



SOUTHERN BASKETBALL ASSOCIATION
2018 ANNUAL GENERAL MEETING (AGM)

MINUTES

Tuesday 29th January 2019 - 7:00 PM – 8:00PM

SABRES BASKETBALL STADIUM: 150 Tulip Street, Cheltenham

Board Attendance: Peter Ryan (President), Jenny Mouat (Treasurer), Paul Dear, Scott Harvey (Vice President), David Hopkins (Secretary), Corey Simpson, Dean Cartwright (7)

Life Member Attendance: Louise Graham, Judy Barlow, Bill Evans, Ian Leckie, Michael Bourke, Andrew Stavropoulos, Andrew Maloney (7)

Member Clubs: Lisa Mouncer (President – Bullits), Alistair Perry (President – Moorabbin Tigers), Matthew Astill (VP – Sandy Saints), Grant Nicholson (President- Mentone Mustangs), Bruce Allen (President Parkdale Pacers), Angela Gilchrist (President – Sharks), Paul Breen (President - Eagles), Rick Brown (President - OMBC), Rob Bater (VP – Mordy Flyers) (9)

General Attendance: Susan Ruddock, Jeanette McConville (VP – Mentone Mustangs), Craig Weir (CEO), Rebecca Hardiman (VP – Parkdale Pacers), Kathy Pratt, Malcolm Pulling, Amber Dowling, Paul Scagliotti, (8)

Total Attendance: 31

Apologies: Nil

Chairperson – Peter Ryan (President)

Meeting Opened – 7:01pm

1. **Welcome** – Chairperson called the meeting to order.

The Chairperson advised that in accordance with Section 16(2) of the Constitution there must be a quorum of 5 members present before the meeting could proceed. The Chairperson asked for Members to be identified by show of hands. 16 members were noted as present.



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

2. Ordinary Business (*in accordance with s12 (3) of the Constitution*).

2.1. Confirm Minutes From Previous Meetings:

The Chairperson noted that only Members present at the 2017 AGM could move and second the minutes of that meeting.

All agreed.

- **Minutes of 2017 AGM 14 December 2017:**

The Secretary confirmed all actions had been completed in relation to the 2017 AGM and the Association's Annual Statements had been successfully lodged with Consumer Affairs Victoria.

Moved – Grant Nicholson (President Mentone Mustangs), **Seconded** – Michael Bourke (LM). **Carried** by show of hands.

2.2. Board Reports:

The President's, Secretary's and Treasurer's reports were tabled at the meeting. Each office bearer briefly summarised the relevant reports.

Prior to the tabling of the Treasures Report the Chairperson advised the meeting of the circumstances relating to a change of auditor.

Change of Auditor – At the 2017 AGM (14/12/17) the Members agreed to reappoint Bayside Business Accountants (BBA) as the Associations Auditor's for the 2017/18 year.

In approximately August 2018 the Treasurer was advised by BBA that after a change of ownership they were no longer able to carry out the required audits for 2017/18.



The Board sort legal advice as to the process of appointing of a new Auditor. Legal advice was as follows: (excerpt)

'Under our (the) constitution clause 12(3)(d) requires the AGM to appoint an auditor. Given we (you) need to appoint an auditor for the financial reporting period I recommend that the Board appoint an auditor that meets the requirements of the Act and then have that appointment ratified at the AGM (with an explanation why the Board had to proceed this way) and then that auditor (or another auditor (?)) be reappointed for the next year.' – Ian Fullagar SBA Legal Counsel.

The Board elected to follow the legal advice. The Treasurer sort three options and presented to the October Board Meeting. The Board agreed to appoint Tudor & Company Pty Ltd Chartered Accountants to undertake the required audit of the Associations 2017/18 accounts. Subsequently Tudor & Company Pty Ltd advised the Board that they required time to undertake historical due diligence and could provide audit docs mid to late December – Hence delayed 2018 AGM.

In accordance with the legal advice the Board now seeks to ratify the appointment of Tudor & Company Pty Ltd Chartered Accountants for the financial year 2017/18.

The Chairperson asked for any comments or questions. There were no questions tabled from those present.

The Chairperson put the motion that Tudor & Company Pty Ltd Chartered Accountants be appointed as the 2017/18 financial year auditors.

Moved – Michael Bourke (LM) **Seconded** - Louise Graham (LM). **Carried** by show of hands.

The Chairperson asked that the reports, President's, Secretary's and Treasurers Reports) be moved and seconded.

Moved – Judy Barlow (LM), **Seconded** – Andrew Maloney (LM). **Carried** by a show of hands.



2.3. Appointment of an Auditor for 2018/19 financial year:

The Treasurer asked that Tudor & Company Pty Ltd Chartered Accountants be appointed as the Associations Auditor's for the 2018/19 financial year.

Moved – Andrew Maloney **Seconded** – Grant Nicholson (President Mentone Mustangs). **Carried** by a show of hands.

2.5 Election of Directors:

In accordance with Section 23(3) of the Constitution:

“Each Director of the Association shall hold office for a period of two (2) years. When a person's term of office has come to an end he or she will relinquish the position at the end of the next annual general meeting two years after the date of his or her election. This person is eligible for re-election.”

At the 2017 AGM all Directors positions were spilled and seven (7) new Directors were elected. At the time of this AGM the elected Directors will have held their positions for a period of one (1) year. Therefore in accordance with the Constitution no Directors are required to relinquish their positions at this AGM.

However the Board has agreed to align with the requirements of section 23(5) of the constitution which states:

“Four Directors will be elected in each odd calendar year. Three Directors will be elected in each even calendar year”.

As such, 2018 being an even year, the election of three Directors will occur at this AGM.



Prior to this AGM the Board agreed that the following directors would stand down.

- Jenny Mouat
- Corey Simpson
- Paul Dear

At this AGM three (3) director vacancies exist. In accordance with Section 23(3) Jenny Mouat, Corey Simpson and Paul Dear have vacated their positions as Directors of the Association.

In accordance with Section 24(1) the Secretary has received three (3) nominations for the three (3) director vacancies.

The Bio's of the nominees are contained in the annual report published on 22nd January 2019.

The Nominees are:

- a. Paul Dear – Seeking re-election
- b. Susan Ruddock
- c. Paul Scagliotti

Jenny Mouat and Corey Simpson did not seek re-election.

Chairperson asked the meeting to acknowledge Jenny and Corey's contribution to the SBA and moved a vote of thanks.

As there are only three (3) nominees for three (3) positions in accordance with Section 24(3) a ballot is not required and the nominees are deemed elected.

Chairperson asked the meeting to welcome Paul Dear (re-elected), Susan Ruddock and Paul Scagliotti to the Board of the Association.

Chairperson asked if there were any questions for new Directors.

No questions asked



3. Other Business

In accordance with Section 12(3)(e) - to transact any other business of which notice in writing shall have been given to the Secretary of the Association at least seven (7) days prior to the date of the meeting.

A request for other business was contained in the Notice of AGM sent to Members and published on the website on 6th January 2019.

No other Business has been received within the prescribed constitutional timeframes (7 Days prior to the AGM).

4. Close:

The Chairperson declared the meeting closed at 7.26pm.

5. Meeting of New Directors and Board:

Following the AGM the Board met in accordance with Section 23(8) of the Constitution to vote on officer bearers and roles. The following was unanimously agreed:

President	Peter Ryan
Vice President	Scott Harvey
Secretary	David Hopkins
Treasurer	Dean Cartwright
Director	Susan Ruddock
Director	Paul Scagliotti
Director	Paul Dear

The First meeting of the new Board will be held 18 February 2019 at 7.00pm.

End.