

# Sunshine Coast Aero Club Queensland Ltd

## Annual General Meeting

### Meeting Minutes – Saturday 26<sup>th</sup> August 2017

Minutes of Annual General Meeting of the Sunshine Coast Aero Club Queensland Ltd held on 26<sup>th</sup> August 2017 at the Sunshine Coast Aero Club, 16 Friendship Avenue, Marcoola QLD commencing at 4:00PM.

#### 1. Meeting Welcome

(Aidan Bickhoff)

The meeting was chaired by Club Secretary – Aidan Bickhoff.

The meeting was opened and quorum declared at 4:05PM.

#### 2. Attendances and Apologies

(Aidan Bickhoff)

##### Present

Aidan Bickhoff  
Ivan Tyson  
Nathan Wilson  
Nigel Butcher  
Stuart Marshall  
Laurie Stevens  
Noel Jones  
Brielle Russell  
Quentin Carter  
Sam Robson

Peter Koller  
Christopher Beves  
Neil Ramm  
Christo Minnie  
Michael Gilseman  
Barry Elms  
Neil Carrington  
Elsie Ley  
Thomas Petersen  
Stephen Morrison

Will Aitken  
Liam Richards  
Warren Schultz  
Deyne Couchmen  
..... Rogers  
Wayne Porter  
Jase Tomkins  
Ryan Mollaun

##### Present Via Proxies

Graeme Wheeler (Aidan B)  
Issac Straatemeier (Tom P)  
Damon Withers (Tom P)  
Jared Woodbine (Tom P)  
Richard Hinsely (Stephen M)  
Christo Minnie (Stephen M)  
Evert Van Der Berg (Peter K)

Rory Blanning (Lewis S)  
Colin Appleton (Lewis S)  
Bill Millar (Lewis S)  
Hugh Ellis (Nathan W)  
Christopher Kahwati (Ivan T)  
Kerian McNamara (Stephen M)

Clayton Westwood (Nathan W)  
Rowan Simpson (Nathan W)  
Michael Lane (Nathan W)  
Kieren Austin Walmsley (Ivan T)  
David Craig (Ivan T)  
William McNamara (Stephen M)

##### Apologies

Alan Macdonald

Gerry Mussen

**3. Confirmation of Previous Minutes**

**(Aidan Bickhoff)**

**Motion:**

**Moved: Liam Richards**

**Seconded: Laurie Stevens**

That the Minutes of the Annual General Meeting held on ## MONTH 2016 be received and confirmed, noting the minor amendment to the attendance record.

**Carried Unanimously**

**4. President's Report**

**(Stuart Marshall)**

**Stuarts annual report**

**5. Treasurer's Report**

**(Liam Richards)**

Liam presented the interim (unaudited) financial results for the 2016-17 financial year to the members.

• Turn over from the Flying School approx.	\$440,000	(\$328,000)
• Nett Profit approx.	\$69,500	(\$42,000)
• Nett Profit from Flying School	\$16,500	(\$8,000)
• Contribution from Sling 8667	\$31,000	(\$11,000)

NB: Figures in brackets are #####

**Motion:**

**Moved: Liam Richards**

**Seconded: Laurie Stevens**

*That the Audited accounts have been received from David Rhode on Friday, 9<sup>th</sup> September 2016 are accepted.*

**Carried Unanimously**

**6. Appointment of Auditors**

**(Liam Richards)**

**Motion:**

**Moved: Liam Richards**

**Seconded: Laurie Stevens**

*Motion to appoint David from Accountancy Services to Audit the club accounts.*

**Carried Unanimously**

## 7. Election of Management Committee

A ballot was held for the four (4) vacant committee positions, results are tabulated below:

Name of Nominee	Votes Received
Colin Appleton	33
Hugh Ellis	8
Lewis Stevens	32
Liam Richards	46
Morne Terblance	13
Nigel Butcher	11
Stephen Morrison	18
Warren Schulz	37

Colin Appleton, Lewis Stevens, Liam Richards and Warren Schulz were elected onto the management committee.

