

ESCFAN Inc. Annual General Meeting Minutes

Day / date: Saturday, 3 August 2019
Time: 4:11 p.m. AEST
Place: Inflation Entertainment Complex, 60 King St, Melbourne VIC 3000

WELCOME The Chairperson, Vice-President Christopher Dean, welcomed members to the 4th Annual General Meeting

RECORDING OF MEETING **Motion:** THAT the proceedings of the annual general meeting be recorded for the purposes of the minutes.

Moved: Simone McDonnell

Seconded: Jon Gellibrand

Declared: Carried unanimously

Motion: THAT the proceedings of the annual general meeting be streamed online.

Moved: Simone McDonnell

Seconded: Matthew O'Sullivan

Declared: Carried unanimously

INTRODUCTION The Chairperson gave an outline of the purpose of the meeting and how it would be conducted

AGENDA ITEM 1: Registrations by Secretary of members in attendance entitled to vote, and of proxies received by the Chairperson The Chairperson noted that:
(a) members in attendance who are eligible to vote have been marked off and registered on the attendance sheet (subject to any latecomers);
(b) proxies received have also been registered, and the original proxy forms given to the Chair

AGENDA ITEM 2: Apologies The Secretary, Kurtis Carter, noted that three apologies had been received:

- i. Troy Bass
- ii. Chris Greaves
- iii. Michael Romano

**AGENDA ITEM 3:
Confirmation Of
Quorum**

The Chairperson confirmed that the eligible members present in person or by proxy is 107 (49 attendees, 58 proxies) - quorum required is 53, there are more than 10% of eligible members present, meaning the meeting has a quorum.

Josephine Kneipp asked if there was an acknowledgement of country and asked for it to be noted.

Josephine Kneipp gave an acknowledgement of country.

**AGENDA ITEM 4:
Acceptance of
Minutes of previous
Annual General
Meeting (only
members who
attended the AGM
on 19 August 2017
may vote on
acceptance of the
minutes)**

Motion: THAT the minutes of the Annual General Meeting of ESCFAN on 1 September 2018 as circulated be accepted as a true and accurate record of that meeting.

Alistair Craig mentioned that it is Fleur Menezes not Fleur Menzies.

Amended.

Moved: Fleur Menezes

Seconded: Matthew O'Sullivan

Declared: Carried unanimously.

Resolved: THAT the minutes of the Annual General Meeting of ESCFAN on 1 September 2018 be accepted.

**AGENDA ITEM 5:
Annual Report Of
The Committee**

Chairperson, Christopher Dean presented the Annual Report of the Association for the year ended 30th June 2019.

Motion: That the 2019 Annual Report of the Association as presented to the meeting be accepted.

Moved: Christopher Dean

Seconded: Jayde Gray

Declared: Carried unanimously.

Resolved: THAT the 2019 Annual Report of the Association be accepted

**AGENDA ITEM 6:
Financial
Statements and
Treasurers Report**

The Treasurer, John Tzimas, spoke to the financial statements and the Treasurer's report ending 30th June 2019.

John Tzmias read aloud instructions from David Robertson via proxy: "approved but not comfortable with running at a loss-event expenses be more closely monitored."

John Tzmias disagreed with that statement. Stating that the Association is a not-for-profit organisation and the more growth in membership we have, the more the club should spend for events and such, for its members.

Matthew O'Sullivan asked John Tzimas (in his professional opinion) if it is better for the club to run on a profit, a loss or break-even.

John Tzmias stated break-even. We may get a growth in members. It all really depends. But advised a \$10,000 AUD buffer.

Motion: THAT, having received and considered the financial statements of the association to 30th June 2019, as submitted by the Committee to the members at the annual general meeting, the annual general meeting resolves that those financial statements be accepted.

Moved: Christopher Dean

Seconded: Simone McDonnell

Declared: Carried unanimously.

Resolved: THAT, having received and considered the financial statements of the association to 30th June 2019, as submitted by the Committee to the members at the annual general meeting, the annual general meeting resolves that those financial statements be accepted.

**AGENDA ITEM 7:
Confirmation of the
annual subscription
fee (2018/2019
financial year)**

Motion: THAT the annual general meeting endorse an annual subscription fee of \$25.00 for the 2020/2021 financial year and \$Nil for members under 15 years old (Associate Members), and that the renewal of the fee be payable no later than 31 July 2020.

