

EFA 2017 AGM Transcript – 8th October 2017

2017-10-08 15:09:32 PeterPlumbohm Maybe all observers can at least identify themselves by name?

2017-10-08 15:09:43 NonVoter exit

2017-10-08 15:09:51 @davecake1 Well, if anyone was OK with BrendaMoon but not with posty-nonmember as an observer, you can still object.

2017-10-08 15:09:52 ← NonVoter (Mibbit@mib-5D631D2D.dyn.iinet.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 15:09:59 @davecake1 Or not.

2017-10-08 15:10:07 JustinWarren I'm fine with all observers.

2017-10-08 15:10:10 RosieWilliams It seems a bit inconsistent that members have to identify ourselves but others are anonymous

2017-10-08 15:10:24 ← Dragan (Mibbit@mib-DE295BEC.nhl8.cht.bigpond.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 15:10:26 @JonLawrence Everyone has to identify themselves

2017-10-08 15:10:36 @JonLawrence I am waiting on two people to do so.

2017-10-08 15:10:37 @AngusM No issue with observers, but naturally they will not hold a vote.

2017-10-08 15:10:40 @KatherinePhelps Perhaps just a reminder that observers need to be observers, and ensure members have every chance to do the talking.

2017-10-08 15:10:42 posty-nonmember I don't even have a name on my twitter profile. happy to say I'm posty.

2017-10-08 15:10:44 → DraganDobric (Mibbit@mib-DE295BEC.nhl8.cht.bigpond.net.au) has joined #EFAAGM

2017-10-08 15:10:46 GaborSzathmari JonLawrence: I propose the members to vote about observers and kick/leave them

2017-10-08 15:11:01 @AndrewPam How about just mute them?

2017-10-08 15:11:08 @AngusM ^ agreed.

2017-10-08 15:11:33 posty-nonmember
<https://twitter.com/posty/status/916878584689475584>

2017-10-08 15:11:38 posty-nonmember verified :)

2017-10-08 15:11:45 posty-nonmember yep cool w that

2017-10-08 15:11:53 LachlanMusicmanSimpson is there an agreed upon chair, and we are now 10 minutes in. At what point do we declare open?

2017-10-08 15:11:54 NickBannon I value observer's input, but I trust the meeting chair to call for order if required.

2017-10-08 15:12:09 PeterTonoli No kicking please, unless someone is disruptive.

2017-10-08 15:12:11 @davecake1 I am the chair.

2017-10-08 15:12:16 @AndrewPam Yes, I think that's reasonable.

2017-10-08 15:12:29 @KatherinePhelps I agree Nick Bannon.

2017-10-08 15:13:10 @davecake1 Sorry, meeting opened at 12.01, despite informal wording,

2017-10-08 15:13:31 @davecake1 Proxies - we are aware of 4 proxies.

2017-10-08 15:14:03 @davecake1 As chair, I hold proxies from Tim Wilson-Brown and Derek Garwood.

2017-10-08 15:14:06 —▶ baynsley (Mibbit@mib-5D969463.sa.adsl.internode.on.net) has joined #EFAAGM

2017-10-08 15:14:17 @JonLawrence I can confirm that all current attendees, with the exception of BrendaMoon and posty-nonmember, are financial members of EFA and are eligible to vote at this AGM.

2017-10-08 15:14:26 @davecake1 Liam holds Trent Yarwoods proxy

2017-10-08 15:14:39 @AngusM As Vice-Chair, I hold a proxy for Shaun Khoo.

2017-10-08 15:15:15 baynsley hello

2017-10-08 15:15:23 @davecake1 Actually, Angus, you hold Shauns proxy as Angus :-)

2017-10-08 15:15:31 @davecake1 Hello Brenda!

2017-10-08 15:15:40 baynsley have we got the voting url yet?

2017-10-08 15:15:45 @JonLawrence Hi Brenda. I can confirm that you are also eligible to vote at this AGM.

2017-10-08 15:15:47 baynsley I have to go to a meeting in a minute

2017-10-08 15:15:56 @JonLawrence you mean for the board election?

2017-10-08 15:15:58 @AngusM (Apologies, I hold the proxy in my own name, thanks David!)

2017-10-08 15:16:31 @davecake1 So, first item of business

2017-10-08 15:16:58 baynsley excuse chair but I am not seeing where to lodge a vote at the url for the agm

2017-10-08 15:17:14 @JonLawrence Brenda - am emailing you that right now.

2017-10-08 15:17:18 ← AndrewScott (Mibbit@mib-96FED8B6.dyn.iinet.net.au) has left #EFAAGM

2017-10-08 15:17:21 JustinWarren Please confirm that we have a quorum.

2017-10-08 15:18:00 JinOhChoi I would assume proxies are only for voting on items in the AGM and not the board election.

2017-10-08 15:18:03 NickBannon baynsley: Link was by email? Date: Thu, 05 Oct 2017 04:06:40 +0000 (UTC) From: OpaVote Voting Link <noreply@opavote.com> Subject: EFA 2017 Board Election

2017-10-08 15:18:15 baynsley thank you jon

2017-10-08 15:18:31 @JonLawrence you've got 12 minutes...

2017-10-08 15:18:42 @davecake1 Sure, Justin. We need 10 members and 3 board members to be quorate. We are well over both those numbers

2017-10-08 15:18:46 @JonLawrence Jin - that's correct

2017-10-08 15:20:07 @davecake1 The first item of business is the minutes of the previous AGM. Does anyone have any questions regarding the previous minutes?

2017-10-08 15:21:04 —▶ NarelleClark (Mibbit@mib-86CEF990.mirnd3.nsw.optusnet.com.au) has joined #EFAAGM

2017-10-08 15:21:47 —▶ StevenRClark (Mibbit@mib-999F02FB.bras1.adl4.internode.on.net) has joined #EFAAGM

2017-10-08 15:21:48 @davecake1 If there are no questions or comments regarding the minutes of the 2016 AGM, I will put the motion.

2017-10-08 15:21:55 JustinWarren Does anyone believe the minutes of the previous AGM are not a complete and accurate record of the meeting?

2017-10-08 15:22:48 @davecake1 I move That the meeting accept the minutes of the 2016 AGM held on 27th November 2016 as a true and correct record.

2017-10-08 15:22:56 @KatherinePhelps Second.

2017-10-08 15:23:05 @davecake1 Does anyone wish to speak for or against the motion?

2017-10-08 15:24:17 LachlanMusicmanSimpson I think the minutes should include the irc transcript as an addendum in the least.

2017-10-08 15:25:11 LachlanMusicmanSimpson Are the IRC transcripts available for the 2016 AGM?

2017-10-08 15:25:11 LiamPomfret I agree. While I see nothing in the minutes that contradicts my memories, a transcript for future meetings would be highly desirable.

2017-10-08 15:25:38 @JonLawrence I have a transcript for the 2016 AGM.

2017-10-08 15:25:45 ← baynsley (Mibbit@mib-5D969463.sa.adsl.internode.on.net) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 15:26:49 @davecake1 That is a helpful suggestion, and we could make those transcripts available. Does anyone think we should delay the vote or move an amendment to that effect, or are we happy to take it as a suggestion and move on?

2017-10-08 15:27:12 JustinWarren I support an amendment.

2017-10-08 15:27:22 @AndrewPam In the interests of time, I'd prefer to take it as a suggestion for future meetings.

2017-10-08 15:27:27 ← BenElliston (Mibbit@mib-ABEA09B7.air.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 15:27:33 PeterTonoli I second that support of an amendment

2017-10-08 15:27:55 → BenElliston (Mibbit@mib-ABEA09B7.air.net.au) has joined #EFAAGM

2017-10-08 15:27:55 @davecake1 OK, sure. Could one of you suggest wording for that amendment?

2017-10-08 15:28:35 NickKavapologies, but does anyone have link onhand to 2016 agm minutes?

2017-10-08 15:28:37 JustinWarren I move that the meeting accept the minutes of the 2016 AGM held on 27 Nov 2016 as a true and correct record, as evidenced by the appended transcript of the meeting.

2017-10-08 15:29:01 StevenRClark I second

2017-10-08 15:29:06 JustinWarren s/meeting/AGM/

2017-10-08 15:29:07 @davecake1 Thats technically a new motion, we have to amend the old one.

2017-10-08 15:29:19 @AngusM That would require adjourning the AGM again

2017-10-08 15:29:22 &ShaunHaddrill @NickKav <https://www.efa.org.au/main/wp-content/uploads/2017/09/EFA-2016-AGM-minutes-DRAFT.pdf>

2017-10-08 15:29:36 PeterTonoli @nickkav : <https://www.efa.org.au/main/wp-content/uploads/2017/09/EFA-2016-AGM-minutes-DRAFT.pdf>

2017-10-08 15:29:40 NickKavta

2017-10-08 15:29:43 @AngusM I suggest that a the motion would more appropriately remain the same with direction to make available the IRC transcript

2017-10-08 15:29:59 JustinWarren Okay.

2017-10-08 15:30:07 LachlanMusicmanSimpson I'm ok with that too

2017-10-08 15:30:35 StevenRClark i agree

2017-10-08 15:30:55 PeterTonoli I agree

2017-10-08 15:31:00 LiamPomfret +1

2017-10-08 15:31:59 @JonLawrence Voting has now closed in the board election.

2017-10-08 15:32:05 @davecake1 Yes, an amendnent would be more like 'and that the IRC transcript of the meeting be appended to the minutes.'

2017-10-08 15:33:00 @davecake1 Is everyone happy with that amendment wording, or want to suggest alternate?

2017-10-08 15:33:04 JustinWarren Very well, I move an amended motion, that the meeting accept the minutes of the 2016 AGM held on 27th November 2016 as a true and correct record, and that the IRC transcript of the meeting be appended to the minutes.

2017-10-08 15:33:17 PeterTonoli I second

2017-10-08 15:33:20 ← stuartgreig (Mibbit@69B52B0.687479DF.8EF4A35.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 15:33:28 @AngusM If that's acceptable, I suggest that the motion remains the same with an action item of the 2016 AGM minutes being made available. I equally suggest that the above amendment achieves the same result.

2017-10-08 15:33:33 @davecake1 No, Justin, you can't move an amended motion, You can move an amendment, then we move the motion.

2017-10-08 15:33:58 JustinWarren Sorry, typo, meant to be "I move to amend the motion to be..."

2017-10-08 15:34:07 @davecake1 Thanks

2017-10-08 15:34:08 NickBannon I don't think we should hold up this meeting's approval of the last year's minutes, I would rather vote for the existing motion on the table, as originally presented

2017-10-08 15:34:28 @davecake1 Nick, you can vote against the amendment.

2017-10-08 15:34:38 * NickBannon nods

2017-10-08 15:34:44 @davecake1 Does anyone wish to speak for or against the amendment

2017-10-08 15:34:47 @AndrewPam Yes, it's fine to make that an action item for the board rather than having to move an amendment

2017-10-08 15:35:04 NickBannon I have reviewed my own IRC log from last year briefly.

2017-10-08 15:35:13 GaborSzathmari AndrewPam: +1

2017-10-08 15:35:22 @KatherinePhelps Agree.

2017-10-08 15:35:58 PeterTonoli Lets vote on it.

2017-10-08 15:36:06 NickBannon I think that's an appropriate action item; however the main minutes should stand on their own

2017-10-08 15:36:10 @davecake1 I note all the suggestions that we should just make it an action item not requiring a vote, but Justin has moved the motion so we must vote on it unless he withdraws.

2017-10-08 15:36:45 @davecake1 I think we should therefore put it to the vote.

2017-10-08 15:36:54 * PeterTonoli nods

2017-10-08 15:37:33 @davecake1 We shall now vote on the amendment, Please say yes, no, or abstain

2017-10-08 15:37:44 @AndrewPam abstain - I don't care as long as we get on with it

2017-10-08 15:37:44 JustinWarren Yes.

2017-10-08 15:37:50 StevenRClark yes

2017-10-08 15:37:52 LiamPomfret Yes
2017-10-08 15:37:53 NickBannon No.
2017-10-08 15:37:55 AlanIsherwood yes
2017-10-08 15:37:56 PeterPlumbohm yes
2017-10-08 15:37:58 PeterTonoli Yes
2017-10-08 15:37:59 JinOhChoi Yes
2017-10-08 15:37:59 @AngusM Abstain
2017-10-08 15:38:00 LachlanMusicmanSimpson yes
2017-10-08 15:38:00 LyndseyJackson yes
2017-10-08 15:38:01 &ShaunHadrill abstain - same reasoning as Andrew
2017-10-08 15:38:14 @davecake1 abstain
2017-10-08 15:38:17 GaborSzathmari davecake1: no
2017-10-08 15:38:19 @KatherinePhelps abstain
2017-10-08 15:38:22 RosieWilliams abstain
2017-10-08 15:38:24 NarelleClark Abstain
2017-10-08 15:38:27 peterbmarks abstain
2017-10-08 15:38:30 MikeKent yes
2017-10-08 15:38:47 Guest25077 yes
2017-10-08 15:38:55 DraganDobric Yes
2017-10-08 15:38:59 AmandaEllis Yes
2017-10-08 15:39:14 @davecake1 The yes votes clearly have it, the amendment passes.
2017-10-08 15:39:35 @AndrewPam 12/28 is not a clear majority?
2017-10-08 15:40:06 GaborSzathmari Excuse me but who is Guest25077
2017-10-08 15:40:08 @davecake1 The abstains do not count Andrew.
2017-10-08 15:40:17 ~Fletcher aye as well
2017-10-08 15:40:18 @AndrewPam Ah OK.
2017-10-08 15:40:23 @JonLawrence Guest25077 is Mark Walkom
2017-10-08 15:40:27 GaborSzathmari Ta
2017-10-08 15:40:37 @AndrewPam Do we take non-responders as abstentions also?
2017-10-08 15:41:02 @davecake1 No, they are just non-responders
2017-10-08 15:41:19 —> baynsley (Mibbit@9B162ED1.C4866C18.699C08CC.IP) has joined #EFAAGM
2017-10-08 15:41:33 @AngusM Please note that I hold a directed proxy from Shaun Khoo on the motion as circulated. This should be noted for all proxy holders.
2017-10-08 15:41:33 @davecake1 Though there aren't any real differences according to our standing orders other than recording
2017-10-08 15:41:40 @AndrewPam OK. So once there are no longer sufficient non-responders to change the outcome, it's fine to declare the result.
2017-10-08 15:41:48 @davecake1 Yes
2017-10-08 15:42:21 @davecake1 But if anyone thinks there is undue haste in any decision of the chair, they are free to raise a point of order.
2017-10-08 15:42:22 @JonLawrence Rule 5: Motions shall be carried by a simple majority of votes cast by members present at the meeting, except for Special Resolutions which shall require a three quarters majority.

