

THE 106 FD WKSP RAEME ASSOCIATION INC WILL WINDUP IN 2018

106 Fd Wksp RAEME was disbanded at Bonegilla after returning from its deployment in South Vietnam in the period 1968 – 1971.

The 106 Fd Wksp RAEME Association was only formed and Incorporated in 2004 following the very successful Gathering of RAEME event which was organized/conducted by Phillip Bond in Brisbane in 2002. Based on the good will from this activity it was decided to form an association. When the 106 Association was actually formed, it focussed on its Vietnam activities and hence membership was initially restricted to veterans of 106 who had served in South Vietnam.

As the workshop emerged from disbandment to be re-raised and sited at Coopers Plains (and later at Enoggera), it was quickly acknowledged Association membership should be extended to any present or past serving person of any Corps who had served with 106 in any location. The 106 Association rules etc were changed accordingly to cater for the broader membership arrangement.

A subsequent major Army reorganization saw Field Workshops restructured from independent units into RAEME technical support companies of Logistic Service Support battalions – these battalions also included RACT, RAAMC and RAAOC components. Over a number of years since this initial restructuring, adjustments were made to the extent that now Field Workshops have re-acquired their original unit titles but as sub-units of a Combat Service Support Battalion (CSSB). In 106's case, 106 Fd Wksp 7CSSB is based at Enoggera in Brisbane. 7CSSB supports 7 Bde.

Notwithstanding all the changes and variations over the years, the 106 Association sought to grow its membership to include the non-Vietnam past and present members of 106; without any success.

The 106 Association Management Committee was aware that for the long term viability of the Association a broadened membership was critical as was the need for younger members to assume Management Committee positions. Subsequently, at the Association's AGMs since 2014 there had been a great deal of discussion about efforts to broaden membership and implications if not successful. It was generally agreed that unless progress on membership and management was evident by the 50th anniversary year of the raising of 106 (ie 2018), the Association should consider winding up while it was still a viable entity.

The 2016 AGM conducted in Frankston Vic, agreed to conduct its next biennial reunion, the 50th year for 106, in Brisbane in 2018 during the ANZAC Day week. As no progress on membership was still the case, a proposal to conduct a Special General Meeting (SGM) to consider winding up was reluctantly made at the time of publishing details for the 2018 reunion.

A SGM/Special Resolution was duly notified to all members. The SGM was conducted on Friday 27th April 2018.

The Special Resolution to windup was CARRIED.

The Minutes following provide all the details of the conduct of the SGM.

John Strachan
President
106 Fd Wksp RAEME Association Inc

Minutes of the SGM of 106 Field Workshop RAEME Assn Inc.
BRISBANE QLD
on
27th April 2018
at
Hotel Grand Chancellor SPRING HILL Brisbane

OPENING:

The President (John Strachan) welcomed all those attending the meeting and declared it open at 3.10 pm with a quorum confirmed as present. The president indicated that the meeting was being recorded for minute taking purposes. No objections were raised with this process.

REASON FOR THE SGM

The President acknowledged this SGM was being held in conjunction with its 2018 50th year reunion (when attending numbers from across Australia were significant) specifically to consider a special resolution to windup the 106 Fd Wksp RAEME Association Inc by the end of 2018.

This action followed recommendations made at AGMs over a number of years re succession planning and action to be taken if a viable succession plan (involving younger members) could not be arranged.

The actual resolution (see Attachment 1) was notified to all members in advance within the prescribed period required for incorporated associations. The actual advice had been dispatched to financial members, and more widely to other 106ers, well before this SGM.

ATTENDANCE at MEETING and VOTING

The president advised that under the Associations' Incorporation's Act an association is permitted to vote to 'windup' and that only attending financial members at an SGM could vote. Proxies were not permitted in this instance.

The President disclosed the call to conduct an SGM was only decided upon once all the circumstances of membership finances, and factors relating to membership ageing and declining numbers, had been considered. He further disclosed that the Management Committee subsequently, unanimously, supported a move to windup.