Moved: Christopher Dean

Seconded: Clint Lingard

1 nay, Matthew O'Sullivan.

Declared: Carried.

**AGENDA ITEM 8:
Decision as to the
number of ordinary
members of the
Committee for the
next year**

The committee propose to retain this number of Ordinary Members as this number has worked well for the last 2 years. If these positions are not filled at the AGM the Committee can co-opt individuals at a later date.

Motion: That the annual general meeting wishes there to be five ordinary members of the Committee holding office for the next year.

Moved: Christopher Dean

Seconded: John Tzimas

Declared: Carried unanimously.

Resolved: That the annual general meeting wishes there to be five ordinary members of the Committee holding office for the next year.

**AGENDA ITEM 9:
Committee
Positions -
Declaring vacant,
calling for
nominations, and
holding of
elections: Election
of positions to
occur in the
following order: (i)
President, (ii) Vice-
President, (iii)
Secretary, (iv)
Treasurer, (v)
Ordinary members**

The Chairperson declared all positions on the Committee vacant pursuant to rule 50(2).

President

The Chairperson called for nominations to fill the position of President.

One member was nominated:

- i. Christopher Dean (VIC)

Christopher Dean accepted their nomination.

Christopher Dean was seconded by Josephine Kneipp

There being only one member nominated, the John Tzimas (scrutineer) declared Christopher Dean to have been duly elected as President. Christopher gave a short speech.

In accordance with rule 52(4), Christopher Dean remained as Chairperson.

Vice President

The Chairperson called for nominations to fill the position of Vice President.

Three members nominated:

1. Christopher Dean (VIC)
2. Danie Tregonning (VIC)
3. Holly Wulf (VIC)

Christopher Dean stated that Holly Wulf has withdrawn her nomination for Vice-President.

Christopher Dean was already elected as President and therefore has withdrawn from the running as Vice-President.

As a result, there was only one nomination, Danie Tregonning

Danie Tregonning accepted their nomination.

There being only one member nominated, the Chairperson declared Danie Tregonning to have been duly elected as Vice President.

Secretary

The Chairperson called for nominations to fill the position of Secretary.

Two members was nominated:

1. Kurtis Carter (NSW)
2. Jayde Gray (VIC)

Kurtis Carter accepted their nomination.

Jayde Gray accepted their nomination.

The Chairperson declared that, there being more than one member nominated, a ballot would be held in accordance with rule 54.

- The Chairperson nominated two members as returning officer/s, pursuant to rule 54(1): John Tzimas and Laura Smith.

Kurtis Carter gave a small speech.

Jayde Gray gave a small speech.

After having distributed blank ballot papers, and collected and tallied the completed ballot papers, the returning officer declared Kurtis Carter to have been duly elected as Secretary.

1 member abstained.

Total number of people who voted (including proxies): 109.

The Chairperson declared Kurtis Carter to have been duly elected as Secretary.

Treasurer

The Chairperson called for nominations to fill the position of Treasurer.

Two members were nominated:

1. Ricky Li (VIC)
2. Chris Greaves (VIC)

Ricky Li stated that he has withdrawn his nomination for the position of Treasurer.

Chris Greaves accepted his nomination.

As Chris Greaves was not present he sent a video to supplement for his speech.

There being only one member nominated, the Chairperson declared Chris Greaves to have been duly elected as Treasurer.

Ordinary members

The Chairperson called for nominations to fill the five Ordinary Member positions.

- i. Danie Tregonning (VIC)
- ii. Christopher Dean (VIC)
- iii. Ricky Li (VIC)
- iv. Jayde Gray (VIC)
- v. Holly Wulf (VIC)
- vi. Gemma Schuhmann (QLD)
- vii. Michael Romano (WA)
- viii. Simone Mary McDonnell (SA)
- ix. Fleur Menezes (VIC)
- x. Chris Greaves - verbally confirmed (VIC)
- xi. Kurtis Carter - verbally confirmed (NSW)

Holly Wulf has withdrawn her nomination for Ordinary Member.

Christopher Dean was already elected as President and therefore has withdrawn from the running as Ordinary Member.

Danie Tregonning was already elected as Vice-President and therefore has withdrawn from the running as Ordinary Member.

Chris Greaves was already elected as Treasurer and therefore has withdrawn from the running as Ordinary Member.

Kurtis Carter was already elected as Secretary and therefore has withdrawn from the running as Ordinary Member.

