



**MINUTES of the Twenty-second Annual General Meeting for Members of
ARAMA Queensland Inc.
Held at Central Dockside Apartments, Kangaroo Point,
Commencing at 11:05 am on Thursday, 26 September 2013**

Welcome

The Chairman welcomed all present and thanked them for attending.

Notice of Meeting

The Notice of the AGM was taken as read, having been previously distributed to all members.

Attendance in person

Bill Kemter (Chairman), Chris Ward, Kim Cox, Mark Ryall, Mike Clarke, Hayley Thies (Financial Controller from Holmans), Trevor Rawnsley (CEO), Simon Lill, Graham Christensen and Ian Burt.

Apologies

John Punch, Del Linkhorn, Gayle & Colin Jensen, Deborah Wijetunge, Denis Nolan, Michael Kleinschmidt, Grant Mifsud, Tony Rossiter, Mary-Ann Robinson and Graeme Purchas, Chris & Debra Livesay, Eric Van Meurs, Robbie Judge.

Quorum ~ Those attending in person plus the 38 in attendance via proxy (below) formed a quorum.

Proxy Name	Proxy Building	Proxy Branch	Member Number	Nominating
Peter William McCall	McCall's Office	Sunshine Coast	Life Member 1000	President
Anthony Barthorpe	River Mews Lawnton	Brisbane	B654	Chairman
Deborah Wijetunge	Oxley Rise Estate	Brisbane	B321	Bill Kemter
Gayle and Colin Jensen	Rosehill Place	Brisbane	B462	Bill Kemter
Gilbert Moase	Clifton Waters	Cairns	C630	The President
Kelvin Smith	Oxygen Apartments	Brisbane	B700	The President
Josephine Mathews	Toscana Village Resort	Whitsundays	2117	Bill Kemter
Damien Passlow	Tropical Nights	Port Douglas	D172	The President
Christopher and Debra Livesay	Birley Lane Apartments	Brisbane	B335	Jane Harris of T
Maxine Kneubuhler	The Saint Bowen Hills	Brisbane	B394	Maxine Kneubu
Jane Harris	Teneriffe Village	Brisbane	B248	Deborah Wijetu
David Ruxton	Beach Haven	Gold Coast	250068	The President
Denis Nolan	Kingsrow Holiday Apartments	Sunshine Coast	1746	The President
Mike Clark	Walton Way	Brisbane	B725	Mike Clark
Peter Savage	La Vida on Anzac	Brisbane	2081	The President
Debra Bottomley	Cordoba Manors	Gold Coast	250529	The President
William Purcell	Aspley Place	Brisbane	B149	The President
Del Linkhorn	Resident Buildings Services	Sunshine Coast	Life Member	The Chairman
Kay & Donovan Partridge	Il Palazzo Apartments	Cairns	C507	Chris Ward
Angela Krenek	Oscar on Main	Gold Coast	250641	Simon Lill
Faye Davis	Sailz Boutique Holiday Villas	Whitsundays	1669	President
Zane And Sarah Bary	Hamilton Harbour Residences	Brisbane	B727	President
Ronald Brown	The Nouvelle	Brisbane	B153	Bill Kemter
Michael Skidmore	Enderley Gardens Resort	Gold Coast	250591	Simon Lill
Gary Mayor	Herston Ridge	Brisbane	B356	The President
Jim Blayney	Wolngarin Holiday Resort	Sunshine Coast	1853	The President
David McMinn	Pacific Views Resort	Gold Coast	250118	Simon Lill
Kerryn Beck	The Shores Apartments	Mackay	1894	The President
Gavin & Julie Johnston	The Port Douglas Qlder	Port Douglas	D275	The President
Melissa Daniels	The Best Western Ascot	Western Australia	A001	Robbie Judge
Bevan Langley	The Duporth Riverside	Sunshine Coast	1887	Robbie Judge
Eric Van Meurs	Atlantis Marcoola	Sunshine Coast	1829	Bill Kemter
Gayle Love	Arcadia Gardens	Cairns	C576	Bill Kemter
Karen Netherwood	UniCentral	Brisbane	B718	The President
Robert Judge	Seacove Coolum	Sunshine Coast	1866	Bill Kemter
Mark Townsend	Robina Fairways	Gold Coast	250286	The President
Ronald Aston	Spinnaker Cove	Brisbane	B732	The President
Peter Wilkins	Villa Mikonos	Gold Coast	250493	The President

1. Minutes of the last Annual General Meeting

Chris Ward **moved** and Mark Ryall **seconded** that the minutes of the 21st Annual General Meeting held on Monday the 24th of September 2012, be taken as read and confirmed as a true and accurate record of the meeting. **Motion carried.**

2. Business arising from the minutes

- Strategic planning day was conducted in October 2012.

