes to the Articles of Association and were therefore invalid. The President advised that it was clear from the communication to the members that these motions were to be put and the absence of the words didn't make the proposal any less valid.

The President suspended the meeting for 5 minutes so that legal advice could be sought.

At the resumption, the secretary advised that the legal opinion was that the motions were valid and could be put to the meeting. There was further debate on this point and despite attempts at resolution, it was clear the meeting was unhappy with the questions over validity on the process.

The Secretary & President agreed to withdraw the motions at this time.

Motion 7 (refer note 3).

That Clause 29 of the Articles of Association be amended.

Moved: K. Frazer Seconded: B. Thompson

Note 3:

The motion is to amend clause 29 to explicitly assert council's right to make regulations. Council already makes regulations, however our legal advice is that by explicitly stating this, the rights of council to do so are strengthened.

Motion withdrawn

Motion 8 (refer note 4).

That Clauses 24, 25 & 32 of the Articles of Association be amended.

Moved: K. Frazer Seconded: B. Thompson

Note 4:

The proposal is to alter Clauses 24, 25 & 32 to detail the rights of proxies, define how proxy voting may be used and clarify the manner in which nominations may be received and voted upon at the General Meeting.

Furthermore, the council will detail within a set of regulations the conduct to which members must adhere during elections, and in the lead up period to an election. This document will comply with the Act & any other laws which operate in the State of Victoria, however it provides council with the ability to more effectively address concerns raised by members over AGM election procedures.

Motion withdrawn.

There being no other general business, the incoming President, Mr Ben Thompson, thanked everyone for attending and the meeting closed at 7.55 p.m.

Chairperson
Ben Thompson

Members Present at the AGM:

Lilli Allgood, Gilbert Riley, Jeannette Collins, Jean Eddie, June Pulford, Neil Ewart, Ben Thompson, Ken Lee, Leone Szabo, Jenny Thompson, Arie Meydan, Stan Klofa, Robert Drew, Ralph Berlinski, Kim Frazer, Pat Makinson, Pamela Ramshaw, Cathie Lachman, David Flynn, Dubravka Zec, Mary Bertuna, Henri de Jong, Simon Hinge, Paul Jobson, Roger Kenna, Richard Rozen OAM, David Morgan, Franci Halmos, Eva Samuel, Marie Shenker, Anne Paul, Anne St George, Ruth Bourne

Apologies:

Ruth Kingham, Phill Fent, Anne Bednarz, Valerie Trice, Jean Hall, Peggy Glasser, Peter Havlicek, Ian McCance, Sue Kelso, Laurie Kelso, Jennifer Savage, Bill Jacobs, Dr Anton Stavik, Jill Percil, David & Renata Slee, Sara Tischler, Terri Kay