



3D Archery Association Of Australia

ABN 37 082 971 439

Affiliations: International Bowhunting Organisation
Archery Alliance of Australia

Secretary Report for Casino AGM 2017

July 2017

Firstly, I would like to take this opportunity to apologise for this report taking longer than normal to produce. There have been several factors in place and a lot of research to be carried out along with having to deal with General Inquiries and day to day requirements that have taken precedence.

INQUIRY OUTLINE;

1. Series of Events,
2. Explanation of the Constitution;
 - a. Section 26 Election of Members,
 - b. Proxies and their correct use,
 - c. How to change the Constitution,
 - d. Why the AGM is held at Casino, and
 - e. Why Electronic Voting is not allowed.
1. The following Committee position nominations were voted on at the 2017 AGM:
 - Vice President,
 - Secretary,
 - Treasurer,
 - National Liaison Officer,
 - National Tournament Director, and
 - Membership Secretary.

Prior to the Vote taking place, a Life Member from the floor submitted a document from a legal office that gave the view Proxy Voting for the Election of Committee Members was against the constitution and the Form which 3DAAA had supplied its members was not Appendix 2 to the Constitution.

This advice was accepted after some discussion. The Election of Committee Members proceeded without the counting of votes on the supplied and submitted Proxy Form.

The Decision at the time from the Members in Attendance was that the Vote was to take place by a show of hands. The nominees and results as follows:

- Vice President
 - Robert Vayro
 - Alex Elvin
 - ✓ Robert Vayro (elected 66 to 13)
- Secretary
 - Cordell McGuire
 - Nathan Butterfield
 - ✓ Nathan Butterfield (elected 70 to 17)
- Treasurer
 - ✓ Ben Doyle (elected as the only nominee)
- National Liaison Officer
 - Rhys Aizlewood
 - Nathan Murrell
 - ✓ Rhys Aizlewood (elected 64 to 24)

- National tournament Director
 - Grant Elsley
 - Ron Scott
 - ✓ Grant Elsley (elected 70 to 14)
- Membership Secretary
 - ✓ Wendi Murrell (elected as the only nominee)

I spoke to several members after the AGM and would like to inform all of the 3DAAA Members that these members were all informed that I would inquire and report back all of the possible results if the Proxy votes were considered.

Contrary to the above, several posts on the UN-Official 3DAAA Facebook page have been made which have actually blown this whole event out of proportion. Due to the nature of these posts, I spent a considerable amount of time evaluating "what theoretical results could have been" to ensure full disclosure.

Please see the results tabled below which considers voting via Proxy:

Position/Candidate	Vote Present At the AGM	Ballet Vote	Proxy Vote	Minus Non-financial Members	Total
Vice President					
Robert Vayro	66	10		-4	72
Alex Elvin	13	15	14		42
Sectary					
Cordell McGuire	17	13	15		45
Nathan Butterfield	70	5		-4	71
National Liaison					
Nathan Murrell	24	18	17		59
Rhys Aizlewood	64	9		-4	69
Tournament Director					
Grant Elsey	70	5		-4	71
Ron Scott	14	6	16		36


Key


Vote Present at the AGM: This were the numbers counted at the AGM of the Members that were present at the time of the election.

Ballet Vote: This is the information taken from the "Proxy Form" that instructed voting to be for a Specified Individual

Proxy Vote: This is the information taken for the "Proxy Form" that instructed the holder of there Proxy to vote how they saw fit.

Non-financial Members: It was noted that at the AGM four (4) Members at the AGM that were Non-financial Members. At the time of my inquiry, no Committee Member could guarantee that these members HAD OR HAD NOT voted.

 This is a theatrical addition that ALL members empowered to use there discretion voted for the unsuccessful Candidate

 This is a theatrical subtraction that ALL members deemed Non-financial voted for the successful Candidate.

NOTE: the advertised Proxy System DID NOT have an effect on the election of Committee Members.

2. Explanation of the Constitution.

26. ***Election of Members***

(1) Nominations of candidates for election as Executive Officers of the Association or as ordinary Members of the Committee:

(a) Must be made in writing, signed by two (2) Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(b) Must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place subject to Rule 37(NOTICE).

(c) Must not have had previous membership terminated and/or suspended.

(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected. Positions vacant become a casual vacancy as per Rule 25(4).

(3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If a number of nominations are received for a position, a ballot is to be held.

(6) The ballot for the election of the Executive and ordinary Members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct including the implementation of a secret ballot.

My Interpretation of the Constitution is that Election of Members is only to be conducted AT THE AGM by the manner in which the Committee decides which could include the implementation of a Secret Ballot. The Advice from the Legal document tabled at the AGM stated that there is no specific direction in this part of the constitution regarding the Election of members for such executive and other positions via Proxy Votes.

This is where the misinformation as to how a Proxy form has been given to the Members of 3DAAA, As I was not a member of the Committee at this time I do not or have not inquired as to who gave this information, Why this information was given and more importantly who designed and Submitted the VOTING BALLOT/PROXY Form. I believe this to be a mute point and not one I was asked to report on.

41 . ***Making of decisions***

(1) A question arising at a General Meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a **resolution** has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that **resolution**.

(2) At a General Meeting of the Association, a poll may be demanded by the Chairperson or by at least three (3) Members present in person or by **proxy** at the Meeting.

(3) If a poll is demanded at a General Meeting, the poll must be taken;

(a) Immediately in the case of a poll which relates to the election of the Chairperson of the Meeting or to the question of an adjournment, or;

(b) In any other case, in such manner and at such time before the close of the Meeting as the Chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the Meeting on that matter.

43 ***Voting***

(1) On any **question** arising at a general meeting of the Association a member has one vote only.

