



**MINUTES OF A
SPECIAL GENERAL MEETING
Held on Thursday 10th February, 2011
The Roebuck Bay Hotel Piano Bay, Carnarvon Street, Broome
Commencing at 5.00pm**

1 Registration: sign in from 4.45 pm.

2 Attendees: See attached list - 43 attendees

Apologies: Mike Windle, Graeme Carthy, Hilary Woodley, Ron Johnston, Ben Furler, Teresa Manning, Glen Chidlow, Nicholas Hoar, Tony Hutchinson

Proxies Received: 34

Total number of legal votes: 77

3 Welcome by President

The President Tony Proctor, welcomed all members in attendance and any visitors who were not members. Tony advised that the notice was posted to members in January 2011. He also thanked the Roebuck Bay Hotel and Mike Windle for allowing the use of the Piano Bar room for the meeting.

Tony clarified with members Moira's resignation from Chamber and that her reasons were to do with job expectations and hours and private circumstances. Tony thanked Moira for her work. The Broome Chamber of Commerce will be keeping in touch with Moira as they are considering engaging her to assist with the work of bringing the constitution up to date.

Tony also confirmed the appointment of Jillian Philp and Teresa Manning to the Executive Committee of Chamber and welcomed them aboard.

4 Tony referred to the Motions in the Notice of this Special General Meeting. He asked if members wanted him to read aloud the notice. It was deemed unnecessary and time consuming as everyone has read it

Prior to discussion and voting on motions, Tony reminded everyone that the motions must be taken in their entirety as written in the Notice and cannot be changed or amended. Tony again commented that the Constitution is out of date and is over 20 years old. This document will be subject to many cuts and pastes, there are lots of errors, and some of these issues are related to how we carry on every day business. It will be completely revised in due course.

Tonight's meeting forms part of this process. It is very important to look at the results of the survey conducted in December. Majority of BCC members thought that Chamber are heading in the right direction in providing service to its members. The changes to the Constitution will need to go through the registrar for approval and another Special meeting will be called to adopt it.

Regarding the process in Special meetings, the procedures are not current. A motion which changes a constitution requires $\frac{3}{4}$ or more of those present as voting or with proxies. Following this, Tony advised that for this Special Meeting each Motion may have two speakers to speak for and two against and each speaker will be limited to three minutes. Then the motion will be put forward and formally voted upon.

Tony commented to not lose sight of the purpose of The Chamber which is clearly set out in the constitution.

This Special General Meeting is being convened in accordance with Clause 17 of the Chamber's Constitution following the receipt of a Notices signed by the requisite number of Members to consider and pass. The six Motions as Special Resolutions were put in the following order:

MOTION 1

Proposers Name: M Dunnett.....Seconded by: R Johnston.....

That Clause 20 be hereby revoked and replaced with the following Clause 20

(a) "A notice may be served by the Chamber upon any member, either personally or by electronic transfer or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address.

(b) Each member shall, from time to time, notify the Chamber of-

- I. a postal address in Western Australia which shall be deemed his registered address; and*
- II. an email address (if a member has such an address) that can be used for electronic communications.*

(c) Any notice sent by post shall be deemed to have been served at the expiration of forty-eight (48) hours after the envelope or wrapper containing the same is posted and, in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted. Any notice sent by electronic transfer shall be deemed to have been received on the day the electronic transfer was dispatched.

(d) Any failure by a Member to advise the Chamber of any change in registered address or email address for the purpose of electronic transfers shall not invalidate any notice sent by prepaid post or electronic transfer from the Chamber to the Member.

(e) A notice may be served on the Chamber or the Secretary by delivering it by electronic transfer or posting it by prepaid post to the Office.

**Speaker for: #1 Chris Maher – Now in 21st century and agree with changes
#2 Brian Philp – registrar to change constitution, 1, 2, 3 will be formally future amendments**

Speaker against: None

The motion was put to a vote:

**Yes 76
No 1**

Motion Carried

Note: Emails that go out are tagged with read receipt and stored for 3 months.

MOTION 2

Proposers Name: M Dunnett.....Seconded by: R Johnston.....

