

LENSWOOD & FOREST RANGE *Community Association Inc.*

Draft Minutes Special General Meeting

Date: Tuesday, 12th November 2013

Time: 7.30pm

Venue: Lenswood Primary School

Chair: Peter Stafford

1. Attendance:

Garry Beaton, Margaret Fry, Evelyn Hay, Ann Kempe, Andrew Mann, Natalie Mansfield, Alison Mason, Rose Milton-Head, Sam Perna, Susette Peterson, Jo-Anne Shaw, Graeme Schultz, Peter Stafford, Jon Tons, Henry Van Es (15 members present and signed attendance form and 9 members passed proxy voting forms to Secretary for Item 8.1)

Apologies: Robert Hall, Michael Broadbent, Ivan & Marilyn Probert, Cam Stafford, Sally Robbins, Molly Pocock, Martin Hawkins, Edda Viskic & Russell Job, Caroline Chaplin, Donna Mann, Graham Mason, Harleigh Mason, Fiona Shultz

1.1 The Chair outlined procedure for recording attendance/proxy voting and eligibility to vote)

Record of attendance

- On arrival members were asked to sign off their attendance and were handed a ballot slip for the Special Resolution
- Voting on the Special Resolution (Item 8.1) was by secret ballot and a ballot slip was prepared for this purpose.
- Members had been given the 21 days notice re this meeting (as per the Act) and have been informed that they can either vote in person or via a proxy. The Secretary checked the proxy forms to ensure both parties signed the proxy voting form and that both parties were current financial members.
- The top half of the proxy voting forms were checked and removed by the Secretary and the bottom half was returned to the member in preparation for the vote on the Special Resolution (to ensure privacy and confidentiality)

Eligibility to vote on Special Resolution:

- Only current financial members were eligible to vote
- Constitution (8.5) "every member of the association has only one vote at a meeting of the association."
- There are two types of membership Residential and Individual.

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Residential - No matter how many people there are who share a membership, they get just one vote because they purchased one membership.

Individual - One vote

Therefore one membership = \$10 = one vote

The Chair asked for the members input or questions on this process.

Actions? Members agreed to the process outline above by a show of hands

2. Confirm agenda

There were no changes to agenda as circulated to members

3. Minutes previous meeting (2nd October 2013):

Approved: moved by Secretary (AK) Seconded by Evelyn Hay (Motion passed)

Business Arising?

- Ann Kempe noted that the outcome of the last meeting was the development of the draft Constitution that is the subject on the Special Resolution (Item 8.1) to change name and constitution of association: See new business

Action list/recommendations?

- It was agreed this item would be discussed under new business

4. Correspondence

4.1 *Incoming*

- a. 2013 from Rosalie Day (Secretary, Sustainable Communities SA Inc. re member survey and members meeting (30th Sept 2013) to discuss how to keep community groups "active and vital".
- b. 8th September: Email from Thomas Waterhouse with invoice for Association web-site hosting for 1 year (\$76.49) – need to pay this outstanding amount
- c. 13th Sept. from Adelaide Hills Council requesting input on the future of the Adelaide Hills Business & Tourism Centre (Lobethal)
- d. Letters of resignation as Chair of the Association from John Tons (14th September); Email from Garry Beaton resignation from committee and Association (note that Garry has resigned from Committee and as a members & asks that the information about his business be removed from the website 16th September); Email from John Tons saying the Sam Perna had notified him of his resignation from the Committee (16th September).
- e. 17th September: Email from Australia Post (Our Neighbourhood) re the Associations application for the "Our Neighbourhood Community Grant - Lenswood and Forest Range Community Centre" – application was not successful but feedback provided re strength & weakness of the application ([Attached](#))
- f. 2nd October: from Russell King (Acting Manager Assets & Engineering – Adelaide Hills Council) re footpath at school; Reserve improvements; & road safety issues re path.

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- g. 8th October: Adelaide Hills Council re invitation to participate in Community Forum for Onkaparinga Valley Ward (Tuesday 29th October; 17th December and 18th Feb. 2014)
- h. 9th October: From Office of Consumer and Business Affairs - notice that Change of Public Officer from John Tons to Peter Stafford has been registered (copy of "Public Officer Responsibilities" enclosed)
- i. 30th October- from Stuart Boyd (Adelaide Hills Council) thanking the Association for it's input into the Council's Festival and Event Policy & notification of new policy that was formalised in early October
- j. 19th November 2013 – late correspondence from Colin and Margaret Fry expressing concern at the Road Safety Report (15th Sept 2013) – especially lack of consultation and issues about the proposed creation of a footpath from the school to Plummer's Road

Action? Motion: that the correspondence be attended to by the management committee at their next meeting

Moved: Secretary (AK) & seconded by Jo Shaw

Motion passed by show of hands

5. Chairperson's/Association Executive Committee report

Action: Reports were tabled and circulated by email

Motion: That issues in the reports be actioned by the management committee at their next meeting