2017-10-08 15:42:25 @AndrewPam I presume since the sense of the original motion is not altered, the proxy can still be considered valid?

2017-10-08 15:42:34 LiamPomfret Should be noted I hold non-directed proxy from Trent on original motion.

2017-10-08 15:42:47 @davecake1 And an abstain is declaring a vote not cast.

2017-10-08 15:43:11 @davecake1 OK, can we now move to voting on the motion as amended.

2017-10-08 15:43:22 @davecake1 Presuming no one wishes to discuss it further.

2017-10-08 15:43:24 LiamPomfret Since Trent felt alright to leave that one to me, I feel comfortable placing his vote there as another yes, for the record.

2017-10-08 15:43:52 @AngusM The motion has been amended Andrew - I do not think proxies are valid unless they are general proxies.

2017-10-08 15:44:04 @davecake1 The motion is that the meeting accept the minutes of the 2016 AGM held on 27th November 2016 as a true and correct record, and that the IRC transcript of the meeting be appended to the minutes.

2017-10-08 15:44:09 baynsley which motion are we considering?

2017-10-08 15:44:35 @davecake1 that the meeting accept the minutes of the 2016 AGM held on 27th November 2016 as a true and correct record, and that the IRC transcript of the meeting be appended to the minutes.

2017-10-08 15:44:45 LachlanMusicmanSimpson seconded

2017-10-08 15:44:57 @AndrewPam OK. You'll have to tell Shaun his proxy was invalidated. :)

2017-10-08 15:45:22 @davecake1 Thank you Lachlan, but we already have a seconder for the main motion.

2017-10-08 15:45:23 @AngusM Yep, I make that point for all present with directed proxies on this motion.

2017-10-08 15:45:52 LachlanMusicmanSimpson davecake1 sorry, I didn't see that

2017-10-08 15:46:09 @davecake1 Actually, i think it is up to the proxy holder to decide if the amendment is substantial enough to justify a vote change.

2017-10-08 15:46:35 @AngusM "My vote on the following motions is to be cast as follows: (If you do not indicate a voting preference for any motion, the proxy holder may vote on that motion as they see fit)."

2017-10-08 15:47:00 @AngusM If it is directed, it is directed to the motions as circulate - that is my interpretation.

2017-10-08 15:47:28 @AngusM (I welcome being corrected)

2017-10-08 15:47:31 ➡️ stuartgreig (Mibbit@BAA73C28.75A65345.8EF4A35.IP) has joined #EFAAGM

2017-10-08 15:48:45 ←️ davecake1 (davecake@mib-C7229600.dyn.iinet.net.au) has quit (Quit: The computer fell asleep)

2017-10-08 15:49:03 LachlanMusicmanSimpson did the chair just drop out?

2017-10-08 15:49:07 PeterTonoli What's the procedure should the cchair drop off IRC?

2017-10-08 15:49:09 LachlanMusicmanSimpson do we have another chair?

2017-10-08 15:49:18 @JonLawrence there are two of him

2017-10-08 15:49:23 @AngusM There is still a user for David in the channel.

2017-10-08 15:49:42 @AngusM The rules provide that the Vice Chair is the chairperson if the Chair is not present.

2017-10-08 15:49:59 @davecake This is why I was logged in twice

2017-10-08 15:50:16 @davecake I am still here
2017-10-08 15:50:25 PeterTonoli :thumbsup:
2017-10-08 15:50:35 AmandaEllis Great
2017-10-08 15:50:58 @davecake My apologies, I was taking time to check a reference on the point of order before the meeting
2017-10-08 15:51:11 @AndrewPam An impressive use of our first hour in confirming the minutes of the previous meeting.
2017-10-08 15:51:13 LachlanMusicmanSimpson davecake: can we take the vote on the amended motion please?
2017-10-08 15:51:23 @AndrewPam I can see this is going to be an endurance rally!
2017-10-08 15:51:24 @davecake Point of order first
2017-10-08 15:52:10 @davecake My reference for standing orders is Guide for Meetings and Organisations by N E Renton, a well known reference for voluntary associations.
2017-10-08 15:53:12 LachlanMusicmanSimpson I didn't see anyone call a point of order
2017-10-08 15:53:14 @davecake I have checked, and where someone holds a directed proxy, they are given leave to use their own judgement as to how to vote on an amended motion
2017-10-08 15:53:20 LachlanMusicmanSimpson I saw that you suggested they might if they wanted
2017-10-08 15:53:59 @davecake They questioned a ruling of the chair, I took the point of order as implicit, Given it concerns voting, I thought it was worth the delay for certainty,
2017-10-08 15:54:36 @AndrewPam Not objecting to your handling of the point of order
2017-10-08 15:54:43 @AndrewPam I think that was entirely appropriate
2017-10-08 15:54:44 @davecake So, the question of voting hopefully settled, I once again put the amended motion, that the meeting accept the minutes of the 2016 AGM held on 27th November 2016 as a true and correct record, and that the IRC transcript of the meeting be appended to the minutes.
2017-10-08 15:54:45 @AngusM Acknowledged with thanks David
2017-10-08 15:55:07 @AndrewPam Just pointing out that the meeting is not progressing rapidly, and this was my original objection to bothering with an amendment
2017-10-08 15:55:21 &ShaunHaddrill I vote Yes
2017-10-08 15:55:24 ← NickKav (Mibbit@4131CBD3.4365A50D.F28133ED.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)
2017-10-08 15:55:30 @AndrewPam abstain as I was not present
2017-10-08 15:55:33 LachlanMusicmanSimpson Yes
2017-10-08 15:55:35 JustinWarren Yes.
2017-10-08 15:55:36 → stuartgreig1 (Mibbit@BAA73C28.75A65345.8EF4A35.IP) has joined #EFAAGM
2017-10-08 15:55:37 PeterTonoli Aye
2017-10-08 15:55:38 MikeKent Yes - and the transcript will make quite the read...
2017-10-08 15:55:39 PeterPlumbohm Yes
2017-10-08 15:55:40 NickBannon Yes.
2017-10-08 15:55:42 @davecake Please vote with a yes, no, or abstain, if you are a proxy holder please indicate how your proxy votes. If your proxy did not direct, it up to you.
2017-10-08 15:55:43 RosieWilliams abstain
2017-10-08 15:55:47 StevenRClark yes

2017-10-08 15:55:49 PeterTonoli Yes
2017-10-08 15:55:54 peterbmarks abstain
2017-10-08 15:55:59 LyndseyJackson Yes
2017-10-08 15:56:04 ← stuartgreig (Mibbit@BAA73C28.75A65345.8EF4A35.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)
2017-10-08 15:56:04 LiamPomfret I vote yes for myself, and as proxy for Trent Yarwood vote yes.
2017-10-08 15:56:05 @AngusM I am in favour of the motion and abstain on behalf of Shaun Khoo (as he was not present)
2017-10-08 15:56:10 baynsley yes
2017-10-08 15:56:24 AlanIsherwood abstain
2017-10-08 15:56:40 stuartgreig1 yes
2017-10-08 15:56:41 ~Fletcher yes
2017-10-08 15:56:43 @davecake I vote yes with my own vote, and also for Tim Wilson-Brown and Derek Garwood
2017-10-08 15:57:01 Guest25077 yes
2017-10-08 15:57:03 AmandaEllis YEs
2017-10-08 15:57:08 @KatherinePhelps yes
2017-10-08 15:57:12 JinOhChoi Yes
2017-10-08 15:57:34 GaborSzathmari yes
2017-10-08 15:57:35 ← NarelleClark (Mibbit@mib-86CEF990.mirnd3.nsw.optusnet.com.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)
2017-10-08 15:57:55 @davecake The motion passes. Thank you all for your patience
2017-10-08 15:57:56 → nkav (Mibbit@mib-F34419F6.sta.wbroadband.net.au) has joined #EFAAGM
2017-10-08 15:58:23 nkav Nick kavadias again
2017-10-08 15:58:49 @davecake Before we move on, I believe Angus wishes to make a statement
2017-10-08 15:59:12 @AngusM Thanks David.
2017-10-08 15:59:17 @davecake I give leave for him to do so. Angus you have the floor
2017-10-08 15:59:42 → strangedave (davecake@mib-C7229600.dyn.iinet.net.au) has joined #EFAAGM
2017-10-08 15:59:46 @AngusM I circulated this on 26 September 2017 (and will copy an abridged version below)
2017-10-08 15:59:57 -- strangedave is now known as davecake1
2017-10-08 16:00:00 @AngusM Dear Candidates and fellow EFA members, As expressed in my email on 26 September 2017, I stand down from the Board and my current role as Vice Chair today and encourage the candidates to take my place or the new Board to make appropriate arrangements. In this context, it is important that my reasoning is transparent. For anyone who is not aware, I am inv
2017-10-08 16:00:04 -- Mode #EFAAGM [+o davecake1] by Fletcher
2017-10-08 16:00:13 @AngusM (I will not copy and paste because it is too long...)
2017-10-08 16:00:37 @AngusM The essence is that I am resigning from the Board and my role as Vice Chair.
2017-10-08 16:01:08 GaborSzathmari AngusM: suggest to post it to pastebin.com

2017-10-08 16:01:28 @AngusM Excellent suggestion - I will do that and take any questions. One moment.

2017-10-08 16:01:34 @davecake Helpful suggestion Gabor

2017-10-08 16:01:39 @JonLawrence While he's doing that....

2017-10-08 16:01:40 @JonLawrence FYI, the transcript of the 2016 AGM is now available at the following URL and is linked from the 2017 AGM page: <https://www.efa.org.au/main/wp-content/uploads/2017/10/EFA-2016-AGM-Transcript.pdf>

2017-10-08 16:02:05 ~Fletcher Thanks for that Jon

2017-10-08 16:02:08 @davecake Thank you Jon

2017-10-08 16:02:15 @AngusM <https://pastebin.com/uQ76FSj5>

2017-10-08 16:02:47 @davecake1 I'll give you a minute to read it

2017-10-08 16:02:57 ← baynsley (Mibbit@9B162ED1.C4866C18.699C08CC.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 16:03:16 → NarelleClark (Mibbit@mib-86CEF990.mirnd3.nsw.optusnet.com.au) has joined #EFAAGM

2017-10-08 16:03:28 @AndrewPam When the opportunity arises, I would like to move a vote of thanks to Angus for his service as Vice-chair.

2017-10-08 16:03:41 LachlanMusicmanSimpson second

2017-10-08 16:03:44 JustinWarren ^agreed

2017-10-08 16:03:44 PeterTonoli second

2017-10-08 16:03:48 GaborSzathmari +1

2017-10-08 16:04:26 @KatherinePhelps Definitely. Second

2017-10-08 16:04:36 @AngusM For those that don't read the above, I will remain as heavily involved in submissions and advocacy as humanly possible and wish to take a step back from the Board to allow motivated members with the time to properly grow the organisation. It has been an honour to serve and I hope to rejoin the Board in the future. My best to all the candidates!

2017-10-08 16:05:01 RosieWilliams Thanks Angus :-)

2017-10-08 16:05:02 NickBannon Thanks for your efforts and your clear statement, Angus!

2017-10-08 16:05:14 PeterTonoli Thankyou Angus!

2017-10-08 16:05:41 nkav +1 thanks mate

2017-10-08 16:05:53 StevenRClark +1

2017-10-08 16:05:59 ← davecake1 (davecake@mib-C7229600.dyn.iinet.net.au) has quit (Quit: The computer fell asleep)

2017-10-08 16:06:46 LachlanMusicmanSimpson chair, can we move the meeting along please?

2017-10-08 16:06:49 GaborSzathmari AngusM: Cheers mate

2017-10-08 16:06:50 @davecake Awkwardly, I don't think we can move a formal vote of thanks. But we can record the meetings thanks,

2017-10-08 16:06:58 @davecake OK, Moving along.

2017-10-08 16:07:00 ← KatherinePhelps (Mibbit@mib-E7AA7B03.glasswings.com.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 16:07:05 ← peterbmarks (Mibbit@A832BCEA.21A0E242.E5752298.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 16:07:13 @davecake Motion That the meeting accept the financial reports for the 2016/2017 financial year.

2017-10-08 16:07:42 @davecake Shaun do you wish to move as treasurer, and/or speak to the motion?

2017-10-08 16:07:57 —▶ KatherinePhelps (Mibbit@mib-E7AA7B03.glasswings.com.au) has joined #EFAAGM

2017-10-08 16:08:23 ◀ KatherinePhelps (Mibbit@mib-E7AA7B03.glasswings.com.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 16:08:24 &ShaunHaddrill Thanks Dave, I don't have anything to say other than what I said in the Treasurers report.

2017-10-08 16:08:45 —▶ KatherinePhelps (Mibbit@mib-E7AA7B03.glasswings.com.au) has joined #EFAAGM

2017-10-08 16:09:15 &ShaunHaddrill And so I'd like to move that the meeting accept the financial reports for the 2016/2017 financial year

2017-10-08 16:09:15 @davecake shaun: do you wish to be the mover of the motion?

2017-10-08 16:09:41 @davecake Do we have any questions or comments about the motion?

2017-10-08 16:09:46 NarelleClark So moved or seconded should the Treasurer agree to move the motion to accept the fin reports.

2017-10-08 16:10:38 NarelleClark Very thorough thank you

2017-10-08 16:10:46 JustinWarren I second the motion.

2017-10-08 16:10:55 &ShaunHaddrill Thank you Justin

2017-10-08 16:11:35 KatherinePhelps I am in favour of the motion.

2017-10-08 16:11:59 @davecake Though I think Narelle got in as seconder before Justin.

2017-10-08 16:12:16 @davecake But thank you for offering, Justin,

2017-10-08 16:12:35 @davecake Are there any further comments, or shall we move directly to the vote?

2017-10-08 16:12:38 &ShaunHaddrill Sorry, I misunderstodd Narelle

2017-10-08 16:13:10 LachlanMusicmanSimpson vote

2017-10-08 16:13:29 @davecake Motion: That the meeting accept the financial reports for the 2016/2017 financial year.

