



Annual General Meeting 2013 minutes

Location: Bell's Hotel 157 Moray Street, South Melbourne VIC 3205

Date: March 18 2013, 7pm.

1 **Ensure all members wishing to vote are financial**

Note: The President checked attendees to the current MRAV membership list, and advised membership status. Note: The AGM Chair, Professor Marcus Wigan. The MRAV Patron, is not an MRAV member.

2 **First items of business:**

(i)Minutes: Chair and minutes taker may seek to halt proceedings to allow minutes to be recorded accurately.

(ii)Absent with apologies: Mick Doedee, Alois (Alan) Zimmer, Kerry Walton, Rodney Brown

Note from Constitution: B10.5. At Association general meetings:

B10.5.1. all Board Members and other Officers unable to attend must notify the Secretary prior to the meeting; and

B10.5.2. the Minutes shall contain a record of Board Members' and Officers':

B10.5.2.1. attendance;

B10.5.2.2. non-attendance with prior notification; and

B10.5.2.3. non-attendance without prior notification;

(iii)Board and officers present: Grant Delahoy, Tony Ellis, Wendy Taylor,

2 **Welcome:**

(i)MRA(Vic) President: Grant Delahoy reiterated the President's report from the current Newsletter, noted below:

Presidents Report 2013

It wasn't until 2005 that I dropped into a general meeting at Quist Crt to see what this "Association" was about. After joining up and getting some strange emails and the odd newsletter it was 2007 before I dropped in again this time at an AGM at Bell's Hotel. The people were cheery enough and very welcoming though I thought it strange they wanted me to be the Vice President on the first day they'd met me.

"Perhaps I'll help out where I can and we'll see about a board position later" I said at the time. Little did I know that five years later I'd be the guy running the whole show! Of course I had my own agenda all along, not one I've ever had to hide. You see I've been riding my motorcycles to work in South Melbourne some fifty five kilometres from my home in the outer suburbs for more than a decade. Traversing the Eastern Freeway and battling across town five or more days a week left me

frustrated and wanting to do something to make the trip safer. Why were they putting up more of those useless “Wire Rope Barriers” that don’t stop trucks and are lethal to riders on the freeways? Why the heck can’t we use the bus lanes like in the rest of the country? Why must I stay behind a car in a lane where I can get hit from behind? For crying out loud the Bicycles are allowed to filter, why can’t I! Why can’t I use my lack of footprint and power to weight ratio to advantage like in European, Asian and American countries? Who is looking out for my rights in choosing to ride a Motorcycle?

Well what I found was interesting. Since its inception the MRA in Victoria had a colourful history. But it truly was suffering from Founder’s Syndrome to the point that it struggled to maintain a membership and was split between factions vying for control. Though the leaders valiantly continued to work at representing the members’ interests, the reality was it had no support from industry, little help from members and the wider riding community looked upon it with disdain. It was effectively dead in the water. It was with great enthusiasm that I took up the reins as Vice President in 2008 to try to steer some fresh ideas and reinvigorate the members but personally I never enjoyed being in the spotlight. With Gavin’s help I concentrated on getting the online profile of the association up to date and have been looking after this for the last six years. I also took on revamping the Association Newsletter, first with 8 editions of “Rider’s Advocate” and now 4 editions of “Countersteering”. In 2010 we convinced Kerry to man the helm as President so we could campaign on a fresh new look and try to garner sponsorship and funding along the lines of the successful model that Bicycle Network Victoria created. After twelve intensive months representing riders and getting the membership to its highest level in a decade it was made clear to the entire executive that the actions of a past leader could not be overcome and the industry would never support the organisation. The MRAV could never achieve the very foundations it was created for and instead of being the advocacy riders so desperately needed, it was hindering any efforts and was the laughing stock of government agencies. A new path needed to be found.