3. President's Report

The President's report was tabled as published in the 2013 annual report by Bill Kemter.

Grateful thanks were offered to our corporate partners, On the Move, Airconoff, EBM Insurance Brokers, Hirus, Cartledge Coatings and Holmans who are also our financial controllers. It was acknowledged that our membership fees would be much higher without the tangible support of our Corporate Partners and the continued support of our members.

Grateful thanks were offered also to our CEO Trevor Rawnsley our Secretariat led by Peter McCall and to Holmans our financial controllers represented today by Hayley Thiess. Tina Turner our new Membership Services Officer was warmly welcomed to the ARAMA family.

The President noted that it had been another tough trading year for many members. ARAMA was also not immune from the effects of the continuing economic difficulties. It appeared though that some members were reporting improved trading conditions with some tourist accommodation providers reporting the best winter trading conditions for many years.

The President acknowledged the commitment by ARAMA to freeze any increases to membership fees for as long as it could and urged all members to seek ways to engage non members and encourage them to join ARAMA. Only with a significant increase in membership numbers can we expect to keep membership fees as low as possible and continue to deliver the increased services that members are expecting.

Bill Kemter **moved** and Simon Lill **seconded** that the President's report be accepted. **Motion carried.**

4. Financial Report

The meeting was reminded that this was the third year of reporting by Holmans and also our third full year of setting budgets. There is still some slight misalignment of cost centre reporting which is a factor of gaining a greater level of transparency and understanding of our expenses. These coding irregularities are being reduced each year.

Overall income from membership subscriptions was down slightly on last year. Despite this slight easing of income from membership subscriptions, ARAMA's performance in this area compares very favourably when benchmarked against other NFP Industry associations.

Overall our revenue increased across every other revenue line. Advertising revenue was up by \$5,800, Stationery sales were up by \$1,700, Events income was up by \$5,100. Interest received was up by \$1,175.

Total revenue increased by \$102,955 or 27.5% year on year which is our best result ever. This was mostly attributed to the impact of new revenue from our corporate partners. Overall expenditure was up by 20.9% on last year resulting in an unallocated surplus of \$47,159, an increase of 153% over last year and a record surplus for ARAMA.

Combined income from member's subscriptions was \$310,901 which represents a split of 65% of our total income into the state accounts. This is a pleasing trend which sees a steady re-balance from 2009 which resulted in an 83% split. Reducing the reliance on membership subscription revenues as a % of total revenues places ARAMA in a much more solid revenue footing with less reliance on only one particular revenue stream.

The Industry Development Fund is in its sixth year. It has a current balance of \$176,500 which is up \$82,230 on last year. The IDF includes funds held in High Interest Accounts and is the repository of the surplus funds from State and most of the branch bank accounts following on from the closure of these branch accounts. Each year the unallocated surplus from State is transferred into the IDF. NSW members have commenced contributing into the IDF at the same rate as all other members.

Chris Ward **moved** and Graham Christensen **seconded** that the financial report be accepted. **Motion carried.**

The auditor's report was tabled as published in the 2013 annual report.

Mark Ryall **moved** and Kim Cox **seconded** that the auditor's report be received and accepted. **Motion Carried**

5. Branch delegates to the State Management Committee

The following delegates nominations were accepted onto the State Management Committee:-

Eric van Meurs, Robbie Judge and Anne Fredericks (Sunshine Coast)

Simon Lill, Graham Christensen and Evelyn Vojtisek (Gold Coast)

Bill Kemter, Deborah Wijetunge and Maria Attenborough (Brisbane)

Jo Matthews (Whitsundays); Mick Whalen (Port Douglas); Brett Thompson (Townsville)

6. Election of Office Bearers

President

The current President, Bill Kemter agreed to stand again as President. There were no other nominations for President.

Bill Kemter was **nominated** by Chris Ward and **seconded** by Simon Lill. The motion was carried and **Bill Kemter was declared elected.**

Secretary/Treasurer

Eric Van Meurs the current Treasurer agreed to stand as Secretary/Treasurer. There were no other nominations for Secretary/Treasurer.

Eric Van Meurs was **nominated** by Chris Ward and **seconded** by Mike Clarke. The motion was carried and **Eric Van Meurs was declared elected.**

Simon Lill nominated himself as Secretary which was seconded by Ian Burt. The meeting did not support the nomination, therefore the motion was lost.

