

# **Bundanoon Community Association**

## **2021 ANNUAL GENERAL MEETING**

Thursday 18 March 2021, 7:30pm  
Bundanoon Soldiers' Memorial Hall

### **AGENDA**

1. Acknowledgement of Country
2. Welcome to members and visitors
3. Apologies
4. Confirmation of the 2019 AGM Minutes  
21st March 2019 (tabled)
5. Business arising from the 2019 Minutes
6. Proposed constitutional amendments
  1. removal of age requirement for membership
  2. formalise BCA is non-profit
  3. membership of Subcommittees requires BCA membership
  4. correction of spelling of Subcommittee
7. President's Reports – 2020 and 2021 (tabled)
8. Consideration and adoption of Financial Statements – 2020 and 2021 (tabled)
9. Consideration and adoption of Auditor's Reports – 2020 and 2021 (tabled)
10. Consideration and adoption of Subcommittee Annual Reports – 2020 and 2021 (tabled)
11. Election of BCA Officers and Committee for 2021-22
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer
  - e. Committee Members
12. Confirmation of Subcommittee Convenors
13. Appointment of Auditor
14. Appointment of Public Officer
15. Close

# 85<sup>TH</sup> ANNUAL GENERAL MEETING

Thursday 21st March 2019  
Bundanoon Soldiers' Memorial Hall

## MINUTES

The meeting commenced at 7.30 pm

Attendance register: 59 Members

6 Guests/Visitors

5 Apologies

### 1. Acknowledgement of Country

The Vice-President, Jeremy Tonks, opened the Meeting, and acknowledged the traditional owners of this area, the Gundungurra people, past, present and future.

### 2. Welcome to members and visitors

The Vice-President extended a warm welcome to members and visitors.

### 3. Apologies

Apologies were received from Clr Duncan Gair, Mayor of WSC, John Wood, Patricia Guy, Anne Gaul of Laterals GLP (BCA Auditors)

### 4. Confirmation of the Minutes of the 84nd AGM held on 15th March 2018

Christine Miller queried the wording in the Minutes regarding funds raised for the grand piano purchase and requested the Minutes be amended to reflect that the community raised \$44k for the piano purchase.

Henk Janssen/Ann McCarter moved and seconded that the 2018 AGM Minutes, as amended, be confirmed. Carried.

### 5. There was no **Business Arising** from the Minutes.

### 6. **President's 2018-19 Report**, presented by Jeremy Tonks. Jeremy spoke to the President's Annual Report (printed in full in the AGM Booklet).

Tony Ward moved, and Peter Gray seconded, that the Report be received. Carried.

### 7. and 8. **Consideration and Adoption of Financial Statements and Auditor's Report**

The Financial Statements and Auditor's Report, prepared by Laterals GLP Chartered Accountants of Goulburn, as tabled, were presented by the Treasurer, Cherie Hobart.

A question was raised by Janine Armstrong requesting more detail be provided, specifically on the make up of Donations, Hire & Rental, and Consultants.

The Treasurer advised the item for Consultants was predominantly made up of Winterfest Workshops as the cost centres within the accounting package did not have a more fitting category.

The Treasurer advised Hire & Rental was predominantly associated with Winterfest. With Winterfest not being held in 2018 this was why the figures were increased by such an extent, but does also include the costs of BCA rental storage.

The Treasurer advised Donations again were predominantly associated with Winterfest

Patrick Fitzgerald questioned the large surplus funds that BCA holds and why in light of this strong balance sheet BCA saw fit to raise Hall hire rates by a large percentage, in some cases jeopardising the ongoing use by some hirers.

The Treasurer advised that she agrees with the sentiment about making use of surplus funds and suggested it is up to members to determine the use for these funds and put forward proposals to the Committee and the membership for its expenditure.

The Treasurer advised Hall hire rates were raised as they had not been raised for 3 years and the increase was both fair and justified.

Pat Brennan asked for detail on upcoming Garden Ramble expenditure and reminded the membership of past proposals for expenditure on the Hall technology equipment which have not progressed.

Ralph Clark congratulated the Treasurer on a fine job in working with the sub committees and establishing a competent set of accounting records and practices for the BCA. Ralph also suggested that in future years the presentation of a Balance Sheet style Treasurer's Report to support the Auditor's report may assist the membership in understanding more detail of the BCA's financial position. Ralph also opined that the increase of Hall hire rates by 100% was not justified. Ralph also requested the incoming Committee ensured that decisions be brought to the BCA General Meetings rather than decided by the Committee in isolation.

Janine Armstrong proposed an amendment to point 7 of the AGM agenda to read "Auditor's Report, Financial Statement with greater Detail".

Peter Brown argued that the Auditor's Report should remain unchanged, but a Financial Report should be prepared to support the Auditor's Report to give the increased detail being sought.

