

MINUTES

**Extraordinary General Meeting held at
Level 1 162 Goulburn Street SURRY HILLS and by ZOOM
Monday 6 November 2023**

Attendance:

Council: John Scudder (Chair), Agnes Levine (Secretary), Richard Lock (Treasurer) **Ordinary**

Councillors - Philip Halloran, Warren Lazer, Dagmar Neumann, Warren Robinson, Rob Ward, **Zonal**

Councillors: Gary Barwick, Rakesh Kumar, John McIlrath, Glenda Parmenter.

Apology – Susan McMahon

Members: Elizabeth Armstrong, Orsolina Aroney, Sophie Ashton, Paul Barnett, Monohar Bellan, Radha Bellan, John Bellingham, Gary Best, Jane Biscoe, Michael Bishop, John Blunt, Linda Boettcher, Wendy Brockhouse, Martin Brown, Premilla Brown, Michael Cartmell, Catherine Chaffey, Billy Chan, Robert Clark, Victor Clarke, Peter Cox, Keiran Crowe-Mai, David Currie, Marian Diesner, Mandy Dodds, Richard Douglas, Dexter Dunworth, Jan Eldershaw, Nader Esber, Michael Eyers, John Fitzpatrick, Kyna Foo, Roger Forbath, Julian Foster, Brigitte Fudge, Janine Gaynor, Niki Georgalis, Peter Griffiths, Jacky Gruszka, Phillip Halloran, Sylvia Halloran, Louise Harkness, Elaine Harris, Josh Heller, Cheryl Henke, Michael Hogan, David Hossack, Mary Hossack, Merryn Hull, Karen Irvine, Chris Kervin, Andre Korenhof, Judy Kostrzewa, Robert Krochmalik, Jennifer Laffan, Margaret Land, Ray Lassman, David Libter, Mary Anne Loveridge, Maria Marosszeky, Wayne Marriott, Eugenia Martinez, Kim Maston, Ety Matalon, Mick McAuliffe, Ruth McConnell, Chris McCowage, Mathea McCowage, Eva McNaughton, Valerie Mills, Anne Milson, Joanne Morgan, Bruce Neill, Bruce Nelan, Jeff Newton, Terence Palmer, Judy Parsons, Paul Pellarini, Alex Penklis, Mary Perrett, Michael Phillips, Tsachi Pillosof, Stephanie Price, Michael Reardon-Small, Candice Reid-Latimer, Fraser Rew, Wing Roberts, Warren Robinson, John Russell, Adrienne Rutherford, Marcia Scudder, Ray Spurr, Trevor Stafford, Richard Thode, Linda Tully, Maurits van der Vlugt, Marlene Velecky, Diane Veness, Renata Webster, Michael Wilkinson, Ian Williams, David Wiltshire **and registered to attend via ZOOM:** Jeanette Abrams; Nazife Bashar, Jane Beeby, Martin Bloom, Michael Braham, Ken Cahill, Martin Clear, Anne Cooper, Kevin Davies, John De Ravin, Liz Fanos, George Finikiotis, Margaret Foster, Graeme Fraser, Peter Gill, Nicoleta Giura, Leo Goorevich, Robyn Grace, Ted Griffin, Pauline Gumby, Chris Hamam, Nick Hughes, Liz Jacka, Kathryn Jagot, ~~Venus Kingas~~, Brenda Lee, Hu Li, Kinga Moses, Neville Moses, Jay Novak, Mary Poynten, Robert Rankin, Vanessa Rock, Julianne Rocks, Jane Sedgwick, Warren Stevens, Tony White, Carmel Williams, David Wurth, Michael Young

Proxies of eligible members represented by those at the meeting in person and by ZOOM:

Julian Abel, Clare Ainsworth, Margie Bath, Pamela Bedwell, Ellen Borda, Derrick Browne, Gayle Calvert, Gillian Carter, Donald Cartwright, Jill Cash, Dawn Cohen, Christine Conlon, Rae Cottle, Russell Cottle, Chris Cotton, Ruth Cowan, Libby Dale, Jane Dawson, Nick Delfendahl, Peta Drake, Jeny Economy, ~~Steve English~~, Suzanne Farrelly, Robbie Feyder, Carmel Gillett, Fiona Glen, Norman Glenn, Alex Glikin, Julianne Gray, Margaret Grimes, Sandra Guest, Margaret Hagar, Beth Haggerty, Julie Hamilton, Bruce Hammond, Lorraine Hecker, Margaret Hoban, Eileen Hozack, Helen Jones, Avinash Kanetkar, Lalita Kanetkar, Adrian Lane, Annette Larke, Sari Larsen, Paul Lavings, Jenny Leslie, Frances Lyons, Helen Maguire, Bobbie McGrath, Gail McKenzie, Miranda Montrone, Maureen Moore, Wendy Morgan, Penny Mulligan, Giselle Mundell, Kim Neale, Jim O'Donnell, David Paul, Andrew Peake, Christine Powell, Ingeborg Radonic-Errath, Gwen Rafferty, Winnie Raste, Frances Ridder, Gale Spalvins, Larelle Stevenson, Christopher Sundstrom, David Suttie, Gai Suttie Libby Tonkin, Neil

Topham, Norm Towells, Evi Trotter, Pat Walker, Yasmina Ward, ~~Patricia Watson~~, Delia Williamson, Jennifer Wilson, Sue Wright, Susan Wright.

The Extraordinary General Meeting held in response to the request under S249D of the Corporations Act was opened by the Chairman at 6:05pm.