All committee members who reached this consensus were in attendance at the SGM. These were:

John Strachan	(President)	Doug Goetze	(Member QLD)
Phillip Bond	(Secretary/Treasurer)	Milton Pearson	(Member VIC)
John Bailey	(Assist. Secretary/Treasurer)	Frank Owen	(Member SA)
Dennis Norman	(Webmaster/ Member NSW)	Steve Cartner	(Member WA)
Claude Palmer	(Member QLD)		

Financial member attendees, when entering, were given a yellow coloured 'authorised to vote' slip after certification of their status from the Secretary/Treasurer.

Attendees were advised that a 75% FOR vote of voting members would be required for a windup motion to be carried.

The president acknowledged that some non-financial 106ers were present at the meeting and that these 106ers would be given an opportunity to express an opinion that financial members could consider before voting. This 'opinion option' was previously offered to both financial and non-financial not attending the reunion or SGM. No opinions had been received prior to the meeting commencement and no opinions were subsequently offered at the meeting.

APOLOGIES

Specific apologies had not been received for the SGM. However, many apologies were received for the reunion generally. These apologies were not recorded at the meeting but the names of Allan Garmin, Ollie Waugh and Fred Pallas were indicated as apologies from fellow members from the floor.

CONFIRMATION OF PREVIOUS MINUTES:

The last meeting held by the Association was the 2017 AGM held in Brisbane. A resolution applicable to that meeting was not necessary. The only detail from the meeting relevant to this SGM is that shown in the next paragraph of these minutes.

BUSINESS ARISING FROM THE MINUTES OF PAST TWO AGMs

The president indicated that the main topics of discussion at the past two AGMs concerned the future of the Association - specifically associated with three broad options:

1. Do nothing different - keep going.
2. Disband/shut down
3. Roll the Association into another RAEME entity/Association.

Consideration of these options at Management Committee level culminated in the conduct of the SGM.

DISCUSSION / PUTTING THE RESOLUTION

The president led the meeting into discussions about the three options. Consensus was quickly reached that option 3 should not be considered further. He indicated that the Management Committee had subsequently taken a decision to recommend that option 2 be followed. The formal resolution to windup which could be voted upon at this SGM was compiled.

The president also indicated that, as the Management Committee had unanimously supported winding up, some preliminary work had been done to consider how the process could proceed. A financial analysis and suggested plan to windup was produced and was distributed to attendees. This document (Statement of Financial Position) is shown at attachment 2.

The implications of a windup (option 2) outlined in the Financial Analysis/plan were the subject of extensive general discussion at the meeting.

A number of attendees who were keen to maintain the positives the Association had delivered to members over the years since it was established in 2004 were invited to present their case to the SGM for option 1 to be adopted instead of proceeding with the special resolution. Others, responding to argument for option 1, did not generally disagree with the argument sentiments but were more intent on ensuring the Association did not decline in stature because of falling membership, poor finances and/or an inability to manage an Australia wide organization.

Most of the to and fro discussion appeared to favour a windup while the Association was still financially sound with a stable Management Team in place. The president therefore suggested the simplest way to resolve the difference of opinions was to put the windup resolution to the meeting without further argument – a **FOR** majority vote would obviously indicate option 2 had been accepted and winding up would proceed; an **AGAINST** majority would indicate option 1 should be pursued.

MOVED by The President:

SECONDED: Trevor Fardell

That the special resolution (as printed in the Notice for the SGM) recommending the windup of the Association be put.

There was no further discussion. The meeting proceeded to the formal count.

Results of the count (double count) using voting slips: (Votes total: 39) **FOR** = 34 (87%) **AGAINST** = 5

As the **FOR** vote exceeded the minimum 75% the Resolution was **CARRIED**.

The president thanked attendees for their objective consideration of the windup issues.

