

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 wind up by the end of 2018 (while the organisation was not under any financial stress).**

The Management Committee is now moving to implement wind up proceedings. The conduct of a SGM is necessary under the **Associations Incorporation Act (QLD) 1981** to have a wind up 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 wind up 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 wind up.*
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.*

27/3/18

Further Notes on the upcoming SGM on 27 April 2018

In accordance with the Incorporations Act the Assn operates under, only attending financial members can vote at an SGM - with a 75% YES vote of the attendees required for the Special Resolution to be passed. As we would like all 106ers to have a say we have sent out proxy forms that can be sent in by those not attending. (A Copy of that form is appended for those who have not received the form). These forms will provide the opportunity for non- attendees to express a general opinion in relation to the Special Resolution and these recorded results, together with the voices of non-financial members who actually attend the SGM, will be offered as 'opinions' to the financial members who will vote.

Phil Bond, in his role as Secretary/Treasurer, has already sent out the 2017 AGM Minutes and audited financial statement presented at that AGM (Off reunion years = low attendance numbers). Copies of those AGM Minutes and papers are appended after these notes.

A wind up '**Statement of Financial Position**' has been a work in progress within the Management Committee for some time. The statement needs to be less reliant on reunion income and expenditure budget estimates. Therefore, we will take steps to firm up the estimates in this Statement once the 2018 reunion attendance numbers are finalised in early April and as many of the reunion receipts and costs are more settled. The statement will be available at the SGM. Apart from a projected wrap up of the 2018 reunion, it will also cover estimates/recommendations for the provisos outlined in the sub clauses of the Special Resolution and recommendations for the distribution of projected surplus funds. After discussions the Special Resolution will be put to a vote.

All the matters discussed at the SGM and the results of the vote will be minuted and, together with any supporting documents, will be posted onto the 106 website.

JOHN STRACHAN
PRESIDENT
106 FD WKSP RAEME ASSOCIATION INC

106 Field Workshop RAEME Association Inc

c/- 11 Marri Street
Aspley, Qld 4034

President : John Strachan 07 3353 9762
Secretary/Treasurer: Phillip Bond 07 3263 8222 / 0418 735 642
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**NOTICE OF SPECIAL GENERAL MEETING OF THE
106 Field Workshop RAEME Association Inc,
Meeting for all members to be held at
HOTEL GRAND CHANCELLOR BRISBANE
23 Leichhardt Street, BRISBANE, Queensland, Australia 4000
Friday 27th April, 2018 at 3.0pm.**

AGENDA

1. President's Opening Address
2. Apologies
3. Presidents Introduction of the Special Resolution
4. Special Resolution
5. Business arising from the Special Resolution
6. Close

NOTE: All members of the Management Committee will be voting in favour of the Special Resolution

FORM OF PROXY

I, _____ (full name) Membership No _____

of _____ (address)

being a financial member of the 106 Field Workshop RAEME Association Inc.,

hereby appoint _____ (full name)

of _____ (address) as my proxy

to vote for me on my behalf
at the **Special General Meeting of the 106 Field Workshop RAEME Association Inc.**, to be
held at the **HOTEL GRAND CHANCELLOR BRISBANE**
23 Leichhardt Street, BRISBANE, Queensland, Australia 4000
Friday 27th April, 2018 at 2.0pm.

Signed this _____ day of _____ 2018.

Signature _____

BUSINESS ARISING FROM THE MINUTES:

Future of the Association: The president repeated that the consensus at the 2016 meeting was the 106 Association had three broad options re its future:

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

A sub-committee was to be formed - but this action did not occur. Rather, as financial membership continued to decline and there had been no uptake from all the 106 7 CSSB soldiers who had been given one year of honorary membership, the president circulated the case for option 2 to be adopted without further review. This was unanimously agreed by all members of the management committee.

The meeting was advised that financial membership had declined from 195 to 71. Efforts to redress unfinancial members were largely unsuccessful.

The meeting acknowledged that a formal resolution to wind up would be needed but because of the lack of numbers at this meeting a form 'wind up' resolution should be decided at an SGM conducted in April 2018 during the 50th year reunion.

Moved: Claude Palmer **Seconded:** Bruce Sansom No further discussion **CARRIED**

The meeting went onto discuss efforts to have 106 Fd Wksp's war service better recognised, acknowledging:

- The preferred option would be to have better recognition at the Australian War Memorial (AWM) - despite having received correspondence that the unit plaque display project they had sponsored in 2016 was closed and was not open to renegotiation. It was acknowledged that the 106 website would still be archived in the long term in the AWM's historical record's system.

The President accepted that the Management Committee would continue to seek other opportunities with the AWM, if possible with Patron support.

- Other options open to the Association included displays at Seymour (tiled walk) and the Phillip Island Vietnam museum.
- Any other opportunity.

