

SPECIAL GENERAL MEETING

Minutes of a SGM held on Sunday 5th November 2017 at 10.30 am in the Club rooms to consider changes to the Rules of Auckland Bridge Club Constitution.

The Manager confirmed that there were 43 members present and that therefore the meeting met the required quorum and could proceed.

The President welcomed members to the SGM. She said that the Committee believed that the focus of the Committee needed to move away from management and onto governance. The Club also had to prepare for coming changes to the Incorporated Societies Act.

She said the specific amendments had been promulgated on the website and that there had been accompanying explanatory notes. The amendments would be shown on the screen as the meeting proceeded.

She proposed to deal with the proposed amendments Rule by Rule in the order they appeared in the Constitution. She advised the meeting that Rule changes needed a 2/3rds majority of those present to pass. Also, that under the Incorporated Societies Act, Rule changes do not become effective until they have been registered by the Registrar"

1. Rule 4

It was moved (A Barrowclough /A Morris) that the current Rule be amended by the deletion of the second sentence and replacement by a new sentence

The Club shall seek to comply with any requirements imposed from time to time for membership of NZ Bridge to continuously maintain such affiliation and benefits of that membership.

During discussion, it was clarified that in the event that AKBC was wound up, Rule 27 provides Members at the final windup SGM "shall directthe method of disposition of the funds and property of the Club after its dissolution to any similar charitable society in New Zealand"

The motion was PUT and CARRIED

2. Rule 10b:

It was proposed (A Barrowclough /M Collins) that the existing Rule (b) be deleted and replaced with a new Rule

(b) Any member expelled under rule 10(a) has the right to appeal, by delivering a notice in writing to the Secretary (16) to that effect within three (3) months from the date of expulsion. A special general meeting to be convened within 30 days of the date of delivery of such notice at which a majority of two-thirds of those present may reverse the Committee's decision and/or in the alternative, censure or suspend the member from membership for a specific period of time.

The motion was PUT and CARRIED

3. Rule 12 (a)

It was moved (A Barrowclough / B Morris) that existing Rule 12 (a) be deleted and replaced with

(a) The Officers of the Club are the President, Treasurer, and Immediate Past President, who are members of the Committee by holding this office.

The motion was PUT and CARRIED

4. Rule 12b:

It was moved (A Barrowclough/S Marryatt) THAT Rule 12 (b) be deleted and replaced with

(b) The President is elected for a two-year term, and is eligible to stand for a further consecutive two- years. Any ex-president can be re-elected on the same basis, after they have stood down from office of President for a minimum of two-years.

During discussion, it was pointed out that the impact of this would be that there would be an election for President only every second year.

Mr Watt said it was important that each President was subject to the ballot each year. This had always been the case.

The general view was expressed the current procedure of electing the President each year was preferred.

An amendment was proposed (M Weatherston/R Watt) that *the first sentence of the motion be deleted and replaced with "The President shall be elected for a one-year term, and is eligible to stand for further consecutive terms, provided that no person shall be elected President for more than four (4) consecutive years."*

The amendment was PUT and CARRIED

The motion as amended was then PUT and CARRIED

5. Rule 12c:

It was moved (A Barrowclough/L Watt) that Rule 12 (c) be deleted and replaced with a new sub-rule

(c) All general meetings of the Club and all Committee meetings shall be chaired by the President. In the President's absence the Committee shall elect any other member of the Committee to fill the role of chairperson.

The motion was PUT and CARRIED

6. Rule 13b:

It was moved (A Barrowclough/B Van Rangelrooy) THAT 13 (b) be deleted and replaced with

(b) The Annual General Meeting shall elect the Officers and other members to form a Committee of between five and seven members. This number shall not be exceeded by appointments made under rule 13(f) and 13(g) or co-opted under rule 14(e).

Mr Weatherston said he was not opposed to the proposed change, but felt that there would be a need to look at the effect of this change on two things. (1) He could not see any transitional provisions for the current 10-14 member Committee to be reduced to the proposed new 5-7 Members. (2) He felt Rule 19 would need to be looked at as it now seemed that only two Officers and another two committee members (and in some cases only one) could decide to sell a major asset and would be able to execute such sale without reference to the Club. He felt that some transactions (e.g. the sale of an asset worth more than \$100,000 or the entering into a loan agreement of \$50,000 or more) should automatically be classified as "major transactions" and require to be referred to the club in general meeting. He asked the incoming Committee to look into this.

The motion was PUT and CARRIED

7. Rule 13c:

It was moved (A Barrowclough/O Hayward) THAT existing Rule 13 (c) be deleted and replaced with

(c) At each Annual General Meeting the one (1) longest serving member of the Committee shall offer to retire by rotation, and an election shall be held to fill the vacancy. If there is more than one longest serving member, the person to offer to retire will be determined by way of a ballot. Members of the Committee who so retire may offer themselves for re-election, but each member may only serve on the committee for a maximum of 10 years.

