



AGENDA OF THE 2016 ANNUAL GENERAL MEETING
held at the St Pauls Lutheran Church Hall
10 Mount Barker Road, Hahndorf

Monday, 24th October 2016 at 7.00pm

1. Apologies:
2. Adoption of minutes of previous Annual General Meeting and Special General Meeting
3. Adoption of Financial Statement
4. Election of Auditors – 2016/17
Auditor was Galpins, Accountants, Auditors and Business Consultants
5. Receive & table Annual Reports
 - 5.1 Chairman's Report
 - 5.2 Executive Officer's Report
 - 5.3 Carriage Driving Chairman's Report
 - 5.4 Coaching Committee Report
 - 5.5 Dressage Committee Report
 - 5.6 Eventing Committee Report
 - 5.7 Show Horse Committee Report
 - 5.8 Showjumping Committee Report
 - 5.9 Vaulting Committee Report
6. To declare elected to the Board the successful candidates in accordance with the results of the ballot held between 30th September and 14th October 2016
Karin Edwards
Jacqueline Lang
Peter Oborn
Clive Reed
Susan Millbank
Stuart Platt
7. Election to Discipline Committee - Vacancies
 - 7.1 Carriage Driving
 - 7.2 Dressage
 - 7.3 Coaching

- 7.4 Eventing
- 7.5 Show Horse
- 7.6 Showjumping
- 7.7 Vaulting Committee

8. Notice/s of Motion

Motion1

3rd October 2015 Moved: Peter Oborn Second: Robyn Stokes

That the Board fulfil their legal and fiduciary obligations as set out in the Equestrian South Australia Constitution dated 25 June 2012 and published on the ESA website.

Purpose of Motion:

The Constitution does not provide a provision for Board Members to transact business without the knowledge or consent of all Directors of the Board. The reason for this is that they are all jointly and severally responsible for all decisions made.

The known current practice of exclusivity and exclusion adopted by some members of the Board who are transaction business on behalf of the full Board and having those decisions ratified at a Board meeting places all Directors, and the organisation in jeopardy should there be issues raised.

Motion 2

3rd October 2015 Moved: Peter Oborn Second: Robyn Stokes

That a discussion paper outlining a variety of options to increase participation and involvement of the membership in the decision making process be made available to members by July 2016 for their consideration and input.

Motion 3

3rd October 2015 Moved: Peter Oborn Second: Robyn Stokes

That the Board investigate and report back to the Membership, the reason for the apparent discrepancy noted in the 2014 Auditors Report as set out hereunder and what subsequent actions were taken to properly investigate the discrepancy.

From the Auditors report 2014

The reconciled bank cheque account balance of \$77,499 reported at 30 June 2014 includes \$48,959 recorded as being unreconciled amounts yet to be deposited into the account. The management of the association was unable to provide adequate

evidence to support the nature of these items as at the date of this report, and it was not practical for us to conduct alternative testing to otherwise prove validity of

individual items making up the balance. We are therefore unable to form an opinion as to the accuracy of that reconciled account balance.

Purpose of Motion

That disclosure be made to the membership, including:

- a) The validity of the audit report under the circumstances as outlined above:*
- b) On what basis the then Chair of Equestrian South Australia, Gareth Heron, signed the audit statement for and on behalf of the Board when clearly the sum of \$48,959 was unaccounted for*
- c) Explain why board members questioned by Equestrian South Australia members declared they were unaware of the discrepancy nor had they read or understood the audit report*
- d) What the Board's responsibilities to the members are in relation to their Director's liability pertaining to this discrepancy*
- e) Why Equestrian South Australia has not complied with the Associations Act with regard to this discrepancy*
- f) That an investigation be undertaken by an independent forensic accountant to determine where the unaccounted funds are located*
- g) That in the absence of a full and frank disclosure to the Equestrian South Australia membership, a vote of no confidence be moved in the finance committee together with the then Chair Gareth Heron*

Motion 4

3rd October 2015

Moved: Peter Oborn

Second: Robyn Stokes

That the Board provides an explanation to the membership as to why wages have increased by 39% in 2013/14 from 12% in 2012/13 and 15% in 2011/12

That in future reporting the members be provided with a report from the Board on salary banding as per the Australia Sports Commission requirements.

Purpose of Motion:

Salaries/wages represent 48% of Branch Operations income – what is the Boards plan to reduce this ration to a more acceptable level?

Motion 5

3rd October 2015

Moved: Peter Oborn

Second: Robyn Stokes

That minutes of Board Meetings and the monthly reports of the Chair and Executive Officer, be available to the members (but subject to any activities or discussions of any genuinely confidential issues that would be duly noted in the minutes as an exclusion).

Purpose of Motion

- a) To give clarity to the members of what is being debated or discussed in a timely fashion
- b) a discussion paper outlining options available to increase participation and involvement of the membership in the decision making process by July 2016 for their consideration and input be enacted.

