



SBSC SPECIAL GENERAL MEETING MINUTES

SUNDAY 2<sup>ND</sup> JUNE 2019, 9.00AM.

185 MARINE DRIVE, SAFETY BEACH.

1. WELCOME BY VICE COMMODORE ANDREW MARTIN. MINUTES – DREW MATTINGLEY.
2. APOLOGIES  
Mark Lawrence, Di Jackson, Deirdre Snooks, Micheal Arcaro, Ewan Cambell.  
Out of 210 Voting members 55 attended (42 required) achieving the quorum required.
3. AMENDMENTS TO THE CONSTITUTION.  
Presented by Rick Potter.

The following Resolutions were discussed and voted upon, needing a ¾ majority to be carried.

Category 1 : Procedures and name of Committee.

Proposed : Rick Potter, Seconder : Brian Marklew.

**Resolution:**

**To change the name of the Committee to Executive Committee in all relevant sections of the SBSC Constitution.**

The amendment was CARRIED.

**Resolution:**

Change sub-rule 24 (3) to:

**(3) The decision is upheld if not less than half of the members voting at the meeting vote in favour of the decision.**

After rigorous discussion amendment was CARRIED.

**Resolution:**

Change to Rule 4 Definition of "the Act"

Currently reads:

**the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;**

Change to:

**the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act, as amended from time to time;**

After rigorous discussion amendment was CARRIED.

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**Resolution:**

Add sub-rule 14 (4) **Life membership.**

**(a) A Life Member is a member who has been elected to Life Membership in consideration for special services rendered to the Club as outlined in the Club By-Laws.**

**(b) The Life Member will be entitled to vote and to all the privileges of Membership without payment of any further subscription.**

After rigorous discussion amendment was CARRIED.

**Resolution:** Delete sub-rule 30 (2) and change to wording of now (3) (d). Add new sub-rules (5,6,7)

Change Rule 30 to read:

**(1) The Executive Committee must convene an annual general meeting of the Club to be held no later than the last day of September each year.**

**(2) The Executive Committee may determine the date, time and place of the annual general meeting.**

**(3) The ordinary business of the annual general meeting is as follows—**

**(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;**

**(b) to receive and consider— (i) the annual report of the Executive Committee on the activities of the Club during the preceding financial year; and (ii) the financial statements of the Club for the preceding financial year submitted by the Executive Committee in accordance with Part 7 of the Act;**

**(c) to elect the members of the Executive Committee;**

**(d) to confirm any rise in the annual subscription and joining fee above those outlined in Rule 12(4).**

**(4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.**

**(5) A Member who wishes to raise a Motion at a General Meeting must notify the Secretary in writing at least 28 days before the meeting of the proposed motion.**

**(6) Any Notice of Motion must have a proposer and a seconder both of whom must be voting members.**

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**(7) At least one of the proposer or seconder of the motion must be present at the meeting at which the motion is to be heard.**

After rigorous discussion amendment was CARRIED.

**Resolution:** Change sub-rule 38 (2) to read:

**38 (2) If a poll (where votes are cast in writing) is demanded, prior to the show of hands, by three or more members on any question—**

**(a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and**

**(b) the Chairperson must declare the result of the resolution on the basis of the poll.**

After rigorous discussion amendment was CARRIED.

Category 2 : Governance and Conflict of Interest.

Proposed : Rick Potter, Secunder : Brian Marklew.

**Resolution:** Change Rule 42 to read

#### **42 Composition of Executive Committee**

**The majority of Executive Committee members must be free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their independent judgment.**

**The Executive Committee consists of—**

**(a) a Commodore; and**

**(b) a Vice-Commodore; and**

**(c) a Rear-Commodore; and**

**(d) a Secretary; and**

**(e) a Treasurer; and**

**(f) a minimum of 4 ordinary members elected under rule 52.**

After rigorous discussion amendment was CARRIED.

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**Resolution:** Add new Rule 43

**43 Test of Independence**

An Executive Committee member will be considered to be independent if he/she:

- (a) within the last three years has not been employed in an executive capacity by the Club;
- (b) within the last three years has not been a principal of a professional adviser to the Club, or an employee associated with advice so provided (having regard to the materiality of the advice);
- (c) is not a supplier of the Club or otherwise associated directly or indirectly with a supplier (having regard to the materiality of the business dealings);
- (d) has no contractual relationship with the Club other than as an Executive Committee member (having regard to the materiality of the relationship); and
- (e) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Executive Committee member's ability to act in the best interests of the Club.

Executive Committee members must advise the Executive Committee in a timely manner of any changes to their independence.

The Executive Committee must annually assess the independence of each member in the light of interests disclosed by them. So that it can do this, each Executive Committee member must provide the Executive Committee with all relevant information and the Executive Committee should consider materiality thresholds from the perspective of both the Club and its Executive Committee members.

After rigorous discussion amendment was CARRIED.

**Resolution:** Renumber all numbers/references affected by the addition of Rule 43 to make the document read coherently.

Amendment was carried.

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Category 3 : Fees for Membership.

Proposed : Graeme Ainslie, Seconder : Rick Potter.

**Resolution:**

Change to Rule 12 Annual subscription and fee on joining: Insert new sub-rule (2), alter current subrule (3)(b) and alter current sub-rule (4).

To read:

**12 Annual subscription and fee on joining**

**(1) The annual subscription and fees, as determined by the Executive Committee, subject to 12 (5) below, are due and payable from the first of July each year.**

**(2) The joining fee for each category of member is the amount fixed from time to time by the Executive Committee and recorded in the By-Laws.**

**(3) The Executive Committee may determine that a lower annual subscription is payable by associate members.**

**(4) The Executive Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—**

**(a) the full annual subscription; or**

**(b) a reduced annual subscription.**

**(5) The Executive Committee requires the approval of Members by resolution at a General Meeting to increase the annual subscription or joining fee by a percentage in excess of the increase in the Consumer Price Index for Melbourne for All Groups (CPI) in the preceding 12 month period, or 5%, whichever is the greater.**

**(6) The rights of a member (including the right to vote) who has not paid the annual subscription by September 30th are suspended until the subscription is paid.**

After rigorous discussion amendment was CARRIED.

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Category 4 : Election of Commodore.

Proposed : Brian Marklew, Seconder : Micheal Arcaro.

**Resolution:** Add sub-Rules 52 (5) and (6).

Change to: Add sub-rule 52 (5):

**(5) In the event that no eligible nominations for Commodore under Rule 48 (3) are received 14 days prior to the Annual General Meeting, then special nominations for Commodore can be accepted for members who are eligible to vote and have served a term or part term on the Executive Committee or two years on a subcommittee. These nominations may be accepted until two days prior to the AGM.**

**(a) These special nominees for Commodore must be voted on and endorsed by an 80% majority of the Executive Committee, prior to being presented as candidates for Commodore at the AGM.**

**(6) Rule 52 (5) is a special case that can only have effect up to and including the 2022 AGM.**

After rigorous discussion and change to wording(see above) amendment was CARRIED.

4. PROPOSED ALTERATION SBSC FEE'S STRUCTURE.

Presented by Graeme Ainslie.

Proposal to adopt new fee's structure.

Proposed : Graeme Ainslie, Seconder : Brian Marklew.

After rigorous discussion this was NOT CARRIED.

Graeme Ainslie and Glen Lazzar to prepare new proposal for presentation at the AGM.

Meeting closed 10.15 am.

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