

WIRELESS INSTITUTE OF AUSTRALIA

Western Australian Division

Minutes of the SPECIAL GENERAL MEETING called to WIND UP the Division,
subsequent to the forming of the National WIA

Meeting Held 21st August 2004 at CWA House, Hay Street West Perth

Chairman: Neil Penfold VK6NE (President)
Minute Secretary : Cliff Bastin VK6LZ (Vice President)
Motion Proposed Wally Howse VK6KZ
Motion Seconded Roy Watkins VK6XV(Secretary)

About 64 people attended the meeting, most also carried proxies, a Visitor (observer status) was David Jones VK4OF

1 Results of Motions put to the Special General Meeting Held to Decide on the Future of the Division on Saturday 21st August 2004

MOTION Number	Number IN FAVOUR (Yes)	Number AGAINST (No)	RESULT (Carried/Failed)
ONE (Needs 75%)	94 (74.6%)	32 (25.4%)	FAILED (BY 2 VOTES)
TWO Only if Motion one is CARRIED	Not Required	Not Required	Not Required
THREE Only if Motion one is LOST (Needs 50%)	78 65%	42 35%	CARRIED

MOTION NO. 1

That The Wireless Institute of Australia, Western Australian Division (Inc)
BE WOUND UP VOLUNTARILY.

If Motion No. 1 is CARRIED then:

MOTION NO. 2 THAT WITH THE WINDING UP OF THE DIVISION, the property remaining after all its debts and liabilities have been paid in full, be distributed as follows;

WICEN (Inc.) \$1,000-00 Hills Amateur Radio Group (Inc).\$500-00 Peel Amateur Radio Group (Inc.) \$500-00
with the remaining monies divided equally between;
Northern Corridor Radio Group (Inc) West Australian Repeater Group (Inc) West Australian VHF Group (Inc.)

If Motion No 1 is LOST then:

MOTION NO. 3 That the Council be instructed to review its Constitution in the light of the adoption of a new Constitution by the national WIA and bring proposed changes (including a new name) to a further Special General Meeting and that Council make the following donations after retaining \$5,000-00 for its activities.

WICEN (Inc.) \$1,000-00 Hills Amateur Radio Group (Inc).\$500-00 Peel Amateur Radio Group (Inc.) \$500-00
with the remaining monies divided equally between;
Northern Corridor Radio Group (Inc) West Australian Repeater Group (Inc) West Australian VHF Group (Inc.)

RETURNING OFFICER WAS Bruce Hedland-Thomas VK6OO
Assisted by Bob Lockley VK6 KW and Poppy Bradshaw VK6YF

2 Preparation

The meeting was called to order at 1000 hours by the Divisional President VK6NE Neil Penfold who gave an overview of the proposed procedure to be followed which included the issue of coloured voting slips for each motion to those present together with slips to cover the proxies held.

He explained that with the change from a Federated organisation to a National body, part of the member's subscription would no longer be passed to the state divisions by the National WIA. In order to ensure that members, whose membership renewal had been due on the 1st July, were financial and therefore entitled to vote, Council had previously passed the following motion:

Motion No 4 (29/06/04)

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

Gwynne Brockis VK6JG asked how Proxies were to be handled.

Wally Howse VK6KZ explained that a roll of proxy holders would be called, and a check carried out that no more than a maximum of three proxies were held by any one holder as directed in the Constitution. With the agreement of the meeting any excess proxies were to be adopted by members present not already holding excess proxies.

Clive Wallis VK6CSW agreed that all proxies had a right to vote and should not be invalidated.

Wally Howse VK6KZ, explained that Council had wanted to cover Country members who had wanted someone to act on their behalf and as most had intimated the way they wanted to vote, the excess proxies should be passed to someone else.

The meeting agreed (with one dissent).

An E-Mail (JPEG of the Proxy form) was accepted from a Country member.

The President then commented on the progress of renewals (75%) in other states joining the National WIA. See also below

3 Issue of Voting Slips

The Secretary Roy Watkins VK6XV then called the roll from the Attendance register asking if each member was financial as explained above and each was given a voting slip for each motion to be voted on. This method was accepted by the meeting as to check everyone against the Membership roll would have taken too long.

The Proxy forms collected at the start of the meeting were then returned to those present (maximum of three per member) together with sufficient voting slips.

The balance of the proxies were then "adopted" by individuals present together with voting slips.