2017-10-08 16:13:42 @AngusM I vote in favour of the motion and vote in favour on behalf of Shaun Khoo.

2017-10-08 16:13:47 MikeKent yes

2017-10-08 16:13:48 PeterPlumbohm Yes

2017-10-08 16:13:50 LachlanMusicmanSimpson Yes

2017-10-08 16:13:51 @davecake again, yes no or abstain, please indicate proxy votes

2017-10-08 16:13:57 RosieWilliams abstain

2017-10-08 16:13:57 JinOhChoi Yes

2017-10-08 16:13:57 JustinWarren Yes.

2017-10-08 16:13:58 NickBannon Yes.

2017-10-08 16:13:59 AlanIsherwood yes

2017-10-08 16:13:59 LiamPomfret I vote yes for myself, and as proxy for Trent Yarwood vote yes.

2017-10-08 16:14:01 ~Fletcher yes

2017-10-08 16:14:04 AmandaEllis Yes

2017-10-08 16:14:06 StevenRClark yes

2017-10-08 16:14:17 KatherinePhelps yes

2017-10-08 16:14:18 NarelleClark Yes
2017-10-08 16:14:27 PeterTonoli abstain
2017-10-08 16:14:35 LyndseyJackson yes
2017-10-08 16:14:36 @davecake Myself, Tim WB and Derek G all vote yes
2017-10-08 16:14:42 —▶ baynsley (Mibbit@9B162ED1.C4866C18.699C08CC.IP) has joined #EFAAGM
2017-10-08 16:14:42 @AndrewPam yes
2017-10-08 16:14:49 nkav Abstain
2017-10-08 16:15:02 @davecake Motion carried. Thank you all.
2017-10-08 16:15:35 @davecake Next motion: That the meeting accept the 2017 Annual Report of the Board of Management.
2017-10-08 16:15:50 KatherinePhelps Second.
2017-10-08 16:15:57 @davecake I will move that motion, as I wrote the report.
2017-10-08 16:16:02 ◀ stuartgreig1 (Mibbit@BAA73C28.75A65345.8EF4A35.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)
2017-10-08 16:16:09 @davecake Any comments?
2017-10-08 16:16:21 @davecake or Questions?
2017-10-08 16:17:02 NickBannon Thank you for the illuminating charts.
2017-10-08 16:17:09 NarelleClark Very thorough thank you
2017-10-08 16:17:40 @JonLawrence I've just to save a transcript up to this point but I can only see back to 15:27 (I'm using the web client). Does someone have access to a full transcript?
2017-10-08 16:17:40 JustinWarren In future it'd be nice to show a trend of membership over more years.
2017-10-08 16:17:52 @JonLawrence *just tried to save
2017-10-08 16:17:57 @davecake Jon prepared the charts.
2017-10-08 16:18:01 PeterTonoli Jon: I think I do
2017-10-08 16:18:13 ~Fletcher JonLawrence, I can provide a full log as required.
2017-10-08 16:18:17 @davecake I agree they were helpful, and the multi-year suggestion is noted.
2017-10-08 16:18:19 @JonLawrence Great.
2017-10-08 16:19:25 RosieWilliams Interesting that the EFA is a member of the AOGPN- it really needs a strong voice on privacy
2017-10-08 16:19:57 @davecake I will note that Justin commented on his blog that he felt the annual report did not address some financial issues, I will say that I generally leave financial detail to the financial reports, commenting only on broad trends, major events, and strategic issues.
2017-10-08 16:20:31 @davecake If in general the membership would like to see more financial detail in the annual report, that would be useful feedback.
2017-10-08 16:20:36 @JonLawrence RosieWilliams - yes. Unfortunately I've had to step away as I simply didn't have the time to devote to it. We could use someone as an active representative of EFA in that organisation.
2017-10-08 16:21:10 @AndrewPam I would prefer the status quo - that financial details are reserved for the financial report
2017-10-08 16:21:32 @AndrewPam The Annual Report is long enough and need not be duplicative of or replace the need for a separate financial report

2017-10-08 16:22:11 JustinWarren I wasn't suggesting that it should. Finances have organisational strategy implications.

2017-10-08 16:22:15 RosieWilliams We shall have to talk about that in private Jon

2017-10-08 16:22:32 @JonLawrence RosieWilliams sure

2017-10-08 16:23:27 @davecake Thanks, Justin. I tried to cover financial strategy issues, but we maybe have different points of view on specific points. Thanks for the feedback.

2017-10-08 16:24:22 @davecake if there are no further comments, lets move to the vote.

2017-10-08 16:24:37 @davecake Motion: That the meeting accept the 2017 Annual Report of the Board of Management.

2017-10-08 16:24:46 —> stuartgreig (Mibbit@BAA73C28.75A65345.8EF4A35.IP) has joined #EFAAGM

2017-10-08 16:24:54 KatherinePhelps Yes.

2017-10-08 16:24:58 PeterPlumbohm Yes

2017-10-08 16:25:01 @davecake please vote yes, no or abstain.

2017-10-08 16:25:01 JinOhChoi Yes

2017-10-08 16:25:02 AmandaEllis Yes

2017-10-08 16:25:06 NickBannon Yes.

2017-10-08 16:25:08 RosieWilliams abstain

2017-10-08 16:25:08 AlanIsherwood yes

2017-10-08 16:25:19 stuartgreig yes

2017-10-08 16:25:22 @AngusM I vote in favour of the motion and vote in favour as proxy on behalf of Shaun Khoo.

2017-10-08 16:25:22 nkav Y

2017-10-08 16:25:28 &ShaunHaddrill Yes

2017-10-08 16:25:28 ~Fletcher abstain

2017-10-08 16:25:37 MikeKent yes (and happy to second the motion if needed)

2017-10-08 16:25:40 PeterTonoli Yes

2017-10-08 16:25:42 JustinWarren Yes.

2017-10-08 16:25:45 LiamPomfret I vote yes for myself, and as proxy for Trent Yarwood vote yes.

2017-10-08 16:25:55 @davecake I vote yes, as does Tim WB and Derek Garwood

2017-10-08 16:25:56 LachlanMusicmanSimpson Yes

2017-10-08 16:25:58 NarelleClark Yes [assuming it is properly seconded not me this time]

2017-10-08 16:25:59 GaborSzathmari yes

2017-10-08 16:26:01 StevenRClark yes

2017-10-08 16:26:13 Guest25077 yes

2017-10-08 16:26:43 @davecake Motion passed.

2017-10-08 16:26:57 @davecake Thank you all.

2017-10-08 16:27:22 @davecake Next motion: That the meeting authorises and requires the board to appoint an auditor to conduct an audit of the EFA accounts for the 2017-2018 financial year.

2017-10-08 16:27:35 PeterTonoli Seconded

2017-10-08 16:28:09 @davecake Who would like to move this one? Or I am happy to do so, as I know there is board unanimity in favour.

2017-10-08 16:28:26 @AndrewPam yes

2017-10-08 16:28:31 PeterTonoli Seconded (assuming that the chair was moving it)

2017-10-08 16:28:37 ← LyndseyJackson (Mibbit@mib-9348BFB5.nsw.bigpond.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 16:28:39 KatherinePhelps Yes.

2017-10-08 16:28:42 @davecake Sure, I shall move,

2017-10-08 16:28:44 &ShaunHadrill Go for it Dave

2017-10-08 16:28:54 @davecake Any comments or questions?

2017-10-08 16:28:55 @AndrewPam Sorry - to be clear, that is a "yes" on the motion to accept the Annual Report.

2017-10-08 16:29:05 @davecake Thanks Andrew

2017-10-08 16:29:21 baynsley point of order please chair

2017-10-08 16:29:28 NarelleClark Who is that auditor? No objections but it seems unusual to appoint no-one for no stated fee. These are usually both set.

2017-10-08 16:29:56 @davecake Yes, and we not yet have an answer for those questions.

2017-10-08 16:30:05 @AngusM The motion doesn't require a specific auditor Narelle, just that this must occur.

2017-10-08 16:30:42 PeterTonoli Unless you want to move an amendment that a specific auditor be commissioned Narelle?

2017-10-08 16:30:55 → LyndseyJackson (Mibbit@mib-9348BFB5.nsw.bigpond.net.au) has joined #EFAAGM

2017-10-08 16:30:56 NarelleClark I realise that @Angus. I'm noting the peculiarity of yhis.

2017-10-08 16:31:34 NarelleClark No I'm not suggesting the motion be changed. It's a good ppl.

2017-10-08 16:32:11 @davecake This is often a problem with the auditor question, as membership may be unwilling to commit to an undetermined fee, and I think we should strive to find a regular auditor that we can re-use.

2017-10-08 16:32:28 @AndrewPam Yes, it's good that we commit to having an audit, but unfortunate that the motion before us does not indicate a known cost.

2017-10-08 16:32:36 KatherinePhelps Excellent thought. Dave.

2017-10-08 16:33:04 NarelleClark Normally set one for a 3yr period in other NFPs

2017-10-08 16:33:13 NarelleClark At a fixed fee

2017-10-08 16:33:13 @davecake And Narelle is, of course, correct that the current motion is not ideal,

2017-10-08 16:33:16 StevenRClark there's no way of knowing the cost until you approach potential auditors and get quotes

2017-10-08 16:33:24 @AndrewPam If for example we were unable to find any auditor that cost us less than all remaining cash on hand, that could put the organisation in a difficult position

2017-10-08 16:34:01 KatherinePhelps What would our timeline be like for engaging an auditor?

2017-10-08 16:34:02 NarelleClark @Andrew that doesn't seem to be an issue on my reading of the accts

2017-10-08 16:34:10 @davecake We currently have enough cash on hand that we can be reasonably confident, I think.

2017-10-08 16:34:19 PeterTonoli Once it's done, EFA will have a better idea of the cost, moving forward

2017-10-08 16:34:28 stuartgreig while it may be possible

2017-10-08 16:34:36 @AndrewPam I think that's probably the case, I'm just always nervous about open-ended expenses

2017-10-08 16:34:36 NarelleClark Depenfig on the scope of works of course

2017-10-08 16:34:43 baynsley there's. o reason why we cannot seek competitive quotes a d make a recommendation on choice for the future

2017-10-08 16:35:01 KatherinePhelps Yes.

2017-10-08 16:35:01 NarelleClark Agree @baynsley

2017-10-08 16:35:03 StevenRClark that's my thinking too, brenda

2017-10-08 16:35:10 @davecake We also pretty much have to do this. And this was one of the issues that slipped away in the change of treasurer, unfortunately.

2017-10-08 16:35:54 PeterTonoli I'd like to propose an amendment, mandating a timeframe that the audit be performed

2017-10-08 16:35:56 ← JustinWarren (Justin@mib-1F8AF29C.static.asianet.co.th) has quit (Ping timeout: 182 seconds)

2017-10-08 16:36:05 @AndrewPam I still intend to vote in favour, I just want to second Narelle's concern that this is an unusual way of specifying it

2017-10-08 16:36:10 &ShaunHaddrill Agree, let's leave that decision of who the auditor is to the board, as Treasurer I reccommend that an audit be done.

2017-10-08 16:36:12 PeterTonoli so it doesn't slip away

2017-10-08 16:36:40 @davecake Peter, do you have proposed wording for such an amendment?

2017-10-08 16:36:44 NarelleClark Fair enough. @dave thanks for the explanation I can recommend a couple of good auditors used by ACCAN. No idea if available and we use a bigger service than you prob need.

2017-10-08 16:36:45 @AndrewPam Has Brendas point of order been acknowledged?

2017-10-08 16:37:38 LyndseyJackson I support Peter's ammendment

2017-10-08 16:37:38 @AngusM I read the motion to require to Board to appoint an auditor for the 17-18 financial year. I think that the words "in that financial year" at the end of the motion would cover your point @PeterTonoli - which I think is sensible.

2017-10-08 16:37:53 PeterTonoli Does anyone object to 3 month period to get the audit performed?

2017-10-08 16:38:01 LyndseyJackson No

2017-10-08 16:38:08 @davecake Sorry Brenda, I missed your point of order

2017-10-08 16:38:10 NarelleClark It only needs to be done before next AGM. Get one for the next 3yrs then. It will cost est \$1200

2017-10-08 16:38:14 → JustinWarren (Justin@mib-1F8AF29C.static.asianet.co.th) has joined #EFAAGM

2017-10-08 16:38:20 NarelleClark Per annum

2017-10-08 16:38:22 @AngusM I only suggest that you require the auditor to be appointed, not the audit performed

2017-10-08 16:38:43 JustinWarren [apols. wifi dropped out.]

2017-10-08 16:38:46 @AngusM Because that binds the Board to the auditor being able to complete (which is a third party timeframe that the Board is then bound to)

2017-10-08 16:38:58 @JonLawrence From my/a purely practical perspective, the sooner its done, the better, as the issues are all very fresh in my mind...

2017-10-08 16:38:58 stuartgreig ... to name an auditor anticipating the fee in advance isn't practical

2017-10-08 16:39:02 NarelleClark Nod

2017-10-08 16:39:17 PeterTonoli I propose the motion be amended to: That the meeting authorises and requires the board to appoint an auditor to conduct and perform an audit of the EFA accounts for the 2017-2018 financial year within 3 months of the 2017 AGM.

2017-10-08 16:39:25 baynsley thank you chair just ask that documents on the agenda be consistently named in motions so that itcis very clear what is being referred to

2017-10-08 16:39:43 NarelleClark @Stuart IME They are usually happy to do it this way.

2017-10-08 16:39:58 @davecake Thank you, Brenda, so noted.

2017-10-08 16:40:35 @AndrewPam Peter's wording could probably still be clarified - I take the intention of the motion to be that the appointment must occur within the three months, not the audit, but not sure if that's unambiguous as written.

2017-10-08 16:40:36 NarelleClark I'm happy re motion

2017-10-08 16:41:18 RosieWilliams the motion looks like the audit needs to occur within 3 months of the AGM

2017-10-08 16:41:39 @AndrewPam Yes, that's my concern (and as I understand it also expressed by Angus above)

2017-10-08 16:41:45 NarelleClark [Except @Andrew and @Rosie are right]

2017-10-08 16:42:00 PeterPlumbohm That the meeting authorises and requires the board to appoint an auditor within 3 month of the 2017 AGM to conduct and perform an audit of the EFA accounts for the 2017-2018 financial year.