Moved: Secretary (AK); seconded by Susette Peterson

Secretary asked the members to thank John Tons for his input and hard work as Chair since the Association was Incorporated

Motion passed by show of hands

6. Finance Report (attached)

Treasurer tabled an updated Financial Report (dated 12th Nov.) and briefly outlined the current budget situation of the Association and noted that the History Day funds of \$520.32 be reserved for the History Group. (note amendment to this amount below)

Moved: Secretary (AK); seconded by Andrew Mann

Motion passed by show of hands

7. Subcommittee reports

- History sub-committee report was tabled and was circulated last month

Motion: that the report be noted without discussion

Moved: Secretary (AK); seconded by Evelyn Hay

Motion passed by show of hands

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8. New business

8.1: A Special Resolution was developed at the meeting 2nd October 2013 (see minutes): "That the members of the Association agree to change the name of the Association to *The Forest Range and Lenswood History Group* and the constitution/rules of the Association should be amended (see attached draft Constitution) to reflect the aim of the Group of conserving resources and preserving the historical heritage of the Forest Range and Lenswood district".

Motion: that the Special Resolution be accepted

Moved: Jo Shaw & seconded by Evelyn Hay

Discussion:

- Chair invited members to discuss the Special Resolution (SR)
- Secretary explained some further background to the SR
- Jo explained the above SR was to ensure continuation of the Association but since only people from History Group attended the meeting on 2nd October, the SR was developed on that basis.
- Evelyn Hay said she felt at the focus of the Association had moved given most of the earlier committee resigned leaving only the History Group people on the Management Committee
- Garry Beaton explained why he left the Association (to withdraw and allow some of the problems the earlier Committee faced to be resolved but he decided to re-join as there was much to work on)
- John Tons explained there are some issues to follow through (unfinished business from earlier committee). John for-shadowed a motion he would put to support the History Group to set up as a separate Incorporated Association and withdraw from the Community Association
- Sam Perna stated that the benefit of two groups is that each group will be able to attract more members who are interested in the particular objectives of that group.
- Natalie Mansfield requested a clarification on the term "resources" in the SR and Jo stated "resources" means that any historical artefact or document can be collected and maintained by the "Group" as per the draft Constitution – the term relates to historical resources.
- Graeme Schultz as Forest Range Trustee – stated that he felt the Community Association had too many ideas that were "too big" and pointed the success of some of the working bees that were appreciated and had improved the infrastructure at the oval and post-office. He felt that the Community Association should be kept as it is but to help other groups and committees.
- Garry Beaton said it would be ideal to keep the History Group as part of the Community Association and hoped lessons had been learned re conduct on focus of the work of the Association. If Association goes forward there were many members who would like it to speak on behalf of the community on issues of interest to the Council etc and that the Association should take advantage of the talents of the newer members of the Lenswood and Forest Range Community. That there will also be differences but the members should take advantage of the different skills that members wish to offer.
- Andrew Mann stated he saw value in the Community Association as helping and supporting each other and by providing a structure for this to happen. Andrew stated that if we lost the Association we might lose that benefit and that some newer members of the community appreciated this and joined the Association for this purpose. The Community Day, Harvest Festival did help this process – the Associated should be able to give a voice to all members of

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the community regardless if they are members who have been here a long time or if a member was a “newbie”

- John Tons – should acknowledge that Andrew was instrumental in starting the Association for the purpose he stated above
- Peter Stafford responded that it was hard to understand and accept the positive comments about the Association given the lack on member attendance on the meeting of 2nd October and the poorly attended AGM in August.
- John Tons stated he withdrew due to the tone and content of emails that were exchanged in the immediate past – there was some further discussion between a number of members about this
- Ann Kempe stated that it was her observation that many members decided not to attend meetings due to the perceived level of animosity among some members of committee and that people don't want to be involved in continued internal confrontation and that most members she had met wanted to be involved in a collaborative and friendly way. She urged members to work more respectfully together and said she had been involved in large professional association that had many different Special Interest Groups but despite this they had been able to work together for the benefit for all.
- Jo Shaw stated that she felt the History Group was not supported by the Association and nor had they provided the Group with funds or attend any of their meetings.
- Secretary requested the Chair call for the secret ballot to be conducted on the Special Resolution.
- Motion: "It was moved by AK that the motion be put" (As this is procedural motion it requires no seconder) carried.
- Ann Kempe moved that the Motion be put

Voting on the Special Resolution

The Secretary and Chair outlined the steps for the secret vote on the Special Resolution:

- The Chair reminded members that in order for the resolution to be carried there is a requirement of an affirmative vote of 75%. As the maximum number of eligible votes (proxy votes + those present) was 24 the number of affirmative votes needed to pass the Special Resolution was 18. The vote was counted by Ann Kempe and Garry Beaton
- **The final vote was 8 in favour 16 opposed - the Special Resolution was lost and the current Lenswood & Forest Range Community Association Constitution stands.**