Concern was expressed by Steve Cartner that contact between mates could be lost now that a windup had been agreed. He indicated that there was a desire that members should be able to keep in touch. The president undertook to compile a detailed 106er State grouped personnel list to allow contact networks to be established. The Contact List would include information that could be publically disseminated.

The meeting went on to start discussion of individual items in the plan previously presented. However discussions were curtailed by a motion from the floor to accept the plan, in principle, in its entirety – to be executed by the Management Committee.

MOVED Mario Simic **SECONDED** Trevor Fardell

That the plan as summarized in Attachment 2 be approved to execute the windup of the 106 Association (with overall authority given for the Management Committee to exercise its discretion as to the distribution of any surplus funds to supporting entities such as the RAEME Assoc of Queensland).

CARRIED - UNANAMOUS.

The implications of this vote will be to have 106 Fd Wksp's war service deployment better recognised:

- at the Australian War Memorial (AWM) . It was acknowledged that the 106 website would still be archived in the long term in the AWM's historical record's system.
- Other options open to the Association included displays at Seymour (tiled walk) and the Phillip Island Vietnam museum.
- Any other opportunity.

Association Funds will be dispersed to maintain the past interests of the Association.

CLOSING

Before the formal close of proceedings, the president made an expansive compliment of the contribution made by Phyllis Bond continuously since 2002. On the voices, the meeting agreed that the Committee obtain a suitable appreciation gift for Phyllis.

Some general discussion also occurred re Association Banners (current, past and a copy in Victoria). Disposal/use of these will be resolved by the Management Committee under the authority provided in the motion relating to the windup plan.

The meeting was closed at 3.20pm

John Strachan
President

Date 2/7/18

Attachment 1: Special Resolution and Explanatory Notes

Attachment 2: Windup Projection

106 Fd Wksp RAEME Association Inc

**NOTICE OF SPECIAL GENERAL MEETING (SGM)
3pm 27 April 2018
Hotel Grand Chancellor
Leichhardt St BRISBANE**

**Winding Up the 106 Fd Wksp RAEME Association Inc
Explanatory Notes and Special Resolution**

Quite some years ago the rules of the 106 Association were changed as open to all ex 106ers wherever they had served and no longer exclusive to SVN veterans. This was done in attempt to attract those who had only served in Australian locations. Despite this, the Association was still seen by others as a SVN veterans only Association. Additional membership take up never occurred as a result of this move,

As late as 2014/2015 the need to get younger members into the Association was re-emphasised as being important if the viability of the Association was to be assured. Efforts were made to attract serving members of 106 Fd Wksp 7 CSSB to the Association. A serving member of the Wksp was even co-opted onto the Management Committee. All these efforts bore no real success.

At the 2016 AGM conducted during reunion activities at Frankston VIC, members voted unanimously that unless the Association could attract younger membership, and identify within that younger membership persons willing to take on the management of the Association by 2018, the Association should be wound up.

The agreement at that AGM then was based on the background described above and these factors:

- Ageing membership.
- Declining financial membership of 106 SVN veterans due to change of interest, medical issues, competing memberships in other associations etc
- Lack of interest from non-SVN 106ers (not currently serving with 106 Fd Wksp 7 CSSB) to join the Association.
- Lack of interest from serving soldiers of 106 Fd Wksp 7 CSSB to take up financial membership even after complimentary 1 year membership was provided to all workshop members.

Over the years attempts to achieve the transition to a younger membership have not met with any success.

In late 2017, all members of the Management Committee were unanimous that unless some substantive change in position was evident, the Association should continue with the commitment to conduct the 50th year reunion celebrations in April 2018 in Brisbane **BUT it should move to windup by the end of 2018 (while the organisation was not under any financial stress).**

The Management Committee is now moving to implement windup proceedings. The conduct of a SGM is necessary under the **Associations Incorporation Act (QLD) 1981** to have a windup Resolution authorised by its members. A 75% YES vote for the Resolution **from attending members** will be required. Members must be financial to cast a legal vote.