Simon Lill also nominated himself as Vice President which was seconded by Ian Burt. The meeting did not support the nomination, therefore the motion was lost.

7. Appointment of Auditor

Moved by Chris Ward and **seconded** by Ian Burt that **Steven Shirley of SPS Audit be appointed as Auditor for a further year. Motion carried.**

8. Insurances held

Moved by Chris Ward and **seconded** by Mark Ryall that **EBM be re-appointed as the Associations Insurance provider for a further year. Motion carried.**

9 General Business

Other matters were deferred for discussion either straight after the AGM or during the next State Management Committee meeting.

10. Close of Meeting

With no further business, the Chairman declared the AGM closed at: 12:35 pm.

Note: Discussion continued with attendees after the AGM had concluded regarding the following projects which were in progress. Notes appear below.

1. Digital/IT Project.

An executive summary (below) was circulated to attendees who were apprised of the progress to date.

"Data-flow" an independent digital consultant had been appointed to assist ARAMA to go to market and narrow down the number of available options to 4. The State Executive Committee had previously agreed to focus only on the submission from IVT.

Attendees agreed to the formation of a focus group comprising of Bill Kemter, Chris Ward, Trevor Rawnsley and Tina Turner. On Friday the 4th of October this focus group will receive the final proposal and demonstration from IVT and assuming they agree, present this to the SMC for approval at our next SMC meeting. Further actions steps are outlined in the Executive Summary.

Digital/I.T. Project

Executive Summary as at 20/9/2013

- Data-Flow as project managers commenced assisting ARAMA in short listing suitable organisations to provide, new data base, new website and upgrades e-mail maintenance services.
- Four organisations were shortlisted; IVT, MEMnet, Fastrack group/MEMnet and APT
- IVT were identified as the preferred option and more detailed pricing was sought as follows:-
 - Set up database & website \$29,500 + GST
 - E-Way payment gateway \$450
 - Chq & DD program \$500
 - 'Clique' Discussion Forum \$4,500
 - Auto renewal program \$850
 - TOTAL \$35,800 + GST
 - Project costs \$4,000
 - **TOTAL** **\$39,800**
 - Annual maintenance \$4,560 + GST (currently \$16,000 approx)
 - Mobile phone app \$4,800
 - **TOTAL BUDGET ALLOCATION** **\$45,000**

Action steps

1. Focus group (2-3) to be established. Final specifications identified via IVT webinar
2. SMC to Approve final funding (budget Allocation)
3. Program developed (P&S project chart created)
4. Pilot group 10-12 to be established. Field testing commenced.
5. Live Rollout in February/March 2014.

2. **One ARAMA Project.**

An executive briefing (below) was circulated to attendees who were apprised of the progress to date and the reasons for this structural change.

Consensus was achieved to move the matter forward and present this to the SMC for approval at our next SMC meeting. Further action steps are outlined in the Executive briefing document.

‘One ARAMA’ Project Executive Briefing as at 24/9/2013

Overview: In 2005, three separate Incorporated Associations were formed:-

- ARAMA Queensland Inc.,
- ARAMA Inc.,
- ARAMA NSW Inc.

Prior to this only QRAMA Inc existed.

At this time, all the assets and trading rights belonging to QRAMA Inc. were merged into ARAMA Queensland Inc. The QRAMA constitution was used as the basis for the association’s constitutions.

These changes were made to enable the association which was originally known as QRAMA to operate outside of Queensland.

In October 2012, ARAMA engaged NFP Analysts to assist it with new strategic plan. A strategic planning workshop was held and it identified a desire to move towards ‘ONE ARAMA’ and to ensure that each association operated in accordance with best practice and proper corporate governance.

In 2013 a review of the corporate governance of ARAMA was undertaken. The corporate governance review identified a number of matters including the need for further structural reform. A clear recommendation was delivered by NFP analysts to convert the structure of ARAMA from an Incorporated Association to a Company Limited by Guarantee (from Inc. to Ltd.)

A detailed report prepared by Keith Roberts of NFP Analysts and received by ARAMA in September 2013, notes that failure to take action in this respect could expose each association and its representatives to legal challenge if it continued to operate outside state borders. It was further identified that ARAMA Inc. was not structured correctly and was not operating in a lawful manner. Volunteer committee members could become personally liable and the associations insurances could be compromised if the current organisational structure was left unchanged.

Action Steps:

1. Merge ARAMA Queensland Inc., into ARAMA Inc.
2. Change ARAMA Inc to ARAMA Ltd in accordance with the corporations act and create a new constitution including a board of governance.