



Village of Hall and District Progress Association Inc.

VHDPA Inc.
PO Box 43
Hall ACT 2618
www.hall.act.au
President: Peter Toet.

Vin

VHDPA General Meeting held 16 June, 2021 - Minutes.

Meeting date	16 June 2021 at 7 pm
Location	Pavilion Building, Hall Showground
Office holders and committee present (7)	Peter Toet, Olga Minion, Jan Klaver, Phil Robson, John Starr, Robert Yallop, Aaron Whittaker, Margaret Monahan Apologies: Tony Morris, Ross Hampton
Members present (17)	Doug Anstess, Brian Banyard, Marion Banyard, Graeme Bryce, Alastair Crombie, Margaret Foley, Dennis Greenwood, Gavin Mansfield, Allan Monahan, Brian O'Connor, Bob Richardson, Judy Roberts, Phil Robson, Jan Sinclair, Ann Toet, Jenny Whittaker. Apologies: Joanna Hall
Proxies passed to the Secretary (8) as specified in the Association Rules	Tony Morris, Margaret Morris, Joanna Hall, Rania Yallop, Andrew Yallop, Ken Heffernan, Kate Heffernan, Robert Klaver
Quorum	The Association Rules specify a quorum of 20 people or 20 per cent of members, whichever is the lesser, for a General Meeting. Twenty four members attended the meeting providing a quorum for the meeting to proceed.
Other Attendees	Mr Michael Sinclair was invited to attend and present to the meeting in his capacity as Reviewer appointed to the VHDPA

Welcome and introductions

The meeting opened at 7 pm and the President, Peter Toet, welcomed attendees.

Peter Toet gave attendees an outline of how he proposed to structure the meeting. Peter said he would start with an outline of events leading to the proposal to amend the VHDP Rules and would then invite Mr Michael Sinclair (appointed as Reviewer for the VHDP) to speak to his review observations.

Peter said he then intended to explain the nature of the draft new Rules and why the Committee was recommending the changes. Following that he would invite persons who had made written submissions to speak to their submissions, and he would then invite submissions from the floor.

Peter noted that copies of the draft Rules were available and asked attendees to indicate by a show of hands whether they wished him to read out each proposed change in full, or would like him to focus on the type of change and Committees reasons for recommending the change. The majority of attendees indicated they were happy to not have Peter read each change out loud in full. Mr Graeme Bryce sought clarification from Peter that he intended to explain the Committees reasons for recommending each change and Peter confirmed this was so.

Peter explained that once attendees had the opportunity to hear Michael Sinclair talk to his review, recommendations from the Committee and submissions from members, he then intended to seek a show of hands from the floor regarding members' acceptance of the draft Rules as proposed in their entirety (the package).

If the requisite number was in support then he would ask the Vice President, Olga Minion, to propose a Special Resolution for members to vote on by a show of hands.

Peter noted that depending on the response – and if the requisite number of members were not supportive of the 'package' - he planned to run through the proposed amendments individually and he would seek Robert Yallop to assist with use of a whiteboard, to see which amendments could be passed by special resolution. Following which Special Resolutions may be proposed to seek members votes on each clause.

Peter noted that the existing Rules provide members with avenues for appeal or review of resolutions.

Outline of events leading to the meeting.

Peter Toet provided attendees with background to the meeting.

Peter explained that, by law, Incorporated Associations must have an independent person to perform the role of Reviewer or Auditor. Basically an independent set of eyes that can certify to the regulator that than an Association is abiding by the law and applying proper governance.

In 2020 the auditor and financial reviewer to the VHDP retired from that role.

In early 2021 the Committee then sought a new Reviewer. The Committee approached a principal of a local accounting firm – Michael Sinclair. Michael made a preliminary review of the Associations records and the President, Treasurer and Secretary then met with Michael to discuss his findings.

Michael provided some guidance to the Committee about better practices and recommended that we should take steps to improve.

This led to the Committee

- Considering the risk and potential consequences of the identified issues
- Meeting with the Special Interest Groups representatives to explain the issues and receive their views.
- Receiving descriptions of all the activities undertaken by the Special Interest Groups.
- Reviewing the Association Rules and proposing amendments that:
 - Firstly - Address the Review concerns
 - Secondly - Respond to consultation via meetings with the Special Interest Groups (note that a Submission from the Collector’s Club was received after the meetings.
 - Lastly - Improve the general meaning and intent of the Association Rules; and
- Convening this General Meeting to seek the views of members.

