



# Gippsland Umpires Association Annual General Meeting Minutes 2015

Monday, November 9, 2015  
7pm – Mercure Hotel, Warragul.

No.	Item
1.	<b>Present</b> <ul style="list-style-type: none"> <li>Chris Behrendorff</li> <li>Davyd Reid</li> <li>Geoff Legge</li> <li>Gillian Legge</li> <li>David Nash</li> <li>Jamie Warden</li> <li>Peter Warden</li> <li>Shane Morgan</li> <li>Sandra Morgan</li> <li>Dimitrios Tzitziras</li> <li>Bill Ross</li> <li>Allistair Bliss</li> <li>Leanne Bliss</li> <li>Paul Osborn</li> <li>Leigh Marriott</li> <li>Gerard Boland</li> <li>Paul Moseley</li> <li>Brett Marriott</li> <li>Brayden Marriott</li> <li>Peter Heywood</li> <li>Jeanette Heywood</li> <li>Simon Cuckson</li> <li>Bruce Pratt</li> <li>Rob Logan</li> <li>Trevor Griffin</li> <li>Rob Young</li> <li>Norm Dorling (late)</li> </ul>
2.	<b>Apologies</b> <ul style="list-style-type: none"> <li>Allan Magor</li> <li>Mick O'Neill</li> <li>Mick Talbot</li> <li>Terry Stroud</li> <li>Glenn Cameron</li> <li>Paul Vaughan</li> <li>Andrew McKenzie</li> <li>Jeremy Allen</li> <li>James Stuckey</li> <li>Jacob Stuckey</li> <li>Marcus Williams</li> <li>Travis Switzer (AFL Gippsland)</li> </ul>
3.	<b>Confirmation of AGM 2014 minutes</b> <b>Motion to accept</b> <b>Moved:</b> Jamie Warden <b>Seconded:</b> Shane Morgan <b>PASSED UNANIMOUSLY</b>
4.	<b>Business arising</b> <ul style="list-style-type: none"> <li><b>Audit:</b> As per a motion in the 2014 minutes, GUA approached Crowe Horwath to complete the 2015 external audit, subject to the cost not exceeding \$600. Following a quote of \$1500, GUA approached Carl Adams, who undertook the audit at a cost of \$600+CPI.</li> </ul>

**Motion to accept:**

**Moved:** Brett Marriott **Seconded:** Gillian Legge **PASSED UNANIMOUSLY**

## **5. Reports**

- **President's report – tabled as presented in the annual report by Chris Behrendorff**

**Motion to accept:**

**Moved:** Allistair Bliss **Seconded:** Gillian Legge **PASSED UNANIMOUSLY**

- **Committee of Management report – tabled as presented in the annual report by Chris Behrendorff**

**Motion to accept:**

**Moved:** Sandra Morgan **Seconded:** Jamie Warden **PASSED UNANIMOUSLY**

- **Treasurer's report – tabled as presented in the annual report by Geoff Legge**
  - o Geoff noted the introduction of the RAC led to a modification of the accounts to a more computerised system and use of a chart of accounts
  - o With the chart of accounts from this year and last year, where he was using an Excel spreadsheet, Geoff was unable to put in comparative figures that were meaningful
  - o Reports were an amalgamation of the Social Club and the GUA or umpiring area
  - o Total profit for the year in round figures was \$43,300. Of that, the Social Club contributed just on \$4,000
  - o Last year's Life Member's Dinner was in August and was reflected in last year's figures, while there were no match fee deductions for Life Member's Dinner in September
  - o This year's Life Member's Dinner and presentation night were in September, and will be reflected in next year's figures
  - o Geoff noted there may be income from last year reflected in this year's figures, due to the change in financial year
  - o

**Motion to accept:**

**Moved:** Brett Marriott **Seconded:** Rob Logan **PASSED UNANIMOUSLY**

- **Umpire operations report – tabled as presented in the annual report**

**Motion to accept:**

**Moved:** Peter Heywood **Seconded:** Paul Moseley **PASSED UNANIMOUSLY**

- **Social club report – tabled as presented in the annual report**

**Motion to accept:**

**Moved:** Dimitrios Tzitziras **Seconded:** Leigh Marriott **PASSED UNANIMOUSLY**

## 6. Special resolutions

Three notices of motion presented in accordance with Association rules were received.