2017-10-08 16:42:08 KatherinePhelps That would make it over November December January...not good months for getting things done.

2017-10-08 16:42:22 NarelleClark Excellent Peter

2017-10-08 16:42:45 PeterTonoli I second PeterPlumbohm 's amended motion

2017-10-08 16:43:04 JustinWarren As an aside, @shaunhadrill or other board members, can you confirm no previous audit has been performed since 2010?

2017-10-08 16:43:10 @AngusM I agree with Peter's amendment and think that's sensible

2017-10-08 16:43:21 JustinWarren Goes to the scope that might be encountered by the auditor.

2017-10-08 16:43:23 @davecake I am not aware of any audit since 2010.

2017-10-08 16:43:41 NarelleClark Far out!

2017-10-08 16:43:45 NickBannon Would the audit of the 2017-2018 financial year not occur after the close of that year?

2017-10-08 16:44:26 @JonLawrence I have reviewed all the annual reports back to 1995-1996 and there is no mention of an audit being conducted.

2017-10-08 16:44:26 NarelleClark The ACNC won't like that situation for future reference.

2017-10-08 16:44:42 LyndseyJackson Yes, that's my concern. That it's been 7 years and now we are waiting another year essentially

2017-10-08 16:44:59 NarelleClark I trust EFA will register asap... also...

2017-10-08 16:45:13 @JonLawrence NarelleClark that's the plan...

2017-10-08 16:45:19 PeterTonoli Hence my suggestion that a timeframe be made.

2017-10-08 16:45:28 @davecake We are well aware that an audit this year is essential.

2017-10-08 16:45:30 &ShaunHaddrill That's correct Justin, and that's the main reason I suggest we get an audit done soon, although I would hesitate about setting a 3 month time frame, especially since we are coming up to the Christmas holidays

2017-10-08 16:45:34 StevenRClark perhaps everyone's concerns could be addressed by a motion that directs an auditor be appointed by the board, and a separate motion directing that annual audits be performed?

2017-10-08 16:45:36 LyndseyJackson I think Peter Tonolis motion is more prudent. A timeframe is necessary for accountability imo

2017-10-08 16:45:47 @JonLawrence Should we become a Company Limited by Gurantee, we will be required by law to "have an appointed auditor at all times".

2017-10-08 16:46:01 JustinWarren Perhaps appointment of an auditor within 3 months, rather than completion?

2017-10-08 16:46:06 baynsley back in the early days of the efa board wecmade the decision that we werent big enough to warrant it

2017-10-08 16:46:13 NarelleClark Strongly agree with Peter and Jon is correct

2017-10-08 16:46:18 @JonLawrence However the legal requirement to actually conduct an audit only kicks in once revenue exceeds \$250,000 or we attaing DGR status.

2017-10-08 16:46:19 JustinWarren I'm sure an auditor wouldn't want to delay completing their work and receiving their fees.

2017-10-08 16:46:29 @davecake Steven, I don't think the AGM has the power to direct future AGMs, and our current rules require that the Auditor question is on the agenda,

2017-10-08 16:46:34 ← stuartgreig (Mibbit@BAA73C28.75A65345.8EF4A35.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 16:46:57 PeterTonoli Unless I've missed something, 3 mnths should be ample time.

2017-10-08 16:47:02 NarelleClark Corps law requires annual aufit where turnover > \$25k as of 2yrs ago.

2017-10-08 16:47:50 NarelleClark s/aufit/audit

2017-10-08 16:47:54 KatherinePhelps People do like money. Over the holidays they are human and also like to spend time with their families.

2017-10-08 16:48:12 JustinWarren The board was previously directed to perform an audit: <https://www.efa.org.au/main/wp-content/uploads/2014/11/EFA-AGM-2013-Minutes-DRAFT.pdf>

2017-10-08 16:48:13 LyndseyJackson How about appoint an auditor in three months and have the negotiations with the auditor on a realistic timeframe, with the completion taking no longer than 6 months?

2017-10-08 16:48:30 PeterTonoli Holidays are in ... 70+ days?

2017-10-08 16:48:30 @davecake Also, we can't make new motions at this meeting, according to our constitution. Motions at a general meeting require notice be given.

2017-10-08 16:48:43 PeterPlumbohm Why not aim then for an audit of the 2016/2017 financial year?

2017-10-08 16:48:51 @AngusM Agreed PeterTonoli - but I think KatherinePhelps' point is valid, as is the time to identify and engage an acceptably priced auditor

2017-10-08 16:50:06 NickBannon baynsley: It seems to me that we still aren't big enough to justify constant audits, but an audit now, for whether time period information is already firmly available for, seems apt.

2017-10-08 16:50:10 @JonLawrence NarelleClark - ASIC website says \$250,000... see: <https://www.asic.gov.au/regulatory-resources/financial-reporting-and-audit/preparers-of-financial-reports/companies-limited-by-guarantee/>

2017-10-08 16:50:45 NarelleClark Thanks Jon what's an order of magnitude b/w friends

2017-10-08 16:50:49 @davecake Justin, yes, the 2013 year was an extremely problematic one on a number of fronts. Happy to discuss privately.

2017-10-08 16:51:14 PeterTonoli Jon/Board: Are you comfortable changing the company structure, as proposed, without an audit?

2017-10-08 16:51:45 @AngusM No - PeterTonoli and this would be required as an aspect of the new structure in any event.

2017-10-08 16:51:55 JustinWarren I am concerned that the board has previously ignored a direction to perform an audit, and we're currently quibbling over details of when this one will happen.

2017-10-08 16:52:20 @davecake Peter, I am happy to start that process without an audit, but an audit should be an essential part of the transition and should happen before we begin asset transfer etc.

2017-10-08 16:52:49 &ShaunHaddrill I agree with Angus and David, could we put the original motion forward now?

2017-10-08 16:52:55 JustinWarren Is there anything stopping the board from performing an audit of previous years, if it so chooses?

2017-10-08 16:53:00 @JonLawrence PeterTonoli - I am comfortable that our accounts are as accurate as possible, back to 1 July 2015. But I'm not a qualified accountant nor a bookkeeper...

2017-10-08 16:53:03 baynsley if the structure change is approved and an audit is required the its a non event isnt it?

2017-10-08 16:53:05 JustinWarren It was authorised at the last AGM.

2017-10-08 16:53:07 NarelleClark Can I recommend the motion stand as is and it be noted that members were keen to see one appted w/in 3mo to do a clean cut over in anticipation of potential rules changes? Or at min new accounting system (already in place I see)

2017-10-08 16:53:17 PeterTonoli OK, so prior to any restructure (should that motion successfully pass), we need to have an audit performed.

2017-10-08 16:53:29 JustinWarren ^agreed

2017-10-08 16:53:36 NarelleClark [Brenda read my mind]

2017-10-08 16:53:37 @AngusM I believe this is a question being rightly posed by members and maybe a motion that addresses: (1) the period to locate and appoint an auditor, (2) the years that will be the subject of the audit, (3) a period that the audit will take to complete and (4) a maximum spend for the auditor

2017-10-08 16:53:51 NarelleClark Suggest the motion be put

2017-10-08 16:54:12 KatherinePhelps Work year for many people: November--work like crazy to finish jobs, December--start to be distracted by holiday events and little interest in considering new work until after the holidays, January--people travelling, February--everything starts happening again.

2017-10-08 16:54:21 @AngusM I nonetheless agree with Brenda

2017-10-08 16:54:46 @AndrewPam Narelle has moved a point of order, that the motion be put

2017-10-08 16:55:34 @davecake Is that a point of order Narelle, or are you just hovering on the edge?

2017-10-08 16:55:35 NarelleClark No, I have not moved a POO merely made the suggestion we move on in the interests of time

2017-10-08 16:56:03 @AndrewPam Sorry, my mistake - your wording looked like a point of order. :)

2017-10-08 16:56:32 @davecake Thank you. And in that spirit, could we either have an amendment text, or move on?

2017-10-08 16:56:41 LachlanMusicmanSimpson I'd be interested in knowing why the previous audit didn't take place. What is to be gained from talking about it in private?

2017-10-08 16:56:56 KatherinePhelps Time.

2017-10-08 16:57:08 @AndrewPam Exactly.

2017-10-08 16:57:46 StevenRClark we want an audit done. appointing an auditor without then getting an audit would be ... weird?

2017-10-08 16:58:04 PeterTonoli That the meeting authorises and requires the board to appoint an auditor within 3 month of the 2017 AGM to conduct and perform an audit of the EFA accounts for the 2016-17 year.

2017-10-08 16:58:15 JustinWarren The members have previously directed the board to appoint an auditor, and that didn't happen.

2017-10-08 16:58:15 StevenRClark seconded

2017-10-08 16:58:24 JustinWarren What is to prevent the board from ignoring them this time?

2017-10-08 16:58:37 @AngusM In my view, it should be left broader PeterTonoli - "That the meeting authorises and requires the board to appoint an auditor within 3 month of the 2017 AGM to conduct and perform an audit of the EFA accounts"

2017-10-08 16:58:40 &ShaunHadrill I can't answer your question Lachlan because I was not Treasurer for the full year, is there another board member who can explain why the audit was not done?

2017-10-08 16:58:47 PeterTonoli And for those that love formality: I propose the motion be amended to "That the meeting authorises and requires the board to appoint an auditor within 3 month of the 2017 AGM to conduct and perform an audit of the EFA accounts for the 2016-17 year."

2017-10-08 16:58:58 @davecake Justin, if it is not performed in time, you may request a Special General Meeting or similar.

2017-10-08 16:59:16 JustinWarren David Cake was chair at that meeting, and is chair now.

2017-10-08 16:59:17 PeterTonoli It's been seconded, could we move on an vote?

2017-10-08 16:59:27 @AndrewPam Thanks Peter, that's much clearer.

2017-10-08 16:59:48 PeterTonoli Cheers Andrew

2017-10-08 16:59:49 NarelleClark And FY17-18?

2017-10-08 17:00:06 &ShaunHadrill @Narelle that can be addressed at the next AGM

2017-10-08 17:00:33 @AndrewPam Yes. FY 17-18 hasn't happened yet and won't be auditable until nearly a year from now.

2017-10-08 17:00:46 @AndrewPam The next AGM can happen as soon as August.

2017-10-08 17:00:58 nkav Seconded and or yes to peter's motion

2017-10-08 17:01:27 nkav Lets move people. 2 hours

2017-10-08 17:01:36 @davecake the motion of which notice was given was 2017-1018.

2017-10-08 17:01:46 NarelleClark No @Shaun usually one would expect to see audited accounts at the AGM for previous FY ie next year we get this years accounts

2017-10-08 17:02:19 JustinWarren Correct. The audit is to assure the members that the financial reports are a true and fair record of the accounts.

2017-10-08 17:02:25 NarelleClark Either way can we move on?

2017-10-08 17:02:41 ← baynsley (Mibbit@9B162ED1.C4866C18.699C08CC.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 17:03:50 @AndrewPam I think we need to clarify the timeframe

2017-10-08 17:04:00 @davecake We have to go with the business as given notice, which was 2017-2018. To add the 2016-2017 accounts might serve a minimal purpose, but might also be not a significant cost increase if same auditors.

2017-10-08 17:04:08 @AndrewPam The original motion proposes to audit FT17-18 in order to present it at next years AGM

2017-10-08 17:04:24 @davecake So I think the amended motion should still be for 2017-2018.

2017-10-08 17:04:34 @AndrewPam The amendment proposes to audit the current FY16-17 for the AGM we're having right now

2017-10-08 17:04:46 @AndrewPam I agree with Dave that we should retain the original timeframe

2017-10-08 17:05:01 @AndrewPam If the next accounts are a true and accurate record, we can move forward from there

2017-10-08 17:05:15 LiamPomfret An audit is done following the close of the financial year. It is literally impossible to audit it prior to this. The timeframe of the motion as originally worded does not make sense.

2017-10-08 17:05:31 @AngusM I agree, and the Board can always take an action point from this meeting to independently have verified the current books and records. I suggest that this occurs.

2017-10-08 17:05:51 NarelleClark +1 to Angus

2017-10-08 17:06:00 @davecake Liam - this is why the motion says appoint an auditor, not present an audit.

2017-10-08 17:06:01 @AndrewPam Liam: The audit can commence at the close of the FY, and prepare a report for the immediately following AGM

2017-10-08 17:06:18 PeterTonoli I used the financial year 2016-17 in my proposed motion, as I believed that 2017-18 was in error.

2017-10-08 17:07:16 JustinWarren I'd still like an explanation for why the previous audit didn't happen.

2017-10-08 17:07:18 @davecake It was not in error. An audit presented to an AGM that was an entire FY behind would not be that useful.

2017-10-08 17:07:48 @davecake Justin, you may ask and receive for an explanation, but it is not the business of this meeting to discuss 2013.

2017-10-08 17:08:02 StevenRClark IIRC an auditor will audit the current financial accounts as a matter of course, unless you request they go further back in time.

2017-10-08 17:08:12 PeterTonoli The amended motion has been proposed, and seconded. Shouldn't a vote occur, and the amended motion will occur, or not based on that vote.

2017-10-08 17:08:23 @AngusM "That the meeting authorises and requires the board to appoint an auditor within three (3) month of the 2017 AGM to conduct and perform an audit of the EFA accounts for the 2017-18 year. The minutes are to record an action point that the Board will have the current books of the organisation independently confirmed for the 201/17 Audit and AGM."

2017-10-08 17:08:28 @AngusM I propose as above.

2017-10-08 17:08:47 @AngusM 2017/18 in the second sentence*

2017-10-08 17:09:06 JustinWarren If the board can ignore directions from the membership regarding an audit, then this motion is rather moot, no?

2017-10-08 17:09:14 —► baynsley (Mibbit@9B162ED1.C4866C18.699C08CC.IP) has joined #EFAAGM

2017-10-08 17:09:22 @davecake The amendment about timing is fine.

2017-10-08 17:09:30 PeterTonoli The premise of putting a timeframe on the audit is based on what occurred / didn't occur in 2013

2017-10-08 17:10:09 JustinWarren Perhaps we can learn about that situation and maybe avoid it this time?

2017-10-08 17:10:11 @AndrewPam I second Angus's amended amendment, as further corrected.