Peter thanked members for their patience and then welcomed Michael Sinclair to address the meeting.

Presentation by Mr Sinclair

Michael Sinclair explained that he was approached by the VHDP A President to perform the role of reviewer to the Association and was doing so in his professional capacity as a Certified Practising Accountant. Michael explained his professional obligations to conduct any review or audit work in compliance with the auditing standards. Michael explained that both Reviews and Audits of an Association are governed by those standards and the standards mandate how those activities will be performed.

Michael explained that he needed to examine the most recent VHDP A Annual report, look at the appropriateness of the Association’s financial arrangements, look at anything that might cause concern and then dig deeper to get an adequate understanding of the Association.

Michael then outlined his findings, including that:

- last year’s report was not in a compliant form – the Regulations stipulate that the Annual Report must be in one document and encompass the Association’s financials, which in turn must also be compliant as well. Michael did not find this to be the case.
- Michael explained that the legislation is very clear about the degree of supervision the Committee must apply to all association activities. He

was concerned that the VHDP A could not demonstrate sufficient supervision over the activities of its Special Interest Groups.

- Michael noted his view that the Association was not compliant with the law in this regard.
- Michael reiterated that the Annual report must spell out the Association's activities and any changes, it must list the committee, summarise its financial result (accompanied by the financials) and include declarations of two members of the Association that the information is correct. The Committee must also minute a resolution to this effect.
- Michael explained to members present that he is appointed by the Committee but that he does not work on behalf of the Committee, rather, his role is to represent the interests of members of the association members and give assurance that things are in order.
- Michael noted that the Association had not submitted a compliant report last year. He noted that there is also a lodgment process for an Annual Report. Lodgment must be made with the Registrar, must answer various questions and must include a declaration that legislation has been adhered to. A copy of the report presented to the Associations annual general meeting is supposed to be attached to the report.
- Michael reminded attendees that Peter Toet had made the first approach to see if he would perform the role of reviewer, at which point he had responded that all his professional work is subject to review and there are serious consequences if it is not done as a registered company auditor would do. Michael noted that the Association - given its size - could equally have sought assistance from someone more informally, but that he was more than willing to oblige and provide voluntary services at the standard required by the Auditing Standards.
- Michael said he believed there is a solution for preparing the next report in a compliant form as at least some accounts of the association are in Xero; and Xero can produce a report in a compliant format.
- Michael noted that some of the Association's accounts at the moment are not kept in a consolidated fashion and it is a requirement that they are. Further, the Association needs to produce two components - a profit/loss statement of performance which must be accompanied by a balance sheet.
- Michael noted that last year the Profit and Loss Statement was generated out of Xero, and while the balance sheet listed two bank accounts, it listed none of those accounts belonging to the Special Interest Groups. Michael said this raises the question – are the Special Interest Groups part of the Association or not. Michael would expect all associated bank accounts to be included in that statement. In the event Michael noted the statement had no comparatives in it and couldn't be audited.
- Michael mentioned he ascertained some other things from general discussion with the Committee and thought he identified a fair degree of independence on the part of the Special Interest Groups and lack of shared understanding of how things operate.

- Michael explained that an association is a group however organized, that operates in lockstep. You can have different activities, but you need overall supervision, importantly, you also need a definition of the activities – an association’s activities can’t just be what everyone thinks they can do.
- Michael said that an association requires leadership on behalf of its Committee and supervision of all its activities.
- Michael then described other governance issues he observed. Including that all Association financial payments can be made by one person. Michael considered this to be unusual these days and found it surprising that the bank would facilitate this. Michael noted the Association had also placed no limit on transactions. He observed that the Association would find the current set up deeply regrettable if things went wrong. Michael recommended that the Committee and Special Interest Groups develop some appropriate financial procedures and policy that all could agree on and operate by.
- Michael noted that Association and Special Interest Group verification of payments and receipts were also weak, ideally receipts must be visible to an Association’s treasurer before payment is made.
- Michael discussed his findings with Committee members in a meeting of 1-2 hours and the Committee undertook to consider his observations.
- Michael advised attendees that he had considered the draft amended rules which had been proposed by the Committee. He noted that in his role he needed to retain his independence - he could tell an association to fix something, but he would not say how to fix it. These are matters for the association. Notwithstanding Michael said he was happy to be shown the changes in draft form and was perfectly satisfied with the proposed changes that address governance.
- Michael wrapped up his discussion by observing that things need to change in order for the Association to comply with its legal obligations, and given that change is needed, members needed to consider how it is to be done. Michael concluded that changes would benefit the Association now and also stand everyone in good stead in ten years’ time.

