

Minutes
Minutes of the Board Meeting held by Circular Resolution.
Closing date - Monday 30 March 2020.

Circular Email Motions in lieu of Board Meeting 26 March 2020.

NAME:

Geoff Bown – 27.03.2020	Stuart Butler – 27.03.2020	Steve Hart – 28.03.2020
Jim Noble – 29.03.2020	Simon Pierce – 29.03.2020	David Leggett – 30.03.2020
Chris Matthews – 30.03.2020	Robert Bedwell – 30.03.2020	Graeme Ingall – 30.03.2020

Names and the dates received. There were no dissensions.

Your name will be counted as your signature.

- A. All replies by **Monday 30 March please** as all documents including Annual Report must added to website or posted by 3 April. Emails / letters advising postponement of AGM can be done the following week. (Simon and I will chat later to organise. All directors have received a copy of 2019 Annual Report by email – 24.03.2019.)
- B. **Just quickly, the rules for circular resolutions (motions) for Board Meetings are set by the CORPORATIONS ACT 2001 – SECTION 248A**
1. The directors of a company may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
 2. The problem with S 248A is that, to be effective:
 - a. **All** the incumbent directors have to sign the resolution; and
 - b. **All** the incumbent directors need to be in favour of the resolution.

The following please –

- i. Please read your Minutes of Meeting 30.01.2020 and Agenda of Meeting 26.03.2020.
- ii. The resolutions have been moved and seconded – thanks.
- iii. Please delete YES or NO – that is your vote.
- iv. Please check with the above # 2 b.

1. Minutes of Board Meeting – Thursday 30th January 2020:

Motion: *'The minutes of the previous Board Meeting held on Thursday 30th January 2020 at the Ourimbah RSL be accepted.'* (Circulated by email 16.02.2020 to your iPads & PCs)

Moved: Graeme Ingall

2nd: Jim Noble

Carried: Yes

2. Director's Expenses:

Please add your name and ensure that you have forwarded your ACCOUNT by email to Chris. No invoice with Chris, **NO PAYMENT**.

<u>Name:</u>	<u>Amount: (\$)</u>
Graeme Ingall	305.95

Geoff Bown	195.50
Simon Pierce	78.33
Chris Matthews	418.30

Motion: *'That the Treasurer's Report be received and adopted including ratification of payment made, and approval of payments to Directors and members, if any.'*

Moved: Chris Matthews **2nd:** Jim Noble

Carried: Yes

Please Note: A further circular email will be forwarded containing expenses from Robert Bedwell (\$ 40.00 changes to sleeve length of jacket) and Simon Pierce (Drop Box subscription = \$ 190.20)

3. Charity Report:

Motion: *"That the Charity Committee's Report be accepted and the following actions are to be taken*

- i. **Terrigal IRB:** Sue & Chris Matthews & Graeme Ingall attended. Photos are being arranged.
- ii. **The Glen – Bus:** On hold until next Board Meeting.
- iii. **Caring for the Coast Awards:** Cancelled.
- iv. **Legacy Scholarship:** On hold until next Board Meeting.
- v. **1st Avoca Beach Scouts:** Cheque has been forwarded by post to Peter Oliver. Awaiting PFD arrival at Good Gear. Simon, Martyn and Peter to liaise re colours of stencils. **Karagi Court to pay for stencils (approximately \$ 700.00) – Logo KCL and name of Scouts.**

Moved: Steve Hart

2nd: David Leggett

Carried: Yes

4. 2019 Annual Report:

a. Director's Declaration:

At the end of financial year – 1st January to 31st December, 2019, all directors must signify that they themselves nor their family or any company that they may be directly involved with, have not received any benefit from this company other than expenses for which they are entitled to claim for.