(2) **All votes must be given personally or by proxy** but no member may hold more than **five (5) proxies**.

(3) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the Meeting is entitled to exercise a second or casting vote.

44 ***Appointment of proxies***

(1) Each Member is to be entitled to **appoint another Member as proxy** by notice given to the Secretary no later than twenty four (24) hours before the time of the Meeting in respect of which the **proxy** is appointed.

(2) The notice appointing the proxy is to be in the form set out in **Appendix 2 to these Rules**.

From My inquiries and personal investigation using the NSW office of Fair Trading;

Definition of a Proxy.

noun (pl) **proxies**

1. A person authorized to act on behalf of someone else; agent: *to vote by proxy*

2. the authority, esp. in the form of a document, given to a person to act on behalf of someone else

- 2b In My enquiry and Research the Use of a Proxy is for one member to have the Voting right of another person. Now while an individual may instruct the Proxy holder on how they feel and how they wish to vote. It is the actions and responsibility to the INDIVIDUAL who exercises the vote to vote in the way that they see fit at the time. You can give someone your vote, you can ask them to vote a particular way, but the person voting has the decision and your authority to vote how they see fit at the TIME.

The Form provided by 3DAAA on the Website in My **personal opinion** and information I have at this time which I have been asked to report my Findings, Is not a Proxy form. It has a Ballot section, and a Proxy section making it an unlawful document to be used under the Constitution. The Approved Appendix 2 can not be found and has not been lodged with the Department of Fair Trading. So it will be MY ADVICE to the Committee in the Role OF SECRETARY that NO Proxy Voting should be allowed until such times as the Constitution can be Changed/ Updated.

It has also been noted that the Model constitution States section 35 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

2c How is the constitution changed?

An association may change its constitution by passing a special resolution. The change must be consistent with the Act and the rest of the constitution.

The association must apply for registration of the changes within 28 days of the special resolution being passed and the application must:

- be in the **approved form** *Application to register change of objects or constitution* (form A6)
- include details of the proposed change
- include a copy of the special resolution as passed
- include payment of the prescribed fee.

A change to the constitution is valid once it is registered with NSW Fair Trading.

An application may be refused if it:

- does not comply with the Act
- is not in the approved form
- is lodged more than 28 days after passing the special resolution.

While not required by the Act, Fair Trading recommends, where appropriate, an association consider passing a special resolution to adopt a new constitution consolidating the desired changes.

An association representative must certify that the constitution complies with the Act.

2d Annual general meetings

The association's annual general meeting (AGM) is to take place within 6 months of the close of the association's financial year or in a timeframe allowed by Fair Trading.

A newly incorporated association must hold its first AGM within 18 months of registration.

Associations are required to submit their financial statements for the previous financial year to the AGM. The nature of the financial statements submitted to the AGM must be in accordance with the category of association, either Tier 1 or Tier 2. For more information on financial reporting requirements, visit the

Financial reporting requirements page on the Fair Trading website.

Refer to sections 37, 44 and 48 of the Act.

At the AGM it has been suggested from several Members that having the AGM is not the biggest event in the calendar and how, with out the use of Proxy's or Electronic Ballot are the Members able to have there say.

Currently 3DAAA's End of financial year is the End of April. Casino State of Origin has been the largest event currently on the 3DAAA Calendar with in the legal time frame as stated above.

The Process to change this at the moment would be to propose a Resolution at the 2018 AGM to change the Financial Reporting Period.

If this resolution was voted in, the 2018/2019 financials would be due end of May (for example) at that time 3DAAA could hold the AGM anytime out to the end of November 2019.

2e Why Electronic voting is not allowed.

Under the Current Constitution has no ground or authority to conduct Electronic Voting. If 3DAAA adopt the Model rules the following will apply.

35 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

36 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Although these methods are offered in the Model Constitution the ramifications on 3DAAA would be but not limited to;

- Have to invest considerable amount of money on equipment
- Invest time and man power on running meetings with the use of Technology.
- Invest and up graded Security requirements to allow Electronic Voting to ensure that there is no possible way that the system can not be hacked or interfered with.

Now on this last point it is noted that Federal and State Governments spend Millions of dollars on security to allow this to happen.

At the recently completed Face to Face Committee Meeting, I have been tasked to investigate the changes required to the Constitution which will reflect the Model Rules plus the information specific to 3DAAA.

Please forward any suggestions to myself ASAP at secretary@3daaa.com

At this time, I would also like to bring to the Members attention that while the past 3DAAA Committee may have got this wrong, it is my personal opinion, ALL of these positions are Volunteer and to my knowledge none of them are lawyers or have much legal training so they are doing the best they can with the knowledge they had at the time. It is also the responsibility of ALL the Members of 3DAAA to ensure you are aware of the information supplied and if you believe due to your skills set or experience that the 3DAAA Committee need help, then I would ask you to contact the Committee officially and offer your professional assistance.

Several Questions were asked and statements made at the 2017 3DAAA AGM regarding the information put on the Website and on the Internet. Most of these statements were around the idea that if it is on the Website it must be the way that the AGM is to be held. I personally believe this is being confused with advertising law whereby if a price is stated that is the price the retail outlet must sell it to you.

Information on the WEB is sometimes wrong, and an unlawful instruction or direction is unlawful by the act.

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In conclusion, my last point is ALL of this is MY own information as a MEMBER who has been tasked to undertake an enquiry. There was NO legal advice sort on behalf of 3DAAA and all of the information is available for anyone to find on the Internet.

This does not convey the view of 3DAAA Committee as a whole, but myself in the role of enquiring as asked by the Members who were present at the 2017 AGM.

Regards

Nathan Butterfield
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3DAAA
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