Mr Sinclair then responded to questions from the floor.

Mr Robson asked Michael if he could give some thoughts on the ramifications for an association that is not compliant.

Michael noted the intent of legislators, in providing for incorporated associations, is to remove personal liability of office bearers. Michael noted that if an association subgroup is not demonstrably under general supervision, or isn’t prepared to give visibility of the bank accounts and payments, a question arises - is it actually part of the association?

Michael observed that in some VHDPA documents there is a concept of the VHDPA operating as an umbrella for others. However, an umbrella concept is nonsense and does not exist. You are either in or out and there is always visibility of the financials and activities.

Michael noted that member Gavin Mansfield, lawyer would be better placed to understand the consequences of being non-compliant. In Michael’s view

persons conducting activities would otherwise lose protection of the incorporation. Michael thought that for activities involving machinery, things that move, and can explode etc, then non-compliance can have very serious consequences. Should there be a call on the insurance, Michael contemplated the insurer's reaction will be, you are not covered. In Michael's view if an association's activities are not under effective supervision and financials are not incorporated in the association, then insurance won't be effective. Phil Robson asked Michael if non-compliance could put an association's incorporated status at risk. Michael responded - yes - and observed there would also be penalties that would apply to the committee.

The president thanked Michael for his discussion and commenced discussion of the amended rules.

Discussion of the amendments

Peter Toet commenced discussion of the recommended draft Rules. He reminded attendees that copies of the draft Rules were available at the front desk.

Peter noted the Committee commenced review of the Rules specifically to address Michael Sinclair's observations about governance and financial arrangements. However, during consultation with the Special Interest Groups some other operational issues were raised that could be addressed by Rule amendment, and further, when the Committee looked at the Rules in detail it noticed some other areas where meaning could be improved.

Peter outlined that the amendments subject of this General Meeting were therefore recommended for three reasons:

1. Amendments in response to the Review – Clauses 1B, 11 and 31
2. Amendments in response to consultation
3. Amendments suggested to clarify meaning of existing clauses.

And he would the type of amendment as discussion proceeded.

Peter noted the Committee's view that the draft Rules are consistent with the Act, its Regulations and with the Model Rules (though they can differ from the Model Rules if they are consistent with the Act and its Regulations).

Peter stated that the amendment to Definitions was a 'clarification' amendment. During the Committee's review it noticed there was no definition of the Association and therefore recommended inclusion of the definition: 'the Association' means the Village of Hall and District Progress Association Inc.

Peter noted that no submissions had objected to the amendment.

Peter stated that amendments at Clause 1B are Review amendments, except for 1Bi(b) which is a clarification.

The Committee recommends inserting a comma after Objects, and inserting 'and Activities' in the heading to lead to a new description of the Association's Activities at Clause 1Bi

The Committee recommended this because the inclusion/ description of activities mitigates the risk that activities undertaken by members will not be considered activities undertaken by the Association. This relates to the risk that the Association's insurance may be refused if the incident is caused by an activity of the VHDPA that the insurer considers is not actually an activity of the VHDPA. Peter noted the committee's understanding that an insurer would consider the Association Rules among other things, before deciding on a claim.

Peter explained that for the same reason at Clause 1Bi – the Committee recommended distinguishing 1B as a new part i and including 'and purposes' into the heading. Peter explained the Committee thought the heading should change as the original clause under this heading includes text which describes the Association's purposes, but because of the heading implies they are only Objects.

Peter continued to explain that at 1Bi(b) the Committee recommends inserting 'heritage' with character -

(b) to protect and progress the amenity and heritage character of the Village of Hall

Committee recommended this because the original clause refers to protecting character but does not describe what the character is, so it is unclear what the Association intends to protect.

Peter explained to attendees that Hall is identified as a heritage village, and this is noted on signage as you enter the village so the Committee thought Heritage is an appropriate description of the character the Association aims to protect and progress.

Peter referred members to the Heritage Listing of the village which describes the character of Hall (cf Statement of Significance) as a village providing services to the surrounding area, physically and socially separated from Canberra, set in a landscape with social and natural values, including endangered woodland, and endangered or threatened species of plants and birds and Aboriginal sites. It has significant associations with early pioneers, and physical characteristics valued by the Community.