2017-10-08 17:10:12 @AngusM JustinWarren, I was not on the Board in 2013 - however, I agree with Davidcake's earlier point. If the appointment or audit does not occur (and I have also added independent verification of books) then a SGM should be called.

2017-10-08 17:10:50 @AngusM For clarity - "That the meeting authorises and requires the board to appoint an auditor within three (3) month of the 2017 AGM to conduct and perform an audit of the EFA accounts for the 2017-18 year. The minutes are to record an action point that the Board will have the current books of the organisation independently confirmed for the 2017/18 Audit and AGM."

2017-10-08 17:10:50 @davecake The adding an item about 2016-2017 I think adds new business, unless this would normally be performed as part of an audit of the next year.

2017-10-08 17:11:18 NarelleClark [Fair enough Dave

2017-10-08 17:11:26 @AndrewPam Yes, I think we'll have to note that in the minutes without moving it.

2017-10-08 17:11:39 NarelleClark +1 Andrew

2017-10-08 17:11:46 @AngusM Yeh AndrewPam - it's there for 100% clarity

2017-10-08 17:11:53 &ShaunHaddrill Agreed

2017-10-08 17:11:58 @davecake Yes, we can note without moving it that its desirable.

2017-10-08 17:12:09 nkav Can we move to next agenda items and come back to a vote on an audit?

2017-10-08 17:12:30 @AngusM I think we should have this addressed now nkav - it is important

2017-10-08 17:12:33 LiamPomfret Dave - I feel the intention for a 2016/2017 audit is for EFA accounts to be fully audited as a precondition to any potential shift to incorporate EFA as a company limited by guarentee.

2017-10-08 17:12:39 @davecake we can but I'd prefer to move to a vote if we can.

2017-10-08 17:12:54 @AndrewPam Yes, I agree Liam but we can't add new business to an AGM without prior notice to the membership at large.

2017-10-08 17:13:07 @AndrewPam But we can minute it.

2017-10-08 17:13:19 nkav Reincorporation item may make audit less/more important?

2017-10-08 17:13:32 @JonLawrence nkav More, surely.

2017-10-08 17:13:37 NarelleClark [Tempted to move the motion be put...]

2017-10-08 17:13:40 @davecake Liam, I disagree (note that the incorporation is not dependent on the audit, only the transition from one organisation to another)

2017-10-08 17:13:46 PeterTonoli There were concerns voiced in the current Treasurer's nomination statement about the financial state of EFA. To ensure that those concerns are resolved, the audit needs to be performed on the 2016/17 financials.

2017-10-08 17:13:46 @AngusM I agree with JonLawrence - more important nkav

2017-10-08 17:14:02 nkav I mean depending on outcome

2017-10-08 17:14:16 @JonLawrence ok

2017-10-08 17:15:02 PeterTonoli Should we not have a timely audit performed, and the new structure is approved, the new structure will be delayed.

2017-10-08 17:15:03 @davecake Noting Narelles impatience, which I am sure is shared - I do not think we can amend the 2017-2018 motion to add a 2016-2017 audit without violating the 'new business' rule.

2017-10-08 17:15:04 LiamPomfret Andrew - Don't feel this is new business. Meeting Agenda item is for "Appointment of Auditor". Specific motion(s) may change, but topic remains same as on agenda.

2017-10-08 17:15:13 @AndrewPam If the balance at the start of FY17-18 is true and correct, that's a good starting point. Auditing FY16-17 might be desirable but I think not essential to have confidence in the state of the funds going forward.

2017-10-08 17:15:44 @AngusM I think you are right davecake - and that would require this meeting to be adjourned. Thus my proposal

2017-10-08 17:16:25 StevenRClark Surely, having appointed an auditor, the new board could agree to audit the current accounts, independently of any AGM directions

2017-10-08 17:16:27 @AngusM Remembering that we have already voted on the Annual Accounts and Annual Report...

2017-10-08 17:16:28 NarelleClark Incorporation at this level of cash flow is unaffected by audit/no audit. It has been flagged that a move to ACNC registration is imminent too so ongoing future higher std of governance likelier.

2017-10-08 17:16:37 @AndrewPam I repeat that I have seconded Angus' amendment of Peter's amendment of the original motion.

2017-10-08 17:17:07 @davecake OK, could you repeat that motion Angus?

2017-10-08 17:17:13 PeterTonoli It's not new business. It's an amendment.

2017-10-08 17:17:24 @AngusM "That the meeting authorises and requires the board to appoint an auditor within three (3) month of the 2017 AGM to conduct and perform an audit of the EFA accounts for the 2017-18 year. The minutes are to record an action point that the Board will have the current books of the organisation independently confirmed for the 2017/18 Audit and AGM."

2017-10-08 17:17:28 @AndrewPam Subject to the clarification that the second sentence is a note for the minutes, not a part of the motion as such.

2017-10-08 17:17:51 PeterTonoli and @nkav seconded my motion

2017-10-08 17:17:58 @AngusM Comfortable if the second sentence forms a direction separate to motion. However, feel it is important to have express clarity giving the current discussion.

2017-10-08 17:18:05 @AndrewPam Yes.

2017-10-08 17:18:18 JustinWarren I am concerned by the resistance to auditing the FY2016-17 accounts, given the past month.

2017-10-08 17:18:43 @davecake I still think that motion adds new business of which notice has not been given.

2017-10-08 17:18:49 @AndrewPam No objection to auditing FY16-17, assuming the expense is reasonable, but it is not before us.

2017-10-08 17:19:03 @AngusM there is no resistance from my part Justin. I do not that 1) we have already voted on the Annual and Account Reports and 2) there was no notice for FYE30/06/17

2017-10-08 17:19:15 @AngusM Nothing stops the Board from doing that in any event...

2017-10-08 17:19:20 @AndrewPam Exactly.

2017-10-08 17:19:28 AmandaEllis Apologies, I must go. I assign my proxy vote for all subsequent motions to Mike Kent. If Mike has to go, I authorise David Cake to proxy-vote on my behalf.

2017-10-08 17:19:42 @AngusM Thanks AmandaEllis!

2017-10-08 17:19:44 LiamPomfret David - How does the ammendment to consider FY16-17 add new business to the agenda item "Appointment of Auditor"? As amended by Peter Tonoli, the motion calls for an auditor, does it not?

2017-10-08 17:19:44 PeterTonoli I assert that it's an amendment, not new business.

2017-10-08 17:20:18 @davecake I have no objection to the idea, but we need to word it so that we are not violating the rules. We can suggest, but not direct

2017-10-08 17:21:21 @davecake And my ruling is that auditing of the 2016-2017 year is a separate item of business. We can suggest but not direct dealign with 2016-2017.

2017-10-08 17:21:32 JustinWarren Point of order chair: please explain how this wording is in violation of the rules?

2017-10-08 17:21:46 @davecake For example, it commits the organisation to expenditure that some might think is redundant.

2017-10-08 17:21:46 JustinWarren So that we may reword to avoid such a violation.

2017-10-08 17:22:17 @AngusM I believe reference is to r. 17(3) - <https://www.efa.org.au/about/rules-of-incorporation/>

2017-10-08 17:22:20 nkav @davidcake So adjourn meeting and change agenda item?

2017-10-08 17:22:35 @AngusM Copied for ease of reference: "The Annual General Meeting may transact special business of which notice is given in accordance with the rules."

2017-10-08 17:22:46 @davecake Simply calling a motion to direct the board 'recording an action point' does not work around the rule against introducing new business.

2017-10-08 17:22:57 ← AmandaEllis (Mibbit@DDD654A7.463B3132.AA5483F4.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 17:22:57 @AngusM And note 17(2)(G).

2017-10-08 17:23:01 nkav Seems to be a big sticking point with members

2017-10-08 17:23:25 KatherinePhelps Some members.

2017-10-08 17:23:50 ← baynsley (Mibbit@9B162ED1.C4866C18.699C08CC.IP) has quit
(Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 17:23:51 PeterTonoli Certain members.

2017-10-08 17:23:52 @davecake And I note that the membership has already voted regarding the 2016-2017 FY, at least years AGM, in minutes we approved earlier.

2017-10-08 17:24:11 @AndrewPam Let's please ensure we do what is necessary to move forward.

2017-10-08 17:24:13 JustinWarren I concur that the Rules refer to the current financial year.

2017-10-08 17:24:22 JustinWarren Which is FY2017-18.

2017-10-08 17:24:27 NarelleClark Folks I agree with Dave re his ruling. I agree with others noting importance of making sure the financials are robust and trust/hope the board has got this message loud and clear.

2017-10-08 17:25:16 NarelleClark So please let's move on.

2017-10-08 17:25:21 StevenRClark can we vote on the current motion?

2017-10-08 17:25:28 @davecake Yes, I'm saying this as Chair of the meeting, not reflecting any board resistance to having the 2016-2017 financials looked at in detail.

2017-10-08 17:25:42 NarelleClark +1Steven

2017-10-08 17:25:51 PeterTonoli Since some time has passed, can we have clarification of the motion that is being voted on.

2017-10-08 17:26:00 @davecake One last try - does anyone wish to introduce an amended motion that does not introduce new business?

2017-10-08 17:26:06 @AndrewPam If there were concerns that the FY2016-17 figures may be in error, that was not evident in the vote to confirm the financial report. And if the FY17-18 audit confirms that the FY17 starting figures are correct, we can proceed with the reorganisation.

2017-10-08 17:26:17 @AngusM MOTION: That the meeting authorises and requires the board to appoint an auditor within three (3) month of the 2017 AGM to conduct and perform an audit of the EFA accounts for the 2017-18 year.

2017-10-08 17:26:27 PeterPlumbohms Seconded

2017-10-08 17:26:33 @davecake Thank you.

2017-10-08 17:26:33 @AndrewPam Thirded!

2017-10-08 17:26:42 NarelleClark Yes

2017-10-08 17:26:45 StevenRClark yes

2017-10-08 17:26:49 nkav Yes

2017-10-08 17:26:50 JustinWarren Yes

2017-10-08 17:26:52 JinOhChoi Yes

2017-10-08 17:26:53 PeterPlumbohms Yes

2017-10-08 17:26:54 @AndrewPam yes

2017-10-08 17:26:54 PeterTonoli Yes

2017-10-08 17:26:54 LyndseyJackson Yes

2017-10-08 17:26:54 RosieWilliams Yes

2017-10-08 17:26:55 @davecake I think we have discussed this enough, but would anyone like to speak for or against the amendment?

2017-10-08 17:27:03 LachlanMusicmanSimpson Yes

2017-10-08 17:27:06 ~Fletcher yes

2017-10-08 17:27:25 KatherinePhelps Yes

2017-10-08 17:27:27 @AndrewPam Whoops - we jumped the gun - Dave can you call for a retroactive vote?

2017-10-08 17:27:34 @davecake OK, the meeting has expressed its opinion I think.

2017-10-08 17:27:39 MikeKent I vote Yes, and so does Amada's Proxy vote I now hold

2017-10-08 17:27:43 LiamPomfret I vote yes for myself, and as proxy for Trent Yarwood vote yes.

2017-10-08 17:27:51 AlanIsherwood yes

2017-10-08 17:27:57 @AngusM I vote in favour and in favour as proxy on behalf of Shaun Khoo.

2017-10-08 17:28:02 &ShaunHadrill Yes - unsure if the motion was put correctly..

2017-10-08 17:28:05 Guest25077 yes

2017-10-08 17:28:23 @davecake My proxies did not express an opinion, but I will vote in favour personally.

2017-10-08 17:28:30 NickBannon I will vote yes.

2017-10-08 17:28:34 @davecake I think we can declare the Amendment passed.

2017-10-08 17:28:56 —▶ baynsley (Mibbit@9B162ED1.C4866C18.699C08CC.IP) has joined #EFAAGM

2017-10-08 17:29:12 NarelleClark You mean the amended motion I think Dave

2017-10-08 17:29:42 baynsley sorry lost c9nnecti9nbgain

2017-10-08 17:29:45 —▶ MarkNottingham (Mibbit@FB37523.99AC4FA.BA4D219A.IP) has joined #EFAAGM

2017-10-08 17:29:50 GaborSzathmari yes

2017-10-08 17:30:06 @davecake I do not. We did not have a vote on the amendment, so I took that vote as a vote on the amendment,

2017-10-08 17:30:17 @davecake But lets directly move to that vote.

2017-10-08 17:30:22 StevenRClark yes

2017-10-08 17:30:35 @AndrewPam yes

2017-10-08 17:30:35 @davecake All those in favour of the motion. AngusM MOTION:
That the meeting authorises and requires the board to appoint an auditor within three (3) month of the 2017 AGM to conduct and perform an audit of the EFA accounts for the 2017-18 year.

2017-10-08 17:30:41 baynsley which vote please?

2017-10-08 17:31:07 baynsley yes

2017-10-08 17:31:10 @davecake So this is a vote on the amended motion.

2017-10-08 17:31:12 PeterPlumbohm yes

2017-10-08 17:31:16 StevenRClark yes

2017-10-08 17:31:17 RosieWilliams yes

2017-10-08 17:31:17 NarelleClark Yes

2017-10-08 17:31:24 @AndrewPam yes

2017-10-08 17:31:24 @davecake All those in favour say yes, against no, abstain etc.

2017-10-08 17:31:27 JustinWarren Yes.

2017-10-08 17:31:29 NickBannon Yes

2017-10-08 17:31:29 @AngusM I vote in favour as proxy on behalf of Shaun Khoo.

2017-10-08 17:31:30 LachlanMusicmanSimpson Yes

2017-10-08 17:31:32 PeterTonoli yes

2017-10-08 17:31:34 MarkNottingham Yes.

2017-10-08 17:31:34 Guest25077 yes

2017-10-08 17:31:35 AlanIsherwood yes

2017-10-08 17:31:36 LyndseyJackson yes

2017-10-08 17:31:39 MikeKent I vote Yes, and so does Amanda's Proxy vote I now hold

2017-10-08 17:31:40 @davecake I vote in favour as do both proxies.

2017-10-08 17:31:41 KatherinePhelps yes

2017-10-08 17:31:43 &ShaunHaddrill Yes

2017-10-08 17:31:46 nkav Yes

2017-10-08 17:31:51 JinOhChoi Yes.

2017-10-08 17:32:00 @davecake Thank you all that is passed,

2017-10-08 17:32:08 PeterPlumbohm Hallelujah!