Discussion of a general nature (no decisions taken) on 106 Fd Wksp 7CSSB ensued. These touched on:

- Continuation of the Hicks-Hall Craftsman Award
- Relationship of the workshop with the RAQ
- 2018 Anzac Day march with the Prince Phillip Banner
- Involvement with 50th birthday celebrations

April 2018 Reunion

Some discussion occurred on the slow uptake to date on registrations. It was generally agreed that the mid-year timing would see a substantial uptake of registrations in early 2018. There is a possibility that a Jeep held by 106 Enoggera could be used in the parade.

The president indicated that the Patron, the Governor General, would likely be a non-attendee at the Anzac Week reunion due to his National commitments.

PRESIDENT'S REPORT:

The president did not provide a separate report as most matters had already been covered in prior general discussion, i.e.

- Membership outlook – financial, new member uptake
- Future of Association
- Association recognition
- 2018 Reunion

SECRETARY/TREASURER'S REPORT:

Attendees were referred to the Financial Report and the Audit Report.

He reported a small decline in the Association's financial position – paid up membership decline. Phillip Bond provided a summation of membership payments and numbers.

However, the Association was still in a healthy financial position noting that Committee was able to agree to subsidise the 2018 reunion by an amount not to exceed \$14,000. There was general discussion on some surplus funds from the Reunion in Frankston. The president reiterated that the intent is for reunions to be self-funding and not profit oriented. These funds would be used as part of the subsidy for the 2018 reunion.

Note: 12.45pm Ron Conde asked to be excused from the meeting for other commitments. Acknowledged.)

It was noted that the Association had stock on hand (caps and bush hats) valued at \$570. This had been constant for a couple of years. On the voices, it was suggested and agreed these be cleared/discounted at the 2018 reunion and possibly some gifted to 106 7 CSSB members.

The Auditor's report was an unqualified report. Copies of the Auditor's Report and the Income and Expenditure Statement are attached.

The following resolution was put:

"The Auditor's Report be accepted as presented and that the Income and Expenditure Statements be received"

Moved: Claude Palmer

Seconded: John Bailey

CARRIED

GENERAL BUSINESS:

No additional matters were raised.

ELECTION OF MANAGEMENT COMMITTEE (TERM TO AGM 2017):

The president indicated that as all Current Management Committee Members had accepted renomination, all proxies received were in favour of maintaining the 'status quo' and there were no additional nominees, that all these members would be declared as re-elected unopposed.

The Management Committee therefore will be:

President:	John Strachan
Secretary/Treasurer:	Phillip Bond
Assistant Secretary/Treasurer	John Bailey
Webmaster	D. Norman
Members:	Claude Palmer, Milton Pearson, Frank Owen Steve Cartner, Doug Goetze

Elmer Varga has again indicated he would help on web matters on a non-committee member basis.

APPOINTMENT OF AUDITOR:

Put by Meeting Chair John Strachan, seconded by Phillip Bond that Sciacca Chartered Accountants be re-appointed Auditor for Financial Year 2017/2018.

CARRIED

Note: As in past year Phil Bond will organize a small gratuity for Sciacca as their services have been rendered pro bono since they accepted this function circa 2005.

CLOSING

The meeting was closed at 12.55pm

2017 Audited Financial Report - Next page

106 FIELD WORKSHOP RAEME ASSOCIATION INC.
AUDITED INCOME AND EXPENDITURE STATEMENT FOR THE PERIOD ENDED 30
JUNE 2017

	2017	2016
INCOME		
Donations	74.80	633.80
Interest	344.12	980.00
Membership Fees	650.00	
Reunion Fees & Sales	29,653.40	
Sales	90.00	
	<u>\$30,812.32</u>	<u>\$1,613.80</u>
EXPENSES		
AGM Costs	76.40	-
Banner – Old written off	-	1,232.00
Cost of Sales	60.00	-
Donation – Apprentice Tools	-	400.00
Filing Fees	51.70	49.95
Members Gifts	62.00	40.00
Postage and Stationery	1.40	-
Reunion Costs – Function	28,775.74	-
Website Design	-	687.50
Web Hosting Fees		69.31
	<u>\$29,027.21</u>	<u>\$2,578.76</u>
NET PROCEEDS FOR THE YEAR	1,785.11	(964.96)
ACCUMULATED FUNDS PRIOR YEAR	<u>23,817.76</u>	<u>24,782.72</u>
ACCUMULATED FUNDS	<u>\$25,602.87</u>	<u>\$23,817.76</u>
Represented By		
ASSETS		
Banner	220.00	220.00
Cash at Bank – Business Transaction Ac Brisbane	5,062.22	5,136.72
Cash at Bank – Business Transaction Ac Frankston	1,599.86	9,013.57
Cash at Bank – Term Deposit	18,152.79	17,810.87
Stock on Hand	570.00	630.00
	<u>\$25,602.87</u>	<u>\$23,817.76</u>
LIABILITIES		
Reunion Registration Fees in Advance	-	8,993.40
	<u>\$ -</u>	<u>\$ 8,993.40</u>
NET ASSETS	<u>\$ 25,602.87</u>	<u>\$ 23,817.76</u>