



MINUTES FROM THE SPECIAL GENERAL MEETING OF THE
GEELONG BUSINESS CLUB
8/11/2021
5.30pm, Captains Room at GMHBA Stadium

NOTICE OF MEETING	Notice of the Meeting was made available to all members for the year 2021 on the 8 th November via email and on the Geelong Business Club website. The purpose of this meeting was to vote on the proposed amendments to Geelong Business Club (“GBC”) Inc Rules as set out in the documents that were attached
CHAIRPERSON	Maree Herath, President of the Geelong Business Club, advised that she would act as Chairperson of the meeting. There were no objections from those present.
QUORUM:	Pursuant to Clause 20.2 of the Constitution, a quorum with more than 20 members present at the meeting can proceed. As a quorum was achieved the meeting was appropriately constituted.
REGISTER OF ATTENDANCE:	The Register of Attendance of the meeting was tabled (included as Annexure A) and made available for inspection by those present.
PROXIES:	No Proxies were tabled
AGENDA	<p>The Chairperson referred to the agenda included with the notice of the Special General Meeting and outlined the agenda items as:</p> <ol style="list-style-type: none">1. Apologies Sarah Taylor-Wilson, Ross Hultgren, Beverley McArthur, Max Findley and Peter Landers, Stuart Whitehead and Jack Ayerbe2. To receive and adopt the proposed amendments to Geelong Business Club (“GBC”) Inc Rules of the Geelong Business Club Constitution3. Any other business
VOTING	Ms Herath advised that a purpose of the meeting according to the Agenda contained within the notice of the meeting was for members to consider, and if thought fit, approve the proposed resolutions to update the Geelong Business Club’s Rules. The objective of updating the Rules was for them be revised to reflect revised laws applicable to Incorporated Associations in Victoria and so that the ordinary business of the Geelong Business Club could be conducted in the event of further pandemic events and associated restrictions being imposed on the GBC.

The Chairperson advised that unless a poll was requested, the vote in respect of each resolution would be conducted by a show of hands. As the resolutions proposed to change the GBC's Rules there were special resolutions and would be passed only if 75% of members present, and voting at the meeting, voted in favour. It was also noted that any dissenting votes were requested yet if 75% of attendees entitled to vote were in favour, the resolution would be taken to have passed.

RESOLUTIONS

The chairperson noted there were special resolutions on certain matters they would be putting to the meeting.

The below special resolutions were then put to the meeting. As each resolution was put forward, the chairperson allowed reasonable time for questions and consideration.

MINUTES OF SPECIAL GENERAL MEETING

The chairperson to read out the proposed resolution as follows:

The proposed amendments to the Rules of the GBC for members consideration are set out in the resolutions below for members to vote on:

1. Proposed Special Resolution:

Amend reference to Associations Incorporation Act, 1981 contained in the Rules to refer to Associations Incorporation Reform Act 2012.

The purpose of this amendment to the Rules is to correct the reference to the revised laws applicable to Incorporated Associations in Victoria introduced in 2012.

Moved: Andrew Lawson

A vote was taken and declared carried on a show of hands.

The chairperson declared the special resolution passed.

2. Proposed Special Resolution:

Amend definition of "Act" contained in the Rules (currently referring to the Incorporated Associations Act, 1981) to be the Associations Incorporation Reform Act, 2012.

The purpose of this amendment to the Rules is to correct the reference to the revised laws applicable to Incorporated Associations in Victoria introduced in 2012.

Moved: Nigel Robinson

A vote was taken and declared carried on a show of hands.

The chairperson declared the special resolution passed.

3. Proposed Special Resolution:

Insert new definition in the Rules to define “Pandemic Event” which is to read:

“A health event including a declared outbreak, whether declared by the Commonwealth of Australia or the State of Victoria resulting in government-imposed restrictions on public meetings or social interactions”

The purpose of this amendment is, in the event of unforeseen pandemics and correlated restrictions being imposed, to empower the Geelong Business Club to adapt its ordinary operations to enable the ongoing provision of the Geelong Business Club’s objectives to members.

Moved: Karl Morris

A vote was taken and declared carried on a show of hands.

The chairperson declared the special resolution passed.

