

WIRELESS INSTITUTE OF AUSTRALIA
Western Australian Division
FULL DISCUSSION NOTES FROM FOUR COUNCIL MEETINGS HELD
TO DISCUSS WHERE VK6 DIVISION STANDS IN RELATION TO THE MOVE TO
A NATIONAL WIA AND TO DECIDE WHETHER
TO RECOMMEND THE WINDING UP OF THE DIVISION.

PART THREE OF FOUR - COUNCIL MEETING 29TH JUNE 2004

THE DISCUSSION CONTINUED FROM THE LAST MEETING WITH THE FOLLOWING MATTERS BEING CONSIDERED

- (A) SECTION 8 OF THE DRAFT IMPLEMENTATION AGREEMENT (Collateral Agreement) with National.
 VK6** had foreshadowed some changes prior to the meeting. **Discussion followed on these changes and others required to section 8.** Including -The special general meeting should be called to **"CONSIDER"** winding-up, **NOT "to adopt a resolution to wind-up"**.
- (B) TRANSFER OF SERVICES FROM DIVISION TO CLUBS
- (C) THE IMPACT ON OTHER LOCAL INCORPORATED CLUBS
- (D) CONTENTS OF A LETTER TO MEMBERS TO ACCOMPANY RENEWALS
- (E) COUNCIL THEN CONSIDERED MOTION NUMBER ONE -TO CALL A SPECIAL GENERAL MEETING TO WIND-UP THE DIVISION (THIS WAS AMENDED AND THEN PUT).
- (F) MOTION NO 2 WAS THEN PUT TO URGENTLY FINALIZE THE LETTER TO MEMBERS
- (G) MOTIONS NO 3,4,5, & 6 WERE THEN PUT

VK6**

I suggest that we accept section 8 of the Draft Implementation Agreement (Collateral Agreement)

VK6**

Had foreshadowed some changes prior to the meeting.

DISCUSSION FOLLOWED ON THESE CHANGES AND OTHERS REQUIRED TO SECTION 8.

VK6**

The Special General Meeting must be provided with options not just a motion to wind up the division. Also if it is decided not to wind up the division we do not have to change the Division's registered name, we could like VK3 intends, retain it but trade under another name.

- 8.2d Hugh Spence Memorial fund to be deleted - see motion No. 5 which has donated the balance to the Peter I Is. Dx-pedition.
- 8.2e Include WIA (National) on Insurance Policies, this is probably not possible due to different state conditions, it is possibly meant to be W.A. members only - VK6LZ to follow up with National.
- VK6LZ is following up on Insurance Quotes for 2004/2005 since policies are due for renewal on 1.08.04 and Council has already agreed to pay this renewal. (subject to quote).
- 8.2f It was decided to leave the News Broadcast clause in, since if the VK6 Newswest were to continue, we would also cooperate with the National Broadcast.
- 8.3a The special general meeting should be called to **"CONSIDER"** winding-up, **NOT to adopt a resolution to wind-up"**.

VK6**

Should we agree to change name (if we don't wind-up)?

VK6**

If the meeting decides NOT to wind-up the division, it negates the agreement in any case. If "Wind-up" is deleted then agreement will stand.

VK6**

Any group of people can be swayed by a speaker to his way of thinking!

VK6**

A decision (by Council) to wind-up or not will sway members!

VK6**

Reason for winding-up must be put to meeting.

VK6**

We must decide at council which way to go.

VK6**

Has the division outlived it's usefulness?

VK6**

Provided the services carry on, we should wind-up the division.

We should give \$10,000 to National which should give us bargaining power.

VK6**

We need (National's) agreement in writing before we go to our (members) special general meeting.

VK6**

We need to make it quick.

VK6**

(Of the \$10,000) the insurance over three years will cost \$7,500

It was agreed that the Insurance item 8.4a should be left in

VK6**

not happy with this decision on a crucial item and thinks funding provision should be made for the local clubs to take it on if the division winds-up.

