

GEELONG FOOTBALL UMPIRES' LEAGUE INC

ANNUAL GENERAL MEETING

Minutes of the meeting of the Annual General Meeting held on Wednesday 6 December 2017 at Kardinia Park Geelong

ATTENDANCE

Chair:	B. Smith
Board Members:	S Allinson, M Davison, W Harrison, S Williams, J Wood
Members:	A total of 33 Members, including the Board, were in attendance
In Attendance:	C. Keating, L Hartman
Apologies:	C McMillan, D Lunt, L Woolsley, T Maloney, R Menzies, J James, J Killick, C Hood.

1. Open Meeting

1.1. The Chairman opened the meeting at 7.28 pm.

2. Declaration of Quorum

2.1. The Chairman declared a quorum there being 33 voting members present, 3 in excess of the minimum number of 30.

3. Minutes

3.1. **Motion** "That the minutes of the Annual General Meeting held on 16 November 2016 be verified."

Moved B Beverage **Seconded** I Beddison **Carried**

4. Matters Arising

4.1. There were no matters arising.

5. Annual Report

5.1. **Motion** "That the 2017 Annual report, as tabled, be adopted."

Moved B. Smith **Seconded** A Grant **Carried**

6. Financial Report

6.1. **Motion** "That the 2016-17 Financial Report, as tabled, be adopted."

Moved S Allinson **Seconded** M Osborne **Carried**

7. Election

There being the same number of vacancies as nominees, no election is necessary.

7.1. The General Manager announced the following candidates elected in accordance with rule 18.2(d) and 18.2(e):

- ◆ Mark Davison
- ◆ Jayson Killick

- ◆ Peter Schilder
- ◆ Peter Thompson

8.1 Appointment of Auditor

- a. **Motion** "That LBW Accountants of Geelong be appointed as Auditors for 2017-2018."

Moved S Allinson **Seconded** G Bell **Carried**

8. Constitutional Motions

Proposal to amend the following section of the constitution:

Amendment 1.

Rule 4

4.1 Definitions

Act

Amend from

means the Associations Incorporation Act 1981 (Vic)

To

means the Associations Incorporation Reform Act 2012 (Vic)

Amendment 2.

Chief Executive Officer

Amend definition from

means the chief executive officer of the Association who is appointed under this Constitution to carry out the duties set out in Rule 23

To

means the Chairman of the Association or any other person as determined by the Board from time to time

Amendment 3.

Proposal to amend the following section of the constitution

Rule 5

5.4 (a) (iii)

lodged with the Chief Executive Officer

To

lodged with a person, or in a manner, as determined by the Board from time to time

Amendment 4.

5.4 (b)

Remove this clause

The Chief Executive Officer shall refer any application to the Board requesting a Board decision whether to approve or decline the application.

Amendment 5.

5.4 (c)

Remove this clause

If the Board approves the application for membership, the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that it is approved for membership, which shall commence on entry into the register of members in accordance with Rule 5.4(e).

Amendment 6.

5.4 (d)

Amend from

If the Board declines an application for membership, the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that its membership application has been declined. The Board is not required to give reasons for its decisions.

To

If the Board declines an application for membership the applicant shall be notified in writing that his application has been declined. The Board is not required to give reasons for its decisions.

Amendment 6.

5.4 (e)

Amend from

If the application for membership is approved, the Chief Executive Officer shall enter the applicant's name in the register of members, and upon the name of the applicant being so entered, the applicant becomes a Member. The Chief Executive Officer shall also enter the class of membership afforded to a Member.

To

If the application for membership is approved the applicant's name shall be entered in the register of members, and upon the name of the applicant being so entered, the applicant becomes a Member.

Amendment 7.

Rule 7

7.1

Amend heading from

Chief Executive Officer to Keep Register of Members

To

Register of Members

Reason: Remove reference to CEO.

Amendment 8

Rule 7

The sentence be amended from

The Chief Executive Officer shall keep and maintain a register of Members in which shall be entered:

To

The Association shall keep and maintain a register of Members in which shall be entered:

Amendment 9.

Rule 9
9.1 (c)
Amend from
Director shall not be a member of the Disciplinary Tribunal
To
Director may be a member of the Disciplinary Tribunal

Amendment 10.

9.3
Amend from
The hearing must be held not earlier than 14 days and not later than 28 days...
To
The hearing must be held not earlier than 7 days and not later than 21 days.....

Amendment 11.