**Special Resolution 1:** *That Gippsland Umpires Association Inc. replaces the generic Consumer Affairs Victoria Model Rules for an Incorporated Association under which it presently operates, with a set of rules of its own that more specifically relate to its particular circumstances.*

Paul Osborn noted that while the CAV model rules had served well as an interim measure, aspects of them need to be amended to better meet GUA's changing circumstances. He also pointed out that the number of rule changes required to achieve this, particularly in relation to a new Committee of Management structure, could not be accommodated within the model rules, and that adoption of the proposed new rules would mean that GUA would be operating under its own rules if the resolution is successful and the new rules are accepted by CAV.

### **Motion to accept Special Resolution 1:**

**Moved:** Paul Osborn **Seconded:** Jamie Warden. **PASSED UNANIMOUSLY**

Paul Osborn was then invited to outline the proposed new rules that had been drafted and elaborate on the major changes to the existing rules for clarification and discussion.

Each of the major changes proposed to the 2012 model rules (M.R.) were specified, discussed and their acceptance determined by a vote. Outcomes were as follows:

**(a) Model Rules (M.R.) Rule 2** - that a statement of purposes be included in the rules (Paul Osborn/Jamie Warden). Passed unanimously.

**(b) M.R. Rule 3** - that the Association's financial year change to 1 November – 31 October (Paul Osborn/Chris Behrendorff). Passed unanimously.

**(c) M.R. Rule 7** - that minimum number of members be increased to 50. Amendment (Jamie Warden/Bill Ross) that the minimum number of members remain at 5 as per model rules was passed unanimously. Proposed new rules amended accordingly.

**(d) M.R. Part 3; Division 1** - Additional rule which supersedes **M.R. Rule 14** and recognises the following member categories: General which includes both umpiring and non-umpiring members; Associate which includes members under the age of 15 and interested Association Life Members; and any other category determined by the Committee or passed by resolution (Paul Osborn/Paul Moseley). Passed unanimously.

**(e) M.R. Rule 12** (Proposed Rule 13) – that members joining the Association after the start of the financial year pay pro rata membership fees. Amendment (David Nash/Jamie Warden) - that a single membership fee should apply was passed unanimously. Proposed new rules amended accordingly.

**(f) M.R. Rule 17 Sub-rule (2)** – that, in the absence of a letter of resignation, a member who does not attend Association functions and fails to complete the annual "Renewal of Membership" form by the deadline determined by the Committee, shall be deemed to have resigned, unless information to the contrary is received, and the resignation date recorded will be that of the deadline. **Sub-rule (3)** – that former members who have resigned or have been deemed to have

resigned and subsequently wish to rejoin the Association must re-apply for membership. (Paul Osborn/Sandra Morgan). Passed unanimously.

**(g) M.R. Rule 30 Sub-rule (3)(e)** – that the business of annual general meetings includes nominating the auditor for the current financial year. **Sub-rule (4)** – that items of special business may be included in the business of annual general meetings, provided that notice is given in accordance with the rules (Paul Osborn/Jamie Warden). Passed unanimously.

**(h) M.R. Rule 33(2)(c)** – that the notice for a general meeting must state in full any special resolution or item of special business for consideration and identify its proposer (Paul Osborn/Jamie Warden). Passed unanimously.

**(i) M.R. Rule 44** – that a two-tier committee structure made up of executive members (i.e. President, Vice-President, Secretary and Treasurer) and ordinary members be adopted (Paul Osborn/Jamie Warden). Passed unanimously.

**(j) M.R. Rule 50** – that at annual general meetings the Chairperson must declare vacant the two executive positions and the two ordinary member positions (if retained) that expire at that meeting and hold elections for those positions (Paul Osborn/Simon Cuckson). Passed unanimously.

**(k) M.R. Rule 51** - that written nominations for committee vacancies are the preferred method of calling for nominations for election to the committee (Paul Osborn/Jamie Warden). Passed unanimously.

**(l) M.R. Rule 52** – that elections are only held for executive positions whose term has expired (Paul Osborn/Jamie Warden). Passed unanimously.

**(m) M.R. Rule 53** – that the Committee determine the number of ordinary members to be elected each year (Paul Osborn/Jamie Warden). Passed unanimously.

**(n) M.R. Rule 55(1)** – that the term of office for both executive and ordinary committee members be two years rather than one (Paul Osborn/Simon Cuckson). Passed unanimously.