- 8.4b(i) Add VK6RHF which carries news on 28 MHzFM
- 8.4b(ii) Delete VK6OTN as this license is NOT held by the Division (although paid by the division for past two years).
- 8.4b(iv) Add Minor Maintenance Costs to VK6RBP.
- 8.4b(ix) Hugh Spence Memorial fund to be deleted - see motion No. 5 which has donated the balance to the Peter I Is. Dx-pedition.

TRANSFER OF SERVICES FROM DIVISION TO CLUBS

As part of the transition from the WIA WA Division, the following responsibilities will be transferred to the clubs as shown

- 1 The lease of the Roleystone site will be assigned from the Division to WARG with the costs of the changes to the contract being met by the Division. If required by WIA, WARG will re-negotiate the use of the site for the International HF beacon VK6RBP with any costs of the amendment of the contract to be borne by WIA

THIS WAS AGREED

- 2 Insurance for the Roleystone site will be included in the Insurance Policy held currently by the Division and being transferred to WIA

VK6** wanted to retain control of the Insurances in VK6, Should explore the possibility of transferring the policies to WARG on behalf of the other clubs named, together with sufficient funds for say five years. (Separate quote has been requested in the name of WARG)

However council decided to leave it in the agreement with National

- 3 VK6RCW license to be transferred to WARG

THIS WAS AGREED

- 4 Licences for VK6BBS and VK6DLX to be transferred to WARG

THIS WAS AGREED TOGETHER WITH THE BALANCE OF THE WAADCA SUSPENSE ACCOUNT. SEE MOTION NO. 6.

- 5 Licence for VK6OTN to be transferred to WARG

This has not been accepted by WARG, in any case this license is NOT held by the Division (although paid by the division for past two years).

- 6 Any others?

VK6** We should ask for funding for conference of clubs, but this will probably come under Advisory Committee

THE IMPACT ON OTHER LOCAL INCORPORATED CLUBS WAS THEN DISCUSSED;

VK6**

In a discussion with Clive VK6CSW it was noted that in regards to the proposed \$500 transfer that HARG would have no use for it, and that it's numbers had dwindled quite substantially. There could be a chance that HARG would disappear.

VK6** Will be attending their meeting tomorrow and will sound out the proposed donation of \$500.

(This was done and there was no indication from the 10 members present that they had any intention of disappearing.

They are quite **happy to receive the donation, if in fact the decision is to wind-up the division**, however they are adamant that they want the division to continue at least until the National organisation proves it's viability. They are concerned that nationally members will not join the new WIA).

VK6** WICEN Has Balance of \$3000 with Income of 300 and expenditure is 200
But could loose income if they loose city to surf.

VK6** Are there any other incorporated bodies
Peel and SEG .

VK6**

- Could transfer \$1000 to WICEN
- Transfer the WAADCA Money to WARG as a separate item (as they are taking on the ex WAADCA Bulletin Board)
- Fall back position - Implementation agreement still goes ahead.

VK6** Victorian Division is an "Active" organisation, Western Australian Division is an "Administrative" organisation
What does VK6 offer to members

VK6** It takes about \$7,000 p/a to run the division

VK6** Implementation Agreement is the key - if accepted a lot of the expenses will be paid.
Members will abandon divisions in favour of the clubs.

VK6** The money is to be distributed according to the member's wishes at the special general meeting.

VK6** The division could keep all monies and distribute as needed

VK6** We must see what Michael Owen will accept of our proposals before we make a decision. If they agree there is no sense in keeping the division, but if not we need a fall-back position.

VK6** Council should agree to push for (members) acceptance of the agreement.

VK6** VK6's could all join National anyway.

VK6** Discuss in principle

MOVE ON TO LETTER TO MEMBERS

VK6** Tabled a different version of the letter to members.

The letter composed by VK6KZ was then discussed in detail

VK6** Should change "August" to "near future" since we are yet to get agreement (of our version of agreement)

VK6** We should "Urge" not "encourage"

VK6** They (National) insist on agreement to our letter, we have not yet seen theirs.

