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Confirmed MINUTES of
MANAGEMENT COMMITTEE MEETING no.1
held on 14 July 2017

- Meeting time:** 5.10pm
- Meeting venue:** Cardwell Beachfront Motel, 1 Scott Street, Cardwell QLD 4849.
- Attendees:** Australasian Aviation Resources Pty Ltd t/as SkyRentals – Gareth Davey
Cardwell & Hinchinbrook Tours & Information – Amanda Payne
Cardwell Beachfront Motel – Janet Arnold, Steve Arnold
Cardwell Traders & True Value Hardware – Mandy Jensen
Ob La Di – Robyn Smith
- Apologies:** AirConKleen Cassowary Coast – Ken Miller (out of town)
Cardwell By The Sea Diner – Kaylea Chard-Tilles* (at work)
Vivia Café & Bar – Sharryn & Terry Duncan* (out of town)
Cardwell Sportfishing Club Inc – Chris Stoter (at work)
- *Has provided letter of support and availability for non-officeholder position
- Minuted by:** Gareth Davey

SOLE PURPOSE OF MEETING

In accordance with Clauses 13 (1) and 13 (2) of the Chamber's constitution:

- To fill six casual vacancies on the Management Committee following four resignations by letter on 10 July 2017 and two resignations by email on 11 July 2017.
- To fill the three officeholder roles of President, Secretary, and Treasurer on the Management Committee that are also currently vacant as a result of the six resignations.

NOTES TO THE MEETING

- If all seven positions on the Management Committee are filled, the roles of Secretary and Treasurer may be held by one person. [Constitution clause 11 (1)]
- The quorum for the Management Committee is four members. [Constitution clause 15 (3)]

1. Meeting opening

- Opened at 5.15pm by chairperson Gareth Davey who is the sole remaining member on the Management Committee. [Constitution clause 15 (5)] He thanked Steve and Janet Arnold for providing the venue.
- It was noted by the chair that, under the Chamber's constitution, a quorum of one Management Committee member is all that is required to conduct such a meeting. [Constitution clause 13 (2)]
- It was also noted by the chair that all attendees, and those who had provided letters of support/availability, were financial members of the Chamber. [Constitution clause 8 (2)(iii)] They were thanked for expressing their interest in keeping the Chamber operational.



2a. Minutes of previous Management Meeting

- Confirmed minutes of the Management Meeting held on 10 July 2017 were not available. The chair reported that an initial draft had been provided but had been rejected as inaccurate. Consultation with all attendees at that meeting is necessary to produce an agreed record. [Constitution clause 24 (10)] Janet asked to see a copy of the initial draft minutes, and the chair agreed to forward it.
- The four letters of resignation tendered on 10 July 2017 were also not available.
- However, in an email sent to all members from the Chamber's Gmail account on 13 July 2017 attributed to Mark Sheahan, he referred to the 10 July meeting stating "*I, along with Kathy Sheahan (vice president), Jenny Green (Secretary), Chris Ihle (treasurer), Phil Gruber (committee member) and Thea Ormonde (committee member) tendered our resignations effective immediately.*" The email also stated: "*The Cardwell Chamber of Commerce is now in caretaker mode ...*"
- Expenditures that were approved at that meeting on 10 July 2017 included:
 - a. \$2730.30 to the Cardwell Sportfishing Club Inc.
 - b. \$3000.00 to the Mission Beach Multisports Club.
 - c. \$500.00 to Blu Stewart.
 - d. \$100.00 to Kennedy State School P&C.
 - e. \$1000.00 to Cassowary Coast Regional Council.

2b. Business arising from minutes of previous Management Meeting

- The chair reported that, as a result of the resignations from the Management Committee, a quorum of four was no longer possible. [Constitution clause 13 (2)]
- The sole member of the Management Committee became aware of concern and desire by Chamber members to not let the Chamber remain in caretaker mode for any length of time. Sufficient expressions of support were provided to call a meeting for the express purpose of filling the casual vacancies on the Management Committee in order to continue the business of the Chamber until the Annual General Meeting is held.
- The sole member of the Management Committee gave notice of this meeting, issued invitations to a group of financial members, and provided an agenda before the meeting.