## 8. Special Resolutions

### a. Change of Company Name

Explanation of the motion was given to the floor, that the current Club Constitution was written with the intention of the Club transitioning from being an ASIC Registered Australian Private Company to a Queensland Incorporated Association.

The constitution needs to be updated to reflect the current registered business name –

*“Sunshine Coast Aero Club Queensland Ltd.”*

**Motion:**

**Moved: Ivan Tyson**

**Seconded: Liam Richards**

*The members direct the Secretary to amend the club constitution to reflect the correct company structure and name, being, Sunshine Coast Aero Club Queensland Ltd.*

**Carried Unanimously**

**b. Alteration of Rules – Section 1: Interpretation**

Explanation of the motion was given to the floor, that the current Club Constitution was written with the intention of the Club transitioning from being an ASIC Registered Australian Private Company to a Queensland Incorporated Association.

It was decided at the previous Annual General Meeting to remain an ASIC Registered Australian Private Company.

The constitution incorrectly references the word 'Act' to mean, The Associations Incorporation Act 1981 (QLD). As we are an Australian Private Company this should be referring to the Corporations Act.

**Motion**

**Moved: Aidan Bickhoff**

**Seconded: Liam Richards**

*The members direct the Secretary to amend the club constitution to reflect the, Act, being, (the) Corporations Act 2001 (Cth).*

**Carried Unanimously**

**c. Alteration of Rules – Section 5: Classes of Membership**

The current Club Constitution has seven (7) different membership types, some with overlapping scope, age restrictions, options and privileges.

To reduce the administrative burden and simplify the membership classifications, the recommended changes are to replace Sections 5 (a) i - vii with –

**Motion**

**Moved: Aidan Bickhoff**

**Seconded: Liam Richards**

*The members direct the Secretary to replace Sections 5 (a) i -vii of the Club Constitution with:*

- i. **Flying Member:** Persons who have held, hold or intend to obtain a flying license.*
- ii. **Life Member:** Persons who in recognition of their contribution to the Sunshine Coast Aero Club who have held, hold or intent to obtain a flying license.*
- iii. **Social Member:** Persons who wish to participate in the activities of the club other than piloting in club aircraft or club flying events.*
- iv. **Temporary Member:** Persons who are members of other flying organisations, who on providing evidence of their flying qualifications or intend to obtain a flying license, and on payment of a fee, may enjoy privileges of equivalent to a Flying Member for a period of not more than three (3) months, excepting voting rights.*

**Carried Unanimously**

**d. Alteration of Rules – Section 18: Membership of the Management Committee**

Explanation of the motion was given to floor, after discussion amongst the committee and being unable to achieve a satisfactory interpretation. The committee seeks clarification from the members of the intention/interpretation of the existing rules under Section 18 (d), specifically:

*18 (d) "A member of the Club who is in receipt of any remuneration or payment for the provision of their services to the Club in any capacity..."*

The majority of the committee's interpretation is that private aircraft owners, entities or syndicates who cross-hire their aircraft are in receipt of remuneration as they are being remunerated for providing their aircraft as a fee for service.

In accordance with our Liquor License conditions and the Liquor Act, 1992 (QLD), temporary and honorary members or minors are not permitted to vote, thus making them ineligible for a position on the management committee. Replace Sections 18 (c) and Section 18 (g) with –

*18 (c) A member of the Management Committee must be a Flying Member of the Club.*

*18 (g) A Flying Member of the Club may be appointed to a casual vacancy on the Management Committee under rule 22.*

Ivan T. provided a rounded summary for the floor noting vagueness of the current interpretation and the current worded may exclude members whom are providing aircraft for the club with a genuine intention.

Before the vote, Peter K clarified about business ownership and whether the aircraft is specifically for private hire or for the flying school, noting an example that is a private owner owned our primary trainer they would have a significant interest.

Ivan T, provided further clarification before vote was held.

Stephen M, talked against the motion, noting the intention of the current constitution was not to exclude members or aircraft owners from being on the committee, but rather from holding 'executive positions', those being the President, Vice-President, Treasurer and the Club Captain.