Motion 6

3rd October 2015

Moved: Peter Oborn

Second: Robyn Stokes

That the Board to investigate the feasibility of an independent panel not compromising the Board members or the Executive Officer be formed to investigate and manage Grievance Procedures and Member Protection Policy,

Purpose of Motion:

To remove conflict of interest and to facilitate impartial assessment and decision making.

Motion 7

3rd October 2015

Moved: Peter Oborn

Second: Robyn Stokes

That the office of Equestrian South Australia (comprising, staff and board) conduct business based upon integrity and accountability to avoid bringing the sport into disrepute. This motion declares that the board constituted after this AGM will:

- a) *Not interfere with the proper operation of discipline committees except in order to resolve conflicts between disciplines*
- b) *Consult the ESA membership before exercising the vote of the organisation ESA (member vote) in EA Meetings, especially on decisions to appoint or remove members of the EA National board*
- c) *Provide all paid up members with notice of the opportunity to nominate for a casual vacancy on the Board and fill the position expediently*
- d) *Conduct an opinion and transparent recruitment process and give all members the opportunity to apply for vacancies. In the assessment of candidates, the Board will conduct thorough background checks particularly in regard to prior employment history and the applicant's skill set*
- e) *With regard to team selection adhere to published procedures, to ensure the process is conducted in an open transparent and fair manner*

Motion 8

3rd October 2015

Moved: Peter Oborn

Second: Robyn Stokes

That the finance of Equestrian South Australia are effectively managed and will report to the membership:

- a) *A half yearly interim Profit and Loss and Balance sheet and performance against Budget*

- b) *An annual Audited Profit and Loss and Balance sheet and proposed Budget for current year*
- c) *That annual reporting be made available to the membership seven days prior to the AGM with commentary on all items that have a variation of 10% (+ or -) from the previous year's reporting*

Motion 9

3rd October 2015

Moved: Peter Oborn

Second: Robyn Stokes

That a financial working group be appointed to work with the Board as non-Directors and independent assessors to ensure member's funds are being managed and invested in a manner that is consistent with running a business

Motion 10

3rd October 2015

Moved: Peter Oborn

Second: Robyn Stokes

That the board of Equestrian South Australia disclose to its membership erroneous activities recorded on the 2014 Statement of Income and Expenses

- a) *Where the grant from the Office of Recreation and Sport has been recorded on the Statement of Income, resulting in an undisclosed transaction of circa \$40000*
- b) *Disclose to the membership what monies are paid to Equestrian Australia (EA) and where this is recorded in the Statement of Income and Expenses*
- c) *How the Interschool discipline has recorded a surplus of \$12,598 when there is no appointed committee to oversee the discipline*

Motion 11

3rd October 2015

Moved: Peter Oborn

Second: Robyn Stokes

That should the existing board of Equestrian South Australia dismiss or refuse to respond to these motions, a vote of no confidence in the current board comprising of:

<i>Di Norris</i>	<i>Chairperson</i>
<i>Julie Payne</i>	<i>Deputy Chairperson</i>
<i>Alexi Kentish</i>	<i>Committee</i>
<i>Caroline Jones</i>	<i>Committee</i>
<i>Sarah Hocking</i>	<i>Committee</i>
<i>Gareth Heron</i>	<i>Committee</i>
<i>Elizabeth Fricker</i>	<i>Committee</i>
<i>Judy Whyntie</i>	<i>Committee</i>

Be moved and a new board voted in at the Annual General Meeting for failure to act lawfully, meet their fiduciary requirements and by virtue bringing the sport into disrepute.

Motion 12

10th June 2016

Moved Peter Oborn

Second John Dawkins

That this meeting of members of ESA is convinced that too much of ESA's scarce funds are spent on administration and salaries and too little on the activities of equestrian sport.

This meeting calls on the Board to undertake a thorough review of the operations of ESA in order to reduce by at least 25% the amount currently spent on salaries and administration. The Board should therefore make no decision on the renewal or extension of the employment of the Executive Officer until the results of the review have been considered and agreed by all discipline committees following consultations with members. Decision about the future shape of the ESA office and

its administration processes will be referred to the Board comprised following the forthcoming AGM.

Motion 13

19th September 2016

Moved: John Dawkins

Second: Robyn Stokes

In accordance with Rule 17.2 (a) Removal of Director that the association in general meeting remove Director Sarah Hocking and appoint member Helen Whittle in her place to hold office until the expiration of Director Sarah Hockings term.

Motion 14

19th September 2016

Moved Peter Oborn

Second John Dawkins

In accordance with Rule 5.8 b (i) and (ii) that members of ESA meeting in general meeting make the following submission to the Board that the Board undertake a review of finances of ESA in order to reduce administrative expenditure and to increase the funds available to support the activities of the Discipline Committees and in undertaking the review to consider the need to maintain the Executive Officer as a full time position.

9. Meeting closed