

**Minutes of the Annual General Meeting of the Commercial Law Association of Australia Ltd held on Wednesday 25 May 2016 at Bartier Perry, Level 10, 77 Castlereagh Street, Sydney**

**Present**

Norman Donato (President) Jenny Wily, Stephen Lamy, Eddie Finnane, Jim Biady, Max Wilson, (CEO)

**Opening**

The President opened the Annual General Meeting at 5.35 pm and welcomed all those in attendance and declared a quorum present. He said that the Annual Report and Financial Report had been made available to all members. The Minutes of the 2015 AGM had also been circulated. The purpose of the AGM was to consider the Annual Report, Financial Report, amendments to the constitution, elect Directors, and consider any other business that was properly brought before the meeting.

**Apologies**

Steve McMahon, Jane Ann Gray, Verity McWilliam

**Proxies**

Steve McMahon, Phillip Sutherland, Penklis Lawyers

**Annual Report and Financial Report for the year ended 31 December 2016**

The Annual Report was presented for adoption by members.

Moved Jenny Wily seconded, Eddie Finnane that the Annual Report be adopted. Carried

The President said that the content of the Financial Report had been approved by the Directors at the March Board meeting. Copies of the Financial Report had also been made available for this meeting.

Moved Stephen Lamy, seconded Jim Biady that the Financial Report be approved. Carried.

**Election of Directors**

The President said that Jane Ann Gray, Stephen Lamy, Stephen McMahon and Eddie Finnane retired in conformity with the company's constitution and offered themselves for re-election.

As these were the only candidates he declared all elected. The President gave his congratulations to the elected Directors.

**Minutes of the 2015 AGM**

Moved Stephen Lamy, seconded Jenny Wily that the Minutes for the 2015 AGM be received. Carried

**Constitution**

The President said that an Explanatory Statement had been prepared for members seeking approval to amend the constitution. The proposal to amend the constitution was also included on the notice of the Annual General Meeting sent to members. The broad objective of the amendments was to modernise some provisions of the constitution. The President also thanked Stephen Lamy and Jenny Wily for work undertaken in the review and drafting. Jenny Wily suggested that each amendment should be considered separately and recorded in the Minutes.

## **Amendments**

Rule 3 '(18) to assist the fund raising activities of bodies having charitable purposes.

Moved Eddie Finnane, seconded Jim Biady. Carried

Categories of membership: delete from rule 11.1 'and' delete 'honorary members'. And replace with honorary members and add (7) members who have advised the secretary that they are retired.'

Moved Eddie Finnane, seconded Jim Biady

Form of application: rule 18.1 delete sub rules (1) and (2) and replace with '(1) with 'in such written or electronic form approved by the directors; and'. Renumber sub rule (3) '(2)'. '.

Moved Eddie Finnane, seconded Jim Biady

Unpaid annual subscriptions: sub rule 28.1(1) replace 2 months with 3 months. Delete the text of sub rule 28.1(2) and replace with 'the member has been sent up to 3 reminder notices.'  
Delete from rule 28.2 the words 'then upon the resolution of the directors'.

Moved Eddie Finnane, seconded Jim Biady

Cessation of membership: delete the text of sub rule 29.1(2) and replace with 'the member does not pay his or her annual subscription after the last notice referred to in sub rule 28.1(2).'

Moved Eddie Finnane, seconded Jim Biady

Audit: delete rule 119.1 and replace with 'An accountant must be appointed to audit the accounts of the Company. The accountant must be a current practising member of a recognised accounting body.'

Moved Eddie Finnane, seconded Jim Biady

There being no further Business the President declared meeting closed at 5.55pm.