4 Appointment of Scrutineers

The president then confirmed that everyone had sufficient voting slips, and appointed the Scrutineers Bruce VK6OO, Bob VK6KW and Poppy VK6YF.

5 Special General Meeting

At 10.45 The President opened the meeting.

5.1 Motion One Proposed VK6KZ seconded VK6XV (see above) was read out

5.1.1 Wally Howse VK6KZ addressed the meeting, speaking TO Motions one and two.

He gave his personal background as Past Divisional President, Past Federal Councillor, and Past Federal Director, WIA Member since 1955.

He explained that the new National Constitution changed on 5/5/2004 (adopted 16/05/04) which changed the Federal membership from 7 members (the Divisions) to possibly 4,500 members eligible to vote for the Board of Directors. The Divisions would no longer act as filters, members would have direct contact.

Why change the status of the Divisions? To emphasise the "One WIA" to the media and the Public and only allow the one WIA to use the name. Money would no longer come back to fund the Divisions (if they continue). The Divisions would have to collect their own funds. What is the future for the Divisions?

The sub committee appointed to investigate the options, himself VK6KZ and Robyn Edwards VK6XRE, came to a number of conclusions which were presented to and discussed by Council over four or five special meetings. This included negotiating the Transition Agreement with the National President VK3KI Michael Owen. The first proposal from Michael, where the Division was to become a subsidiary Company of the National Company, was not acceptable.

It was decided to recommend that members join the National WIA, that the Division be wound up, that \$10,000 be donated to the National WIA, and that the current Council accept the invitation to become the Advisory Committee for VK6

The Transitional Agreement (dependent on the Division Winding up) has been negotiated to include the following:

- The licenses of the six repeaters carrying the WIA News broadcast are to be paid by National WIA (when they expire in February 2009)
- The Current Divisional Insurance Policies are to be paid by the National WIA (for three years) or until a better National Policy can be organised.
- The minor maintenance and Licence of the International Beacon is to be paid by National WIA
- National will continue the support for the Education Classes currently run by the Division
- Support for the Zone 29 award, and the Jim Rumble Amateur of the year award.
- Provision of News Broadcasts, and National Web Page to include VK6 items.
- Support for the Advisory Committee

The Roleystone Mast site agreement is to be transferred from the Division to the Repeater Group and is being negotiated with the Site Owners by Cliff Bastin VK6LZ.

Moving on to motion two.

Council in the past has made ad-hoc donations to the various clubs as and when required. The Divisional funds have been accumulated over many years by VK6 members for VK6 use. The decision has been taken by Council to pass the accumulated funds (after the donation to National of \$10,000-00) to the (Incorporated) clubs.

Update on Other Divisions:

- VK1 is to become a Club
- VK2 Owns valuable property at Dural and Parramatta,
- VK3 Owns valuable property which may well generate an income of \$150,000-00 p/a. Expects to change name to Amateur Radio Victoria (VK2 will probably do the same)
- VK4 Has meeting to decide tomorrow, they are looking at passing all money to National.
- VK5 Prepared to become a subsidiary handing over to National
- VK7 Proposes to wind up.

Wally then commented that instead of one vote in seven we would be part of 4,500 votes and would probably be swamped by the eastern states votes.

When he was a member of the Federal Board it was governed by strong personalities, not necessarily acting in the best national interest but looking more to their own divisional interests.

The National will be wholly dependent on subscriptions, previously \$13 came back to VK6, now National will get the whole \$75-00.

The current percentage figures as of yesterday from Melbourne on renewals joining the National WIA (which only went out in mid July) are: VK1 68%, VK2 73%, VK3 60%, VK4 81%, VK5 84%, VK6 75%, VK7 67%. This does not appear to show any boycott of the national body. National has attracted 76 new members in the month, (last year only 240 for whole year). (VK1 2, VK2 19, VK3 16, VK4 19, VK5 14, VK6 3, VK7 2, O/seas 1.)

Summing up

Council has given a lot of thought on how the clubs can continue to work for VK6 and has decided to give money in support rather than to allow it out of the state. The Division used to interface with the Federal WIA, now it will be carried out by the Advisory Committee.

5.1.2 Clive Wallis VK6CSW then spoke AGAINST the Motions

He said that he was speaking against the motion to wind-up the Division but was in favour of joining the National WIA.

How will National actually finance itself?