The Chairperson declared that, there being more than five members nominated, a ballot would be held in accordance with rule 54.

- The Chairperson nominated two members as returning officer/s, pursuant to rule 54(1): John Tzimas and Laura Smith.

Each nominee was given the opportunity to make a speech:

Gemma Schuhmann gave a speech.

Ricky Li gave a speech.

Jayde Gray gave a speech.

Fleur Menezes gave a speech.

Simone Mary McDonnell gave a speech.

Michael Romano sent a video as a substitute for his speech.

Matthew O'Sullivan mentioned a potential conflict of interest between Christopher Dean and Ricky Li being partners and both being elected to Committee.

General consensus disagreed with that statement.

John Tzimas stated that there is nothing in the Rules that mentions conflicts of interests in regards to the election of Committee members.

Matter was dismissed.

Video Message from Troy Bass (former-President) was shown to the members present.

After having distributed blank ballot papers, and collected and tallied the completed ballot papers, the returning officer declared Gemma Schuhmann, Ricky Li, Jayde Gray, Simone Mary McDonnell and Fleur Menezes as Ordinary Members.

2 members abstained or voted informally.

Total number of people who voted (including proxies): 107.

**AGENDA ITEM 10:
Special Resolution**

The Chairperson called John Tzimas (Rules and Governance Chair) to explain the process the Committee undertook to establish the New Rules for the Association. Copies of the New Rules and associated Memorandum have already been provided to members.

John Tzimas provided information regarding the new rule changes.

Before the vote took place, members were given the opportunity to discuss any changes proposed or possibly change the motion if there is not an agreement with all the changes.

Alistair Craig raised two issues in regards to the New Rule changes. This relates to a lack of clarity in regards to Rule 19 (d) "has unduly or unreasonably caused material harm or suffering to another member, the Committee, or to the Association in any form; (e) and/or has engaged in conduct which brings the Association into disrepute".

Suggested to change the wording so that it would relate more closely to the association. Gave an example, of potential personal or outside of club matters being brought into the club.

Steven Garner and Kurtis Carter discussed potential rewording to include "within club/association boundaries or within the context of the club/association".

No rewording was made, remained as is.

Josephine Kneipp mentioned an issue that if any modifications are made at the AGM, then how could proxies vote.

Alistair Craig raised an issue with Rule 56 subsection 3, "The Committee may, by a two-thirds absolute majority, remove a committee member if he or she-

- (a) fail to perform their duties, without reasonable explanation; or
- (b) acts in a manner that brings the Association into disrepute."

Clarification was needed regarding 'two-thirds absolute majority' and where the decision of removing that the Committee member takes place.

Alistair Craig raised a concern of a potential risk of cliques forming.

Matthew O'Sullivan asked about abstaining.

John Tzimas stated that 7 out of 9 committee members still need to support.

John Tzimas stated that this can potentially be a reality and thanks Alistair Craig for raising the point.

No changes were made.

John Tzimas suggested to vote via secret ballot.

Josephine Kneipp suggested to vote via a show of hands.

John Tzimas said that proxies need to be included.

Josephine Kneipp suggested to vote via a division to save time counting votes.

Motion: THAT, the members agree by special resolution to adopt the new Rules for the Association as presented at the Annual General Meeting.

This motion requires a 75% vote by the members present including proxies.

Moved: John Tzimas

Seconded: Steven Garner

People who were in favour went to one side of the room, those who were against went to the other side.

98 members in favour.

9 members against.

92% of those present (including proxies) voted in favour.

Declared: Carried

Resolved: THAT, the members agree by special resolution to adopt the new Rules for the Association as presented at the Annual General Meeting.

**AGENDA ITEM 11:
Close Of AGM**

The Chairperson thanked the members for their attendance, and declared the meeting **closed** at 6:47 p.m. AEST

CONFIRMED

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(Chair)

Date / / 20

Appendices to the AGM 2019 Minutes

ESCFAN AGM 2018 - Members registered as in attendance

The following eligible members were registered as being in attendance in person at the AGM (details included in these minutes pursuant to rule 41(3)(b)):