2017-10-08 17:32:13 PeterTonoli heh

2017-10-08 17:32:20 LiamPomfret I vote yes for myself, and as proxy for Trent Yarwood vote yes.

2017-10-08 17:32:23 @AndrewPam amen.

2017-10-08 17:32:30 @davecake We now move to item 5, election of board members.

2017-10-08 17:32:31 @AndrewPam Also ramen.

2017-10-08 17:32:56 @davecake I will pass the floor to the returning officer, Jon Lawrence

2017-10-08 17:33:07 @JonLawrence Thanks.

2017-10-08 17:33:44 @JonLawrence Lyndsey Jackson, Peter Tonoli, Liam Pomfret, Lachlan Simpson, and Shaun Haddrill are the winners after counting 94 ballots using Plurality at Large/Block Voting/MNTV.

2017-10-08 17:33:59 StevenRClark congrats

2017-10-08 17:34:06 @AndrewPam congrats everyone

2017-10-08 17:34:16 JinOhChoi Congrats.

2017-10-08 17:34:16 @AndrewPam 15 years is long enough. Master Pam is free!!!

2017-10-08 17:34:27 @AngusM Congratulations all!

2017-10-08 17:34:30 RosieWilliams Congratulations

2017-10-08 17:34:31 KatherinePhelps Someone should give you a cap!

2017-10-08 17:34:37 Guest25077 congrats

2017-10-08 17:34:40 @AndrewPam Just a sock would be fine

2017-10-08 17:34:48 KatherinePhelps Congratulations people. :)

2017-10-08 17:34:49 @davecake I note the current board takes over at the conclusion if the AGM.

2017-10-08 17:35:14 LyndseyJackson Thanks, wow. It's a real honour

2017-10-08 17:35:21 LachlanMusicmanSimpson thanks all

2017-10-08 17:35:21 @JonLawrence The order of votes received (most first) was: 1. Lachlan Simpson, 2. Lyndsey Jackson, 3. Peter Tonoli, 4. Liam Pomfret, 5. Shaun Haddrill, 6. David Cake, 7. Justin Warren, 8. Andrew Pam, 9. Jin-oh Choi.

2017-10-08 17:35:42 LyndseyJackson Applause to outgoing members, 15 years is impressive!

2017-10-08 17:35:43 LiamPomfret Thank you everyone, and congrats to those others elected.

2017-10-08 17:35:54 NarelleClark Congrats and many thanks to those whose term is finishing.

2017-10-08 17:35:56 @AndrewPam Does that make 9 or 10 board members after the departure of Angus?

2017-10-08 17:36:10 @JonLawrence All voters should shortly receive an email from Opavote confirming the results.

2017-10-08 17:36:24 @JonLawrence That makes 9 with Angus's departure, so there is now 1 vacant seat.

2017-10-08 17:36:58 @AndrewPam Does that get filled by David, or does the incoming board choose to appoint as they see fit?

2017-10-08 17:37:29 GaborSzathmari Congratulations everyone. 15 more years!

2017-10-08 17:37:45 @AndrewPam 15 years is my time on the board, not the life of EFA!

2017-10-08 17:37:53 @AndrewPam I certainly don't wish anyone 30 years on the board!

2017-10-08 17:38:00 GaborSzathmari :-P

2017-10-08 17:38:03 LyndseyJackson on any board!

2017-10-08 17:38:04 RosieWilliams I didn't realise the EFA had been going that long - wow

2017-10-08 17:38:10 @AndrewPam EFA started in 1994

2017-10-08 17:38:20 @AndrewPam That's when I joined as a life member

2017-10-08 17:38:20 StevenRClark we set this ship afloat in 1994

2017-10-08 17:38:25 @JonLawrence can someone please confirm they have received the confirmation email from Opavote?

2017-10-08 17:38:30 @AndrewPam confirmed

2017-10-08 17:38:31 @davecake That is actually kind of unclear, a resignation during the voting period is not something our rules really anticipate.

2017-10-08 17:38:31 PeterTonoli Thankyou everyone. Commiserations to David, Justin, Andrew & Jin-Oh; please don't be disheartened - we need your support - board or not.

2017-10-08 17:38:52 KatherinePhelps I became a lifetime member around then and started using Linux at that time...

2017-10-08 17:39:36 @AndrewPam I would think that as there were actually six vacancies not five, David is also elected.

2017-10-08 17:39:37 @AngusM I note that we have another item on the agenda and may be good to move forward, given comments earlier about the duration of the meeting?

2017-10-08 17:39:39 RosieWilliams For some strange reason I thought EFA was a new kid on the block. I need to revise that notion.

2017-10-08 17:39:52 KatherinePhelps David is one of our calmest heads. With the departure of Angus is he still in?

2017-10-08 17:39:56 NarelleClark Pls can we stick to the agenda? [Apologies for seeming cranky but time is now moving on]

2017-10-08 17:40:07 @davecake The rules don't anticipate anyone resigning during the election period, so it is a bit unclear whethe we should have been electing 5 or 6 people, and obviously it would be wildly inappropriate for me to rule on my own election.

2017-10-08 17:40:25 NickBannon Confirmed, "From: OpaVote Results <noreply@opavote.com>"

2017-10-08 17:40:27 KatherinePhelps Should we make a motion?

2017-10-08 17:40:34 MikeKent Is it a call for the returning officer?

2017-10-08 17:40:37 @AndrewPam Can we take Angus to have resigned immediately after the election? Does that help?

2017-10-08 17:40:46 StevenRClark If there is no specific rule, I'd have thought the new board has a casual vacancy that they fill per the rules

2017-10-08 17:40:51 @AndrewPam That would mean there is now a casual vacancy that the new board can appoint.

2017-10-08 17:41:11 PeterTonoli I would say that it's a decision for the new Board.

2017-10-08 17:41:19 StevenRClark new board takes over at the conclusion of this AGM

2017-10-08 17:41:22 @JonLawrence It is my understanding that Angus's retirement is from the end of this meeting. As Andrew says, the new Board can choose to co-opt David or anyone else.

2017-10-08 17:41:25 NarelleClark Thank you Jon as returning officer and YES I have received OPAvote email.

2017-10-08 17:41:26 @AngusM I believe that the current Board has that call - and the resignation has effect at this meeting. It would be inappropriate for me to voice an opinion.

2017-10-08 17:41:56 @AngusM (i.e I resign as of close of this meeting - that falls to the incoming Board to address

2017-10-08 17:42:00 LachlanMusicmanSimpson confirm received

2017-10-08 17:42:06 LyndseyJackson Given the length of time and that there are many new board members my preference is that we have time to consult

2017-10-08 17:42:11 @davecake OK, if Angus says his resignation takes effect at the end of this meeting, then it is the new boards call.

2017-10-08 17:42:26 @AngusM But may be best to leave this as an issue for the new Board (given there's almost a full Board) and continue with this meeting.

2017-10-08 17:42:38 KatherinePhelps Agree.

2017-10-08 17:42:40 LachlanMusicmanSimpson chair, please move the meeting on.

2017-10-08 17:42:41 StevenRClark that seems like a sensible plan, lyndsey

2017-10-08 17:42:43 @davecake Agreed Lyndsey, lets move on.

2017-10-08 17:42:44 PeterTonoli Are we in accord that it's for the new Board? I'm just aware that time is ticking.

2017-10-08 17:43:02 @AngusM The members have spoken by the vote

2017-10-08 17:43:13 NarelleClark +1 Angus

2017-10-08 17:43:17 @AngusM I suggest we move to the next item

2017-10-08 17:43:25 @davecake Motion: doption of new constitution and reincorporation as a Company Limited by Guarantee Motion: That the meeting authorises the Board to incorporate a company limited by guarantee, to be named Electronic Frontiers Australia, Limited, with a constitution as per the draft published on the 2017 AGM web page (<https://efa.org.au/about/2017agm>), and with the curr

2017-10-08 17:43:54 baynsley btw the fi4st meeting of efa 2as in my lounge room an

2017-10-08 17:44:01 @davecake nd with the current Board members of Electronic Frontiers Australia, Incorporated as initial directors, and to formulate a transition plan for presentation to the membership for transfer of the membership, assets and operations of Electronic Frontiers Australia, Incorporated, to the new company.

2017-10-08 17:44:43 KatherinePhelps Second

2017-10-08 17:45:02 @AndrewPam Yep and I believe Katherine and I hosted the inital EFA website before it went to Pegasus Networks

2017-10-08 17:45:19 @davecake Thank you.

2017-10-08 17:45:29 @davecake Do we have questions, comments, amendments?

2017-10-08 17:45:51 JustinWarren While I support the move to a company, I cannot support the current constitution draft.

2017-10-08 17:46:04 baynsley i have to catch a plane. i vote no to the change chair please record that

2017-10-08 17:46:08 @JonLawrence Please note this is a Special Resolution, "which shall require a three quarters majority."

2017-10-08 17:46:09 MarkNottingham I'd prefer this to be delayed so it can be considered by the new board.

2017-10-08 17:46:12 @davecake (Note: this is a 'Special Resolution' and therefore requires a 75% majority of votes cast to be carried)

2017-10-08 17:46:22 JustinWarren Agree @MarkNottingham

2017-10-08 17:46:29 PeterTonoli @justinwarren Do you have amendments to propose?

2017-10-08 17:46:37 @davecake Thank you Brenda noted.

2017-10-08 17:46:42 JustinWarren I'm not sure it can be amended in accordance with the Rules.

2017-10-08 17:47:05 LachlanMusicmanSimpson I also have concerns about the current draft. With a largely new board, and membership questions about the auditing of the accounts, I think it's fair to put this off until next year or an SGM

2017-10-08 17:47:13 StevenRClark the discussion i've seen/had prior to this meeting suggests a number of issues that memebtrs want more time, and more consultation

2017-10-08 17:47:20 KatherinePhelps The new constitution has been a very long process and done with the utmost concern for detail.

2017-10-08 17:47:22 @AngusM JustinWarren - I do note that there has been fairly extensive consultation on the constitution

2017-10-08 17:47:46 JustinWarren Yeah, but it was altered fairly recently after I questioned a couple of aspects of it.

2017-10-08 17:47:49 MarkNottingham +1 to a special meeting

2017-10-08 17:48:00 @davecake Yes, the constitution consultation has already gone through multiple rounds of consultation and legal review.

2017-10-08 17:48:06 JustinWarren I wonder what else was missed? It's a pretty important thing to get right, isn't it?

2017-10-08 17:48:18 @AndrewPam I think if it fails the board can modify and propose again, though that does cost us time. I note that legal advice has been repeatedly obtained to address the various issues raised, and I am not aware of any outstanding issues not yet addressed.

2017-10-08 17:48:21 KatherinePhelps Certain members have been vociferous on a regular and intense basis.

2017-10-08 17:48:25 @AngusM Mark - that's a solid approach and I would be happy to pass this onto a further meeting (SGM). I suggest that this occur within three (3) months.

2017-10-08 17:48:30 @JonLawrence I note that we received 104 responses to the survey we conducted on the new constitution in July.

2017-10-08 17:48:32 JustinWarren Also: there is no transition plan, for e.g. how current memberships will be moved across.

2017-10-08 17:48:42 @davecake That individual members did not take a close look until the last possible minute seems to be a poor reason to delay.

2017-10-08 17:48:44 MarkNottingham Angus: 3 months sounds good to me

2017-10-08 17:48:58 JustinWarren It also sounds like a poor reason to make a major mistake.

2017-10-08 17:49:13 NarelleClark I think the constitution looks pretty consistent with other NFPs I've seen

2017-10-08 17:49:16 @AndrewPam Cna you indicate what leads you to believe there is a prospective mistake?

2017-10-08 17:49:46 LyndseyJackson As a new board member given the personal responsibilities moving to a new structure, the current financial situation of the org, and the lack of a motion to audit for the current financial year I agree a special meeting is prudent

2017-10-08 17:49:46 JustinWarren The fact that there were a couple that were only fixed last week, despite the extensive reviews?

2017-10-08 17:49:52 @davecake I'd also note that if the board finds further constitutional change is required, they are able to do so, as they will be the directors.

2017-10-08 17:50:10 @AndrewPam I think those were clarifications rather than corrections to any serious problems.

2017-10-08 17:50:24 NarelleClark +1 Andrew

2017-10-08 17:50:26 @AngusM It's probably relevant to note that the constitution was prepared by a law firm engaged by EFA and amendments have been run by that firm.

2017-10-08 17:50:31 LiamPomfret I feel that a transition plan should be in place for the members to vote on prior to the adaoption of any new constitution.

2017-10-08 17:50:33 @AndrewPam We have largely adopted the model constitution, and many of the issues raised were issues with the model constitution.

2017-10-08 17:50:48 StevenRClark +1 liam

2017-10-08 17:51:00 @davecake Yes, Justin, we have an outline of a transition plan (which we made available on the web site, but there are a lot of specific details that need to be finalised. That is why the motion requires presenting a transition plan to the membership

2017-10-08 17:51:02 JustinWarren The issues I raised were for variations from the model constitution.

2017-10-08 17:51:18 @davecake The lack of a transition plan is not a good argument against a motion to create a transition plan!

2017-10-08 17:51:39 JustinWarren Like I said, I agree with the move to a corporation. I just think there are some details that could do with refining.

2017-10-08 17:51:50 @JonLawrence One change was made to the published draft, to clause 11.4.3, adding the ability for a poll to be called at a special meeting.

2017-10-08 17:51:51 ← baynsley (Mibbit@9B162ED1.C4866C18.699C08CC.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 17:52:13 @AndrewPam The motion does call for refining the details and presenting them to the membership. Is that not sufficient?

2017-10-08 17:52:25 JinOhChoi Any changes of the organisation must be passed at either an AGM or SGM and I would assume 75% it's just a simple decision that can be made by the board. So if a decision to delay is proposed it would require a SGM.

2017-10-08 17:52:26 @davecake Justin, some issues you have raised were specifically from the model constitution, AND run by our lawyers, and you continued to raise them.

2017-10-08 17:52:40 ← BenElliston (Mibbit@mib-ABEA09B7.air.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 17:52:53 @AngusM Yes, that's my understanding JinOhChoi

2017-10-08 17:52:58 JinOhChoi *can not.

2017-10-08 17:53:09 MarkNottingham I'd like to hear from our new (upcoming) board members as to how they feel about voting now vs. waiting ~3 months for a special meeting.