The Treasurer voiced agreement with Peter Brown's recommendation.

Huw Kingston queried the state of the BCA accounting system and whether the additional detail existed that was being sought. The Treasurer advised that, yes, the level of detail requested was at hand within the system and should any member wish to review this detail, that detail could likely be furnished within 48 hours.

Peter Gray agreed with previous comments about the Auditor's Report being a simple overview only and the preparation of a Financial Report would assist and that all detail was available in the accounting system.

The Vice President asked that the Treasurer's Report be accepted. Andy Carnahan/Andrea Ward moved and seconded that the Treasurer's Report for 2018, as tabled, be accepted. Carried.

The Vice President asked that the Auditor's Report be accepted. Peter Brown/Stuart Reid moved and seconded that the Auditor's Report for 2018, as tabled, be accepted. Carried.

## **9. Consideration and Adoption of Sub-Committee Annual Reports**

These were contained in the AGM booklet which had been tabled.

John Pryce-Jones queried why the Garden Ramble did not furnish a Sub Committee report. The Vice President apologized for the omission of the Garden Ramble report from the booklet.

Nancy Lovato/Ann Rocca moved and seconded that the 2018-19 Sub-Committee Annual Reports, as tabled, be received. Carried.

## **10. Election of BCA Officers and Committee for 2018-19**

The Vice-President advised all positions are declared vacant. The Vice President advised that a formal withdrawal of nomination for committee had been received from Elizabeth Cranny.

The Vice President asked the standing candidates whether there were any other withdrawals from nomination. Lucy Bainger and Gillian Brennan advised that they were no longer standing as the number of nominations, without their inclusion, filled the positions.

The Vice President vacated the chair and called on Clr Ian Scandrett to conduct the elections.

Nominations had been received for the following positions:

President – nil

Vice President – nil

Treasurer – nil

Secretary – nil

Committee members

Anton Baggerman

Peter Brown

Peter Gray

Christine Miller

Stuart Reid

Ann Rocca

Anthony Strong

Jeremy Tonks

Andrea Ward

Clr Ian Scandrett invited candidates to stand as their names were called.

Clr Ian Scandrett advised that, as there were 9 nominees for 9 positions, he declared all nominees duly elected.

Following the declaration, committee member Jeremy Tonks resumed the role of chairman.

#### **11. Confirmation of Sub-Committee Convenors for 2019-20**

Jeremy Tonks thanked Convenors.

Geoff McCubbin advised his name had been misspelt in the list of Sub-Committee Convenors.

John Pryce Jones asked why the Garden Ramble Sub-Committee and Convenor were not listed in the list. Jeremy Tonks apologised for the oversight.

John White/Pam Davies moved and seconded that the Sub-Committee Convenors be accepted for 2019-20. Carried

#### **12. Appointment of Auditor**

Peter Brown/Tony Ward moved and seconded that Grant Pearce of Laterals GLP Chartered Accountants be appointed as the Association's Auditor for 2019-20. Carried.

#### **13. Appointment of Public Officer**

A late withdrawal was put forward for the nomination of Public Officer. It was the decision of the meeting to leave this to the first Committee meeting to resolve.

#### **14. Any Other Business**

Christine Miller pointed out that the Minutes of the last AGM advised members that former President Geoff Duncan was unwell. Christine Miller advised that Geoff Duncan is very unwell and tabled a Get Well card for signing by members.

Christine Miller brought to the attention of the Meeting the strength of the Bundanoon community and advised that by her count Bundanoon had more than 50 active groups spread across BCA, sporting, interest, land care and many other categories, and this should be congratulated and celebrated.

Clr Ian Scandrett thanked, on behalf of the WSC Councillors, the outgoing BCA Committee for their hard work and commitment to BCA over the previous 12 months.

The Meeting closed at 8.15 pm

## Proposed changes to BCA Constitution by FOUR special resolutions at the 2021 BCA Annual General Meeting

Annual General Meetings provide an opportunity to present special resolutions to members.

The BCA Constitution was last updated in 2016 and four minor amendments are proposed for the 2021 Annual General Meeting.

To pass each resolution it must be passed by a majority of three-quarters of Members attending the meeting, with each attending member able submit up to five proxies on behalf of other Members. Each resolution must be provided to Members within twenty-one days of the Meeting.

Each change is presented as a separate resolution. If any or all resolutions are passed, the updated Constitution is submitted to NSW Department of Fair Trading along with a processing fee of \$53.00.

The BCA Constitution is based on an adapted version of the NSW Fair Trading Model Constitution and the first two changes bring our constitution into alignment with the Model Constitution.

The first is to remove the requirement for members to be over eighteen and the second to clarify that the BCA is non-profit.

