



**SOUTHERN BASKETBALL ASSOCIATION
EXTRA-ORDINARY GENERAL MEETING**

MINTUES

Wednesday 15 November 2017 - 7:00 PM – 8:00PM

SABRES BASKETBALL STADIUM: 150 Tulip Street, Cheltenham

Board Attendance: Peter Ryan (President), Matt Nunn, Jenny Mouat (Treasurer), Paul Dear, Scott Harvey (Vice President), Ian Leckie, David Hopkins (Secretary), Geoffrey Clarke, Dean Cartwright, Gary Hicks (10)

Life Member Attendance: Norma White, Ian Leckie, Michael Phillips, Mark Mitchell, Michael Bourke, Andrew Maloney, Steven Lunardon, Craig Leith, Gail Brodie, Louise Graham, Judy Barlow, Andrew Stavropoulos, Frank Russo, Terry Walsh (14)

General Attendance: T.Hicks, Vanessa Duncan, Sandra Hurford, Kathy Pratt, Alana Gadby, Vicki Barlow, Ben Stainforth, Andrew Whitney, Mark Chivers (CEO), Bec Hardiman, Angie Gilchrist, Marg Gorman, Ian Fullagar (of Legal Counsel), Rob Bater, Phil McFarlane, Grant Nicholson, Peter Cigognini, Jeanette McConville, Sean Lynch, Alister Perry, Bruce Allen, Susan Ruddock, Tony Brougham, Zoe Fagan, Lisa Mouncer, Gary Moller, Scott Williamson (27)

Total Attendance: 51

Apologies: Nil

Chairperson – Peter Ryan (President)

Meeting Opened – 7:06pm

1. Welcome – Chairperson called the meeting to order.

The Chairperson advised all present that due to a threat of legal action by an individual, on legal advice, the meeting would be filmed to ensure a true and unambiguous record of the meeting was maintained. The Chairperson advised that the recording will only be



used as evidence in any future legal proceedings and for no other purpose. The Chairperson also noted the signs in the meeting room advising those present of filming and the acknowledgement of those present that signing the attendance record was evidence of their consent.

There were no objections noted.

The Chairperson advised that in accordance with the Constitution there must be a quorum of 5 members present before the meeting could commence. The Chairperson noted that only Life Members could vote under the existing Constitution and asked for the Life Members to be identified by show of hands.

There were 12 Life Members present at that time. This is reflected in the attendance record (*n.b. 2 life members arrived late making 14 in attendance at the time of the vote*).

The Chairperson declared that a quorum was present and the meeting could proceed.

The Chairperson read out Special Resolution 1 –

“That the members present at the EGM, and who are entitled to vote, agree to the recommendation of the Interim Board to approve the changes to the Constitution relating to the voting members of the SBA - Specifically changes to Section 6 - Membership and Section 19 - Voting at General Meetings, including general formatting, spelling and grammatical changes.”

The Chairperson Stated - In accordance with section 15(3) of the SBA Constitution 2014 no business other than that set out in the notice (24/10/17) convening the meeting shall be transacted at the meeting.

The Secretary advised that no notification of any other business was received 7 days prior to the EGM.

1.1. Interim Board Statement

The Chairperson noted in response to concerns that legal action would be taken against individual Life Members if they voted at the EGM the SBA Board had received legal



advice from SBA Legal Counsel Ian Fullagar that this was false. That advice was read out and tabled at the meeting.

The Chairperson issued an apology to Life Members from the SBA for placing such a heavy burden on them. The Chairperson emphasised why the Constitution needed to be fixed, to ensure all those who have the right to vote could vote and that there was proportional representation across the Association and not left to one group to determine the Associations future.

The Chairperson outlined the background that had led to the EGM; specifically noting that the Interim Board was put in place at the last Annual General Meeting (AGM) to deliver a Constitution in a timely manner (before Christmas 2017) however they had failed to do so. The Board was deadlocked and conceded that rather than deliver nothing it should deliver the changes to the Constitution that would enable the SBA to move forward.

1.2. Outline of Proposed Constitution Changes:

The Secretary outlined the changes to the Constitution advising the meeting that the draft amended Constitution was published with 'track changes' on the website and sent to members on 24/10/17.

In accordance with SBA Legal Counsel advice the purpose of the amendments were to ensure that those members referred to in section 6 - Membership - of the Constitution with voting rights were also referred to in section 19 - Voting at General Meetings - of the Constitution. This was to ensure the two sections mirrored each other i.e. all members with voting rights under section 6 were recognised as being able to vote under section 19, and all those recognised under section 19 with voting rights were recognised as members under section 6.

The Secretary also noted some formatting, spelling and grammatical amendments. These were noted as minor amendments that did not affect the overall intent of the Constitution.



A three step process was tabled at the meeting – 1. Fix the anomalies 2. Get a new board in place and 3. Draft a new constitution.

The Secretary took questions from those present about the amended Constitution.

1.3. Discussion:

Member Clubs were provided an opportunity to vote on a separate question of whether the amendments should be carried by the Life Members and then they were given an opportunity to address the meeting (along with any other individual or group). Life Members were also given an opportunity to address the meeting.

The rationale for this process was explained by the Secretary.

The Interim Board's informal discussions with life members before the motion to fix the anomalies was passed and since, Life Members had overwhelmingly expressed a desire to know what the member clubs think. The Interim Board believed it was reasonable for them to see and hear what the Member Clubs views were (and any other groups outlined in s19 or s6 who were not entitled to vote) and the Interim Board believed this was an effective way to do that.

Further, during the Interim Board's informal discussions with the Member Clubs before the motion was passed and since they expressed an overwhelming desire to be heard. They wanted their right to vote recognised by the Interim Board and be given an opportunity to vote on something. They understood that given the legal advice they were not entitled to vote on Special Resolution 1.

For the record the 9 Member Clubs present at the meeting voted unanimously for the Life Members to carry the amendments (representing 513 Domestic Teams).

Those present at the meeting engaged in general discussion.

1.4. Vote:

Life Members left the meeting room and convened in the CEO's office where they held a private group discussion. The life Members then voted by placing their completed Ballot Paper in a sealed box left in the room.



1.5. Vote Count:

David Hopkins (Secretary) and Jenny Mouat (Treasurer) counted the votes.

1.6. Vote Result Announced:

Chairperson read the result stating – in the matter of Special Resolution 1 –

“That the members present at the EGM, and who are entitled to vote, agree to the recommendation of the Interim Board to approve the changes to the Constitution relating to the voting members of the SBA - Specifically changes to Section 6 - Membership and Section 19 - Voting at General Meetings, including general formatting, spelling and grammatical changes.”

Those entitled to vote – the Life Members – voted:

Yes	14
No	0

Special Resolution 1. was carried unanimously

2. Next Steps:

The Secretary will lodge the amended constitution with Consumer Affairs on 16/11/17.

A notice of the Annual General Meeting will be posted shortly.

3. Meeting Closed: 8:17pm