That Clause 12 is hereby revoked and replaced with the following Clause 12-

Clause (a) "The Treasurer of the Chamber shall be elected annually at the Annual General Meeting of the Chamber"

(b) "The Treasurer shall have control of the financial affairs of the Chamber and shall manage the financial affairs of the Chamber in accordance with prudent and current business practices and shall

I. be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Chamber and shall issue receipts as may be requested for those moneys in the name of the Chamber;

II. pay all moneys referred to in sub paragraph (a) into such account or accounts of the Chamber as the Committee may from time to time direct;

III. approve all operating expenditure and payments of the Chamber in accordance with any Rules that may be set by the Committee from time to time for these purposes and shall ensure that payments from the funds of the Chamber are made in a timely way-

I. by way of electronic transfer or

II. by cheque

IV. comply on behalf of the Chamber with section 25 and 26 of the Act in respect of the accounting records of the Chamber;

V. wherever directed to do so by the President submit to the Committee a report, balance sheet or financial statements in accordance with that direction;

No speakers for or against.

The motion was put to a vote:

Yes 77

No 0

Motion carried unanimously

MOTION 3

Proposers Name: M Dunnett.....Seconded by: R Johnston.....

That a new Clause 16A be inserted as follows.

Delegations to Employees

Clause 16A

(a) "The Committee may delegate as it shall think fit, powers, duties and responsibilities for the management of the business affairs of the Chamber, including any duties or obligations of Committee Members to any staff member or contractor engaged for that purpose so that the business affairs of the Chamber are managed efficiently in accordance with normal business practices.

(b) Without limiting the generality of the foregoing, the delegations may include delegations in respect of the incurring of daily operating expenditure necessary for the efficient running of the Chamber

No speakers for or against.
The motion was put to a vote:
Yes 77
No 0

Motion carried unanimously

MOTION 4

Proposers Name: C Maher Seconded by: C Phillips

That the Chamber formally and publicly withdraw from its stated position of support for Compulsory Acquisition of land at or near James Price Point.

Tony read aloud Motion 4:

**Speaker For: #1 Chris Maher does not support compulsory acquisition.
Speaker Against: None**

The motion was put to a vote:
Yes 14
No 63

Motion was lost (not carried)

MOTION 5

Proposers Name: C Maher Seconded by: C Phillips

That the Chamber develops a communication and information strategy for members which ensures:

- a. *The Chamber gathers and provides information to its membership relating to all aspects of the LNG proposal at James Price Point as it relates to business in Broome including the potential negative impacts on small business.*
- b. *The Chamber undertake a thorough survey of members relating to their support of the proposed gas hub to form the basis of the Chamber's level of support for the project.*
- c. *Processes are in place that enables the Chamber seek the 'informed' endorsement of the membership on issues prior to public statements being made on behalf of the membership.*

(three speakers each were permitted for this motion)

Speaker for: #1 Chris Maher: Chamber should be more democratic and more thorough in relation to this topic.

Speaker for: #2 Craig Eclipse – like to see Chamber provide more forums and info to membership, question it, feedback thoughts.

Speaker for: #3 Kane – new member – conflict is mostly the gas hub. Any info that reps members be put to members.

Speaker against: #1 Elisabeth Lucke – not something that can be addressed without additional time and cost. A more detailed weekly brief has already been given to members providing a much better perspective of balance and providing information apart from the LNG. A new EO will be advertised and that person's role will be to develop informing members more. Motion parts A & C are incredibly difficult to implement, very time consuming. Electronic communication will work towards assisting this though. The EO position is not just for LNG, it is to service the broader community.

Speaker Against: #2 Kim Male – for most members – we feel we are represented by the committee that was elected and have extreme confidence in them conducting the affairs of chamber month by month. If any members do not feel this then put your name forward to be elected on the committee

Speaker against: #3 Roger Colless – wording would need changing to agree with – inverted commas tongue in cheek – would pass if didn't have another motive.

The motion was put to a vote:

Yes 11

No 66

Motion lost (not carried)

MOTION 6

Proposers Name: C Maher Seconded by: C Phillips

The Chamber refrains from further public announcements on the proposed gas hub until the information and communication strategy has been completed.

No speakers for this motion.

The motion was put to a vote:

Yes 9

No 68

Motion lost (not carried)

Tony thanked everyone for attending the meeting.

The Chamber President Tony Proctor closed the meeting at 6.00pm.