



**Special General Meeting Agenda & Minutes**

6:30 PM, August 30 2017 | Location: Honeywood Estate Satterley Sales Office

**Attendees**

Committee Members (put a **x** for those present):

<b>X</b>	<b>JM</b>	<b>X</b>	<b>AW</b>	<b>X</b>	<b>HR</b>	<b>A</b>	<b>MS</b>	<b>A</b>	<b>MM</b>
<b>X</b>	<b>AS</b>	<b>X</b>	<b>TA</b>	<b>X</b>	<b>RM</b>	<b>X</b>	<b>AC</b>	<b>X</b>	<b>Philippa</b>

Other Attendees:

LE, LE?, MR, RP (late arrival)
--------------------------------

*A quorum will be deemed complete if ten Honeywood Residents Group members are present, at least two of whom are executive committee members.*

**Agenda**

The purpose of this meeting is exclusively to approve the Special Resolution, detailed on the following page, which is to "adopt in its entirety the revised constitution referred to as Version 2.2, a draft copy of which is attached along with a list of the proposed alterations from the current version." The reason for these suggested changes is to bring the HRG Constitution in line with the requirements of the Associations Incorporation Act of 2015.



## Special Resolution: 30<sup>th</sup> August 2017

“To adopt in its entirety the revised constitution referred to as Version 2.2, a draft copy of which is attached along with a list of the proposed alterations from the current version.”

### The list of proposed alterations:

- Addition of clearer section numbering
- Correction of spelling errors
- Updated references to the Associations Act to reflect the 2015 Act sections
- Extended wording of Objective (3.1) to encompass greater suburban Wandī (previously “Honeywood Estate”)
- Removed Objective 3.2 from current constitution – “To promote local interest in the location of Honeywood”
- Reworded Clause 5.1 to meet the Not For Profit required clause wording.
- Removed Ordinary Membership as we cannot legally represent residents who do not actively seek membership (Clause 6, 6.1, 6.3)
- Removed upper limit on number of committee members permitted (Now 7.2.2, prev. 7.1)
- Added clause to allow executive committee members to serve in a two roles in a temporary capacity in the case of a position being made vacant (Now 7.2.3)
- Added clause to ensure that a minimum of 80% of **committee members** must reside in suburban Wandī, in order to best meet the objectives of the Association (Now 7.2.4)
- Added clause to specify election period (1 year) of non-executive members (Now 7.3.5)
- Add wording to clause 7.3.9 (prev 7.2.8) to specify that sub-committee members must be financial members of the association
- Reworded clause 7.5.2 (now 7.6.2) and clauses 8.2 & 8.3 for clarification (no change in meaning)
- Changed “approved leave” to “tendered apology” in Section 11.1
- Changed Section 12 to “**Annual** General Meetings (AGM)” – previously just “General Meetings” to avoid ambiguity
- Moved clause 12.3 (old rules) to section 16.1.5 – General Meeting Procedures & Quorum (Version 2.0)
- Removed clause about notice board (prev. 12.4) due to lack of physical notice board
- Added a requirement to section 12.2 (prev 12.5) to submit agenda items for the AGM at least 2 days prior to the scheduled date
- Removed the specification of when the first AGM will be held as it is no longer relevant (prev. 12.6)
- Added Section 15 – Special Resolutions as required by Associations Act 2015
- Added clause 16.1.1 (New) to specify that members shall be advised of general meetings at least 14 days prior
- Added clause 16.1.3 (New) to specify that at least 80% of members voting must reside in suburban Wandī to pass a special resolution
- Added dispute resolution section (new 18.5) as required by the Associations Act 2015
- Removed the requirement for a common seal (Now Section 27, prev. 26)

# Minutes

*Please note that only points of discussion or exception are being recorded; if nothing is noted for one of the points above, it means that it was unanimously approved without issue.*

## 6.30

### Opening the Meeting

JM opened the meeting, and clarified what the Special Resolution is, and why it has been made necessary; all attendees received reading copies of the Special Resolution, and those who have not already seen the updated version could also read the latest version of the constitution.

The opportunity was also taken to fix any minor errors in the Constitution, and to disambiguate any wording that may have been confusing before.

### RE: Changed "approved leave" to "tendered apology" in Section 11.1

LE raised the point that we must have a contingency plan in place for cases where committee members stop attending meetings or participating in the committee's running. AS and JM addressed this concern by reference to a different clause that allows the committee at large to remove a committee member if they are no longer attending/participating.

### RE: Added clause 16.1.3 (New) to specify that at least 80% of members voting must reside in suburban Wandri to pass a special resolution

LE queried how we can monitor that 80% of the people in attendance at a meeting are in fact from suburban Wandri. JM and AS clarified that we keep an up-to-date list of all members, and by using a system such as a sign-in form, we can count before we take a vote that we have sufficient suburban Wandri representation.

### RE: Added dispute resolution section (new 18.5) as required by the Associations Act 2015

LE raised the suggestion that JM should substitute 'resolution' in the place of 'discussion,' but the majority of the committee agreed that since the purpose is 'resolution,' it makes sense to have 'discussion' as one of the means of reaching resolution so the wording is remaining the same in this section.

### Corrections

The only change to be made to the updated version is in section 15.1.1, to reword 'special or general' to 'special or annual.'

### Move to Accept the Special Resolution

JM moved that the Special Resolution be passed; unanimously approved.

## 7.00

### Action

Submitting the updated Constitution to AssociationsOnline (in Department of Commerce)	JM
---	----