Peter noted this amendment had been objected to in a submission. He wondered if it would still be objectionable if it was altered to say 'character, in particular heritage character, of the Village of Hall'? However, Peter noted that that wording had not been available in the original proposal and was not something that attendees had opportunity to consider.

Peter noted that after Clause 1Bi(c) insertion of a new Clause was recommended: 1Bi (d) to facilitate the recreational, educational, environmental, heritage, artistic, occupational and other interests of members and residents of Hall Village and District.

Peter explained that the Committee included this clause to lead to the new description of the Association's activities, and thought the new clause describes the broad types of interests that the VHDPA actually facilitates.

Committee also thought it was necessary to provide a lead to the following new description of the Association's activities, including the Special Interest Groups. Peter noted that the clause remains open to the performance of other activities by inclusion of the word 'other'.

Peter noted that the amendment had been objected to. Mr Mansfield had submitted that 'there seems no need or benefit for this new Object. Furthering the interests of the community is already provided for in (a) to further the interest and welfare of the community of the Village of Hall and District. Facilitate is a subset of furthering. Selecting and listing particular interests has the converse effect of suggesting that those are the interests, which is not necessarily the case.'

Peter noted that the Committee recommended insertion of a new clause 1Bii, listing the activities of the Association and that this was a review amendment. Peter noted the wording had been developed in consultation with the Special Interest Groups and reflects the current activities undertaken by the Association. It provides for further activities to be included via approval of the Committee.

Peter mentioned that there is already more detail in our Handbook and on the VHDPA website, but these do not have legal status. (i.e It is not law or a regulation or referred to in our Rules.)

Peter noted the Committee's recommendation is to add the type of detail contained in the Handbook, informed by recent advice from the Special Interest Groups, into the Association's Rules.

Peter noted that all the words in that amendment past the first sentence had been objected to.

Peter then explained that the Committee recommended adding a new clause 1Biii to establish the Special Interest Groups and this was also a review amendment. Peter explained that not all documents relating to establishment of the Special Interest Groups could be found. However, it is clear that they have not been established as Sub-Committees and are not subject of any Committee delegations.

Peter advised attendees that Special Interest Groups are already referred to in the Association Rules under Membership. Peter noted that the Special Interest Groups are valued components of the VHDPA and the Committee was in favour of recognising them in the Rules.

Peter noted that other Incorporated Associations reflect related groups in similar ways.

He gave the example that:

The ACT Landcare Group constitution lists affiliated groups.

Peter further explained that new Clause (c) legitimises the existing operation of the Special Interest Groups by specifically referring to those groups having elected office bearers.

Further, the new disciplinary sentence simply clarifies that clauses already applicable to all VHDPA Committee and ordinary members also apply to Committee members of Special Interest Groups. Likewise, the new

Clause (d) clarifies that the Special Interest Groups are also subject to the same financial management requirements as the VHDPA.

Peter noted that this amendment was objected to.

Mr Mansfield objected to this amendment and said that the Associations Incorporation Act 1991 does not provide for Special Interest Groups.

Mr Mansfield claimed that the Special Interest Groups are subcommittees.

Peter noted that Mr Richardson also made a submission on behalf of the Collectors Club.

Mr Richardson seemed to think that Special Interest Group is a new term invented by the current Committee. Peter noted this is not the case and referred Mr Richardson to the current rules – Part 1.2 Membership, 2 (a).

Peter referred to Mr Richardson's advice that the Collector's club operates largely according to their own devices with minimal reporting and VHDPA oversight and agreed this accorded with observations made in the review of the VHDPA operations – and has presented some of the issues the Committee is needing to deal with now.

Peter noted Mr Richardson advised that the Collector's Club seek to separately incorporate, and the committee respected this decision. Peter commented that separate incorporation of the CC would solve some issues but did not remove the need for the amendments to the Rules recommended by the committee.

Peter moved to explain the next amendment under Part 1.3 committee, noting it was a review amendment. Peter explained that the Committee recommended inclusion of a new Clause 11 (d) to add an additional power of the Committee that it may establish and dissolve Special Interest Groups of the Association. Peter noted this clause was necessary to legitimise the operation of the Special Interest Groups referred to in the previously mentioned amendments.

Peter explained that at Clause 32 Funds Management the Committee recommended inclusion of a new clause 32 (3) to legitimise and clarify how funds managed by Special Interest Groups will be treated.

Peter moved on to explain that at Clause 12 Constitution and Membership it was proposed to delete clause (3) as consultation with the Special Interest Groups indicated it was problematic.