2017-10-08 17:53:16 LiamPomfret Dave - Allow me to clarify. Motion as worded authorises board to incorporate a company limited by guarantee. I do not feel it is appropriate to empower the board to do that until after the transition plan has been formulated and presented to membership.

2017-10-08 17:53:29 @AngusM I think a motion to have the Board present the transition plan within (3) months together with a date for the SGM is wise.

2017-10-08 17:53:33 StevenRClark +1 liam

2017-10-08 17:53:46 KatherinePhelps Requests for refining may be used to derail a straight forward process. This holds back the organisation over minutiae.

2017-10-08 17:53:59 &ShaunHaddrill I'm happy to make the vote now given the extensive membership consultation

2017-10-08 17:54:06 NarelleClark +1 Katherine

2017-10-08 17:54:14 PeterTonoli I'm leaning towards a SGM, as per @angusM

2017-10-08 17:54:39 JustinWarren I note that auditing the financials is not worth rushing, but this is.

2017-10-08 17:54:57 @AndrewPam Yes, this process has already gone on for many, many months. Members have had continuous and considerable input. Do we trust the new board to get on with it, or do we have further concerns not already expressed that can justify further delay?

2017-10-08 17:55:07 JinOhChoi It has to go to a SGM as it's a organisation / constitutional change.

2017-10-08 17:55:26 JustinWarren I am merely expressing my reservations.

2017-10-08 17:55:32 @davecake Liam, I find that process wise, this is backwards. It would be poor governance to invest the efforts to create a detailed transition plan if we do not have approval that the membership will allow it to take place.

2017-10-08 17:55:34 @JonLawrence Please note that there are potentially significant fundraising opportunities that are dependent on (a) updating the organisational purposes and (b) simplifying the membership structure to a single category.

2017-10-08 17:56:05 @davecake And until the transition happens, we a company is just a group of 10 people with a \$1 liability.

2017-10-08 17:56:07 LachlanMusicmanSimpson JonLawrence: can you expand on that please?

2017-10-08 17:56:33 MikeKent This process has been in train since I was on the board. It is not a process that has been rushed into

2017-10-08 17:56:57 @AndrewPam Yes, it's been several years of hard work by successive boards.

2017-10-08 17:57:24 NarelleClark Surely the existing membership structure holds until a new one is adopted?

2017-10-08 17:57:24 StevenRClark from what I have seen, there is no disagreement about transitioning to a CLG.

2017-10-08 17:57:29 @davecake Justin, its not rushed. We have been flagging this change for well over a year. Have multiple consultations. I find it very difficult to see how it could be considered rushed.

2017-10-08 17:57:40 @JonLawrence We need to update the purposes in order to ensure we will be able to register as a charity with ACNC and to apply for DGR and Income Tax Exemptions DGR

status gets us into corporate giving schemes and the philanthropic trust world. Income Tax Exemption makes us eligible for Google & Twitter's free advertising grants.

2017-10-08 17:58:01 StevenRClark the issues are around specifics of the proposed Constitution

2017-10-08 17:58:20 nkav Its 3 hers now.. as original motion was seconded. I agree

2017-10-08 17:58:25 nkav Hours

2017-10-08 17:58:37 PeterTonoli @jonlawrence: What sort of (ballpark) are we talking with the advertising grants?

2017-10-08 17:58:46 @JonLawrence Simplifying the membership structure avoids giving organisational members (we currently have zero) disproportionate influence. We have a number of significant organisations that are keen to join.

2017-10-08 17:58:55 PeterTonoli nkav: time flies....

2017-10-08 17:59:04 @davecake I would generally agree with Jon. There are huge elements of our fundraising strategy that we need to consider based on our ongoing structure. By not making a decision on the basic direction, we would be leaving vital strategic fundraising issues in limbo.

2017-10-08 17:59:16 @JonLawrence Google is \$10,000 per month. Twitter is something similar, I think. We're currently getting about \$1,000 per month in free ads from Facebook.

2017-10-08 17:59:18 NarelleClark Jon's reasoning is very sound: ACNC registration is also a higher std of governance than is evident.

2017-10-08 17:59:28 ~Fletcher Going afk for a while, I allocate my vote to LiamPomfret to use as he see's fit

2017-10-08 17:59:50 JinOhChoi I think we need to put the motion to a vote, it will either pass or not and remembering that it requires 75%.

2017-10-08 18:00:10 nkav Yes

2017-10-08 18:00:14 @davecake Yes, if no one has a specific amendment to the motion, we should put it to the vote.

2017-10-08 18:00:18 @JonLawrence We don't *need* to become a Company to make these changes - we could hold an SGM and do them as an association. An early decision was taken to avoid making two sets of constitutional changes.

2017-10-08 18:00:21 @AngusM Agree - and bearing in mind that the motion is only authorisation - not direction.

2017-10-08 18:00:35 PeterTonoli Angus suggested 3 months; Jon has mentioned a loss of opportunity, if we don't move. Would an adjournment for 6 weeks. until an SGM be a suitable compromise?

2017-10-08 18:00:40 @AndrewPam Three months of additional (earlier) income would certainly be helpful...

2017-10-08 18:01:19 @JonLawrence If the motion does not pass, my strong recommendation to the new Board will be that we proceed with an SGM as soon as possible to change the purposes and membership structure.

2017-10-08 18:01:26 LachlanMusicmanSimpson AndrewPam: but isn't that type of funding all "in kind" advertising rather than \$\$ in the bank?

2017-10-08 18:01:27 LyndseyJackson To clarify, if the proposed draft constitution is accepted can changes only be made at the next AGM?

2017-10-08 18:01:35 @AngusM ^ I agree with Jon

2017-10-08 18:01:39 @AndrewPam We can certainly change twice, though there may be some additional expenses incurred.

2017-10-08 18:01:45 @davecake I think if we adjourned, we would still have to vote on the original motion.

2017-10-08 18:01:53 @JonLawrence Yes, it is in-kind, but advertising generates traffic to the website, which generates donations and memberships.

2017-10-08 18:02:11 @AndrewPam Lachlan: Not just the advertising revenue, also the deductible gifts and new corporate members.

2017-10-08 18:02:13 JinOhChoi @LyndseyJackson: Yes constitution changes can only be made at an AGM or SGM.

2017-10-08 18:02:22 @davecake No, if the proposed draft constitution is accepted, the directors (eg the board) would be the only members until the transition took place. So they would be able to make changes.

2017-10-08 18:02:45 MarkNottingham wait, what?

2017-10-08 18:02:51 @JonLawrence Though I note that the last four days have seen a literal explosion of reach on Facebook particularly, due to the facial recognition issue.

2017-10-08 18:02:51 JinOhChoi @davecake: I don't think that would be the case.

2017-10-08 18:03:17 NarelleClark @Dave that is a massive point.

2017-10-08 18:03:43 MikeKent We are heading into a pretty high visibility period thanks to the governments new panopticon security laws. It would be good if we could take full advantage to raise our profile to fight them

2017-10-08 18:03:47 MarkNottingham I am extremely uncomfortable with this.

2017-10-08 18:04:12 NarelleClark What happens to the membership register if the new constitution is adopted?

2017-10-08 18:04:13 @davecake @Jin, yes, would still need to be an SGM, but organising an SGM with the board as the only members is much easier, could be done as part of the transition and presented to membership that way.

2017-10-08 18:04:17 StevenRClark the motion authorises the board to incorporate a CLG, but does not direct *when*

2017-10-08 18:05:21 @JonLawrence That's not necessarily the case - there is an open question for the transition plan to determine: either a 'new' entity can be created or the existing entity can be 'transferred' from SA to ASIC jurisdiction. In the latter case, the Board would not be able to unilaterally change the constitution.

2017-10-08 18:05:38 @davecake @Narelle, the new board would vote to accept all members of EFA Inc as members of EFA Pty Ltd, but there are some specific issues that need to be dealt with (Life members we have not heard from for some time, for example)

2017-10-08 18:05:39 nkav Board still needs to come up with a plan to transition assets , IP and members, right?

2017-10-08 18:05:58 @JonLawrence EFA Limited (not Pty Ltd).

2017-10-08 18:06:04 @davecake Yes, nkav, we have a rough plan but not a detailed one.

2017-10-08 18:06:31 MarkNottingham OK, wow. I'm ready to vote.

2017-10-08 18:06:34 @davecake Parts of that plan will require legal advice.

2017-10-08 18:06:40 nkav So this motion authorises board to register new entity

2017-10-08 18:06:51 StevenRClark exact, nkav

2017-10-08 18:06:51 @davecake Mark, what are you uncomfortable about?

2017-10-08 18:06:59 @JonLawrence It doesn't specify, but that wasn't deliberate.

2017-10-08 18:07:09 StevenRClark can someone point me to the existing plan?

2017-10-08 18:07:13 @davecake Good point on timing, Steven.

2017-10-08 18:07:24 @JonLawrence Or, rather, that shouldn't be taken to suggest that there is a preference either way.

2017-10-08 18:08:14 StevenRClark I suspect many members of the new board are likely to lean towards caution in terms of *when* they create a new entity.

2017-10-08 18:08:15 @AngusM I reiterate that I think a motion to have "the Board present the transition plan within three (3) months together with a date for the SGM to vote on the motion being Agenda Item 6 of the 2017 AGM" is wise.

2017-10-08 18:08:18 nkav this plan of registering and moving assets is also what legal advice we got has recommended as fastest, cleanest transition

2017-10-08 18:08:21 MarkNottingham Voting to reduce the membership to just the board with no firm plan or deadline to transition the members to the new org? Really?

2017-10-08 18:08:58 @AngusM That binds the Board to the transition plan, alleviates some of the concerns being expressed and allows this meeting to be brought to an end (I note the several comments wrt to the length of the meeting)

2017-10-08 18:10:32 @davecake Mark, we can't transition to something that does not exist, and the transition plan is a significant amount of work to commit the board to with no guarantee it will happen,.

2017-10-08 18:11:05 StevenRClark can someone point me to the current plan outline?

2017-10-08 18:11:14 @davecake And most importantly - until that transition happens, EFA Inc. remains exactly as it is - same membership, same board, etc.

2017-10-08 18:11:14 @AndrewPam Yes, if the membership does not vote 75% in favour, and continues not to do so, there could be a considerable amount of wasted work.

2017-10-08 18:11:28 LyndseyJackson I'm still concerned that the new board is being asked to create a transition plan in three months for a process that has already taken years, yet there was concern that the amount of work in getting an auditor within three months was too tight

2017-10-08 18:11:40 @AndrewPam Yes, EFA Inc does not get wound up until later.

2017-10-08 18:11:42 NarelleClark Folks the existing organisation still exists until such point that it doesn't. Therefore all the rights and obligations remain.

2017-10-08 18:12:11 @AndrewPam EFA Ltd gets created, but the current EFA Inc continues to exist and carry on as it does at present until transitioned.

2017-10-08 18:12:15 @AngusM (brb)

2017-10-08 18:12:18 StevenRClark nothing happens to the existing EFA entity until the membership votes

2017-10-08 18:12:50 StevenRClark i've been involved in a few transitions over the years - as a lawyer, and as a memembr.

2017-10-08 18:13:10 @AndrewPam Not the amount of work in getting an auditor - the timing over the holidays.

2017-10-08 18:13:15 NickBannon StevenRClark: I believe the existing plan is at the bottom of "Reincorporation Project" in <https://www.efa.org.au/main/wp-content/uploads/2017/10/EFA-Annual-Report-2017.pdf>

2017-10-08 18:13:32 StevenRClark thanks nickbannon

2017-10-08 18:13:34 NarelleClark So I suggest another working party be set up to do a transition plan

2017-10-08 18:13:53 &ShaunHaddrill I agree with Narelle's suggestion

2017-10-08 18:14:22 @JonLawrence There is already a Governance Team in place which has been central to this project for some time.

2017-10-08 18:14:28 NarelleClark It would still be up to the board to do that.

2017-10-08 18:14:42 @AndrewPam Yes, the existing Governance Team is already working on this

2017-10-08 18:14:54 @JonLawrence Any members that would like to join that team and contribute to that project - please let me know.

2017-10-08 18:15:02 StevenRClark *puts hand up*

2017-10-08 18:15:06 @AndrewPam Let's not create yet another group! Anyone who wants to join the Governance Team please do

2017-10-08 18:15:08 NarelleClark Gov team is a good path

2017-10-08 18:15:20 @JonLawrence Thanks Steven - will email you.

2017-10-08 18:15:21 RosieWilliams Someone said earlier the EFA Inc does not remain exactly as is, I thought someone said that only the board remains as members - the rest of us therefore lose membership in EFA Inc?

2017-10-08 18:15:24 StevenRClark i'm happy to help on a governance team

2017-10-08 18:15:34 @JonLawrence great - thanks

2017-10-08 18:15:39 StevenRClark current entity remains.

2017-10-08 18:15:41 @AndrewPam Rosie: No, the new EFA Ltd has only the board as members.

2017-10-08 18:15:50 StevenRClark the proposal is to create a new entity

2017-10-08 18:15:57 StevenRClark create a plan to transition

2017-10-08 18:16:16 NarelleClark We then have two entities and no loss of rights or obligations

2017-10-08 18:16:17 @AndrewPam That was a misunderstanding (by MarkNottingham) which has hopefully now been clarified.

2017-10-08 18:16:19 StevenRClark then members of current entity vote to shift/not shift assets and mebership to new

2017-10-08 18:16:21 @davecake Yes, the governance team (though its job is slightly broader) has been in existence for years, and this year has served efectively as the reincorpoation working party, if you are a member who is interested, we could love your help

2017-10-08 18:16:23 —> baynsley (Mibbit@9B162ED1.C4866C18.699C08CC.IP) has joined #EFAAGM

2017-10-08 18:16:38 nkav New entity also has no \$ and no IPmof efa brands till they are transitioned

2017-10-08 18:16:39 @davecake The discussion in the annual report explains the reasons for the change, but not the detail.

2017-10-08 18:16:42 NarelleClark New entity has rights and obligations as stated in constitution

2017-10-08 18:16:44 PeterTonoli Would be great having you on the Governance Team @stevenrclark

2017-10-08 18:16:54 RosieWilliams Well that's a very different proposal. Thank you for the clarification

2017-10-08 18:16:54 @davecake Our detailed discussion of the reincorporation so far is here <https://www.efa.org.au/about/new-constitution/>

2017-10-08 18:17:18 StevenRClark FWIW how many of us here have legal training?