At the 2011 AGM we proposed a drastic solution to members, to wind the MRAV up and hand it to the newly invigorated Victorian Motorcycle Council put together by Peter Baulch and other interested stakeholders with our support. The factional conspirators that plagued the association once again spread untruths so many members were confused about what was being proposed and who to believe. From that meeting the members chose to continue the MRAV as a social club and support the VMC as the lobbying group. I am very pleased to write that the arrangement has paid dividends for members as evidenced by the Parliamentary Road Safety Committee Report (see page 1). The VMC is now recognised as the peak representative body for Victorian motorcyclists by all government agencies and in two years has done more for motorcyclists than the MRAV had achieved in the decade before. Bus Lanes, Filtering, are all on the cards now along with only evidence based countermeasures. Abolishing the ubiquitous and unfair “Safety Levy” is even on the cards. Even the TAC was hauled over the coals for its vile, biased and untrue campaign (why can’t they run the “Visa Versa ads again?) and many of the issues MRAV representatives have raised about data integrity over the years have now been accepted. The report also includes recognition that the riding community needs to get itself organised. The structure now in place through the VMC allows for far greater representation for all riders and clubs both state based and nationally through links with the Australian Motorcycle Council and all other rider representative groups around the country. Never have we been this organised or represented as professionally. As David Hawker displayed by having mandatory lights on legislation repealed, the most effective lobbying is done by working

within the Parliamentary structure in a respectful and professional manner. I would encourage all members to lobby every club in Victoria to be a part of the VMC and have their delegates represent them along with the 30,000 other members of clubs already associated. United we ride.

For the last two years the board has been busy with invigorating the association as a social club. It hasn't been easy with the membership dropping to an all-time low. Looking back we now have a permanent mobile home, two record breaking attendance level Toyruns and GP Runs. We've continued to hold regular meetings, keep members up to date on websites and newsletters, have a stand at the Australian Motorcycle Expo and participate in a growing number of community events like the Cardinia Road & Community Safety Expo & Children's Day.

It's been a rough ride, with unanticipated personal cost, but I'm glad I rocked up. See you on the roads my friends.

Grant Delahoy – MRA(Vic) President 2012

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Hand over to Chairman:

(i) Introduction of chairman: Grant introduced Professor Marcus Wigan. Professor Wigan introduced himself to the members, welcomed members to the meeting, and reinforced that the Patron is not a member of the organisation, but endorses and supports the organisation's objectives. Professor Wigan commented that nationwide professional and voluntary organisations and associations were increasingly under pressure, facing a growing volunteer drain. He also said that the MRAV needs to promulgate its new role as a social club. Professor Wigan then provided an:

(ii) Explanation of the role and independence of the chairman:

(iii) Explanation of agenda items:

(iv) Explanation of meeting rules and conduct:

Note from Constitution: B10. MRA(Vic) General Meetings

B10.1. The number of Members required for a quorum shall be determined by resolution at the Board Meeting calling the general meeting.

B10.2. The ordinary business of the Annual General Meeting shall be:

B10.2.1. to confirm the minutes of the previous AGM;

B10.2.2. to receive the annual reports of each Association Officer;

B10.2.3. to receive, and vote on, the Treasurer's report as required by the Act;

B10.9. Procedures at general meetings of Members shall,

B10.9.1. allow voting on any issue only by Members,

B10.9.2. ensure the effective governance of the Association,

B11.3. Members, who are not on the Board, shall leave the Meeting when requested by the Board and shall be given the reason for such a request which shall be recorded in the minutes.

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Membership Report:

(i) Due to the Absence of a Membership Secretary, the President reported on how many financial members were present, and how many in total on the register including life members, to calculate the quorum. This was advised as:

208 Current financial members

46 Life/Honorary Members.

254 voting members require a quorum of 6 people.

Note from Constitution: 10.5. A quorum of not less than two percent (2%) of the total of Members entitled to vote must be present for a QGM, an AGM or a Special Meeting, called by Board resolution, to be declared open, or to remain in session.

5 Proxy Voting Declarations:

- (i) All Proxy votes must be declared at this point:

Note from Constitution: 4. Membership and Register.

4.7. A Member has the right to appoint another Member to vote as his proxy on any matter excepting only election.

B4.10. A Member wishing to appoint another Member, as a proxy, to vote on their behalf at a general meeting shall do so :

B4.10.1. by notice which shall be in the form as set out in these Rules and properly completed, in ink; and

B4.10.2. lodged with the Secretary, or a delegated Member before commencement of the meeting for which the proxy is required

B4.11. A Member shall hold no more than five (5) proxies at any general meeting of the Association.

B10.5. At Association general meetings:

B10.5.3. all proxy holders, and number of proxies held, shall be announced before the first vote at the meeting;

Professor Wigan confirmed that Grant Delahoy held four proxies: Kerry Walton, Mick Doedee, Anton Lange, Rodney Brown

6 Quorum declaration:

- (i) As per item 4(i): Meeting declared formal or informal?
A quorum was in place at 7.18 pm, and the meeting was declared formal.
- (ii) If informal, motions and resolutions cannot be passed. Date for a Special General Meeting must be made.