VK6** Will reword to "if 75% not achieved"

VK6** Agreement subject to notes.....(If members agree to wind-up we suggest distribution of assets)

- \$10,000 to National
- \$1000 to WICEN
- \$500 to Hills Group
- WAADCA money to WARG
- Remainder split three ways to VHF group, NCRG, and WARG.

VK6** If not agreed: then

- Name Change
- Review the constitution for required changes
- Call another Special General meeting

- Retain \$5,000 for operating expenses
- Divide up balance.

VK6**

Incorporation Act defines duties in winding up.

- 50% of members present must agree on how assets are disposed of.
- Must then notify the Department within 14 days.
- They must give approval within 28 days, and assets must be disposed of in 28 days.

COUNCIL THEN CONSIDERED THE PROPOSED MOTION NUMBER ONE

TO CALL A SPECIAL GENERAL MEETING TO WIND-UP THE DIVISION

VK6**

Change wording to "Recommend" winding-up

VK6**

It is too strongly worded - members are more likely to turn up if put as a discussion

VK6**

Too strongly worded - should give options and reasons.

VK6**

Should show choices; Remain as an entity OR wind-up, sequence is important.

There is no urgency to wind-up.

VK6**

object is extra strongly worded, if worded to wind-up does not offer scope for discussion.

VK6**

too strongly worded - too much rush - not that urgent to wind-up

VK6**

- All are here to get best solution - too much rush is not conducive to rational thinking. 10K to national, butting them up is not relevant to arguing that VK6 must be wound-up.
 - Only 400 members which is 15% of National, 55% are not winding-up (VK2 & VK3) - cant see that it is going to affect the call to join the National body. It is not necessary for VK6 to wind up. Need to know how the National body settles in. their decisions so far are not popular.
- The problem is that the VK6 division is nowhere near as strong (since the decision to adopt the New National Constitution). - Division is considerably weaker simply by going to National body - it weakened our position, we had one seventh of the vote under Federal (now WA members have 400/4000 or 10% of National)
- VK2 and VK3 are not winding-up and make up 55% of National. Western interests will not get looked after.
- We got an Email from Trevor Quick (VK5 prior to National vote) offering to represent the "Desert States", have not had a single comment from him since he was appointed a Director. David Box ex VK5 federal councillor is not happy with the decision. What was presented is not happening, would like it all to slow down. It needs a bit more hospitable wording.

VK6**

The Directors meeting appointed Michael Owen as responsible for VK6.

Motion No. 1 was then put (for details see Council Minutes Summary)

- Proposed Neil VK6NE Seconded Roy VK6XV
- **Motion Carried:** FOR = 4 AGAINST= 3 ABSTAIN =NIL ABSENT =2
- For: VK6XV, VK6UU, VK6NE, VK6HKK
- Against: VK6LZ, VK6ZLZ, VK6HTW
- Absent: VK6KAD, VK6BDO

In order to urgently finalize the letter to Members, Motion No 2 was then put

Move That Council Delegate to VK6KZ, VK6NE, VK6ZLZ, VK6XV, VK6OO the finalisation of the letter addressed to members which is intended to accompany the renewal notices, and present the result to Council for ratification by E-Mail,

- Proposed Neil VK6NE Seconded Roy VK6XV
- **Motion Carried:** FOR = 7 AGAINST= NIL ABSTAIN =NIL ABSENT =2
- For: VK6XV, VK6UU, VK6NE, VK6HKK VK6LZ, VK6ZLZ, VK6HTW
- Against: Nil
- Absent: VK6KAD, VK6BDO

VK6KZ Move on to question of quorum (of members entitled to vote at special general meeting)

There is a real problem in that 233 members (of the division) become unfinancial at midnight 30th June

When is a member unfinancial? Would like to rescind Motion No 1 from the last meeting as do not consider it covers situation adequately, and replace with another motion.

