

# Minutes of the VOA Annual General Meeting

<b>What</b>	: AGM - Victorian Orienteering Association		
<b>When</b>	: 24th May 2013		
<b>Where</b>	: ORC		
<b>Present</b>	: Bruce Arthur (President)	Ruth Goddard (Treasurer)	Don Fell (Secretary)
	Michael Hubbert	Kath Liley	Margi Freemantle
	Peta Whitford	Mark Hennessy (Vice-President)	Craig Feuerherdt (Vice-President)
	Matt Doyle	Sheila Colls	Debbie Dodd
	Ian Dodd	Kevin Maloney	Lanita Steer
	Ilze Yeates	Dennis Mews	Steve Doyle
	Janine Steer	Laurie Niven	Paul Adrian
	Ted Van Geldermalsen	John Sheahan	Jenny Sheahan
	Peter Yeates	Russell Bulman	Jim Russell
	Alan Leenaerts		
<b>Apologies</b>	Blair Trewin	Fiona Fell	Rob Edmonds
	Rex Niven	Dorothy Adrian	Rob Fell
	John Colls		

## MINUTES OF PREVIOUS AGM

- Accepted (Moved K Liley/P Yeates)

## PRESIDENT'S REPORT

Bruce provided the highlights: from his President's Report in the Annual Report:

- Major events hosted by Victoria – Christmas 5-Days 2012, Preparation for Easter 3 Day 2013.
- Thanks to all involved in these carnivals, the Easter team led by John Colls and Chris Norwood, and the Bendigo club, and Warwick Williams and his team.
- Warwick Williams awarded 2012 Event Manager of the Year for Christmas 5 Days.
- Craig Feuerherdt for project management of the Eventor implementation and the Jaffe family for customer service to orienteers with the Eventor implementation for Easter.
- Dennis Mews employed as Communications and Marketing Officer.
- Thanks to Les Bright for his years as the weekly ONews editor.
- Communications strategy being developed with use of the social media such as Facebook groups.
- Park and Street Orienteering growth with its simple and accessible events.
- Gippsland Project introduced 50 new people to the sport.
- MelBushO series continues to grow with its easy access to bush based events close to Melbourne.

Next 12 months:

- 2013 Easter Championships
- Preparation for 2015 Australian Championships carnival.

## **ANNUAL/FINANCIAL REPORT**

- Ruth presented the financial reports to the meeting with notes and comments. Accounts show a surplus of \$65K for the year but there is actually a balance between income and expenses. Accepted (Moved M Hennessy/J Russell)

## **ELECTIONS**

Nominations for the Board were received and resulted in the following:

Ian Dodd took the chair for election of a new Board.

President	Bruce Arthur	(Nominated D Dodd/K Liley) There being no other nomination Bruce was declared elected.
Treasurer	Ruth Goddard	(Nominated L Niven/I Dodd)
Secretary	Don Fell	(Nominated K Liley/P Yeates)
Vice President	Craig Feuerherdt	(Nominated R Goddard/D Dodd)
Vice President	Vacant	No nominations. Position remains vacant.

## **GENERAL BUSINESS**

### **PRESIDENT'S AWARD**

Two awards were made this year for outstanding service to Orienteering Victoria.  
Eventor Project Management - Craig Feuerherdt

### **LIFE MEMBERSHIP AWARDS**

Honorary life membership was awarded to John and Jenny Sheahan. Moved B Arthur, Seconded D. Dodd

### **CONSTITUTIONAL AMENDMENT**

A series of amendments to the OV Constitution was proposed by the Secretary to align it with the requirements of the new Associations Incorporation Reform Act 2012.

After discussion of each of the proposed clause changes it was proposed that in clauses 10.16.2 and 10.16.4 the references to Council be changed to refer to the Board. This change was accepted by the Secretary.

A motion was put that the VOA Constitution be amended as per the revised document describing the amendments to the Constitution. Moved K Liley, seconded I Dodd. The motion was carried on show of hands.

Amendment document is appended to these minutes.

Meeting closed at 8.15pm and was followed by supper and the

### **GUEST SPEAKERS**

Debbie and Ian Dodd and Peter & Ilze Yeates presented a fascinating insight into orienteering around Istanbul in Turkey and Venice, Italy, supported by photograph display.

Mary Fleming, Lanita Steer and Matt Doyle then spoke about their experiences at the Schools Championships, JWOC preparation and their training.

The evening closed at 9:30pm.

Motion to amend the Rules and Constitution of the Victorian Orienteering Association Inc. at Annual General Meeting 24/5/2013

The intention of this amendment is to amend the Rules and Constitution of VOA Inc. to comply with the requirements of the new Associations Incorporation Reform Act 2012.

Schedule 1 of the new Act lists items which must be addressed. Refer document “Adapting to New Laws.pdf”

This amendment addresses the Schedule 1 compliance, defines VOA Inc as a not for profit organisation, removes references to the Public Officer and describes the mandated responsibilities of the Secretary and Treasurer, permits communication by electronic means and adds wording to recognise electronic funds transfers as financial instruments.

The following table describes the proposed changes.

New text is in purple italics and is usually as is written in the Model Rules which Associations may use.

