



ANNUAL GENERAL MEETING
ALBERT SAILING CLUB INC
Saturday 11 May 2019 (Opened 5:30 PM)

Attendance

As per separate attendee sheet.

Apologies

Luke Tupper, Peter Bennell, Andrew Gillman, Mark Snell, Ron Fergusson, David Scammell, Arthur Misson, Anne Kaczorowski

Minutes of 2018 Annual General Meeting

Read & Accepted. Moved by Don McKenzie, seconded Rod Thomas. Passed.

Reports

Club Report

Delivered by Commodore John Whelan. Outlining the many achievements for the year and plans for the future, with acknowledgement of the high level of support provided by many volunteers and committee members, and a special mention of the efforts of the Training Centre

Moved by Geoff Saliba and seconded by Steve Dunn that report be accepted. Passed.

Cindy Tilbrook then provided a vote of thanks to John Whelan for his excellent support and contribution to the committee, including his work on related external committees and a major re-negotiation of the club's lease with Parks Victoria, as well as other important contributions throughout his term as commodore. There was strong acclaim by members.

Rod Thomas also provided an acknowledgement of the positive work of the outgoing secretary Jack Woods.

Financial Report

Delivered by Don McKenzie who advised of the change to the Xero accounting system which simplifies the processing of the financial results. He also covered the highlights of the 2018-19 club financials including:

- Increase in income from family members by 13% and senior memberships by 31%
- Significant increase in profit on year primarily due to the grant for the RSQuest
- Increase in insurance primarily related to additional boats owned by club
- Clarification on some of the expense items.

Don also noted that due to the strong financial results the committee had held planned membership and racking fees at the previous year's level.

Moved by Don McKenzie and seconded by Steve Dunn that the report be accepted. Passed.

At this stage all committee positions were declared vacant.

Election of Flag Officers and Office Bearers for 2017-18 Committee

Nominations were received from the following:-

Officers of the Club

Commodore	Cindy Tilbrook
Vice Commodore	Vacant
Rear Commodore	Steve Dunn
Treasurer	Hristina Burduja
Secretary	Tim Falkiner
Ass Secretary	Vacant

General Committee

Peter Bennell, Paul Farrell(Club Captain), Don McKenzie, Rod Thomas, Jaemie Wilson

As there was only one nomination for each of four separate Officer positions and five nominations for the eight General Committee positions, all the above nominees were declared elected in terms of the Club's Rules and By-Laws, with John Whelan continuing on the committee as Immediate Past Commodore.

Following the election, Cindy Tilbrook assumed the chair and provided a brief summary of the key areas she is planning to focus on over the next 12 months which were:-

- Bring the strategic discussions with APYC to a vote.
- Member Retention
- Highest priority is to existing club members
- External advocacy for permanent water in the lake.

The Rear Commodore also briefly spoke on the success of the integration of the race programs between the two clubs with particular thanks to Lesley Scott, Sue Schoene and Brenda Misson, and for Steve Lincoln's on-going support on Top Yacht, and Ron Lackington for his continued production of the duty roster.

Special Resolutions – Refer attachment

John Whelan provided an explanation for the various motions relating to changes to the Clubs Rules and By-Laws with a separate vote for each motion, after allowing time for discussion.

All motions as listed on attachment were passed with unanimous vote.

General Business - No formal questions were received prior to the AGM

There was a short discussion as to whether the committee had considered any merger with a Bayside club, with Rod noting the current arrangements with the Port Melbourne Yacht Club.

Committee Nomination for Life Membership

Don Mckenzie then spoke to a motion to appoint Rod Thomas as a life member of the club noting that Rod has been a member of the club since 1978

Don covered the many major contributions that Rod has made to the club encompassing his very lengthy involvement on the club committee including in all flag officer positions; major involvement as instructor of the training school; work on the wild apricot membership data base system; maintaining and improving the club communication systems such as the website, facebook, snippets; promoting junior participation through holiday programs and Greenfleet; dealing with many external groups on significant issues affecting the club, and his recent involvement in RevSports.

Other members also spoke enthusiastically in support of this motion.