3a. Relevant correspondence out

1. 9-Dec-2016: Email from Gareth Davey to Chamber Sec/Pres/Treas, about "Meeting processes".
2. 9-May-2017: Email from Gareth Davey to QLD Justice Dept, requesting Chamber documents.
3. 27-Jun-2017: Email from Gareth Davey to Chamber Secretary, advising no quorums at any 2016-17 meetings.
4. 27-Jun-2017: Email from Gareth Davey to Chamber Committee, reminding requirements of incorporated ass'ns.
5. 27-Jun-2017: Email from Gareth Davey to Chamber Secretary, to call a special Management Meeting by 30 June.
6. 28-Jun-2017: Email from Gareth Davey to QLD Justice Dept, regarding registered documents for Chamber.
7. 1-Jul-2017: Email from Gareth Davey to Chamber Secretary, asking why special Meeting has not been called.
8. 5-Jul-2017: Email from Gareth Davey to Chamber Pres/VPres, advising of multiple breaches of Constitution.
9. 7-Jul-2017: Email from Gareth Davey to Chamber Committee, seeking info on Chamber's 2015 AGM.
10. 7-Jul-2017: Email from Gareth Davey to Chamber VPRES/Sec, requesting Chamber's auditor's reports.
11. 9-Jul-2017: Emails from Gareth Davey to Chamber VPRES/Sec, requesting list of Chamber's by-laws and Honorary, Life, Honorary Life members.
12. 9-Jul-2017: Email from Gareth Davey to Chamber Secretary, providing Constitution extracts re Secretary role.
13. 10-Jul-2017: Email from Gareth Davey to Chamber Treasurer providing Constitution extracts re Treasurer role.



3a. Relevant correspondence out *cont'd*

14. 13-Jul-2017: Email from Mark Sheahan, to all Chamber members: "Committee Resignation".
15. 13-Jul-2017: Email from Gareth Davey to Kathy Sheahan, rejecting draft "Management meeting minutes".
16. 13-Jul-2017: Email from Chamber (Gareth Davey), to all members: "Fwd: Committee resignations" after having consulted with a group of Chamber members on a draft version.
17. 13-Jul-2017: Emails from Chamber (Gareth Davey) to various Chamber members in response to requests for a template nomination letter.
18. 13-Jul-2017: SMS from Gareth Davey to a group of Chamber members, advising of planned administrative meetings.
19. 14-Jul-2017: SMS from Gareth Davey to a group of Chamber members, reminder and invitation to tonight's administrative meetings.
20. 14-Jul-2017: Emails from Chamber (Gareth Davey) to a group of Chamber members, agendas for tonight's meetings.

3b. Relevant correspondence in

1. 9-May-2017: Email from QLD Justice Department, regarding registered documents for Chamber.
2. 20-May-2017: Email from QLD Justice Department, regarding registered documents for Chamber.
3. 28-May-2017: Email from QLD Justice Department, receipt for credit card payment \$44.80.
4. 29-Jun-2017: Email from QLD Justice Department, regarding registered documents for Chamber.
5. 9-Jul-2017: Emails to Gareth Davey from Chamber Vice President, querying request for Chamber's by-laws and non-Ordinary members.
6. 11-Jul-2017: Email from Phil Gruber, resigning from the Management Committee and the Chamber.
7. 11-Jul-2017: Email from Thea Ormonde, resigning from the Management Committee.
8. 13-Jul-2017: Email from Kathy Sheahan, attaching initial draft of "Management meeting minutes".
9. 13-Jul-2017: Emails from QLD Justice Department, regarding registered documents for Chamber, and receipt for credit card payment \$81.60
10. 14-Jul-2017: Email from AirConKleen (Ken Miller), advising out of town for tonight's meetings.
11. 14-Jul-2017: SMSs from Vivia Café & Bar (Sharryn Duncan), advising support and out of town for tonight's meetings.
12. 14-Jul-2017: Emails from Cardwell By The Sea Diner (Kaylea Chard-Tilles), advising support and at work during tonight's meetings.