Peter related that the Special Interest Groups advised there were very limited members willing to take on the roles of President, Secretary and Treasurer. Anecdotally they were needing to rotate the three positions between the same three people, which would appear to defeat the purpose of the clause when introduced.

Peter explained that comparison with Constitutions/Rules of other like Associations in the ACT and region showed that no one else include a clause limiting tenure of office bearers.

Peter explained that comparable groups seemed to recognise the value of continued contributions by experienced and valued officials and gave examples of the Griffith/Narrabundah community Association and Weston Creek community Council.

Peter noted that the Gundaroo Community Association does not restrict terms and has the option to offer life membership to officials performing volunteer roles for periods of 5 years or longer. He observed that in NSW their Act requires organisations to state whether tenures are limited but when the Committee looked at the Constitution of the Murrumbateman Progress Association, it stated that no limit applies.

Peter noted that this amendment was objected to by Mr Mansfield - who felt that it was unnecessary to amend the rules to accommodate the Special Interest Group officers because in Mr Mansfield's view they are subcommittees of the VHDPA and do not have officials, just volunteers who undertake those roles.

Peter explained that at Clause 13 (b) the Committee recommended inclusion of some additional wording to clarify that nominations for candidates for election as office-bearers of the association or as ordinary committee members should be provided to the Secretary within a specified timeframe before an Annual General Meeting.

This was a clarification amendment which the committee recommended be added for efficiency of running Annual General Meetings so that the Committee will receive advance notice of nominations and be able to determine whether a vote is needed for election of office bearers and committee members, this gives the Committee time to prepare relevant ballots and appoint a Scrutineer, as needed.

Peter explained that the clause is routinely included in the Rules of similar Associations – who either nominate a period of 7 days or a time frame specified in a Notice of AGM, however the committee recommended that a specified time frame provided more flexibility.

Peter concluded the discussion and invited persons who had made submissions to speak to the meeting.

Submissions from Respondents

Mr Mansfield addressed the meeting and referred attendees to his written submission. He said he wrote his submission with good intent and hoped it was received well. He noted his intention was not to get in the way of good financial governance. Mr Mansfield perceived the association membership was diminishing and thought the amendments would not suit current or future members who had interests that were not represented in the amended Rules. Mr Mansfield noted his view that Objects are the touchstone of an organisation and changes to objects should be separate to the Rules of an association. Mr Mansfield noted his view that Rules are extremely hard to change. In this case he was less passionate about the addition of new clauses setting our activities because they are subject to change. Mr Mansfield recommended that the Committee should seek advice from its insurer about the need to include activities in detail.

Peter Toet asked Gavin if the inclusion of other in the clause about activities – where the committee could approve new activities, meant that the clause was not so restrictive.

Mr Mansfield noted his view that the clause was restrictive, and a less is more approach to amended rules would serve the association better. Mr Mansfield referred to clause 1bciii and said a less is more approach is also called for there.

Member Mr Bryce asked the President if submissions on the amendments could be discussed amendment by amendment for all to speak to, rather than respondent by respondent. Peter advised the preference that the meeting continue as originally outlined, respondent by respondent.

Mr Mansfield noted his view that office bearers of the Special Interest Groups is a construct, and that members of the Special interest groups are already not outside the ordinary rules and governance of the association. Mr Mansfield stated he was not a member of any of the Special Interest Groups and was not advocating for them, however.

Mr Mansfield then spoke to the clause removing the limited tenure of office bearers. Mr Mansfield said he saw benefit in the original clause because in his view it encourages refreshment of the roles, encouragement of ideas and allows people to be in the committee with a wider range of interests. He believed removal of the clause would lock others out of the roles.

Mr Starr commented that in his experience people were not volunteering for the roles and there was a lot of turnover of inexperienced people.

Peter Toet asked Mr Starr to allow Mr Mansfield to continue with his address and have discussion later.

Gavin asked member Yvonne Robson how Rotary handled the tenure of officers. MS Robson responded that Rotary had overarching rules limiting tenure and also arranged for the past, current and future presidents of the committee to participate in matters. Notwithstanding, Ms Robson observed that some Rotary clubs were currently non-compliant with their requirement and there was considerable difficulty in filling committee positions. Unfortunately, they needed to 'recycle' people whose tenure should have ceased.

Peter Toet thanked Mr Mansfield for explaining his submission.