MOTIONS NO 3 & 4 WERE THEN PUT:**Motion No 3**

Move That, Motion Number 1 of 15.06.04 be rescinded

- Proposed Neil VK6NE Seconded Roy VK6XV
- **Motion Carried:** FOR = 4 AGAINST= 3 ABSTAIN =NIL ABSENT =2
- For: VK6XV, VK6UU, VK6NE, VK6HKR
- Against: VK6LZ, VK6ZLZ, VK6HTW
- Absent: VK6KAD, VK6BDO

Explanation for Motion 3

- Some members thought that the wording was unclear as to the intention, and should be replaced by Motion No. 4

Motion No 4

Move That, In accordance with section 39 of the Western Australian Division Constitution, that the yearly membership subscription for 2004/2005 be zero dollars.

- Proposed Neil VK6NE Seconded Roy VK6XV
- **Motion Carried:** FOR = 5 AGAINST= 2 ABSTAIN =NIL ABSENT =2
- For: VK6XV, VK6UU, VK6NE, VK6HKR, VK6HTW
- Against: VK6LZ, VK6ZLZ,
- Absent: VK6KAD, VK6BDO

Explanation for Motion 4

- This motion is to replace motion number 1 of the 15/06/04 where some members thought that the wording "deemed" was unclear as to the intention, and should be replaced.
- In the context of the new National WIA, and whilst discussing the various options concerning the future/or otherwise of the Western Australian Division, it was realised that for many members the renewal date is the 1st July, and that as it is necessary to arrange a mail out detailing the options (and proxies forms) and give 28 days notice of a Special General meeting, more time is needed. This motion was seen as a "safety net" since the Divisional Constitution section 41 states;
- 41. In the case of a member whose subscription is in arrears by 30 days the Secretary may notify him by registered letter to his last known address that unless he makes himself financial within 1 (one) month he shall cease to be a member of the Institute but shall remain legally liable for his subscription then due and failing payment by such member of his subscription on or before such last mentioned date, he shall cease to be a member

VK6** Discussed possible outcomes

- Wind-up the Division
- Continue as a separate entity as a renamed Radio Club
- Continue as is without changing name

Someone should write a case for not winding up to present to the special general meeting.

VK6** We should think who is going to do it.

VK6NE THEN PUT MOTIONS 5 & 6**Motion No 5**

Move That, the Hugh Spence Memorial Fund in the amount of \$510 - 10 (plus accrued interest) be wound up and that the proceeds are to be donated to the current Peter I Island Dxpediton

- Proposed Neil VK6NE Seconded Roy VK6XV
- **Motion Carried:** FOR = 7 AGAINST= NIL ABSTAIN =NIL ABSENT =2
- For: VK6XV, VK6UU, VK6NE, VK6HKR, VK6HTW, VK6LZ, VK6ZLZ
- Against: Nil
- Absent: VK6KAD, VK6BDO

Explanation for Motion 5

- The fund was set up from a donation by the late VK6FS Hugh Spence to further the hobby of DX chasing, but has now been reduced after past allocations to the above amount. It is felt that the above is a worthy cause.

Motion No 6

Move That, the WAADCA Suspense Account in the amount of \$2,857 - 48 (plus accrued interest) be wound up and

that the proceeds be donated to the West Australian Repeater Group (Inc) to be used for the maintenance of the West Australian Digital Packet Network (including VK6BBS Bulletin Board, VK6DLX Gateway).

- Proposed Trevor VK6HTW, Seconded Will VK6UU
- **Motion Carried:** FOR = 7 AGAINST= NIL ABSTAIN =NIL ABSENT =2
- For: VK6XV, VK6UU, VK6NE, VK6HKR, VK6HTW, VK6LZ, VK6ZLZ
- Against: Nil
- Absent: VK6KAD, VK6BDO

Explanation for Motion 6

The Suspense Account was set up with a donation from the winding-up of the West Australian Amateur Digital Communications Association. Council have held the funds in order to continue the digital facilities offered by the Bulletin Board VK6BBS and the VK6DLX Gateway. The responsibility for this equipment and Packet Service has now been accepted by the West Australian Repeater Group, who already maintain the VK6BBR Bulletin Board and associated digipeater/rose network.

It is felt that the funds should follow. The equipment and systems have been maintained by Phil VK6AD since the demise of WAADCA and he has agreed to continue with assistance from WARG personnel.

End part three