Mr Weatherston stated that he thought that the way the clause was written, it had three problems (1) it seemed to apply to all Committee members (Officers and ordinary Committee members alike) when he felt it should only apply to ordinary Committee members; (2) it would seem that it was possible that a single member could be the one required to retire each year for a number of years where that one member had been on the Committee for a long time and the other members were relatively new; and (3) he didn't understand the change of wording to "offer to retire" – it was surely obligatory.

He proposed (M Weatherston /R Watt) THAT the clause be amended by deleting "*the one (1) longest serving member of the Committee shall offer to retire by rotation*" and inserting "*the one (1) longest serving ordinary member of the Committee measured by the relative time since his last election shall retire by rotation*"

The amendment was PUT and CARRIED

Mr Weatherston also stated that he thought the use of the word "maximum" was unclear as it could be interpreted to mean either a lifetime limit of 10 years, or a 10-year consecutive service limit.

There was a lot of discussion and it became apparent there was support it being a consecutive service limit but with a requirement for a stand-down period before becoming available again for the Committee.

Finally, a second amendment to the original motion was proposed (M Weatherston/R Watt) THAT the final words of the clause be amended to "*...serve on the Committee for maximum consecutive term of 10 years, but he could offer himself for re-election after a stand-down period from the Committee of two years.*"

The amendment was PUT and CARRIED

The original motion as amended by the two amendments was then PUT and CARRIED.

8. Rule 13 (f)

It was moved (A Barrowclough/B Morris) that existing Rule 13 (f) be deleted and replaced by a new clause

(f) In the absence of sufficient valid nominations being received and remaining current at the date of the annual general meeting, any vacancies may be filled by appointment by the elected Committee. The Committee may continue to act despite any vacancy.

The motion was PUT and CARRIED

9. Rule 13 (g)

It was moved (A Barrowclough/M Lynn) that existing Rule 13 (g) be deleted and replaced by a new clause

(g) If a vacancy on the Committee occurs between annual general meetings the vacancy may be filled by appointment by the Committee. The Committee may continue to act despite any vacancy.

Messrs Fitzgerald and Fraser-Hoskin expressed concern that there was no provision for the term of a Committee member appointed under (g) to automatically expire at the next AGM as would normally happen in a listed company, for example.

It was proposed (C Fitzgerald/N McKay) that (g) be amended by the addition of a new sentence *"the term of any Committee member appointed under this clause shall expire at the next AGM, although the member may make himself available for election at that AGM."*

The amendment was PUT and CARRIED

The amended motion was PUT and CARRIED

10. Rule 13 (h)

It was moved (A Barrowclough/J Fraser-Hoskin) that existing Rule 13 (h) be deleted and replaced by new clause

(h) Any elected Officer or committee member or appointee 13(f); 13(g) or co-opted member (14e) must attend no less than two thirds of the committee meetings in any one financial year. Dispensation may be granted by the President. Failure to attend the required number of meetings without dispensation will result in the appointment as an Officer or as a committee member being terminated immediately.

The motion was PUT and CARRIED

11. Rule 14(f)

It was proposed (A Barrowclough/ C Fitzgerald) that the words *"or 13 (g)"* be inserted between the words *"13 (f) and "or"*.

The motion was PUT and CARRIED

12. Rule 15:

It was moved (A Barrowclough/B Van Rangelrooy) that the current Heading be deleted and replaced by *"Club Operations Manager ('The Manager')"*

Mr Weatherston said that he would vote against the motion because it seemed to be contrary to the move to change from a management style Committee to a governance focused Committee. He felt Club Operations manager signalled a demotion of the Manager, whereas he thought a more appropriate title going forward would be Chief Executive, Executive officer, General Manager or something similar. The Manager is the senior management or executive in the structure and the title should reflect that.

Mr Watt said he thought the existing title well described the current position.

The motion was PUT and LOST.

13. Proposed resolutions withdrawn.

The Chairman then announced that as a result of the outcome of the immediately prior vote, the proposed amendments to sub-clauses in Clause 15, 16 and 17 would be withdrawn.

14. Rule 20b:

It was moved (A Barrowclough/M Weatherston) that Rule 20 (b) be deleted and replaced with

(b) Authorities for payments shall be signed/authorised by two persons including the Manager and/or the Treasurer and/or the President and/or another person appointed by the Committee for that purpose.

15. Rule 21b:

It was moved (A Barrowclough/J Hayward) that Rule 21 (b) be amended to include an apostrophe in arm's.

The motion was PUT and CARRIED

16. Rule 26:

It was moved (A Barrowclough/C Fitzgerald) to amend Rule 26 by adding a hyphen to 'thirty-five'

The motion was PUT and CARRIED

17. Rule 27:

It was moved (A Barrowclough/W McEntegart) that the sentence "*Particulars of any proposed changes must be given in the notice convening the meeting*" be deleted and replaced with "*Detailed information about any proposed changes must be given in the notice convening the meeting.*"

The motion was PUT and CARRIED

The President said that brought the formal business to an end, and thanked everybody for their attendance and their forbearance in the discussion and voting on the proposed changes.

The meeting was declared closed at 12.11 pm.