**(o) M.R. Part 7 - General Matters. Rule 72** – deleted: no common seal held. New rule – Rule 74 – relating to the adoption of policies and by-laws to supplement the Association rules included (Paul Osborn/Brayden Marriott). Passed unanimously.

It was also noted that changes to the wording of some rules that did not alter their meanings were also proposed. These involved rules 4, 10, 34, 35, 36, 42, 55(2), 73, 75(3) and 77 of the Model Rules.

**Motion that the proposed new rules as amended be adopted subject to CAV approval:**

**Moved:** Paul Osborn **Seconded:** Jamie Warden. **PASSED UNANIMOUSLY**

**Special Resolution 2:** - *That the number of Ordinary Members elected to the Committee of Management be increased from two to four for the next year.*

Paul Osborn explained that this resolution is necessary to increase the number of ordinary members as the 2012 Model Rules, which are still in force, require the membership to determine the number of ordinary members to be elected.

**Motion to accept Special Resolution 2:**

**Moved:** Paul Osborn **Seconded:** Rob Logan. **PASSED UNANIMOUSLY**

**Special Resolution 3:** - *That two of the committee of management nominees (i.e. president, vice-president, secretary and treasurer) are elected for a one year period and the remaining two are elected for two years at the 2015 annual general meeting (subject to acceptance of Special Resolution 1) and that two of the four ordinary members are elected for one year and the other two have a two year period of office.*

The rationale given for this resolution was that it allows for the introduction of staggered terms necessary for half-committee elections in future.

**Motion to accept Special Resolution 3:**

**Moved:** Paul Osborn **Seconded:** Brayden Marriott. **PASSED UNANIMOUSLY**

## **7. Election of office bearers**

- Chris Behrendorff declared all positions vacant.
- Chris Behrendorff vacated the chair and called on Allistair Bliss to conduct the election of office bearers.

**President** – Chris Behrendorff, **Nominated** by Peter Heywood for a one-year term, **Seconded** by Marcus Williams. **Nomination accepted**

**Vice president** – Peter Heywood, **nominated** by Chris Behrendorff for a two-year term, **Seconded** by Marcus Williams. **Nomination accepted**

**Secretary** – Davyd Reid, **Nominated** by Allan Magor for a two-year term, **Seconded** Geoff Legge. **Nomination accepted**

**Treasurer** – Geoff Legge, **Nominated** by Davyd Reid, **Seconded** by Allan Magor for a one-year term. **Nomination accepted**

**Ordinary member** – Jamie Warden, **Nominated** by Chris Behrendorff, **Seconded** by Marcus Williams for a two-year term. **Nomination accepted**

**Ordinary member** – Paul Osborn, **Nominated** by Chris Behrendorff, **Seconded** by Marcus Williams for a one-year term. **Nomination accepted**

**Ordinary member** – Terry Stroud, **Nominated** by Chris Behrendorff, **Seconded** Marcus Williams for a two-year term. **Nomination accepted**

**Ordinary member** – Shane Morgan, **Nominated** by Chris Behrendorff, **Seconded** by Marcus Williams for one-year term. **Nomination accepted**

- Chris Behrendorff reclaimed the chair and thanked the outgoing committee members for their work for the season, being David Nash and Michael Talbot.

## **8. Annual subscription**

- Geoff Legge reported in past seasons it had been \$30 and \$15.

- Paul Osborn suggested that non-umpiring members should not have a fee with the exception of coaching staff and others on an honorarium.
- David Nash suggested members under the age of 18 as of January 1 should be classified as a junior member.

**Paul Osborn proposed that annual subscription fee be at \$30 for adults and \$15 for juniors (those under the age of 18 as of January 1) with non-umpiring members not receiving an honorarium exempt.**

**Moved: Jamie Warden Seconded: Rob Logan PASSED UNANIMOUSLY**

#### **9. Appointment of auditor**

- Geoff Legge reported he had no doubt that Carl Adams would be happy to continue.

**Chris Behrendorff proposed any investigations for an auditor include Crowe Horwath and Carl Adams in the event that it does not exceed \$700 and the auditor is insured**

**Moved: Brett Marriott Seconded: Norm Dorling PASSED UNANIMOUSLY**

- Shane Morgan requested Geoff Legge find out how many hours Carl Adams spent on conducting the audit and report back to the committee of management at its next meeting.

**Meeting closed 8.21pm**

**Next meeting: TBA**