The third change is to provide constitutional authority and clarity that to participate in BCA activities, membership is required.

The fourth is to use the preferred term Subcommittee instead of the non-preferred term Sub-Committee.

The four resolutions follow, along with background notes.

All resolutions have been discussed and refined by the BCA Committee and we endorse the resolutions to members.

Peter Gray  
President  
For the BCA Committee

## Special resolution Number One

Remove the requirement for ordinary members to be over the age of eighteen.

**Background** – the current BCA Constitution precludes members from being under eighteen years of age. This excludes an important section of our community from being active members of the Association.

The NSW Fair Trading Model Constitution, which the BCA Constitution used as its basis, no longer has the requirement for members of an association to be over eighteen. It does however not permit members under eighteen to vote at general meetings.

Ordinary members under eighteen will not be able to be on the Committee or hold Office Bearer positions. Under the NSW Associations Incorporation Act 2009 No 7, there is a requirement that all office bearers must be over eighteen. (ref Division 1, section 28 (2)).

As the BCA Committee also delegates authority to act to Subcommittees, members of Subcommittees under 18 years of age are also excluded from acting under delegated authority.

**Committee Recommendation:** The Committee recommends this resolution is adopted.

**Resolution:** that the words “and they are over the age of eighteen (18)” are deleted from the last sentence of Section 2.1 Eligibility, 2.2.1 Membership of the BCA, a new section 3.14.5 is added **Members under 18 years of age** as below and new section 3.13.2 **Members under 18 years of age** is added to 3.13 Delegation by Committee to Subcommittees as below.

### 2.2.1 Membership of BCA

Membership shall be open to:

- (a.) all residents of Bundanoon NSW, and
- (b.) all owners of property in Bundanoon NSW, and
- (c.) all owners/operators of businesses in Bundanoon NSW, and
- (d.) people with a particular interest in or a connection with Bundanoon through their involvement in the community.

provided (1) they complete a membership form and pay any and all initial and recurring fees as decided by BCA, and (2) their membership has not been suspended or cancelled.

### **3.14 VOTING AND DECISIONS**

#### **3.14.5 Members under 18 years of age**

A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **3.13 DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

#### **3.13.2 Members under 18 years of age**

This delegation excludes any subcommittee member under 18 years of age.

## Special resolution Number Two

Add new section to clarify the Not-For-Profit basis of the BCA.

**Background** – although it is generally understood, the current BCA Constitution does not make clear that the Association is not for profit.

The NSW Fair Trading Model Constitution, which the BCA Constitution used as its basis, includes a statement in the Constitution that the Association is Not-For-Profit.

This change better aligns the BCA with the NSW Fair Trading Model Constitution. It assists with grant proposals and other submissions to make constitutionally clear the BCA is a not-for-profit Incorporated Association.

**Committee Recommendation:** The Committee recommends this resolution is adopted.

**Resolution:** that a new section 5.2 ASSOCIATION IS NON-PROFIT is added to Section 5 MISCELLANEOUS as below

### **5.2 ASSOCIATION IS NON-PROFIT**

Subject to the Act and the Regulation, the BCA will apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

## Special resolution Number Three

Add new section to clarify membership of subcommittees requires general membership of the BCA.

**Background** – although it is generally expected, there is no specific wording in the current Constitution that membership of a BCA subcommittee requires membership of the BCA. This has caused some minor confusion in subcommittees, even though it is in the instruments of delegation for each subcommittee.

Subcommittees provide many opportunities for participation in community events. It includes free use of the Hall and the resources of the BCA. Some activity convenors may wish to provide a short trial period where membership is pending to enable people to assess if they wish to continue in the activity or group.

This resolution is not for events that are one-off events organised by the BCA or its subcommittee. For example, the performer at an event such as Music@10 or at Crash Test Drama would not be required to be a member.

**Committee Recommendation:** The Committee recommends this resolution is adopted.

**Resolution:** that a new section 2.1.7 under Membership is added as per the following wording:

### 2.1.7 Membership of subcommittees

Where the BCA has subcommittees, whether an organising group, an activity group, or any other group, regular members of those subcommittees must be members of the BCA.

## Special resolution Number Four

Replace the non-preferred term Sub-Committee with the preferred term Subcommittee.

**Background** – the current preferred spelling in both dictionaries and Australian Government style guides is **Subcommittee** rather than **Sub-Committee**. The 2016 Constitution uses the non-preferred spelling Sub-Committee in 13 places.

This is minor change.

It is opportune to update this with the other constitutional amendments as there is a single cost (\$53) to submit an amended Constitution to NSW Fair Trading.

**Committee Recommendation:** The Committee recommends this resolution is adopted.

**Resolution:** that the spelling of Sub-Committee is changed to Subcommittee for all occurrences in the Constitution.