4. Proposed Special Resolution:

Rule 28.3.2 shall be amended to read:

“The committee shall consist of a minimum of three ordinary members”.

The purpose of this amendment is to ensure the Committee of Management meetings can be sufficiently constituted to achieve a quorum and ensure the smooth conduct of Geelong Business Club’s affairs with timely decision making.

Moved: Sue Marshman

A vote was taken and declared carried on a show of hands.

The chairperson declared the special resolution passed.

5. Proposed Special Resolution:

Rule 35.1 shall be amended to read:

“Any four members of the committee”

The purpose of this amendment is to reduce the quorum in line with the proposed change to ordinary member numbers of the Committee of Management in the previous proposed resolution.

Moved: Damien Chappell

A vote was taken and declared carried on a show of hands.

The chairperson declared the special resolution passed.

6. Proposed Special Resolution

Insert an additional Rule being Rule 49 and is to read as follows:

“During a pandemic event, the Committee is given additional flexibility or powers as set out in Appendix 5, and, notwithstanding anything else contained in these Rules, during a pandemic event, rules 1 – 48, to the extent of inconsistency with Appendix 5, are to be read in a manner consistent with giving the Committee the ability to run the Club with the additional flexibility provided in Appendix 5.”

The purpose of this amendment is, in the event of unforeseen pandemics and correlated restrictions being imposed, to empower the Geelong Business Club to adapt its ordinary operations to enable the ongoing provision of the Geelong Business Club's objectives to members.

Moved: Alex Rubilar

A vote was taken and declared carried on a show of hands.

The chairperson declared the special resolution passed.

7. Proposed Special Resolution

Insert Appendix 5 to the Rules. Appendix 5 is to read as follows:

Appendix 5 - Special arrangements for pandemic event affected years:

- a. The Committee may levy subscriptions other than on an annual basis;**
- b. If an Annual General Meeting cannot practically be held in person, it may be held using technology;**
- c. A meeting commencing in person, but needing to be adjourned, may be adjourned to be a meeting held using technology;**
- d. Ordinary monthly meetings of the Club can be held using technology.**
- e. Committee meetings of the Club can be held using technology.**

The purpose of this amendment is, in the event of unforeseen pandemics and correlated restrictions being imposed, to empower the Geelong Business Club to adapt its ordinary operations to enable the ongoing provision of the Geelong Business Club's objectives to members.

Moved: Norm Lyons

A vote was taken and declared carried on a show of hands.

The chairperson declared the special resolution passed.

**GENERAL
BUSINESS**

The Chairperson asked those present if there was any further business.
There was none.

CLOSURE

There being no further discussion, the Chairperson declared the meeting closed at 5.56 PM

Signed as a correct record of the meeting.



**MAREE HERATH
CHAIRPERSON**

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ANNEXURE A - MEMBER ATTENDANCE

Scott	Andersen
Andrew	Alexander
Chris	Arnold
Dean	Bertuch
Robert	Birch
Damien	Chappell
Mike	Dean
James	Dean
Nick	Eccleston
Tim	Farely
Amy	Fisher
David	Galbally
Nathan	George
Allana	Goldsworthy
Simon	Hardiman
Maree	Harris
Adrian	Henry
Maree	Herath
Sharon	Hill
Donna	Hoffman
Robert	Hunter
Pam	Hutchinson
Geoff	Hutchinson
Renee	Jovic
Gareth	Kent
Kirsten	Kilpatrick
Matthew	Kinross-Smith
Mitchell	Koroneos
Andrew	Lawson
Norm	Lyons
Sue	Marshman
Ross	McLachlan
Karl	Morris
Daniel	Nardi
Deb	Nash
Dan	Nicholls
Denice	O'Neill-Schlank
Colin	Peel
Priscila	Pettiford
Nigel	Robinson
Alex	Rubilar
Ben	Russell
Mitchell	Saffin
Rick	Schnabel
Don	Shields
Drago	Skok
John	Stekelenberg
Lachlan	Hodgson
Anthony	Tripolino
Scott	Walker
Scott	Warren
Michael	Watson
Richard	Weston
Jackson	Wilson
JulieAnn	Wuttke