7 Previous AGM minutes:

- (i) Brief summary to be tabled. The Secretary summarised the MRAV 2012 AGM minutes to the meeting (available on the MRAV website since March 2012).
- (ii) Motion for acceptance: Paul Murphy. Seconded: Austin Webb. Carried: Unanimous

8 Treasurer's Report:

- (i) Summary to be tabled. The Treasurer summarised the 2012 financial statement to the meeting. In summary:

| \$ | Description |
|-----------|---------------------------------|
| 10,598.78 | Bank Account 2012 Start balance |
| 7,369.16 | Add deposits |
| 8,379.98 | Less withdrawals |
| 9,587.98 | Bank Account 2012 End balance |

Notes:

The bank account start balance included the "4 B's" balance of \$1641. At the 2012 MRAV AGM the membership supported donating the "4 B's" funds to the Alfred Hospital, and the Board subsequently endorsed a further contribution from general funds of \$329, and made on behalf of the MRAV a \$2,000 donation to the Alfred Foundation. The Foundation subsequently advised that the funds contributed to the purchase of a "Rema

irrigator, used to clean out infections and debris in bones during orthopaedic surgery” (refer Alfred Foundation letter dated June 29, 2012 to MRAV on MRAV website).

In 2012, to support the social focus of the MRAV, a trailer, portable generator and hot water urn were purchased. The intent was that trailer acquisition would provide a social focal point/destination for social rides and events, and would be useful to store MRAV merchandise and records. Event organisers (for the GP Run, Toy Run, etc.) and riders positively acknowledged the trailer’s presence and set-up as providing a professional image for the MRAV.

Process issues were identified in 2012 with the automatic transfer of receipts from the online shop, through the merchandise account into the business account. Issues were also identified with the online shop not accepting any payment, with a number of people contacting the MRAV about this. Grant Delahoy investigated these matters, and initiated a new process. The problems have been resolved, and the process streamlined so that funds transfer from the online shop directly into the business account. The Treasurer acknowledged the President’s efforts to resolve these problems.

In 2012, the MRAV was financially sound. The finance report is available on the MRAV website.

- (ii) Motion for acceptance: John Karmouche. Seconded: Austin Webb. Carried Unanimous.

9 Motion for HLM nominations:

As announced in the February board meeting minutes published on the website on 7/3/2013

- (i) Given that it is several years since the MRAV last bestowed honorary life membership to members who have consistently and productively supported the MRAV, The President nominated the following people for HLM recommending this matter be addressed at the 2013 AGM:

- Wendy Taylor – Full member since 1993 – MRAV representative on RoadSafe Inner Melbourne Community Road Safety Council since July 2000, MRAV representative on Vicroads Road Safety Reference Group since 2003, MRAV board member (in various positions) since 2009
- John Karmouche – full member since 1996, President for three years, board member for many more.
- Gavin Stilgoe – full member since 2001, Board member for four years, resurrected the MRAA in 2004 at considerable personal expense, has maintained the MRAA and Toyrun website hosting for ten years, and involvement in too many events to count.
- Tony Ellis – full member since 2003, board member for more than six years, Secretary for five years, road safety representative and VMAC representative.
- Don J McCarthy – full member since 1983, more than four years on board, countless years helping at Toyruns and organising merchandise with his wife Rose.
- Kerry Walton – full member since 2010. Two years on board, one year as president, three years run Toyrun (seven years as Santa) and head of event committee.
- Mick Doedee – full member since 2008, plus on and off for ten years prior. Membership secretary for five years, and board member for four years. Chief Marshal for four years. Helped at countless toy runs.
- Detlef Lamp – full member since 1995. Founding executive member of VMC in 1996. Representative for MRAA on VMC for 15 years.
- Alan Zimmer – full member since 2006, on an off from 1997. Helped at countless toy runs, social rides, board member for three years.

Wendy Taylor also nominated:

- Grant Delahoy full member since 2003. Board member for five years. President for two years. Vice President for three years before that. Helped out with five toy runs, operates all the MRAV websites for the last five years and memberships for the last two years. Newsletter editor for five years. VMC/AMC delegate for four years.

(ii) Open to members for discussion.

Time limit for members is 5 minutes, non members 2 minutes. Motions for extensions to time must be approved by the chairman.