4a. Business arising from correspondence – appointment of committee members

- The chair asked all members present to confirm that they were willing to fill the vacant positions on the Management Committee.
- The chair advised that Kaylea Chard-Tilles (Cardwell By The Sea Diner) and Sharryn & Terry Duncan (Vivia Café & Bar) had also expressed their willingness in writing to fill vacant positions.
- The chair accepted the six expressions of interest and declared all six vacant committee positions had been filled.

The Chamber's Management Committee members are (in alphabetical order):

Janet & Steve Arnold (Cardwell Beachfront Motel)
 Kaylea Chard-Tilles (Cardwell By The Sea Diner)
 Gareth Davey (Australasian Aviation Resources Pty Ltd t/as SkyRentals)
 Sharryn & Terry Duncan (Vivia Café & Bar)
 Mandy Jensen (Cardwell Traders & True Value Hardware)
 Amanda Payne (Cardwell & Hinchinbrook Tours & Information)
 Robyn Smith (Ob La Di).



4b. Business arising from correspondence – appointment of officeholders

- The chair requested nominations for the officeholder roles of President, Secretary, and Treasurer, noting that the roles of Secretary and Treasurer can be assigned to the same person if there are no committee positions vacant.
- Amanda Payne nominated for President. It was noted that Amanda had lodged a written nomination on 4 July to be President of the association in the 2017-18 financial year, in accordance with the notice period required before Annual General Meetings. [Constitution clause 11 (3)(b)]
- Gareth Davey nominated for Secretary/Treasurer. It was noted that Gareth had lodged a written nomination on 3 July to be Secretary and/or Treasurer of the association in the 2017-18 financial year, in accordance with the notice period required before Annual General Meetings. [Constitution clause 11 (3)(b)]
- Other nominations from those present were invited and none were offered. There were no other written nominations for this meeting.
- In support of her nomination, Amanda presented the following statement to those present:

“I have nominated for the role of President of The Cardwell Chamber of Commerce. As everyone here is aware, the majority of the previous Management Committee has resigned and the Chamber has been in caretaker mode pending the result of tonight's meeting. Currently the Chamber is welcoming nominations for the roles of President, Secretary, and Treasurer. I would like to point out why I have nominated for President, and the vision I have for the Chamber:

 1. As you are all aware, I am passionate about the region and I have invested considerable time into promoting the Cardwell region and the businesses within it.
 2. If given the opportunity as President, I will be excited to move forward and start conducting the business of the Chamber as soon as possible.
 3. I look forward to reviewing the projects and policies that the Chamber currently has in place. These projects and policies will be discussed with members and decisions will be made on where the Chamber stands with its projects and policies.
 4. I am determined to make Cardwell's Chamber of Commerce bigger and better and I will endeavour to do this by keeping existing members up-to-date with what is happening within the Chamber.
 5. I understand that I will not be able to make everyone happy, but I will guarantee that the Chamber will listen to issues that members and non-members have within our community.
 6. I want people to voice their opinion, and I am keen to meet with people outside of the Chamber of Commerce meetings to discuss issues they may have.
 7. I look forward to consulting with our members and coming up with a plan of what we ALL think is important for the Cardwell community and how Cardwell can progress.”
- All present at the meeting accepted the nominations of Amanda Payne for President, and Gareth Davey for Secretary/Treasurer. The chair declared the three officeholder roles had been filled.

The Chamber's officeholders are:

Amanda Payne – President

Gareth Davey – Secretary/Treasurer.

- The chair noted that the committee positions and role appointments are only valid until the Annual General Meeting, at which all committee members will retire, but all will be eligible for re-election if nominated. [Constitution clause 11 (2)]



5a. Treasurer's Report

- Not applicable at this meeting.

5b. Paid accounts and accounts for ratification

- Not applicable at this meeting.

6. Subcommittee and other reports

- Not applicable at this meeting.

7. Admission and rejection of membership applicants

- Not applicable at this meeting.

8. Motions on notice

- Not applicable at this meeting.

9. General Business

- Not applicable at this meeting.

10. Notice of motions

- Not applicable at this meeting.

11. Next meeting

- The chair advised that a normal Management Committee meeting would be held immediately after this meeting at the same venue. He had already issued an agenda to invitees by email. [Constitution clause 15 (1)]

12. Meeting closed

- The chair formally closed the meeting at 5.27pm, thanking all for their contributions.