The Management Committee members are unanimous in their support of the Special Resolution.

Special Resolution

At the 2018 SGM: In accordance with rule 89 (1) of the Associations Incorporation Act (QLD) 1981 which states “An Associated Incorporation may be wound up” the Management Committee moves: **“To consider and thought fit to pass the following three part windup proposal as a Special Resolution”:**

1. *The 106 Fd Wksp RAEME Association Inc be ‘wound up’ no later than the end of calendar year 2018, provided that:*
 - a. *Priority be given to ascertaining the costs for officially deregistering the Association with ASIC and the Qld Office of Fair Trading, and that such funds required be provisioned for that purpose.*
 - b. *The Association’s Management Committee take all steps necessary to provision funds to transition all life members of the 106 Association into an appropriate state based RAEME association without term or financial detriment.*
 - c. *The balance of funds of the Norm Hicks-Hall bequest, used for an annual award for junior Craftsmen of 106 Fd Wksp 7 CSSB Enoggera, be provisioned then later transferred to a RAEME Association, or entity, who agrees to administer the fund based on its original purpose and parameters.*
 - d. *Funds are provisioned for the proper archiving of the Association’s official website – if required by the Australian War Memorial to have the website retained in their historical Pandora records’ system, guaranteeing ongoing link access for any interested party.*
 - e. *The Association’s Management Committee determine the amount to be provisioned to facilitate a final audit of the Association Accounts and to cover the administrative costs for a mail out of advice on finalisation to its remaining financial members.*
 - f. *The Association’s Management Committee finalize any other business decision which requires expenditure and make provision for an amount to ensure the liability will be cleared prior to the completion date for the windup.*
 2. *The Association’s Management Committee determines a surplus funds’ balance once all provisions/liabilities have been processed/cleared and is to determine where and how to distribute these funds, together with any stock or other assets (excluding the Association’s Banner), in the manner allowed in the 106 Constitution.*
- and
3. *The 106 Fd Wksp RAEME Association Inc’s Banner be transferred to the Army Museum at Wodonga for display purposes.*

106 FD WKSP RAEME ASSOCIATION INC.
WINDUP PLAN - PROJECTION

Complete all reunion transactions/clear liabilities

Confirm balances in Accounts

Provisions for known liabilities:

Association Windup/Deregistration Fees	\$60	Est
Transition Fees for Life Memberships (8) with RAQ (members can be interstate)	\$800	Est
Norm Hicks-Hall Bequest Balance	\$3,250	Actual
Audit/Closing Fees	\$200	Est
Website Archiving Admin costs (1)	\$200	Est
Postal/Admin & Archive Records	\$100	Est
Miscellaneous/Sundry (incl Website hosting fees) (2)	\$200	Est
	<u>\$4,810</u>	

Notes:

1. The RAEME Association QLD (RAQ) is prepared to take over control of the 106 website for historical purposes, plus pay any ongoing domain fees etc. 106 would need only delete personal member details. Link access or AWM archiving would not be affected. It also means the website will still be open to the addition of articles, photos etc. through the RAQ. They already have a similar arrangement for Bob Thompson's 'RAEME Know How' Blog site. Estimate may vary upwards to meet full privacy requirements.
2. Provision is for minimal expenses for domain costs/transfer.

Estimates – suggested provisions to cover resolution clauses (Clause1.f.) (funds permitting)

Potential 4 x paver street display Seymour - Walk of Remembrance	\$1,000	Est
Potential Plaque in Memorial Garden Phillip Island SVN Museum	\$1,000	Est
Doves (Edwards) Contribution	\$2,000	Est

Suggested amounts for distribution (for specific enabling motions against Clause 2) (funds permitting)

Bring Hicks--Hall Fund Balance up to \$5,250 10 year program life - managed by RAQ)	(Would fund \$2,000	Est
Contribution to RAEME spanner pack program	\$1,500	Est

Management Committee to determine distribution of any fund's balance after all liabilities have been met.