



## AUSTRALIAN CROQUET ASSOCIATION

### MINUTES – Special General Meeting

9.00am Monday 11 September, 2017  
Sports House, Brisbane

**AGENDA ITEM 1** – Welcome from the chair.

**AGENDA ITEM 2** – Present

Megan Fardon (chair)  
Nerida Taylor (NSW)  
Jim Clement (Vic)  
Valda Wintzer (Qld)  
Barry Haydon (SA)  
Janine McHardy (WA)  
Peter Tracey (Tas)

Observers: Graeme Thomas, Jim Nicholls, Murray Tinker, Tony McArthur, Mike Cohn, Peter Freer, Doug Williams, Carolyn Ribone

**AGENDA ITEM 3** – Meeting Procedure agreed.

**AGENDA ITEM 4** – Special Resolution (in compliance with Clause 33 of the Associations Incorporation Act 1991 (ACT)) Proposed amendments to the Constitution.  
[Motions require three quarter majority]

4.1 Clause 6.2(b) – Correction to timeframe anomaly

MOTION: That Clause 6.2(b) be amended as follow –

‘State Associations shall have four (4) years from the approval of this Constitution under the Act in which to amend their constitution in accordance with this Constitution’.

Current wording of Clause 6.2(b)

‘State Associations shall have two (2) years from the approval of this Constitution under the Act in which to amend their constitution in accordance with this Constitution’.

LODGED BY: Croquet Association Queensland

BACKGROUND: The ACA constitution was adopted at the 2015 AGM and approved by the Office of

Regulatory Services in April 2015. Clause 6.2(b) currently requires States to have brought their constitutions in line with that of the ACA within two years i.e. completion date being April 2017.

REASONS/RATIONALE FOR THE MOTION:

The motion increases the requirement from two years to four years and so ensuring that the timeframe is yet to expire thereby allowing States more time to make the appropriate amendments. Completion date will be April, 2019

FINANCIAL CONSIDERATIONS/IMPLICATIONS: Nil

**Proposed:** Croquet Qld

**Seconded:** Jim Clement, pro forma

**Vote:** Carried, 5/1

---

The subclause motions 4.2.1 to 4.2.10 of Motion 4.2 were accepted as identical in nature and one vote was conducted for these motions.

Motion 4.2.8 was amended

That Clause 21.7(b)(i) be deleted ***and subsequent clauses be renumbered.***

Amendment proposed in bold italics: Jim Clement

Seconded: Nerida Taylor

Vote: unanimous

**Proposed:** Croquet NSW

**Seconded:** Jim Clement

**Vote:** Carried unanimously

---

4.2 Clauses 20.2; 20.3; 21; 21.1 and 21.7 and 21.1 listed in the Contents – deletion of references to ‘First Directors’

At the AGM held in March, 2017 Croquet NSW requested that clauses referring to ‘First Directors’ be amended. The motion failed at the corrections were not appropriately worded.

4.2.1 – Board Composition

MOTION:

That Clause 20.2(a) be deleted.

Current wording of Clause 20.2(a)

‘on adoption of this Constitution, a minimum of seven (7) and a maximum of nine (9) First Directors’

LODGED BY:

BACKGROUND:	When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a Board by the creation of First Directors. The 'First Directors' will all have retired by 27 March 2017 and have been replaced by 'Elected Directors'.
REASONS/RATIONALE FOR THE MOTION:	Removal of the various clauses and references will simplify the constitution
FINANCIAL CONSIDERATIONS/IMPLICATIONS:	Nil

#### 4.2.2 – Board Composition

MOTION:	That Clause 20.2(b) be deleted.  Current wording of Clause 20.2(b)  'after the first Annual General Meeting following adoption of this Constitution, five (5) First Directors, three (3) Elected Directors and if the Board so choose, one (1) Appointed Director,'
LODGED BY:	
BACKGROUND:	When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a Board by the creation of First Directors. The 'First Directors' will all have retired by 27 March 2017 and have been replaced by 'Elected Directors'.
REASONS/RATIONALE FOR THE MOTION:	Removal of the various clauses and references will simplify the constitution
FINANCIAL CONSIDERATIONS/IMPLICATIONS:	Nil

#### 4.2.3 – Board Composition

MOTION:	That Clause 20.2(c) be amended to read. –  'seven (7) Elected Directors and if the Board so choose, two (2) Appointed Directors.'  Current wording of Clause 20.2(c)
---------	--

'after the second, and subsequent Annual General Meetings following adoption of this Constitution, seven (7) Elected Directors and if the Board so choose, two (2) Appointed Directors.'

