



MINUTES

VENUE MANAGEMENT ASSOCIATION (ASIA AND PACIFIC) LTD

ANNUAL GENERAL MEETING

Held: 3:00 PM, Monday, 16th May 2022.

At: Virtual Meeting

1.	Quorum
	<p>Articles 22.1 and 22.2 of the Company's Constitution state:</p> <p><i>For a general meeting to be held, at least 25% of members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. If a quorum is not present, the meeting shall stand adjourned for a period of 15 minutes and if at the adjourned meeting a quorum is still not present, the members present shall constitute a quorum.</i></p> <p><i>During any adjournment period, the members present may be presented with reports of a general nature provided they do not require resolution during that adjournment period.</i></p> <p>Quorum Required: 210 Members (25% of 839 Financial Members)</p> <p>Attendance at AGM @ 3:04PM: 38 Members</p> <p>Nil Proxy Forms Submitted.</p> <p>The required quorum was not present at 3:04 pm; hence a 15 minute adjournment was required before any motions could be carried.</p> <p>All non-voting or non-motion agenda items proceeded in accordance with the VMA Constitution, with the items requiring a vote commencing after the 15 minute adjournment (i.e. those items commenced after 3:19pm).</p>
2.	Welcome to Members & Guests
	VMA President, Leighton Wood, welcomed members and guests to the AGM.
3.	Apologies
	VMA President, Leighton Wood noted Nil apologies had been received from the membership.
4.	Minutes of previous Annual General Meeting – 17th May 2021
	Minutes from the previous AGM held on 17 th May 2021 were distributed to members in advance of the 2022 AGM in accordance with the Constitution.

	<p>VMA President, Leighton Wood, called for a motion to accept those minutes as a true and accurate record of the meeting held on 17th May 2021.</p> <p>Moved: Mark Zundans CVE Seconded: Wayne Middleton CVE</p> <p>Carried</p>
5.	Business arising from those Minutes not addressed on this Agenda
	<p>VMA President, Leighton Wood, asked for any business arising from those minutes not addressed on the current agenda.</p> <p>There were no other business matters arising.</p>
6.	VMA President's Report
	<p>VMA President, Leighton Wood noted the President's Report was issued to all members in advance of the AGM in accordance with the Constitution.</p> <p>He presented highlights of the 2021 President's Report to members present at the AGM.</p>
7.	Financial Statements and Auditors Report for year ended 31 December 2021
	<p>Brendan Hines presented the Financial Report which was issued to members in advance of the AGM in accordance with the Constitution.</p> <p>The Treasurer summarised the Financial Report as follows:</p> <ul style="list-style-type: none"> • In accordance with the Corporations Act, an Independent Auditors Report was conducted by the VMA for Financial Year 2021. • The VMA incurred a Net Loss of \$122,344 for the 2021 year, compared to a Net Loss of \$137,051 in 2020. • On the Balance Sheet, the 2021 Cash Reserves remained strong at \$373,000. <p>VMA Treasurer, Brendan Hines, called for a motion to accept approve the Financial Statements and Auditors Report for year ended 31 December 2021.</p> <p>Moved: Paul Sergeant Seconded: Ashley Quensell</p> <p>Carried</p>
8.	Venue Management School Chairman's Report
	<p>VMS Chair, Dean Hassall CVE, presented the 2021 VMS Committee Report which was issued to members in advance of the AGM.</p> <p>In particular he noted that the School was again cancelled due to COVID conditions in 2021, however the Committee are actively planning for its return in 2022.</p> <p>The Chair noted changes in both the VMA Committee and Instructor ranks and encouraged all members to consider suitable candidates for enrolment in the 2022 Venue Management School and Leadership Institute.</p> <p>The Chair acknowledged and thanked all Committee Members, Instructors, and VMA Staff for their assistance, and specifically thanked retiring long term Instructors Tim</p>