Rule 10
10.2 (d)
Amend from
receive and consider the statement submitted by the Board in accordance with section 30(3) of the Act
To
receive and consider the statement submitted by the Board in accordance with part 7 of the Act

Amendment 12.

Rule 12
12.1 (b)
Amend from
Notice of General Meeting shall be given at least 60 days prior to the General Meeting and shall specific the place and day and hour of the General Meeting
To
Notice of General Meeting shall be given at least 30 days prior to the General Meeting and shall specific the place and day and hour of the General Meeting

Amendment 13.

Rule 17
17.3 (c)
Remove this clause
a Chief Executive Officer

Amendment 14.

17.3 (d)

Remove the portion of the opening paragraph which reads with the exception of the Chief Executive Officer

Amendment 15.

Rule 18

18.1 (f)

Create this new clause to limit candidates to existing members of the Association
Members of the Association who are eligible to vote at General Meetings, and have paid any and all membership fees due at least 60 days prior to the date fixed for the Annual General Meeting.

Amendment 16.

Rule 21

21.7

Amend from

It is the duty of the Chief Executive Officer to record in the minutes any declaration made or any general notice given by a Director in accordance with Rule 21.5 and 21.6

To

It is the duty of the appropriate person nominated by the Board to record in the minutes any declaration made or any general notice given by a Director in accordance with Rule 21.5 and 21.6

Amendment 17.

Rule 22

22.1 (e)

Amend from

Within 7 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer

To

Within 7 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Association

Amendment 18.

Rule 23

Change the title from CHIEF EXECUTIVE OFFICER to SECRETARY

Appointment of Chief Executive Officer to SECRETARY

The Chief Executive Officer Secretary shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer Secretary, shall be entitled to notice of, to attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote. The role of the Secretary may be, but is not limited to, a paid employee of the Association or a Director or Officer of the Association.

Amendment 19.

Remove 23.2

23.2 Chief Executive Officer to Act as Secretary

The Chief Executive Officer shall act as and carry out the duties of secretary and, unless prohibited by law, the public officer and shall administer and manage the Association in accordance with this Constitution.

Amendment 20.

Proposed Change

Remove reference to CEO and change requirements to Secretary.

23.3 Specific Duties

The Secretary shall:

- (a) execute tasks relating to the day to day management of the Association;
- (b) as far as practicable attend all Board meetings and General Meetings;
- (c) prepare in consultation with the Chairman, the agenda for all Board meetings and all General Meetings;
- (d) cause to be kept minutes of the proceedings of all meetings of the Board and each General Meeting; and
- (e) regularly report on the activities of, and issues relating to, the Association. GFUL Constitution - Amended 20 November 2014 Page 22 of 26

23.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Secretary has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

Amendment 21.

Rule 24

Amend from

All cheques and other negotiable instruments shall be signed by 2 Directors or a Director and the Chief Executive Officer or in such other manner determined by the Board from time to time

To

All cheques and other negotiable instruments shall be signed by 2 Directors or in such other manner determined by the Board from time to time

Amendment 22.

Rule 25

(a)

Amend from

Except as otherwise provided in this Constitution, the Chief Executive Officer shall keep in his or her custody or control all books, documents and securities of the Association.

To

Except as otherwise provided in this Constitution, the Treasurer, or another person deemed suitable by the Board from time to time, shall keep in his or her custody or control all books, documents and securities of the Association.

Reason: Remove reference to CEO.

Amendment 23.

(b)

Amend from

A member may upon reasonable notice to the Chief Executive Officer, inspect the books, documents and securities of the Association.

To

A member may upon reasonable notice to the Chairman, inspect the books, documents and securities of the Association.

Amendment 24.

Rule 28

(a)

Amend from

The common seal of the Association shall be kept in the custody of the Chief Executive Officer.

To

The common seal of the Association shall be kept in a secure and locked environment.

Amendment 25.

(b)

Amend from

The common seal shall not be affixed to any instrument except by authority of the Board and the affixing of the common seal shall be attested to by the signatures of 2 Directors or of one Director and the Chief Executive Officer.

To

The common seal shall not be affixed to any instrument except by authority of the Board and the affixing of the common seal shall be attested to by the signatures of 2 Directors.

Amendment 26.

Rule 31

Amend from

The Association is authorised to trade in accordance with section 51 of the Act.

To

The Association is authorised to trade in accordance with section 33 of the Act.

Moved

B. Smith

Seconded

B. Beveridge

Carried

9. Meeting Close – 7.43 pm