LODGED BY:

BACKGROUND:

When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a Board by the creation of First Directors. The 'First Directors' will all have retired by 27 March 2017 and have been replaced by 'Elected Directors'.

REASONS/RATIONALE FOR THE MOTION:

Removal of the various clauses and references will simplify the constitution

FINANCIAL CONSIDERATIONS/IMPLICATIONS: Nil

---

#### 4.2.4 – Chair and Deputy of the Board

MOTION:

That Clause 20.3(a)(i) be deleted.

Current wording of Clause 20.3(a)(i)

'As soon as practical after this Constitution takes effect, the First Directors will by majority vote, elect one of their number to be the Chairperson;'

LODGED BY:

BACKGROUND:

When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a Board by the creation of First Directors. The 'First Directors' will all have retired by 27 March 2017 and have been replaced by 'Elected Directors'.

REASONS/RATIONALE FOR THE MOTION:

Removal of the various clauses and references will simplify the constitution

FINANCIAL CONSIDERATIONS/IMPLICATIONS: Nil

---

#### 4.2.5 – Chair and Deputy of the Board

MOTION:	<p>That Clause 20.3(a)(ii) be renumbered to become 20.3(a)(i) and amended to read –</p> <p>‘On vacation of office of the elected Chairperson, the Board will elect one of their number to be the Chairperson by a majority vote from the ranks of Elected Directors.’</p> <p>Current wording of Clause 20.3(a)(ii)</p> <p>‘On vacation of office of the Chairperson elected under clause 20.3(a)(i), the Board will elect one of their number to be the Chairperson by a majority vote from the ranks of First and Elected Directors.’</p>
LODGED BY:	
BACKGROUND:	<p>When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a Board by the creation of First Directors. The ‘First Directors’ will all have retired by 27 March 2017 and have been replaced by ‘Elected Directors’.</p>
REASONS/RATIONALE FOR THE MOTION:	<p>Removal of the various clauses and references will simplify the constitution</p>
FINANCIAL CONSIDERATIONS/IMPLICATIONS:	<p>Nil</p>

#### 4.2.6 – Directors

MOTION:	<p>That Clause 21 be amended to read –</p> <p>‘In this clause, unless stated to the contrary, Directors are Elected Directors and Appointed Directors.’</p> <p>Current wording of Clause 21</p> <p>‘In this clause, unless stated to the contrary, Directors are First Directors, Elected Directors and Appointed Directors.’</p>
LODGED BY:	
BACKGROUND:	<p>When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a</p>

Board by the creation of First Directors. The 'First Directors' will all have retired by 27 March 2017 and have been replaced by 'Elected Directors'.

REASONS/RATIONALE FOR THE MOTION:

Removal of the various clauses and references will simplify the constitution

FINANCIAL CONSIDERATIONS/IMPLICATIONS: Nil

---

#### 4.2.7 – First Directors

MOTION:

That Clause 21.1 be deleted and the remainder Clause 21 be renumbered accordingly and references to specific clauses corrected.

Current wording of Clause 21.1

- (a) Upon adoption of this Constitution:
  - (i) Three members of the Executive Committee, being the President, Senior Vice President and Vice President are each allocated a First Director position. Should any of those persons decline to become a First Director, the Executive Committee must nominate an alternative First Director;
  - (ii) The State Associations are allocated a total of six (6) First Directors positions. Each State Association is to provide one (1) First Director;
- (b) The First Directors are progressively replaced by Elected Directors subject to the following:
  - (i) at the first Annual General Meeting following the adoption of this Constitution, four of the First Directors will retire from office being one of the three Directors from the Executive Committee (and in the absence of agreement as to which of those Directors will retire, the one to retire will be determined by lot from those Directors) and three of the Directors provided by the State Associations (and in the absence of agreement as to which of those Directors will retire, those to retire will be determined by lot

- from those Directors). An election will be held to elect three Elected Directors. Those retiring First Directors will, subject to the requirement of this Constitution, be eligible for re-election;
- (ii) at the second Annual General Meeting following the adoption of this Constitution, the remaining five First Directors will retire from office and an election will be held to elect four Elected Directors. Those retiring First Directors will, subject to the requirement of this Constitution, be eligible for re-election.