	<p>Worton and Paul Sergeant for their valued contribution. He also offered thanks to outgoing VMS Chair Wayne Middleton CVE and LI Dean Anthony Duffy for their contribution.</p>
9.	<p>Confirmation of the 2022 Election Results and announcement of new VMA Board</p> <p>VMA President, Leighton Wood, announced that one third of Directors were required to stand down per the Constitution.</p> <p>The 2022 Board election called for nominations for five Active member positions on the VMA Board.</p> <p>We received five nominations for the vacancies who were all elected unopposed.</p> <p>The President congratulated</p> <ul style="list-style-type: none"> • Heather Clarke AVM, • Brendan Hines, • Phil King AVM, and • Paul Sergeant OBE, <p>on their re-appointment and welcome newly elected member Brett Caldwell AVM.</p> <p>The President thanked thank all his fellow VMA Board Directors for their significant contributions in time and effort and support to me personally over the last 12 months. Noting every Board Director gives up their time free of charge to contribute to the ongoing affairs and management of the VMA.</p>
10.	<p>Special Resolutions</p>
10 (a)	<p>Constitutional Change – Three Year Term</p> <p>It is proposed that Constitutional changes be enacted to prioritise elected Board members serving their full three year term, as opposed to 1/3 retiring each year regardless of the actual time served.</p> <p>As per clause 9.2 of the Constitution members may only amend the Constitution by passing a special resolution requiring approval by at least 75% of those present and entitled to vote.</p> <p><u>Special Resolution:</u> The members approve the following changes to the Constitution:</p> <p>Clause 40 of the Constitution be amended as follows:</p> <ul style="list-style-type: none"> (a) Clause 40.1(b) of the Constitution is deleted and substituted with the following: <ul style="list-style-type: none"> '(b) subject to clause 39.1(a), any director who has served on the board for a period of at least three years since last being elected must retire.' (b) Clause 40.2 is deleted. (c) Clause 40.4 is deleted. <p>Proposed: Matthew Howe AVM</p>

	<p>Seconded: Tim Long CVE</p> <p>Carried 26/1</p>
<p>10 (b)</p>	<p>Constitutional Change – President Eligibility</p> <p>It is proposed that Constitutional changes be enacted that allows for a Director not being required to serve a full term before being eligible to be appointed President.</p> <p>As per clause 9.2 of the Constitution members may only amend the Constitution by passing a special resolution requiring approval by at least 75% of those present and entitled to vote.</p> <p><u>Special Resolution:</u> The members approve the following changes to the Constitution:</p> <p>Clause 39 of the Constitution be amended as follows:</p> <p>(a) Clause 39.1(a) is amended by deleting the words 'and who must have served at least one full term'.</p> <p>Proposed: Steve Romer Seconded: Adrian Slingsby</p> <p>Carried 24/3</p>
<p>10 (c)</p>	<p>Constitutional Change – Company Secretary</p> <p>It is proposed that Constitutional changes be enacted that allows the VMA Chief Executive to be appointed company secretary.</p> <p>As per clause 9.2 of the Constitution members may only amend the Constitution by passing a special resolution requiring approval by at least 75% of those present and entitled to vote.</p> <p><u>Special Resolution:</u> The members approve the following changes to the Constitution:</p> <p>Clauses 39 and 42 of the Constitution be amended as follows:</p> <p>(a) Clause 39.1(c) is amended by deleting the words ', who shall also be the secretary'.</p> <p>(b) After clause 42.4, a new clause 42.5 is inserted as follows:</p> <p>'42.5 The directors may appoint the chief executive of the company to hold the office of company secretary.'</p> <p>Proposed: Matthew Howe AVM Seconded: Paul Sergeant</p>

	Carried 30/0
11.	Other Business
	<p>VMA President, Leighton Wood, asked those members present if there was any other business for discussion.</p> <p>As there was no other business, the President closed the AGM at 3.44pm.</p>