2017-10-08 18:17:37 StevenRClark might be helpful for us to have a chat at some point

2017-10-08 18:17:38 NarelleClark I'm happy to proceed

2017-10-08 18:17:50 @AngusM I do StevenRClark

2017-10-08 18:18:12 nkav I have a PC and I don't mean personal computer 😊

2017-10-08 18:18:35 @AngusM (Although the increased litigation workload I have until the end of the year is the dominant for my resignation - my preference is to focus on policy & advocacy for EFA)

2017-10-08 18:18:56 @davecake And to be very clear - we certainly appreciate members with legal training on the governance team (and we would also love it you in the policy team), but we also have our own lawyer specifically for this.

2017-10-08 18:19:02 StevenRClark can i suggest that those of us with legal training have a chat about how we can help make this whole process easier to understand for non-legals?

2017-10-08 18:19:06 @AndrewPam StevenRClark has explained it well. This vote merely authorises the board to create the new entity, the members of the existing EFA Inc then have to vote in future to transition to the new org when it's ready

2017-10-08 18:19:09 MarkNottingham Could we perhaps move on to voting?

2017-10-08 18:19:14 @AngusM ^ and I agree with David, that is more appropriate

2017-10-08 18:19:26 @AngusM Happy to do that StevenRClark

2017-10-08 18:19:51 baynsley I'm back again. checked in and waiting

2017-10-08 18:20:19 @AndrewPam Yes, we've had a number of issues where members express surprise at legal processes which I understand are normal course of business, if a little unclear to laypeople

2017-10-08 18:20:20 @davecake Our lawyer is Rob Gregory who is a partner with Maddocks, he is acting pro bono, and has advised on similar issues many many times, including for the constitutions of other major Internet related organisations, such as Internet Australia and auDA.

2017-10-08 18:20:56 @davecake He has been very helpful, and answered all our questions quickly and thoroughly.

2017-10-08 18:21:04 StevenRClark i'm a former lawyer, turned educator - might be useful to help make all this more digestible as things proceed?

2017-10-08 18:21:06 KatherinePhelps I've been through this process with another organisation, and this is all pretty standard stuff.

2017-10-08 18:21:21 @AndrewPam Yes, Rob Gregory has been very patient and helpful!

2017-10-08 18:21:33 StevenRClark perhaps we should vote, since we're not arguing over details any more?

2017-10-08 18:21:51 NarelleClark Yes pls Steven

2017-10-08 18:21:52 @davecake (and Rob has a long history of being a friend to the internet in Australia)

2017-10-08 18:22:19 @davecake Yes, last call for any amendments.

2017-10-08 18:22:48 baynsley what's the motion please

2017-10-08 18:23:09 StevenRClark [I'm putting my hand up for the governance group, and to help the incoming board]

2017-10-08 18:23:14 @davecake Motion: That the meeting authorises the Board to incorporate a company limited by guarantee, to be named Electronic Frontiers Australia, Limited, with a constitution as per the draft published on the 2017 AGM web page (<https://efa.org.au/about/2017agm>),

2017-10-08 18:23:28 @davecake and with the current Board members of Electronic Frontiers Australia, Incorporated as initial directors, and to formulate a transition plan for presentation to the membership for transfer of the membership, assets and operations of Electronic Frontiers Australia, Incorporated, to the new company.

2017-10-08 18:23:55 baynsley thank you chair

2017-10-08 18:24:06 @davecake Thank you Steven, I'm sure Jon will be in contact, and look forward to working with you.

2017-10-08 18:24:08 RosieWilliams current board members at this meeting or new board members?

2017-10-08 18:24:15 @davecake New board members

2017-10-08 18:24:31 MikeKent I am happy to second the motion

2017-10-08 18:24:44 @davecake Thank you Mike. I am happy to move.

2017-10-08 18:24:48 nkav Yes

2017-10-08 18:24:53 @AndrewPam Current at the time of the motion, which takes place after the completion of the board election, so the new board.

2017-10-08 18:24:54 NarelleClark Yes

2017-10-08 18:24:55 KatherinePhelps Yes!

2017-10-08 18:25:05 DraganDobric Yes, all for.

2017-10-08 18:25:11 MikeKent Yes, and yes for Amanda's proxy

2017-10-08 18:25:14 @AndrewPam yes

2017-10-08 18:25:25 @davecake That wasn;t a call for a vote.

2017-10-08 18:25:26 baynsley vote no still

2017-10-08 18:25:32 GaborSzathmari yes

2017-10-08 18:25:45 MikeKent sorry

2017-10-08 18:25:58 @davecake But there do not appear to be any amendments, so lets move to the vote anyway,

2017-10-08 18:26:19 MikeKent Yes, and yes for Amanda's proxy

2017-10-08 18:26:23 @AndrewPam yes

2017-10-08 18:26:24 @davecake All in favour yes, against no, not abstention and proxies.

2017-10-08 18:26:36 AlanIsherwood yes

2017-10-08 18:26:36 baynsley no

2017-10-08 18:26:38 @AngusM I vote in favour and in favour as proxy on behalf of Shaun Khoo.

2017-10-08 18:26:38 LachlanMusicmanSimpson No

2017-10-08 18:26:40 KatherinePhelps Yes.

2017-10-08 18:26:40 nkav Still yes

2017-10-08 18:26:42 PeterPlumbohm yes

2017-10-08 18:26:44 DraganDobric Yes

2017-10-08 18:26:47 NarelleClark Yes

2017-10-08 18:26:49 MarkNottingham no

2017-10-08 18:26:56 RosieWilliams Yes

2017-10-08 18:27:16 GaborSzathmari yes

2017-10-08 18:27:16 @davecake I vote in favour, as do both proxies for Tim Wilson-Brown and Derek Garwood

2017-10-08 18:27:26 LiamPomfret I vote no. I also vote no on behalf of Trent Yarwood and Fletcher.

2017-10-08 18:27:26 —▶ ShaunHaddri (Mibbit@mib-AB39C380.pa.qld.optusnet.com.au) has joined #EFAAGM

2017-10-08 18:27:38 NickBannon Yes.

2017-10-08 18:28:08 LyndseyJackson No

2017-10-08 18:28:14 Guest25077 yes

2017-10-08 18:28:18 PeterTonoli no

2017-10-08 18:29:40 JustinWarren No.

2017-10-08 18:30:02 JinOhChoi Do we have a count of how many votes are present and proxies being used?

2017-10-08 18:30:12 &ShaunHaddrill Yes

2017-10-08 18:30:14 @JonLawrence I am counting

2017-10-08 18:31:15 @JonLawrence Any more votes?

2017-10-08 18:31:23 JinOhChoi Yes.

2017-10-08 18:31:29 StevenRClark no

2017-10-08 18:31:51 MikeKent well that was a disappointing waste of a lot of time...

2017-10-08 18:32:03 @AndrewPam Looks like a 2/3 majority but not a 3/4 majority.

2017-10-08 18:32:41 @AndrewPam Glad I'm not on the board any more, the new board will have to hold a new vote!

2017-10-08 18:33:00 @JonLawrence I count 26 in favour, 11 against = 70%

2017-10-08 18:33:09 KatherinePhelps We will also need to work harder for fundraising.

2017-10-08 18:33:31 JinOhChoi It's the way the cookie crumbles.

2017-10-08 18:33:38 NarelleClark I'm assuming people will spend some time on next steps and presumably a transition plan.

2017-10-08 18:33:53 StevenRClark we need to anyway - until we actually change structure, we caouldn't do anthing differently anyway

2017-10-08 18:34:14 baynsley I'm happy to consult with efa on ways forward as a life member if that is wanted by the board.

2017-10-08 18:34:14 @davecake Yes, I make it a narrow loss

2017-10-08 18:34:15 KatherinePhelps We are all volunteers. So now we have to work on a transition plan AND extra fundraising.

2017-10-08 18:34:35 @JonLawrence Per above, my recommendation to the new board will be to update the purposes and membership structure asap as that will enable new fundraising activities to commence and will remove that pressure on the process.

2017-10-08 18:34:41 @davecake A clear majority, but falling short of the Special motion level.

2017-10-08 18:35:14 @davecake Which is a problematic result.

2017-10-08 18:35:45 @JonLawrence Two votes short, if my arithmetic is sound.

2017-10-08 18:35:48 KatherinePhelps We will need to call an SGM as soon as possible.

2017-10-08 18:35:53 @AndrewPam Yes, that's what I get - two votes short.

2017-10-08 18:35:56 @davecake And as Jon notes, the most immediate result is that if we want to continue with some of the fundraising plans we had, the new board will have to make some of the consittional changes twice.

2017-10-08 18:36:04 NarelleClark Thanks for all the effort folks. Happy to assist with reviewing proposals. It seems to me there is the support and intention to move but ppl would like more clarity on transition plans.

2017-10-08 18:36:07 baynsley we need to spend time on the pain points not just perceived benefits of change

2017-10-08 18:36:19 StevenRClark FWIW, having had a fall-back plan of changing the current con might have been a way to advance transition

2017-10-08 18:36:25 nkav I'd expect to see new board in active consultant with no voters to address their concerns

2017-10-08 18:36:37 nkav *consultation

2017-10-08 18:36:41 PeterTonoli Totally

2017-10-08 18:36:42 RosieWilliams I think they are the no voters Nick

2017-10-08 18:36:43 @davecake Brenda, I would be very interested to hear your perceptions of the problems.

2017-10-08 18:36:44 LiamPomfret That's my feeling also Narelle. And +1 to Steven's comment.

2017-10-08 18:37:00 NarelleClark Best regards see you around

2017-10-08 18:37:26 nkav Bye all

2017-10-08 18:37:27 @davecake OK, that brings the formal business of the meeting to a close.

2017-10-08 18:37:48 StevenRClark I might get in touch with you during the week, liam, to have a chat around this stuff

2017-10-08 18:37:49 ← JustinWarren (Justin@mib-1F8AF29C.static.asianet.co.th) has quit (Quit: Leaving)

2017-10-08 18:37:49 RosieWilliams Thank you Dave

2017-10-08 18:37:50 ← DraganDobric (Mibbit@mib-DE295BEC.nhl8.cht.bigpond.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:37:50 @davecake As always thank you for your attendance and interest. j

2017-10-08 18:37:56 ← NarelleClark (Mibbit@mib-86CEF990.mirnd3.nsw.optusnet.com.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:37:58 @JonLawrence Can someone please send me a transcript?

2017-10-08 18:38:00 ← AlanSherwood (Mibbit@mib-9D4C43A4.lnse1.lon.bigpond.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:38:07 @davecake especially considering the particularly epic length,.

2017-10-08 18:38:09 LiamPomfret Sounds good Steven.

2017-10-08 18:38:11 ← ShaunHaddri (Mibbit@mib-AB39C380.pa.qld.optusnet.com.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:38:12 LyndseyJackson Agree, happy to actively work on transition plan. Looking forward to working and campaigning with you all

2017-10-08 18:38:13 @AngusM Thanks Dave, thanks all!

2017-10-08 18:38:19 Guest25077 thanks all

2017-10-08 18:38:21 @AndrewPam Thanks Dave for your service as Chair

2017-10-08 18:38:21 PeterTonoli I'll send you what I've got Jon.

2017-10-08 18:38:23 LiamPomfret I'm taking a transcript right now, ending with David bringing the formal business to a close.

2017-10-08 18:38:23 PeterPlumbohm thanks

2017-10-08 18:38:23 ← Guest25077 (Mibbit@B050FEA3.1E83EE2C.5E74E088.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:38:30 LachlanMusicmanSimpson thank you all.

2017-10-08 18:38:31 ← PeterPlumbohm (Mibbit@98849F41.1CD3332.E5752298.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:38:33 @JonLawrence thanks!

2017-10-08 18:38:34 ← RosieWilliams (Mibbit@mib-36B3FEB8.pa.nsw.optusnet.com.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:38:35 KatherinePhelps I would also like a transcript.

2017-10-08 18:38:35 → daedalus (Justin@mib-1F8AF29C.static.asianet.co.th) has joined #EFAAGM

2017-10-08 18:38:38 NickBannon Thanks all!

2017-10-08 18:38:39 ← LachlanMusicmanSimpson (Mibbit@mib-3077A852.dyn.iinet.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:38:44 LyndseyJackson thanks all

2017-10-08 18:38:45 StevenRClark thanks

2017-10-08 18:38:49 PeterTonoli I'll email you too Katherine.

2017-10-08 18:38:50 @davecake One a personal note, it is very odd to leave the meeting no longer a board member, and with my future on the board in doubt.

2017-10-08 18:38:52 ← LyndseyJackson (Mibbit@mib-9348BFB5.nsw.bigpond.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:38:53 baynsley happy to discuss dave but not today. one of the things which this is xe has shown is membership of membership based orga isations is important and needs specific attention

2017-10-08 18:38:54 -- daedalus is now known as JustinWarren

2017-10-08 18:39:09 MikeKent Thanks Andrew and David for all your work on the board over the years

2017-10-08 18:39:22 ← StevenRClark (Mibbit@mib-999F02FB.bras1.adl4.internode.on.net) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:39:28 @davecake I certainly fully intend to remain involved in EFA, and thank you all for your faith in me over the years.

2017-10-08 18:39:29 PeterTonoli Thankyou for your service as Chair, David, and your long service Andrew.

2017-10-08 18:39:37 MikeKent good luck to the new board

2017-10-08 18:39:38 KatherinePhelps Dave, you have been amazing. I appreciate your calm head and hard work.

2017-10-08 18:39:47 @davecake it has been a privilege,

2017-10-08 18:39:54 @AndrewPam Thanks everyone. If the new board sees fit, they could certainly do worse than to draft Dave to fill the vanacy on the board.

2017-10-08 18:40:11 baynsley bye all

2017-10-08 18:40:16 @davecake Meeting closed.

2017-10-08 18:40:17 @AngusM Agreed ^

2017-10-08 18:40:24 ← nkav (Mibbit@mib-F34419F6.sta.wbroadband.net.au) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)

2017-10-08 18:40:26 @AngusM bye all.

2017-10-08 18:40:28 @davecake *bangs gavel*

2017-10-08 18:40:46 ← AngusM (Mibbit@98BD40F9.3F44BB05.4E267E97.IP) has quit (Quit: <http://www.mibbit.com> ajax IRC Client)