LODGED BY:

BACKGROUND:

When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a Board by the creation of First Directors. The 'First Directors' will all have retired by 27 March 2017 and have been replaced by 'Elected Directors'.

REASONS/RATIONALE FOR THE MOTION:

Removal of the various clauses and references will simplify the constitution

FINANCIAL CONSIDERATIONS/IMPLICATIONS: Nil

---

#### 4.2.8 – Maximum Term of Office for Directors

MOTION:

That Clause 21.7(b)(i) be deleted *and subsequent clauses be renumbered.*

Current wording of Clause 21.7(b)(i)

'as a member of the outgoing ACA Executive who becomes a First Director shall be treated as a term;'

LODGED BY:

BACKGROUND:

When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a Board by the creation of First Directors. The 'First Directors' will all have retired by 27 March 2017 and have been replaced by 'Elected Directors'.

REASONS/RATIONALE FOR THE MOTION:

Removal of the various clauses and references will simplify the constitution

---

FINANCIAL CONSIDERATIONS/IMPLICATIONS: Nil

4.2.9 – Maximum Term of Office for Directors

MOTION:

That Clause 21.7(b)(iv) be deleted.

Current wording of Clause 21.7(b)(iv).

‘by a First or Elected Director prior to their resignation in accordance with Clause 21.1(b) will be treated as a term.

LODGED BY:

BACKGROUND:

When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a Board by the creation of First Directors. The ‘First Directors’ will all have retired by 27 March 2017 and have been replaced by ‘Elected Directors’.

REASONS/RATIONALE FOR THE MOTION:

Removal of the various clauses and references will simplify the constitution

FINANCIAL CONSIDERATIONS/IMPLICATIONS: Nil

---

4.2.10 – Contents

MOTION:

Under the header ‘21 Directors’ listed in the Contents” to be amended following the deletion of Clause 21.1 and to read –

‘21 Directors  
21.1 Eligibility  
21.2 Election of Elected Directors  
21.3 Term of Office  
21.4 Office held until end of meeting  
21.5 An Elected Director elected at General Meeting  
21.6 Maximum Term of Office for Directors  
21.7 Casual Vacancy in ranks of Directors’



## Current wording of Contents

- '21 Directors
- 21.1 First Directors
- 21.2 Eligibility
- 21.3 Election of Elected Directors
- 21.4 Term of Office
- 21.5 Office held until end of meeting
- 21.6 An Elected Director elected at General Meeting
- 21.7 Maximum Term of Office for Directors
- 21.8 Casual Vacancy in ranks of Directors'

LODGED BY:

BACKGROUND:

When the current ACA constitution was implemented there were transition provisions which dealt with the progression from an Executive to a Board by the creation of First Directors. The 'First Directors' will all have retired by 27 March 2017 and have been replaced by 'Elected Directors'.

REASONS/RATIONALE FOR THE MOTION:

Removal of the various clauses and references will simplify the constitution

FINANCIAL CONSIDERATIONS/IMPLICATIONS: Nil

---

### AGENDA ITEM 6 – Finance

#### 6.1 Financial Reports – ending 30 June

6.1.1 Profit & Loss Statement ending 30 June (attached)

6.1.2 Balance Sheet (attached)

6.1.3 Budget v. Actuals ending 30 June (attached)

#### 6.2 2017 Budget Forecast – 1 July to 31 December (attached)

#### 6.3 Anticipated Expenditure – International Events 2018 – 2021 (attached)

Q: removal of funding for strategic plan?

A: Committee had disbanded. Board will be working on plan in the coming year. Work undertaken by Qld uni students will support the marketing process which will plug back into strategic plan.

Q: Income in second quarter. Is this a change as this used to fall in the third quarter and becomes a problem for Vic?

A: Agreed that ACA research the policy.

Q: Will advertising rate card for the magazine be available?

A Yes

Q: Why is there a loss on national events?  
A; Deficit is growing in part due to honoraria.

**AGENDA ITEM 7 – Other business**

Filling of the Secretary Administrator position. To be discussed at the coming Board meeting.

A minute of silence was observed in respect for the passing of Dianne Close.

**Meeting Closed 9.37am.**