Assuming around 4000 members paying \$75 would raise around \$300,000, a Manager at \$75,000 plus two staff at say \$30,000 each plus on-costs for Super etc. would probably leave around 100,000 for AR Journal and office running costs on top of which it is understood that National will fund repeaters in other states. Insurance for VK6 is about \$2,900 p/a (actually \$2,500) it will cost a lot more for a National cover.

Clive said, I cannot see the Nuts and Bolts working until National gets a lot more members, I think we should maintain the status-quo for another 12 months and not consider winding-up for another 12 months.

5.1.3 Robyn VK6XRE volunteering additional information, said that she had an E-Mail undertaking from Michael Owen VK3KI that on the basis of the \$10,000 donation to National, National will fund the Insurance for three years.

Robyn said the National intention is to initially try with only one staff member until income picks up, all eggs are in one basket. We need National to interact with the ACA, and the IARU, look after the BPL problem and relate to Canberra.

VK6 cannot hope to relate to Canberra, we could amalgamate with 2 & 3 but national would be better. The main purpose of the VK6 Division is GONE, the meetings are GONE Past History. Other than advisory Council we have NO PURPOSE, should we continue?

5.1.4 Trevor Ward VK6HTW (last Federal Councillor) thanked the meeting for chance to speak. He said that he agreed with much of what Wally had said, well done. Will McGhie VK6UU had previously represented everyone in VK6 for some time, and he (Trevor) had continued to represent the VK6 members, not his own viewpoint. As the VK6 Representative at the Brisbane Federal AGM he felt that frankly there was an air of impatience (to get on with Nationalisation), he was worried about the loss of membership in the transition. The current figures given by Wally were encouraging. A 20% loss in each States finances became a bit of a problem. It has been said that VK3 were against the National body - don't think so - they offered \$50 per head from their members to help fund National. VK3 are now offering 2 years membership for \$30. Looks like fragmentation, National will have problems and it will be 2 years before members can have a say on the Directors.

At the Westrail Centre meeting I asked Michael Owen for the names of the proposed WIA Board of Directors, I had previously tried to pick them out at the Brisbane AGM, he said he was unable to tell me, but a week later the names were revealed with Michael as National President. I can not understand why the names were not released earlier. I would prefer the VK6 Division to stay for another two years.

5.1.5 David Jones VK4OF asked for permission to speak, but was advised that he was only present with observer status.

5.1.6 Gwynne Brockis VK6JG, was in favour of the Motion to wind-up the Division, he said that without disrespect to the hard working council, they had failed. The Division must be doing things. Look at the United Kingdom for major changes and the running of clubs. It might be OK to kill off dead clubs out of which a Phoenix might rise. Clubs in the UK have found a new act - using Licensed Premises where food and drink are provided - have areas where members can study Radio techniques - other areas for socialising - something new and vibrant is needed - as set out we are not addressing it.

5.1.7 Graham Rodgers VK6RO spoke against the Motion

We have got to consider what we have got until the National Body is working. It was started by the "wise men" from the east who are not trusted. - Not one cent above the \$10,000. - Wait until National is (firmly) in place. Vote No.

5.1.8 Harris Leck VK6AV? Spoke in favour of the Motion

He is Canadian and had been in VK seven years, in Canada there is a National body and Radio Clubs. - In the USA they have the ARRL (National body) with State Divisions (two in California). There is no more efficient lobbyist than the ARRL. VK needs to speak with one National voice.

5.1.9 Anthony Benbow VK6AXB spoke against the Motion

He has mixed feelings - has been licensed for 18 years - thinks National is the way to go, but how fast? Having read the Council minutes, is aware that the decision to accept the Transitional Agreement was lineball. - As he understood it, (to discuss the National proposal) a few people (over east) got together at Christmas, no names, no details, thought that a bit underhanded for a democratic organisation. - the top people should be honest and straightforward. He supports the \$10,000 donation to National. - National needs more time to get established

5.1.10 Since no one else wished to speak for or against the motion the final words were given to Wally Howse VK6KZ

He said that in the past each division had set their own fees (which incorporated the same Federal Component). VK6 had a lower fee because of the Separate Repeater Group and other clubs etc. - How many are not joining the new body? The figures (see above) are for only one month, VK2 and VK3 have good joining figures. - It has been suggested that National are (fully) funding repeaters, this is not true. - The office dream of a full time manager is not possible at present - there has not been a full time Manager since Bill Roper's time. - we are lucky to have June - we will have to cut our cloth to fit the income. He said he had been to both the RSGB (UK) and to the ARRL (USA) and also to the Federal Office - he would not like to take an ACA member to visit our office.

