



Special Committee Minutes of the AGA Committee meeting 29th January 2018

Present – Neville Smythe (NS), David Mitchell (DGM), Horatio Davis (HD), James Kaaden (JK), Matthew Crossman (MC), Allan Hunt (AH)

Apologies – An Younggil (AYG), Daniel Li (DL), Raphael Shin, Erli Qiu

Guest – Dr Anthony Purcell (AP)

The meeting commenced at 8.02pm (Sydney time)

Review and amendment of the revised Constitution

Neville Smythe took detailed notes of the matters raised and addressed. The new document will be issued on Jan 30th for a final vote.

The meeting reviewed the new constitution section by section.

Section 1 Title – no changes, passed unanimously.

Section 2 Aims – no changes, passed unanimously.

Note: there was a stray word ‘Membership’ at the end of the section to be deleted.

Section 3 Membership – one change (below), passed unanimously

Change 3.4. to remove the word Annual to read “Other classes of Membership may be created at a General Meeting”.

Section 4 Management – 5 minor changes (below), passed unanimously.

Section 4.2 Change the word ‘designate to’ ‘referred in the third sentence so the document reads “an elected Secretary-General (chief administrative officer, hereinafter referred to as the Secretary)”

Sections 4.3 & 4.7 had grammar changes.

Section 4.8 – change the words ‘shall be a matter for’ to be ‘shall be determined by’ so the clause in the document reads “the Committee's procedures for conducting its business shall be determined by the Committee alone”.

Section 4.9 add the word ‘and’ so the section reads “Committee members shall not be liable for debts incurred properly and handled with due care on behalf of the AGA”

Section 5 Subscriptions – 1 minor change (below), passed unanimously.



Australian Go Association



Section 5.6 – changed to include a 3-month time limit on membership rejection, so the clause reads “The Committee has the right to reject an application for membership at its own discretion, within 3 months of the application, with return of the membership fee, subject to Clause 10.4.”

Section 6 Meetings – 3 changes (below) section 4 passed by a majority; all other sections passed unanimously.

Section 6.3 to reduce the number of members needed to call a Special General Meeting to 40 so the clause reads “An Extraordinary General Meeting shall be held if called by the Committee, or by 40 Full Members”.

Note: Section 6.4 (Proxy voting) was passed by a majority there being one abstention and one vote against.

Section 6.5 to remove the reference to the Secretary and change the wording to “The quorum for a General Meeting shall be 15 Full Members. In the event that a quorum is not present for an Annual General Meeting, the existing Committee shall continue in office while a postal or electronic vote of all Full Members on the substantive matters in Clause 6.2 is conducted.”

Section 7 Postal or Electronic ballots – passed unanimously

Section 8 Tournaments – passed unanimously

Section 9 Documents and register of members – two changes (below) passed unanimously

Section 9.1 include the words ‘shall be maintained’ so the clause reads “The Public Officer shall ensure that the official documents of the AGA, including records of Committee meetings and General meetings, financial documents, and this Constitution, shall be maintained and shall be available for inspection by members at any reasonable hour at no charge”

Section 9.5 is duplicated; this clause will be deleted.

Section 10 Duties and rights of members – no changes – passed unanimously

Section 11 Dispute resolution – no change – passed unanimously

Section 12 Financial – no changes – passed unanimously

Section 12.6 repeats the first sentence of section 13.1 – remove section 12.6.

Section 13 Miscellaneous – no changes.

This section will be combined with section 12.

Appendix and Attachments – no changes



Neville will make the changes and send a new version to all committee members by 30th Jan.

DGM will send the new Constitution which will be voted on by Wednesday 31st Jan 2018.

DGM will prepare a notice of EGM to include the new Constitution, the IGF Code of ethics, procedures, model constitution. The notice will also include a form for voting including the member's name, member number, date, vote and signature.

There was a final review of all committee members present and there were no further issues or changes.

The meeting closed at 9:39pm Thursday 29th January 2018

Subsequent email exchanges

Neville sent the revised constitution on Wednesday 31st January.

After the revision the following matters were raised by email"

Q1. Can a general meeting have motions some of which are voted on electronically and of which are voted on by the members present?

A1. Schedule 3 of the Legislation say... "Conduct of postal or electronic ballots of the Regulation does not allow for a combination of postal or electronic voting for either an ordinary or special resolution. Nor does it allow for a combination of voting at a general meeting with either postal or electronic voting."

Q2. Are there any limitations on motions that can be put from the floor at and AGM?

A2. There are no restrictions on motions from the floor except where the contravene the Constitution - for example, changes to the Constitution require 21 days notice.

Q3. Are motions from the floor voted only allowed to be voted on by members present?

A3. Yes. Motions from the floor at an AGM are voted on by those present. They are not subject to proxy votes because our Constitution only allows proxy voting for motions on the agenda.

Q4. Can a committee vote by email between planned committee meetings to determine an issue or should a special committee meeting be convened?

A4. Yes. The day to day management and decision-making processes are a matter for the committee as defined in the Constitution. Any committee votes held outside of a committee meeting must be minuted and reviewed at the next committee meeting.



Australian Go Association



Q5. Does the language in 12.4 (about needing two signatures for negotiable instruments on the association's bank account) preclude having debit card and online banking access by individual officers with no cosigner?

A5. Debit card & online banking should be addressed in the constitution as a single signature. This includes who is authorised (The Treasurer) and reporting of such transactions at the following committee meeting.

Q6. If the answer to 4 is "only if the constitution states that you can", what is the standard form of words that everybody else uses?

A6. The DFT were not forthcoming with examples from other constitutions but the words in our proposed constitution "In all other matters, the Committee's procedures for conducting its business shall be determined by the Committee alone" appear sufficient.

Neville and Horatio worked on the wording for the financial clauses which were discussed via email with all members.

The matter of changes to the constitution and calling of an EGM were voted upon on 2nd Feb and passed by a majority (one abstention, no votes against – it should be noted that three committee members did not vote as they were overseas or indisposed).