1	Adrian Lo Nigro Christensen	2	Adriano Raiola
3	Alistair Craig	4	Andrew Crossman
5	Anthony Morgan	6	Ayan Huruseh
7	Beau Bosley	8	Bernard Devoy
9	Cem Sahin	10	Chris Welsh
11	Christopher Dean	12	Christopher Powell
13	Clint Lingard	14	Colin Hyde
15	Dale Roberts	16	Danie Tregonning
17	David Wilkins	18	Emily Panich
19	Fleur Menezes	20	Gary Watson
21	Gemma Schuhmann	22	George Ober
23	Jayde Gray	24	John Tzimas
25	Jonathon Gellibrand	26	Josephine Kneipp
27	Justin Burgess	28	Kurtis Carter
29	Kyriakos Tsinivits	30	Laura Smith
31	Lee Martin	32	Leith Marshall
33	Lisa Schuhmann	34	Louisa Cordle
35	Lukman Andi Uleng	36	Mark Perkins
37	Matthew Osullivan	38	Mayke Deuss
39	Michael Jones	40	Miranda Niklas
41	Nicole Anderson	42	Olivia Webster
43	Owen Brigstock-Barron	44	Ricky Li
45	Ronald Addamo	46	Sally MacAdams
47	Simone McDonnell	48	Steven Garner
49	Timothy Daly	50	Tricia Page
51	Zoe Elms		

Observers

1	Luc Spencer-Garner	2	Aydin Halil
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ESCFAN AGM 2018 - Valid proxy forms received

Valid proxy forms were received from the following eligible members appointing the following proxies (included in these minutes pursuant to rule 41(3)(b)):

	PROXY	NOMINATED MEMBER
1	Richard Suters	Chairperson - Christopher Dean
2	Angelique Carter	Kurtis Carter
3	Maria Tsatsaris	John Tzimas
4	Chin Fook Hee	Christopher Powell
5	Lior Akirav	Christopher Powell
6	David Thorburn	Christopher Dean
7	Lachlan Woods	Kurtis Carter
8	Melissa Evans	Tony Morgan
9	Craig Butterly	Tony Morgan
10	Andrew Fisher	John Tzimas
11	Philip Bewley	John Tzimas
12	Garry Coe	Chairperson - Christopher Dean
13	Ann Coe	Chairperson - Christopher Dean
14	Kohan Ikin	Tony Morgan
15	Ruth Oldfield	Danie Tregonning
16	Alan Tubery	Andrew Crossman
17	Colleen Davies	Chairperson (with instructions)
18	Michael Novy	Danie Tregonning
19	Elliot Lucas	Danie Tregonning
20	Aaron Bakota	Olivia Webster
21	Jordan Bos	Olivia Webster
22	Ricky Calder	Olivia Webster

23	Troy Bass	Danie Tregonning
24	Karen Dean	Christopher Dean
25	Michael Dean	Christopher Dean
26	Michael Romano	Tony Morgan
27	Simon Christopher	Christopher Powell
28	Don Bemrose	Christopher Powell
29	Nathan Horner	Danie Tregonning
30	Jamie Williams	John Tzimas
31	Joshua Mayne	Olivia Webster
32	Peter Caporaso	Chairperson (with instructions)
33	Deborah Shea	Andrew Crossman
34	Christine Shea	Andrew Crossman
35	Chloe Grant	Olivia Webster
36	Caitlin Green	Olivia Webster
37	Aeddon Plsek	Olivia Webster
38	Sharleen Wright	Kurtis Carter (with instructions)
39	Mark O'Sullivan	Mark Perkins (with instructions)
40	Claire Bartle	Mark Perkins (with instructions)
41	Kate Hansen	Tony Morgan
42	David Robertson	John Tzimas (with instructions)
43	Bente Tullberg	Alistair Craig
44	Michael Grainger	Chairperson (with instructions)
45	Michaela Sowden	Andrew Crossman
46	Wayne Ralph	Ronny Addamo
47	Lisa Gilbert	Christopher Powell (with instructions)
48	Angela Cafe	Christopher Powell (with instructions)

49	Chris Greaves	John Tzimas
50	Kelly Coomber	Alistair Craig
51	Stephen Sykes	Alistair Craig
52	Lynne Franks	Alistair Craig
53	Andreas Martz	Alistair Craig
54	Robert Keage	Alistair Craig
55	Phillip Adderly	Fleur Menezes
56	Gabriel Lu	Ricky Li
57	Jacob Milroy	Ricky Li
58	Kerr He	Christopher Dean

All were valid members as of 4pm AEST 03/08/2019

Note: proxies are ordered in order of when they were received.