



## **2018 Special General Meeting**

VENUE: Tele Conference  
DATE: **Fri December 28<sup>th</sup>, 2018**  
TIME: **8:00pm AEDST (NSW,Tas,Vic), 7:30pm (SA), 7:00pm(QLD), 5:00pm (WA)**

### **MINUTES:**

#### **1. Attendees**

Brett Morris (NSW)  
Ian Fox (VIC)  
John Rohde (SA)  
Clarence Macalister (TAS)  
Tim Brazier (WA)  
Scot Farley (QLD)  
All were present from 8.08pm Sydney Time

#### **2. Apologies**

None (all state reps present).

#### **3. Special Resolution**

(a) The Members will consider, and if thought appropriate, adopt the new Rules which are enclosed at Annexure "A" in replacement of the current Association's Rules.

##### *Agenda attachments*

*- Notice of Special General Meeting of Members (revRULE7)-signed.PDF (including Annexure A) as received from Ian Fox via email on 04/12/2018*

*- Annexure B.PDF (Proxy Form)*

##### *Explanatory Notes*

*The current rules do not adequately provide for the unique structure of Membership of the Association. The proposed rules allow for the structure of the association to operate in a more effective way. The proposed rules also provide sufficient cover to encapsulate individuals for insurance purposes at special events.*

*For this resolution to pass, 75% of the Members eligible to vote must vote in favour of the proposed resolution.*

**Decision:**

The meeting decided that there wasn't a version of the new constitution that they'd be prepared to approve at this time.

What needs to be actioned?

1. Several rules needing further clarification by the Lawyers (see discussion below).
2. Corrections suggested by Clarence need to be reviewed by the Lawyers (his copy of the Constitution with proposed updates will be attached to these minutes).

When there is a new version to vote on, a new SGM and/or postal vote should be arranged.

**Discussion:**

The initial intent of the SGM was to approve the proposed new constitution and have it effective from January 1<sup>st</sup> 2019. The proposed constitution needs more changes.

It was clarified that the AWA's Financial Year has always ended on Dec 31<sup>st</sup> as stated in the rules. This wasn't a change.

**Rules 6(1) and 77(2)**

"Not for profit organisation" and "Winding up and cancellation" respectively

These rules state that money can't be distributed to any ISA. This would prevent us granting money to ISA's for Nationals or Training Schemes (as happens now). It would be better if this could be allowed, and the rules, instead say funds not be allowed to be distributed to individual members of ISA's or Former ISA's

**77(3)** – can this be reworded so that ISA's can benefit, but not individuals (persons)?

We'd prefer that redistribution of assets on Winding up be redistributed to the ISA's so it benefits our sport directly.

The Lawyers need to review the wording for us to achieve our needs but remain compliant with the Act.

**Rule 7**

"Minimum number of ISAs"

The latest version of the constitution has reset this to 4 (down from 6)

Q: Yacht Clubs, how do they fit into the system?

A: They are within the domain of the individual ISAs and don't need to be considered in the AWAs rules

The Disciplinary rules need to be clear and consistent with respect to dealing with ISAs and /or individuals (SAMs) ie. **19(2)** and **18(3)**

Maybe need to relook at **Division 2** and make sure the terminology is correct when referring to ISAs, SAMs or person. Should person always have a capital "P" for instance. Is Rule 19(4) enough to resolve confusion?

**36(4)** Clarence pointed out that the “model rules” say that when a general meeting is adjourned it can conduct business with 3 people. The new rules state 4 people (which just happens to be the quorum anyway). This reinforces rule **36(2)**. The meeting didn't see a need to change 36(4) to match the model rules.

*We usually prefer to conduct business with all 6 ISA's present and will adjourn if delaying a week if its important enough for them to be present and have input. Occasionally we've still been short 1 and gone ahead anyway. Conducting business with just 4 has been rare as there has usually been a proxy available to attend.*

#### Ambiguous Proxies?

38(1)(b) Notice must be given to the secretary 24hrs before meeting

34(6) proxy must be given to the chairperson

34(7) proxy received by the Association

Is there duplication or inconsistency here? 34(7) was suggested for removal. Association and Secretary could be synonymous.

To be clear on casting votes:

38(2) the chairperson shall not have a casting vote (at a general meeting)

64(4) the chairperson has a second or casting vote (meetings of committee)

40(1)

Does “show of hands” make sense when the meeting is a teleconference, for instance?

“in writing”? Is there a legal definition? Should it be defined in the definitions area at the beginning of the document? Are the following rules enough?

35 Use of technology (Part 4 General Meetings of the Association)

62 Use of technology (Part 5 – Division 4 – Meetings of Committee)

*62(3) Anything in these rules that is required “in writing” can be done in writing to the ISA representative's designated email address*

#### **4. Close Meeting**

9.07pm Sydney Time