Clause	Existing constitution	Proposed Amendments	Explanation
2.6	<b>2.6</b> 'The Act' means the Associations Incorporation Act 1981 as amended from time to time.	<b>2.6</b> 'The Act' means the Associations Incorporation Reform Act 2012 as amended from time to time.	Update to refer to the new Act
6	<b>6. REGISTER OF MEMBERS</b>  The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer by appointment.	<b>6. REGISTER OF MEMBERS</b>  The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary by appointment.	Change Public Officer to Secretary
10.14.2	<b>10.14.2</b> The Common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures either of two Officers of the Association or of one Officer of the Association and of the Public Officer of the Association.	<b>10.14.2</b> The Common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures of two Officers of the Association.	Remove reference to Public Officer
10.16.2	<b>10.16.2</b> The Council may appoint a person to fill a casual vacancy in the Officers of the Association. Any person so appointed shall hold office until the next Annual General Meeting, or until a Special General Meeting called in accordance with Clause10.17 or Clause 12.	<b>10.16.2</b> The Board may appoint a person to fill a casual vacancy in the Officers of the Association. Any person so appointed shall hold office until the next Annual General Meeting, or until a Special General Meeting called in accordance with Clause10.17 or Clause 12. <i>If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.</i>  <i>10.16.4 The Board may continue</i>	Introduce filling of casual vacancy positions as for Model Rules

		<i>to act despite any vacancy in its membership.</i>	
9.5	<p><b>9.5 Treasurer</b></p> <p>The Treasurer of the Association:</p> <p><b>9.5.1</b> Shall collect and receive all moneys due to the Association and make all payments authorised by the Association.</p> <p><b>9.5.2</b> Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. Such accounts and books shall be available for inspection by members by appointment.</p>	<p><b>9.5 Treasurer</b></p> <p>The Treasurer of the Association:</p> <p><b>9.5.1</b> Shall collect and receive all moneys due to the Association and make all payments authorised by the Association.</p> <p><b>9.5.2</b> Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. Such accounts and books shall be available for inspection by members by appointment.</p> <p><i>9.5.3 Ensure that the financial records of the Association are kept in accordance with the Act; and</i></p> <p><i>9.5.4 Coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.</i></p> <p><i>9.5.5 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.</i></p>	Additional clauses as for Model Rules
9.6	<p><b>9.6 Secretary</b></p> <p>The secretary of the Association or his or her nominee shall keep minutes of the resolutions and proceedings of Annual and Special General Meetings and meetings of the Council and the Board in books provided for that purpose together with a</p>	<p><b>9.6 Secretary</b></p> <p><i>9.6.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.</i></p> <p><b>9.6.2</b> The secretary or his or her nominee shall keep minutes of the resolutions and proceedings of Annual and Special General</p>	Additional clauses as for Model Rules

	<p>record of the names of persons present at such meetings. These minutes shall be available for inspection by members by appointment.</p>	<p>Meetings and meetings of the Council and the Board in books provided for that purpose together with a record of the names of persons present at such meetings. These minutes shall be available for inspection by members by appointment.</p> <p><i>9.6.3 The Secretary must</i></p> <p><i>(a) maintain the register of members in accordance with clause 5.10.4 and clause 6; and</i></p> <p><i>(b) keep custody of the common seal (if any) of the Association and, except for the financial records, all books, documents and securities of the Association in accordance with Section 10.15; and</i></p> <p><i>(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and</i></p> <p><i>(d) perform any other duty or function imposed on the Secretary by these Rules.</i></p> <p><i>9.6.4 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.</i></p>	
	<p><b>3. COMPOSITION</b> The Association shall consist of all registered members as defined under Clause 5.</p>	<p><b>3. COMPOSITION</b> The Association shall consist of all registered members as defined under Clause 5.</p> <p><i>The Association must have at least 5 members.</i></p>	<p>Additional clause as for Model Rules</p>
<p><b>5.3 (h)</b></p>	<p>5.3 (h) be entitled to vote at the Annual General Meeting and Special General Meetings</p>	<p>5.3 (h) be entitled to vote at the Annual General Meeting and Special General Meetings provided that</p> <p><i>(a) more than 10 business days have passed since he or she became a member of the Association; and</i></p> <p><i>(b) the member's membership rights are not suspended for any reason.</i></p>	<p>Additional clauses as for Model Rules</p>

<b>Statement of Purpose for VOA Inc.</b>		<b>15. A Not for profit organisation</b> The Association must not distribute any surplus, income or assets directly or indirectly to its members.	Additional purpose
11.7 Reimbursement	11.7 Reimbursement The Council shall have the power to agree to reimbursement of members of the Association for out-of-pocket expenses incurred on behalf of the association. The rates and limits of such reimbursement shall be set by the Council or the Board.	11.7 Reimbursement The Council shall have the power to agree to paying a member a) Reimbursement for out-of-pocket expenses incurred on behalf of the association, or b) For goods and services provided by the member – if this is done in good faith on terms no more favourable than if the member was not a member.  The rates and limits of such payments shall be set by the Council or the Board.	Addition of payment for goods and services as per Model Rules.
11.2.1	11.2.1 All cheques or other financial instruments shall be signed by two designated signatories of the Association.	11.2.1 All cheques or other financial instruments ( <i>including electronic funds transfer</i> ) shall be signed by two designated signatories of the Association.	Add reference to electronic funds transfer.
11.4.3		<i>11.4.3 The Board may authorise the Treasurer to expend funds on behalf of the Association (including electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.</i>	New clause as per Model Rules