What is the future for VK6? National will cost you \$75, it has been suggested that VK6 could cost only \$5 (if it kept its money), and could continue, but what would it do? We have negotiated a number of things (as above with National) - what has the division done for you recently - can you see a need - the future is the clubs -VHF club has interests in weak signal propagation and has a group prepared to put in money and time and travel. - There is a similar situation with WARG, and NCRG runs the Hamfest
The Concrete has been poured for the new NCRG Club rooms at Whiteman Park. - Clubs not Divisions therefore wind-up,

5.1.11 At 1143 Motion Number one was put

With the instruction to vote yes or no in the box on the voting slip (completion of call sign box was optional)

At 1155 The returning officer reported that the motion was **lost by two votes:**

Yes votes 94 (74.6%) No votes 32 (25.4%) Total votes 126

(The West Australian Incorporations state law requires that 75% of members entitled to vote must favour a winding up motion for it to succeed).

5.2. Discussion following Result of Lost Motion number one

The President then asked the meeting for a show of hands if another vote was wanted - 21 in favour 22 against in the event it was pointed out that another vote would have entailed another mail-out, notice of another special meeting etc.

Bruce Hedland-Thomas VK6OO (the treasurer) asked that since the division is going to continue, who is going to do the work?

The President then spoke to the result and the history of the Division.

Wally Howse VK6KZ said that another vote at this time would not be constitutional - the Current Divisional Council still exists - we could proceed no further (with wind-up) we would have to close the meeting and call another one after Council decides what to do.

Phil VK6AD said that he now expects to vote on Motion number three. .(Unless the motion was withdrawn it must be put)

On a show of hands 32/22 the meeting continued.

Bob Lockley VK6KW raised a point of order, but was reading from the new National Constitution not the VK6 Constitution.

5.3 At 1205 the President read out Motion Three (Proposed VK6KZ seconded VK6XV)

5.3.1 Wally Howse VK6KZ spoke to the motion:

A No vote would result in the Status Quo, if a yes vote there is the question of what remains - Rename the Division - New Constitution - what to do with the "Treasure Chest" - How to join - what fee - what to do - how many members.

All should join the National body - May not see the need for another local body - Potential loss of members - May not be representative - \$5000 is a reasonable amount to continue -The local clubs will get slightly less than if Division winds-up.

5.3.2 At 1212 there being no speakers against, the motion was put.

A short break for refreshments whilst the votes were being counted was taken

At 1225 The returning officer reported that the **motion was carried:**

Yes votes 78 (65%) No votes 40 (35%) Total votes 118

(The West Australian Incorporations state law requires that 50% of members entitled to vote must favour a motion for it to succeed).

5,4 The meeting reconvened at 12.25

Don Graham VK6HK said that now we know where we stand he would like to see interest in volunteering for positions on Council.

Wally Howse VK6KZ said that the current Council remains to continue work as per the constitution to the end of the current term. There may be vacancies for co-opted members and Council will be looking for volunteers.

The Treasurer Bruce Hedland-Thomas VK6OO reported that as the money was currently locked up in term deposits, beneficiaries should not hold their breath but be patient.

The president then asked for volunteers and the following signified their willingness to assist council;
Eddie Saunders VK6ZSE, Anthony Bembow VK6AXB, VK6XXB? Bob Lockley VK6KW, Graham Rogers VK6RO,

The following signified their intention to continue;
Robyn Edwards VK6XRE, Kathi Suminer VK6HKR, Christine Bastin VK6ZLZ, Cliff Bastin VK6LZ, Trevor Ward VK6HTW

Congratulations were given on the running of the meeting.

Wally Howse VK6KZ commented that all members were financial until the end of year (30th June 05)

Frank Taylor VK6JK put a motion, seconded by Poppy Bradshaw VK6YF That as an oldie he would like to express thanks and appreciation to Council. This was carried with acclamation

Wally Howse VK6KZ pointed out that there was now a need to renegotiate the Transition Agreement with National.

5.5 The Next Council Meeting is on the 7th September in this Building.

(5.6) The Special General Meeting closed at 1235 hours

Members then had Coffee and socialized.

VK6NE President _____ VK6LZ Minute Secretary _____
E & OE NB Speeches are not verbatim - apologies if I have Missed or Misinterpreted something.