Motion: *'In accordance with Subdivision 60.15 of the Australian Charities and Not-for-profits Commission Act 2012, no Director has received any benefit by way of dividend, bonus or other such advantage other than expenses due from the carrying out of their duties.'*

(Each Director is to be asked individually and their answer is to be recorded in the Minutes)

Moved: Chris Matthews

2nd: Graeme Ingall

Carried: Yes

PLEASE COMPLETE:

Robert Bedwell	NO	Geoff Bown	NO
Graeme Ingall	NO	Chris Matthews	NO
Stuart Butler	NO	Steve Hart	NO
David Leggett	NO	James Noble	NO
Simon Pierce	NO		

Have received above from the following directors – Robert Bedwell, Geoff Bown & Stuart Butler.

b. Responsible Persons' (Directors) Declaration – per section 60.15 of the Australian Charities and Not-for-profits Commission Regulation 2013

The responsible persons declare that in the responsible persons' opinion:

- a) there are ~~are not~~ reasonable grounds to believe that the registered entity is able to pay all of its debts, as and when they become due and payable; and
- b) the financial statements and notes satisfy ~~do not satisfy~~ the requirements of the Australian Charities and Not-for-profits Commission Act 2012.

Signed in accordance with subsection 60.15(2) of the Australian Charities and Not-for-profit Commission Regulation 2013.

Signatories for the Review: Responsible Persons Declaration

Motion: *'That Robert Bedwell (President), Chris Matthews (Treasurer) and Graeme Ingall (Secretary) be the signatories in the Responsible Persons Declaration.'*

Moved: Chris Matthews

2nd: Graeme Ingall

Carried: Yes

5. Closure of Director's Nomination:

Motion: *'That nominations for the position of Director closed on Friday 17 April and must be in the hands of Secretary by the close of business - 17:00 that day.'*

Moved: Chris Matthews

2nd: Jim Noble

Carried: Yes

This is to ensure that there are no nominations for director/s from the floor.

- i. **Have received completed – Geoff Bown for President & Graeme Ingall as a Director.**
- ii. **Robert Bedwell doesn't wish to stand for re-election to the Board**
- iii. **Chris & I have approached David Levesque who has said yes.**
- iv. **Stuart Butler is prepared to stand as Secretary (from the last Board Meeting);**
- v. **Need a person to nominate themselves as Vice President. (Geoff please organise)**

Hence you need to arrange the completion of your Director Nomination Forms please – these HAVE been forwarded by mail. (Please complete as requested – email 26.03.2020.)

6. **AGM Meeting – 30 April:**

Motion: 'That AGM on 30 April 2020 be postponed to a date to be fixed due to the Covid – 19 virus.'

Moved: Chris Matthews

2nd: Graeme Ingall

Carried: Yes

7. **\$ 4,000.00 donation to Organisations via Lodges:**

Motion: 'On 30 January 2020, the motion granting a \$ 4,000.00 donation by the Lodges be placed on hold until further information is gained regarding our dividends.'

Moved: Chris Matthews

2nd: Graeme Ingall

Carried: Yes

Reason:

The value of our Macquarie Investment Consolidator (See email dated 13.03.2020 – Portfolio Review Document) NOT our Term Deposits has possibly decreased in value and the dividends to be received are completely unknown at this stage. Due to the fact of having a lower value of the Consolidator and the real possibility of lower dividends, I believe our possible donation should be placed on hold until June / July 2020.

8. **To Note:**

- Annual Report to be completed. Forward to Simon for finalising and then to be posted on Website.
- A letter with subs form, nomination form and proxy form has been prepared for posting. **This will be posted after the 2019 Annual Report has been added to the website. (by Friday 3 April.)**
- Letter to be forwarded to directors for payment of sub and completion of director's nomination form. **(Done – 26.03.2020)**
- 10 copies to be printed with - 5 copies for President, Treasurer, Secretary, Auditors & Solicitor and to be signed and – 5 for members who are not on the internet. **(Hopefully posted by Friday 3 April.)**

If we agree to postpone the AGM,

- A further letter has to be completed advising members of the postponement of the AGM. **(Between 6 – 8 April – Simon & Graeme)**
- **After the close of director nomination forms and NO AGM, how do we conduct an election if required? (Decision – 6 – 8 April)**

Graeme Ingall
Secretary – 27.03.2020