Stephen M, also noted that private owners of aircraft and syndicates should be providing aircraft for the benefit of the club and only the club and not their own personal gain.

Noting an example where previous aircraft owned by the club had been sold as their maintenance costs were exceeding hire revenue.

Wayne P, noted Ivan's motion and the committee's position, in a lawful interpretation how do we apply this rule.

Ivan T, clarified that his motion would allow members of syndicated to hold the executive positions.

Thomas P, requested Stephen M to explain his thoughts on the potential damage to the Club if the motion passed, noting his objection.

Stephen M, clarified that as the Club has grown and is being run as a company rather than a small club that there needed to be a level of separation on the management committee so as not to have a majority being aircraft owners or syndicates.

**Motion**

**Moved:** Ivan Tyson

**Seconded:** Lewis Stevens

*That the definition of a remunerated member should be clarified to specifically exclude any otherwise eligible member, who is a private aircraft owner, member of a syndicate or entity who cross hires an aircraft to the club.*

For: 31

Against: 17

Abstain: 2

**Not Carried**

The chair reaffirmed after the vote, that the existing interpretation, that is syndicate owners cannot hold executive position on the committee, as they are deemed in receipt of remuneration.

**e. Alteration of Rules – Section 39: Proxies**

Explanation of the motion was given to floor, the committee had received written requests from some members that they are unhappy with the current proxy system which enables 'Proxy Farming', whereby a single member can 'farm' proxies from multiple members and hold a large number of votes and control the outcome of meetings in the past.

The committee discussed this matter and has modelled the proposed changes to the constitution on the Anti-Proxy Farming rules the NSW Government made to Body Corporates who were experiencing similar issues.

First and foremost, the committee affirms the intention should always be to encourage members to exercise their voting rights in person and only use a proxy for a genuine absence.

Ivan Tyson took to the floor and provided further explanation and a secondary motion.

Barry Elms raised a point of order, noting an amended resolution would be an ordinary resolution would require 50%, rather than a special resolution requiring 75%.

Michael Gilson requested what the maximum number of proxies held by members present, the chair confirmed that a number of members held five (5) proxies.

## CONTINUED - Alteration of Rules – Section 39: Proxies

### Motion

**Moved:** Aidan Bickhoff

**Seconded:** Liam Richards

*The members direct the secretary to insert Section 39 (h) and 39 (i) –*

*39 (h) If a person holds more than the total number of proxies permissible when a quorum is declared and the meeting opened by the chair, the person cannot vote using any additional proxies.*

*39 (i) The total number of proxies that may be held by a person voting on a resolution is as follows:*

*(i) if eligible voting members present is 20 or less, one,*

*(ii) if eligible voting members present is more than 20, a number that is equal to not more than 5% of the total eligible voting members.*

**Carried Unanimously**

### Secondary Motion

**Moved:** Ivan Tyson

**Seconded:** Aidan Bickhoff

*That the committee be charged with the responsibility to change the voting system within six (6) months, from this date, by way of an Extra General Meeting, this should be done in consultation with the membership and a new system that seeks to address the current concerns be in place prior to the next Annual General Meeting.*

**Carried Unanimously**

## 9. General Business

### a. Provision of Members being Converted to Instructors (Michael Gilsenan)

Michael Gilsenan discussed a motion which would require the committee to direct the Management Committee to direct the Chief Flying Instructor to provide training, support and assistance for any club member whom held a RA-AUS Junior Instructors rating to work towards achieving a Senior Instructors rating.

Ivan Tyson spoke to this motion, and noted that the constitution should not be changed nor should the Chief Flying Instructor be directed by the Management Committee to train instructors whom are members.

### Motion

**Moved:** Michael Gilsenan

**Seconded:** -

**Motion not Seconded**

**b. Timing of the Annual General Meeting**

**(Peter Koller)**

**Motion**

**Moved: Peter Koller**

**Seconded: Deyne Couchmen**

*That the committee direct the Secretary to hold the Annual General Meeting on the last Saturday of August every year.*

**Carried Unanimously**

**10. Meeting Closed**

The meeting was declared closed at 5:16pm.