Peter then invited Mr Richardson to speak to his submission made on behalf of the Collectors Club. Mr Richardson noted the Collectors Club had no objections but had just submitted their views. Mr Richardson confirmed that the Collectors Club would seek separate incorporation. Mr Richardson shared that the Collectors Club operates on a no rules basis, and for a long time he was unaware they were subject to any. Mr Richardson considered that many of the Collectors Club members would also continue membership of the VHDP.

Phil Robson responded to Mr Richardson, to clarify that the Rules apply to everyone and that everyone is involved in the need for improvement as well. It is not just the Special Interest Groups that need to change, all of us did. Mr Robson himself needed to make changes to things he did as Treasurer.

Mr Mansfield stated that in his experience the Office of Regulatory services had not ever prosecuted an association or official in relation to non-compliance with the Associations Incorporation Act, consequently there was little risk or need for amendments.

Peter then invited Mr Bryce to contribute.

Mr Bryce said he was not as generous in his views as Mr Mansfield. He was very concerned about inclusion of the word heritage in the clause about character. He noted that there were many changes in the village, and this would mean having to get involved in development applications.

Mr Bryce was also concerned about the scope of the association and queried how extensive the area of interest of the Association is.

Mr Yallop responded that the focus of the Association's interest in matters and membership had always been understood as the postcode 2618. Members could also have a special interest/association with the Village but members outside of the postcode joined as a result of their involvement in the Special Interest Groups.

Mr Bryce stated that he agreed with all of Mr Mansfield's submission and that he had a political background and been an official in other associations. He thought changing Rules is extremely difficult. Mr Bryce thought the list of activities is too prescriptive. Mr Bryce thought this would be difficult in the long run. Mr Bryce asked why anyone would become a member of a Special Interest Group if the VHDPA could simply disband them and keep their money.

Mr Bryce then stated his view that in past VHDPA meetings, members of special interest groups had used proxies to secure an outcome not necessarily reflective of the interests of the community.

Robert Yallop clarified to attendees that the recommended change to the tenure of the VHDPA office-bearers had been raised in the meeting with the leadership of Special Interest Groups and proposed by some of the leadership of a Special Interest Group. The Committee had responded to concerns raised in consultation.

Mr Mansfield suggested that the tenure term could just be removed from the Committees of the special interest groups, rather than the VHDPA committee, and in his view, this would also be the less is more approach he preferred.

Peter Toet then sought further submissions from the floor. He then asked Doug Anstess, President of the Mens' Shed for his views. Mr Anstess responded that his members had considered all the amendments and could see no problem in complying with the draft new Rules.

Peter Toet then sought the views of Mr Alastair Crombie, Curator of the Hall School Museum, particularly about the inclusion of heritage with the character of Hall. Mr Crombie noted that for the past 50 odd years heritage had been a focus of the Association and in fact the Association was the driver behind the heritage listing of the village in the early 2000s. Mr Crombie doubted that a lot would change by virtue of including heritage as a descriptor and thought it was a sensible and unproblematic notion, especially as signage into the village refers to Hall as a heritage village. Alastair noted that local businesses also appear to value and capitalise on the heritage character of Hall – and noted that business names and signage refer to their longstanding history. Alastair noted he was happy overall with the amendments.

Peter Toet referred back to the meeting plan and then asked members present if we could have a show of hands about proceeding with the amendments as a package, in order to see if the Committee needed to workshop proposed amendments one by one to see if they were supportable.

Peter asked members in favour of proceeding with the ‘package’ of all amendments, to raise their hands. Sixteen members raised their hands.

Peter then asked members not in favour to raise their hands. Four members raised their hands.

Peter advised that it appeared the amendments had support to proceed and he asked Vice President Olga Minion to propose a Special Resolution.

Vice President Olga Minion proposed a Special Resolution that the draft amendments as circulated for the General Meeting be put to a vote of members by show of hands for acceptance. Member, Mr Brian Banyard seconded the resolution.

Peter Toet then called for a vote by show of hands. Sixteen members raised hands to agree to the amendments. Four members raised hands to disagree. (Four members attending did not vote.)

The President recorded the vote as 80 per cent for the motion and 20 per cent against the motion, which is more than the 75 per cent required for the motion to be passed.

No proxy votes were cast.

Eight members provided proxies – none of the proxies instructed the appointed proxy holder how they were to vote, and the holders did not vote their proxies, as the vote was carried on the show of hands.

The President thanked members for their attendance and noted that clauses in the Association Rules provide members with pathways for review of matters.

The President closed the meeting at 8.24 pm