



SPECIAL GENERAL MEETING

To Vote on Proposed New Rules of Association for Bicycle Queensland

6TH December, 2006

Present: BQ Committee

Bill Loveday (President), Michael Hogan (Vice-President), John Franklin (Treasurer), Jenny Attreed (Secretary).

BQ Legal Advisor for the Proposed Rules of Association

John Curr (Solicitor, BQ member)

Scrutineer

Rob Kemp (non-member)

BQ Members

David Barbagello, Elizabeth Carrigan, Kirsten Carroll, Annie Cowling, Andrew Digby, Paul French, Heather Horne, Dave Ingram, Jamie Ingram, Jeff Isles, Joe Lane, Leah Lane, Ian Lister, Robyn Luscombe, Leslie Martin, Liam McCarthy, Kym McDougall, Dave Minter, Paul Murdoch, Dr John Nightingale, Jana Novak, David Saltwell, Ray Sketcher, John C Taylor, Arthur Willemse, Ben Wilson.

Meeting Location Bicycle Queensland Office
28 Vulture Street, West End QLD 4101

Meeting Start 7:24pm.
Delayed due to the checking and counting of proxies.

Meeting Chairman Bill Loveday (BQ President)

Introduction from the Chairman, Bill Loveday

- Bill **introduced** the Committee, John Curr and Rob Kemp to those present at the meeting.

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- He described the **procedures** for the Special General Meeting, including the discussion procedure that would precede the voting. It was suggested that everyone keep their discussion to less than ten minutes to give everyone at the meeting the opportunity to speak.
- Bill then presented the **background** of the changes to the Rules of Association, including a chronology of events, consultation periods, etc.
- It was noted that a **quorum** under the current Rules of Association is (two times the Committee Size) plus one, which is equal to nine. There are 29 members present at this Special General Meeting so a quorum has been met.

Proposal of Motion

The Chairman, Bill Loveday, proposed the following motion:

That the current Rules of Association be amended with the new Rules of Association.

The following interjections then occurred.

- Ray Sketcher then objected to this motion. The Chairman over-ruled this objection.
- Ray Sketcher then asked the Chairman how many votes were required to pass the motion.
- The Chairman replied that it was (the number of members present plus the number of proxies) times three-quarters.
- Ray Sketcher then moved that this was not correct since the advice in Qld Cyclist stated that it was the number of members present times three-quarters. Ray Sketcher also stated that the Associations Incorporation Act 1981 also states that it is the number of members present times three-quarters. Ray Sketcher then declared that the motion was invalid.
- The Chairman discussed Ray Sketcher's objection with VP Michael Hogan & legal adviser John Curr. Chairman advised that, the necessary vote for the carriage of the special resolution was three quarters of members present, including proxies, at the meeting.
- The Chairman noted Mr Sketcher's objection.

Discussion on the Proposed Motion

The Chairman then opened the discussion on the proposed motion.

7:42pm Paul French spoke **against** the motion.

7:46pm Liam McCarthy spoke **in favour of** the motion.

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- 7:47pm John Nightingale spoke **against** the motion.
7:55pm Leslie Martin spoke **against** the motion.
7:59pm Kym McDougall spoke **in favour of** the motion.
8:02pm John Curr spoke **in favour of** the motion.
8:05pm Paul Murdoch spoke **against** the motion.
8:20pm Michael Hogan spoke **in favour of** the motion.
8:30pm David Ingram spoke about the motion, both **in favour of** and **against**.
8:33pm Jana Novak spoke **in favour of** the motion.
8:36pm David Barbagello spoke **in favour of** the motion.

David Barbagello asked the Chairman if amendments could be proposed to the motion.
The Chairman responded that they could be.
David Barbagello then proposed an amendment to the Proposed Rules of Association as follows.

To change the number of members needed to call a Special General Meeting to (two times the Maximum Committee Size) plus one, where the Maximum Committee Size is eight.

The Chairman advised that the proposed amendment should be put in writing, which David Barbagello then did.
Dave Minter seconded the proposed amendment.

Discussion on the Proposed Amendment

The Chairman then called for discussion on the Proposed Amendment.

Michael Hogan clarified to those present at the meeting that **Directed Proxies** will all count as No votes for the proposed amendment and that **Undirected Proxies** can be voted as desired by the holders of those proxies.

- 8:52pm Joe Lane asked a question on the proposed amendment.
8:53pm Dave Minter spoke about the proposed amendment.

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- 8:54pm Dave Ingram spoke **in favour of** the proposed amendment.
8:55pm Jamie Ingram spoke **in favour of** the proposed amendment.
8:56pm Paul French spoke **against** the proposed amendment.

Vote on the Proposed Amendment

Rob Kemp, the scrutineer, counted the following votes in a show of hands, including Undirected Proxies.

- In Favour of the Proposed Amendment – 53 votes
- Against the Proposed Amendment – 24 votes

In addition, there were 38 Directed Proxies which are counted as being Against the Proposed Amendment.

So the final count was as follows:

- In Favour of the Proposed Amendment – 53 votes
- Against the Proposed Amendment – 62 votes

Therefore the Proposed Amendment was **defeated**.

Continued Discussion on the Proposed Motion

- 9:00pm Dave Saltwell spoke **against** the motion.
9:05pm Jamie Ingram spoke about the motion, **in favour of** it with the amendment and **against** it without the amendment.
9:08pm Jenny Attreed spoke **in favour of** the motion.
9:15pm Jamie Ingram interrupted Jenny Attreed, calling a point of order.
Dave Barbagello refuted that Jamie Ingram could do this, claiming that it is not a standard meeting procedure.
9:16pm Ray Sketcher spoke about the motion, both **in favour of** and **against**.
9:21pm John Franklin spoke **in favour of** the motion.
9:32pm Ben Wilson spoke **in favour of** the motion.



9:37pm There were no further speakers so the discussion was concluded.

Vote on the Proposed Motion

The Chairman called on the meeting to vote on the Proposed Motion.

Rob Kemp, the scrutineer, counted the following votes in a show of hands, including Undirected Proxies.

- In Favour of the Proposed Motion – 49 votes
- Against the Proposed Motion – 28 votes

The following Directed Proxies were counted.

- In Favour of the Proposed Motion – 4 votes
- Against the Proposed Motion – 34 votes

So the final count was as follows:

- In Favour of the Proposed Motion – 53 votes
- Against the Proposed Motion – 62 votes

Therefore the Proposed Motion was **defeated**.

Meeting Close 9:41pm.

Minutes endorsed as true and accurate:

Chairman.....

Minute Taker.....

Position.....

Position.....

Signed.....Date.....

Signed.....Date.....