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- *Action?*

The members discussed the possible next steps for the Association

Motion was put: *“that the L&FCA support the Incorporation of the History Group as separate entity (new Association) in it’s own right“*

Moved: John Tons seconded by Margaret Fry

Motion passed by show of hands

Motion was put: *“that the funds from the History Day be transferred to the History Group (\$520.32) by a cheque to Peter Stafford who will hold this amount in trust.”*

Amendment from Treasurer: The correct amount deposited by History Group was actually \$617.20 – due to an oversight by the Treasurer of a further \$87.20 that the History Group made on the History Day. The total amount to be deposited by Jo Shaw into the L&FRCA account is \$617.32. After paying expenses the History Day profit was **\$520.32**. This is the amount of the cheque made out to Peter Stafford to hold in trust until the Incorporation of the History Group (as per the Act). The treasurer will amend the financial statement to reflect this.

Moved: Graeme Schultz & seconded by Garry Beaton

Motion passed by show of hands

Secretary clarified the process: The History Day funds need to be deposited into the L&FRCA account as soon as possible (a deposit slip was written and provided to Jo Shaw) and funds should then be banked to ensure the Financial Report is correct. Then a cheque needs to be written for the amount agreed and given to Peter Stafford to hold in trust until the Incorporation of the History Group has been registered – the process required by the Act.

8.2 Membership implications if constitution changes (AK):

Secretary stated that she wishes to delete this from the agenda – noted.

8.3 Motion: *“That the Association pay out the contingent liability payment to Lenswood Memorial Park Inc.”*

Moved: Peter Stafford & seconded by Ann Kempe

Motion passed by show of hands

Note: Treasurer (AK) passed a cheque for the outstanding amount to Andrew Mann (Chair of Lenswood Memorial Park Inc.)

8.4 Motion: *That the Harvest Festival resources currently held by the Association be handed over to the Lenswood Memorial Park Committee*

Moved: Ann Kempe & seconded by Peter Stafford?

Motion passed by show of hands

Secretary noted that this motion was required as a formality so the agreement appears in the minutes in case of future problems over ownership.

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8.5: Notice of resignation from the Secretary/Treasurer from management committee:

Ann stated she was resigning because given the current difficulties she would like to wait for the “dust to settle” before thinking about accepting a nomination to continue as Secretary. She said she was not interested in continuing if there was going to be continued interpersonal conflict. After some discussion Ann agreed to remain on the committee to assist the remaining members to organise a new election for the casual vacancies over the next month. Ann said she will consider her options re withdrawing her resignation at that time.

Action? Ann to remain on the committee for the time being to assist Chair

8.6 Jo Shaw, Evelyn Hay and Margaret Fry indicated they were resigning from the Management Committee.

- Note that this leaves, Robert and Peter (and Ann for the time-being) on the Management Committee.

Motion: That the management committee call for nominations for the casual vacancies and an election held in the next month (Secretary, Treasurer and at least 3 other members)

Moved: Andrew Man & seconded by Gary Beaton?

Motion passed by show of hands

- Members noted that Malcolm Drew had indicated a willingness to return as the administrator of the Association website

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Summary action items & to do list:

Item Number	Action required	Who?	By When?
4	Outstanding correspondence to be attended to	Management Committee	Next meeting (December 2013)
5	Report from Chair & Management committee report (Sept) – outstanding issues	Management Committee	Next meeting (December 2013)
6	Finance Report amendments to be made and circulated to members	Treasurer	As soon as possible
8.1	- Jo Shaw to work with Treasurer to ensure outstanding funds are deposited in to the Association Account – as per the Finance Report - History Group funds to be transferred by cheque from the Association to Peter Stafford who will hold them in trust until the History Group has been registered as Incorporated in their own right as per the Act	Treasurer and Jo Shaw Peter Stafford & Evelyn Hay to sign cheque	Completed 13 th & 14 th November
8.3	Cheque for the outstanding payment for the contingent liability to be paid the Lenswood Memorial Park Inc. \$350.00 (see Financial Report)	Treasurer & Andrew Mann	Completed 12/11/2013
8.4	Harvest Festival resources currently held by the Association to be handed over to the Lenswood Memorial Park Committee	Peter Stafford	As soon as possible
8.5 & 8.6	- Election to fill casual vacancies on the Management Committee – call for nominations - Malcolm Drew to be asked to take back the administration of the Association's Website	Secretary with Chair Jo Shaw and Malcolm Drew (cc to Secretary)	Election within 1 month Completed 13 th Nov. Malcolm has accepted

Meeting ended at 9.15pm

Note: Ann has a severe hearing impairment and has written the minutes from notes made by a Jo Shaw

13th November: Draft minutes circulated to members who attended for checking