The NSWBA auditors *SDJA Audit Specialists* were present to oversight the recording of attendance and proxies and to issue voting papers and count votes. This had been arranged by the Company Secretary to ensure the integrity of the voting procedures. The invoice for services amounted to \$1,000 plus GST other expenses incurred by the Company Secretary were for printing, dedicated mobile number purchase and sundries.

The Chairman welcomed members and announced the purpose of the meeting and that only the business in the Notice can be raised. He presented the first Motion.:

MOTION 1 – Proposer: John Scudder Second: Agnes Levine

That, pursuant to the power provided in Clause 15(1) of the New South Wales Bridge Association Limited (the "Company"), the members direct the Council that real property owned by the Company at Level 1, 162 Goulburn Street, Surry Hills, NSW must not be sold, and no contract or option for, or relating to, the sale of such property, can be entered into for a period of two years from the 6th of November 2023.

The Chairman spoke to the motion to advise that it had been proposed because of Motion 2 and was intended to offer an alternative to having to amend the Constitution and to ameliorate the disquiet expressed by those lacking confidence in Council in respect of the sale of the property. He assured members that the present Council had no intention of selling the property but that the constraints implicit in Motion 2 were such that no Director would be comfortable exercising their fiduciary duties in the event of unexpected financial circumstances threatening solvency of the company.

He invited speakers for and against the motion.

Robert Krochmalik spoke FOR the motion outlining his credentials and long history of association with NSWBA. He expressed concern at the risks inherent in selling an asset to address financial needs and increasing spending with the proceeds. He stated that if over two years the books can be balanced and the NSWBA borrowed if necessary then the financial situation would be clearer.

Richard Douglas spoke AGAINST the motion and presented his credentials and involvement in bridge. He questioned why the two motions were being presented at a time when an enormous amount of time and effort had been put into the processes currently close to realisation. Any decisions about the building are premature. He expressed his concern at the purported threat of legal action against councillors for taking various actions and how difficult it is for them to remain as directors and their constraints in fulfilling their statutory responsibilities in the best interests of members by. Having this over their heads.

Gary Best introduced himself and gave an expansive account of his credentials and the history and legal basis of the initial motion having been prepared under S249D of the Corporations Act. He challenged some of the statements made in the explanatory memoranda drawing attention to inaccuracies. His concerns relate to the sale of the property if not by the current board, then by any future board.

He noted that Motion 1 is consistent with the Constitution and presents no problem for directors. At the end of his presentation, he advised the meeting to vote YES to Motion 1.

The Chairman in summary noted that Motion 1 offered certainty for those who did not trust or had lost trust in Council.

Motion 1 was put to the members, and he invited members to proceed to the issue of voting papers and to vote.

Whilst the auditors counted the votes and reconciled the remote voting the meeting proceeded at 7:22pm to the proposed Amendment to Motion 2.

Phillip Halloran as the proposer of Motion 2 asked Warren Robinson (the Secunder to the Motion) to speak to the proposed Amendment.

Warren Robinson stated that he wished to put up a procedural amendment wherein the wording of Motion 2 be altered with the words *special resolution* be replaced with the words *ordinary resolution*.

The Chair explained that he had received legal advice from the NSWBA Honorary Solicitor, ABF Legal Counsel and a letter addressed to Gary Best from Clayton Utz, Solicitors, to the effect that the amendment does not alter the nature of Motion 2. Therefore, he allowed the amendment to the motion be put to the meeting.

Fraser Drew then spoke AGAINST the motion to amend the motion protesting that such short notice, when there had been a long lead up to the meeting, was "Unfair" and did not allow members sufficient time to consider the proposed change.

Robert Krochmalik suggested that the meeting be adjourned for a few months. The Chairman stated that there would be no adjournment and that he had allowed the amendment to the motion based on legal advice.

Alex Penklis spoke FOR the amendment to the motion saying the 50% would make a difference. He commenced addressing Motion 2 as if amended. The Chairman asked that he refrain from that discussion as the motion before the meeting was a motion to amend the motion not Motion 2.

Members proceeded to vote on the Amendment to Motion 2 at 7:32.

MOTION TO AMEND MOTION 2 - Proposer: Warren Robinson Secunder: Phillip Halloran
That, the words "special resolution" be replaced by the words "ordinary resolution"

The Chairman addressed members on ZOOM and thanked them for their forbearance and advised that the meeting could not proceed until the amendment vote was to hand.

The Chairman advised that Motion 1 had been lost

NO –59% YES – 41%

At 7:26pm the Chairman advised that the motion to amend Motion 2 was lost:

NO – 57% YES – 43%

The Chairman then asked that the meeting consider Motion 2 as it stands and vote.

MOTION 2 – Proposer: Phillip Halloran Seconded: Warren Robinson

That, the Constitution of the NSWBA be amended by including the following clause 15A after Clause 15:

Notwithstanding any other clause of this constitution, the real property owned by the Company at level 1 162 Goulburn St Surry Hills NSW must not be sold, and no contract or option for or relating to the sale of such property, can be entered into, unless and until the members of the Company have approved, by way of special resolution, such sale and the terms of any such contract or option.

The Chairman advised that Motion 2, requiring 75% of votes in favour, had been lost

NO –64% YES – 36%

The Chairman expressed his thanks to the auditors for their patience and diligence and to the NSWBA Secretary, Agnes Levine, for the enormous amount of work that had been put into the exercise.

The meeting was declared closed at 7:58pm