



## Special General Meeting April 15, 2013 minutes

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

Date: April 15 2013. Meeting start: 7pm.

### **1 Check all members wishing to vote are financial**

Wendy Taylor checked those people present against the current membership list (as at April 15, 2013). It was determined that six of the seven people present were current financial members. The members attending are noted on the membership list, to be kept with the SGM minutes.

### **2 First items of business:**

(i) Minutes: Grant Delahoy advised that he would chair the Special General Meeting (SGM), and advised that Wendy Taylor would take the minutes of the meeting.

(ii) Absent with apologies: Tony Ellis, Gavin Stilgoe, Mick Doedee

*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 (former President), Wendy Taylor (former Secretary and Treasurer)

### **2 Welcome:**

Grant welcomed members to the meeting, and outlined the necessity to hold a special general meeting as there were no nominations to appoint a new board at the 2013 AGM. Grant noted the SGM has a single item of business, and that was to appoint a new board.

### **3 Hand over to Chairman:**

(i) Introduction of chairman: Grant advised that in the absence of a new board he was acting in the capacity of chairman for the meeting, and that an independent chair was not required. He also advised that only current members present would be able to nominate and to vote.

#### **4 Membership Report:**

- (i) Grant advised the current membership, as of April 15, 2013, to be:
- 129 Current financial members
  - 56 Life/Honorary Members

It was calculated that 185 voting members requires a quorum of 4 people for the SGM to proceed.

*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.*

#### **6 Quorum declaration:**

- (i) As per item 4(i): With six current members present, the meeting was declared formal.

#### **7 2013 Annual General Meeting (AGM) minutes:**

- (i) Wendy read to the meeting the draft 2013 MRAV AGM minutes sections 11 and 12, confirming the reason that triggered the need for the MRAV to hold this special general meeting. Detlef Lamp put a motion to the meeting that the draft 2013 MRAV AGM minutes be appended to the SGM minutes. Seconded: John Karmouche. Carried: Unanimous.
- (ii) Grant emphasised that since the MRAV 2011 AGM the MRAV has successfully managed two toy runs, two GP runs, participated in the Cardinia road safety and community Expo, supported social rides (and acknowledging in particular member Rodney Brown), and purchasing, setting up and using the trailer. Grant also noted endeavours to support the MRAV including website management (website, forums, documentation centre, Facebook, IT troubleshooting, online shop), newsletter production, regular board meetings, quarterly general meetings (QGM) and AGMs, and always seeking and encouraging people to come along on rides, and to participate in the running of the association - without success;

The main issue remains that there is still only a handful of people volunteering, and these tend to be the same people helping, and the MRAV as a social club is not working through a lack of interest;

There were people who continued to be negative and in the process were continuing to wreck MRAV credibility, creating disunity and misrepresentation.

Despite this, there is a need need for lobbying on behalf of motorcyclists, and the MRAV has supported and assisted the Victorian Motorcycle Council (VMC) restructure. The VMC restructure is now deemed a success having made several submissions and appearances at inquiries, etc. (check their [website](#)), and that there are improved levels of interest from motorcycle clubs about the VMC's work.

Several business models had been attempted for the MRAV, but low membership and past internal conflicts have impeded the association as a credible power force with government and industry. The evidence for the best ever membership of the MRA Australia was in [1986](#), with 4759 financial members, with the Victorian Branch having only 1683 members by [1999](#). Compared to the VMC that, immediately after its restructure was garnering 2900

individuals via club membership (which is increasing rapidly as clubs ratify their support), it is clear that the council structure offers vastly improved representation numbers. One successful organisation cited for example is Bicycle Network Victoria with an annual budget of \$8.5M, industry backing. That organisation is profitable and is credible with government. Grant concluded by saying that because of the MRAV history (most of it torrid), the MRAV continues to struggle to maintain a positive influence in achieving its aims.

The points above generated relevant general discussion from members about the future of the MRAV, and motorcycling representation with a consensus that the VMC is a like-minded body worthy of passing the MRA baton onto.

## **8 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 MRAV 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)

The chairman asked the former Secretary for any nominations for board positions received prior to the meeting. The former Secretary advised that no nominations had been received.

The chairman then sought nominations from meeting participants for the position of president, or any other position. No-one at this meeting nominated for any position, nor sought to nominate any person present.

The chairman opened discussion about a way forward from here. This included outlining the Department of Justice/Consumer Affairs requirements.

The members present discussed and agreed:

- That Grant Delahoy and Wendy Taylor are to meet with Grace Placencio (Public Officer/Secretary), with these recommendations:
  - Pay outstanding MRAV accounts (Wendy advised that as far as she is aware there are no outstanding amounts),
  - Make a donation to the Alfred Foundation of \$2000 (to further support motorcyclists in trauma, with particular direction of funds to be discussed with the AF, as occurred with the last MRAV donation)

- Transfer the balance of funds, assets (including IP, trailer, equipment), etc. to the Victorian Motorcycle Council.
- Seek advice on Voluntary Winding up of the Association.

Motion: Detlef Lamp. Seconded: John Karmouche. Carried: Unanimous

**Action: Grant Delahoy and Wendy Taylor will meet with the MRAV Public Officer /Secretary**

## **12 Closing remarks**

Grant finished the meeting with the comment that he considered the aims of the MRAV, the promotion of:

- road safety
- fair and sensible laws
- a better image for motorcyclists,

had been met, despite the lack of interest in the MRAV, with the association board's active support of the VMC. It would appear overwhelmingly clear that the members are not interested in continuing to support the MRAV as a social entity now that a credible body for motorcycling representation in Victoria is available in the VMC.

Time of meeting end: 8.20 pm