Professor Wigan asked for discussion. He acknowledged that some nominees were present, so there should be due regard for this during discussion.

Tony Ellis recalled from several years ago, a meeting at Quist Court, discussion about developing a new annual award to recognise a motorcyclist of significance who had done something to advance motorcycling. Discussion followed about this, and whether it was still appropriate. Professor Wigan asked that the AGM minutes to note an action for the incoming (2013) board to investigate this, and to report back to the members at the 2014 MRAV AGM with a recommendation.

Discussion ensued about the last HLM bestowed on a MRAV member being several years ago (estimated to be 2005), and that while successive boards had discussed HLMs, other pressing organisational matters had prevailed. There was discussion about a need for one or two nominations annually from now on, rather than what has occurred this time.

Paul Murphy said that all nominations were deserved.

Austin Webb stated that all the nominations were worthy of be bestowed with Honorary Life membership.

There was discussion about protocols to proceed, given the presence of some nominees.

Professor Wigan advised that the vote would be conducted as long as individuals nominated did not vote for their own nomination.

(iii) **Vote.** (*don't forget to consider proxies*)

Professor Wigan called for a motion to recommend all nominees on the list (noted above) to be Honorary Life Members. Seconded: Paul Murphy. Carried: Unanimous, including proxies.

(iv) **Chairman to declare result of vote.**

Professor Wigan noted the motion as carried unanimously.

(v) *75% of the quorum must vote in favour for the motion to pass.*

Notes from Constitution: 1.3.3. shall not discriminate against any persons, for any reasons, except only on the basis of membership in the Association.

10 Further Business:

(i) Motions from members?

Regarding the legitimacy of the AGM meeting and Motion for HLM nominations;

10.4. Association general meetings shall be notified to all Members entitled to vote not less than 21 days prior to the meeting stating the time, date, place of the meeting and the number of Members required for a quorum.

The AGM date has been advertised all year in the organisation Newsletters (2 editions) and Website. The QGM3 minutes have been published on the website from 12/1/2013. The Countersteering Newsletter was published on the website on 3/8/2012 & 13/2/2013. Renewal letters including AGM date were sent on 21/2/2013 to all registered members. All before the 24th February which was the 21 days as specified in the Constitution as ratified at QGM2 September 2012.

Before proceeding to elections, Professor Wigan asked the members present to consider noteworthy positives from the MRAV 2012 operations. Members noted these positives:

- The quality and currency of the MRV Facebook and website, and how effective these resources were as information conduits, and with lots of contributions
- Stability of MRV in the last two years under Grant's leadership
- MRV contribution to the Victorian Motorcycle Council to support its establishment and revitalising.

11 Elections:

Note from Constitution: B10. MRA(Vic) General Meetings

B10.2.4. to appoint Officers; and

B10.2.5. to appoint the Board.

B9.2.1. there is more than one nomination for a vacancy, the Association shall hold an election and appoint the nominee with the most number of votes cast;

B9.2.2. there is only one nomination for a vacancy, then that nominee shall be appointed; or

B9.2.3. there is no nominee, then nominations shall be called at the AGM and any election shall be by voting at that meeting.

As ratified at QGM2 September 2012, the list of officer bearers making up the MRV board has been reduced to:

- (i) Election of President
- (ii) Election of Vice President (who also handles membership)
- (iii) Election of Secretary (who also handles Treasurer role)
- (iv) Election of Ordinary board members (2)

Professor Wigan asked for nominations received prior to the meeting. The Secretary advised that none had been received. Professor Wigan then called for nominations from the floor.

Discussion followed about the commitment required to serve as a board member, and that this is often only achieved at the detriment of family and other commitments. The absence of member input into the organisation is also an ongoing issue, with the irony of this also being acknowledged.

As no nominations were received from the floor for president, protocols require that a Special General Meeting (SGM) be called; and that the past board continue to operate until the SGM. This SGM has been tentatively scheduled for Monday April 15, 2013. Professor Wigan asked that this information be noted on the MRV website. Professor Wigan concluded by adding that while the Board from the last two years had been successful, and that the MRV is financially sound, that volunteer fatigue was apparent.

12 Closing remarks and handover to the new board.

Given that a new board was not elected, Professor Wigan closed the meeting.

Tony Ellis, informally, on behalf of all members present, thanked Professor Wigan for chairing the meeting.

Time of meeting end: 8.21 pm