Motion – Rod Thomas to be given Life Membership of Albert Sailing Club

Approved (Proposed Don McKenzie/Seconded Lesley Scott)

Rod then provided additional information on his sailing career and involvement over 40 years with the club and some of the major club events over that period.

Meeting Closed at 6.45 PM

Jack Woods
Secretary 2018/2019
Albert Sailing Club

Attachment: Special Resolutions passed at AGM

SPECIAL RESOLUTIONS

Motions 1 to 3 are proposed to amend the Statement of Purposes of the Constitution.

Motion 1 - Passed

To amend (B) to remove reference to “one design” sailing boats, it is proposed that this clause be amended as follows:

“To promote, control and develop class and handicap racing between ~~one design~~ off the beach sailing boats”

Motion 2 - Passed

To amend the power in (c) to allow the members the power to subscribe to or support an organisation that does not prohibit distribution of income and property among its members. This will allow the club to be involved with a joint venture if the members approve. It is proposed that this clause be amended as follows by adding at the end:

“unless approved by a resolution of Members.”

Motion 3 - Passed

To amend the power in (q) to allow amalgamation not only with corporations, but also incorporated associations. It is proposed that this clause be amended to read as follows:

*“To amalgamate with any one or more corporations **or incorporated associations** having objects all together or in part similar to those of the Club.”*

Motions 1-3

Proposed by: Don McKenzie

Seconded by: Jack Woods

Motions 4 to 9 are to correct oversights or deal with administrative matters

Motion 4 - Passed

In Rule 15(a), it is proposed to amend the rule to change “Yachting Australia” to “Australian Sailing”.

Motion 5 - Passed

The assistant secretary is stated to be an officer of the club but the club captain is not. The

club captain role is deemed to be a significant contributor to club sailing activities whereas the assistant secretary is more in the nature of administrative assistant. To correct this oversight, the following amendment is proposed:

Rule 20 (b) – *“Secretary, Treasurer and ~~Assistant Secretary~~ Club Captain.”*

Motion 5A - Passed

The term Club Captain is not defined. To correct this, the following amendment is proposed:

Rule 2 (a) – *“Club Captain” means the person appointed to that position in accordance with the Rules.”*

Motion 5B - Passed

The duties of the Club Captain should be included in that section of the Rules that sets out the duties of the Officers. At present, Rule 42 sets out the duties of the Assistant Secretary. Assuming that this position is no longer an officer of the club, it is proposed that rule should be deleted and replaced with the following:

Rule 42 – ~~Assistant Secretary~~

~~—————The duties of the Assistant Secretary shall be to assist the Secretary~~

“Club Captain

The duties of the Club Captain shall be to assist the Rear Commodore with the sailing activities of the Club and to chair the sailing committee in the absence of the Rear Commodore.”

Motion 6 - Passed

It is proposed to add a new rule to correct an oversight. The proposed additional rule is as follows:

Rule 22A – *“a person ceases to be an Officer or an Ordinary Member of the Committee if he or she ceases to be a Member of the Club or resigns by Notice to the Secretary.”*

Motion 7 - Passed

The Associations Incorporation Reform Act 2012 removed section 30(3) of the former legislation and instead introduced Part 7. To correct this oversight it is proposed to amend the rule as follows:

Rule 67 (b) – *“To receive the annual report of the Committee which shall include the statement submitted by the Club in accordance with ~~Section 30(3)~~ Part 7 of the Act.”*

Motion 8 - Passed

There is an oversight in the arrangements for voting at general meetings. The rule does not state that social members or honorary members may not vote. As well, the Chairperson is permitted a casting vote. The committee is of the view that such vote should not be allowed. It is proposed to amend the rule as follows:

Rule 71 (a) – *“Every question submitted to any General Meeting or Committee Meeting shall be decided by a show of hands, unless a ballot is demanded by at least one-fourth of the Members present, in which event the ballot shall be taken in such manner as the Chairperson shall determine. The Chairperson shall have a personal ~~as well as~~ **but not a** casting vote. ~~Junior, Associate and Corporate Members~~ **Honorary, Social and Corporate Members and Associates** shall not be eligible to vote at meetings.”*

Motion 9 - Passed

It is proposed to amend rule 81 as follows:

Rule 81 – *“A copy of these Rules shall be kept in the Club rooms **and posted on the Club’s website**, and each Member shall be entitled to a copy.”*

Motions 4-9

Proposed by: Jaemie Wilson

Seconded by: Paul Farrell

Motions 10 to 12 deal with financial matters**Motion 10 - Passed**

At present, there are no guidelines concerning expenditure. Thus the committee must approve all expenditure. This necessitates approval for every amount expended, including recurrent expenditure such as purchasing petrol or bar supplies. It is proposed that a financial delegation be prepared to allow expenditure within the financial delegation without approval by the committee. Reporting to the committee will still be required. It is proposed that the following rules be added:

Rule 29(c) *“Expenditure within the Financial Delegation shall be reported to the Committee but does not require passing for payment pursuant to Rule 29(a).”*

Rule 2 (a) – *“(vii) “Financial Delegation” means the policy in writing approved by the Committee from time to time authorising expenditure without prior approval of the*

Committee.”

Motion 11 - Passed

The Treasurer is able to operate the bank account by electronic means. Whilst the committee has procedures in place for such operation, the rule does not require such procedure. To correct this oversight, the following amendment is proposed:

Rule 31 *“The Treasurer may operate the bank account through electronic means **subject to arrangements approved by the Committee** and make payments electronically to persons approved by the Committee or the Financial Delegation.”*

Motion 12 - Passed

At present, membership and racking fees are paid on the anniversary of each member’s acceptance. However, the Revolutionise Sport database provided by Australian Sailing does not allow for this method and requires payments once in each year. Aligning the club membership with the RevSport system provides administrative efficiencies and will also allow us to transfer membership records to RevSport at some appropriate future date. This then raises concerns about how to deal with members who join during a year and transitioning of existing members.

The committee has not finalised a method but nevertheless wishes to amend the current rule and introduce a by-law to deal with the change when it has been agreed. The change would be fully implemented by 1 October 2020 and during that time, most members would receive 2 invoices: one for a full year membership and one for a part-year membership to align them with a 1 October renewal date. No member would pay more during this period because of the change than they would pay if the change was not implemented.

It is proposed to amend the first sentence of the rule as follows:

Rule 61 – *“The Club shall charge an annual fee **for membership** which will be payable ~~on the anniversary of each Member’s acceptance.~~ **due on 1 October in each year or pro-rated in accordance with the By-Laws for those who are approved for membership during a year.**”*

The remainder of the rule is unchanged.

Motions 10-12

Proposed by: Cindy Tilbrook

Seconded by: Rod Thomas

Proxy voting at general meetings

Motion 13 - Passed

The rules do not permit proxy voting at general meetings. It is therefore proposed to add the following:

Rule 71A – “Proxies

- (a) A Member may appoint another Member as his or her proxy to vote on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (d) If the Committee has approved a form for the appointment of a proxy, the Member must use a form that substantially complies with the form so approved and which clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (e) Notice of a general meeting given to a Member must—
 - (i) state that the Member may appoint another Member as a proxy for the meeting;
 - and
 - (ii) include a copy of the form that the Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before the commencement of the meeting.
- (g) A form appointing a proxy may be sent by post or electronically or in person and is of no effect unless it is received by the Secretary no later than 24 hours before the commencement of the meeting.
- (h) The Committee may approve further By-Laws to give effect to this Rule.”

Motion 13

Proposed by: Cindy Tilbrook

Seconded by: Don McKenzie

Motion 14 - Passed

There is an anomaly in the Rules that states that Family membership shall have no voting by proxy. The words are unnecessary. The following amendment to Rule 71(b) is proposed:

Rule 71(b) Family membership shall have one vote. ~~There shall be no voting by proxy.~~

Motion 14

Proposed by: Cindy Tilbrook

Seconded by: Don McKenzie

Family membership

Motion 15 - Passed

To amend the definition of family membership to recognise different family arrangements, it is proposed to amend the rule as follows:

Rule 3(d) *“Family membership – an adult member, spouse or de facto and ~~one or more~~ juniors and/or students of the one family **unit** to a maximum of six persons, or as approved by the Committee.”*

Motion 15

Proposed by: Don McKenzie

Seconded by: Paul Farrell