



Chapel Street Precinct Associated Inc.

**Deferred Annual General Meeting 2017:18**

Prahran Mechanic Institute  
39 St Edmonds Road, Prahran  
Held on 13 February 2019

**MINUTES**

**EXECUTIVE CHAIRPERSON / PRESIDENT WELCOME**

Justin O'Donnell (Chapel Street Executive Chairperson & President) welcomed all guests to the 2017:18 Chapel Street Precinct Association (CSPA) deferred Annual General Meeting (AGM).

He noted that the time was 6.14 pm and that due notice of this deferred AGM was given.

Mr O'Donnell announced that as per the CSPA Rules of Association [clause 36] a quorum was present.

**\*SEE APPENDIX A BELOW FOR THE ATTENDEE LIST**

Mr O'Donnell welcomed the Mayor of Stonnington, Cr Steve Stefanopoulos. He also welcomed from the City of Stonnington Cr Judy Hindle, Dalique Knight and Andrew Carcelli.

Mr O'Donnell also introduced Patrick Moriarty the CSPA governance contractor. He advised Mr Moriarty was overseeing the corporate governance of the AGM.

Mr O'Donnell cross-checked that all guests had signed the registry of attendance and cross-checked that there were no more proxies to declare.

**APOLOGIES RECEIVED**

Laura Main (Signed & Numbered)  
Evan Davis (Rams)  
Wendy Blain (The Como)  
Tammy Frew (STA Travel)

**ABSENT**

Katherine Sampson (Hello Sam + Little Green on Chapel)  
Martha Tsamis (Chasers Nightclub)

**INTRODUCTION OF CSPA BOARD**

Mr O'Donnell introduced the 2017:18 board of directors and thank them for their support over the past 12 months:

*Treasurer - Katherine Sampson (from Hello Sam & Little Green on Chapel)*  
*Secretary - Chris Voyias (from Delphi Bank)*  
*Laura Main (from Signed & Numbered)*

Mr O'Donnell also thanked the following board members who served during the last term:

Alison Baker (from Alison's Handmade Bread)  
Jeremy Koadlow (from Less Than Zero bar)  
Christian Ruggeri (from Kaya Health Clubs)  
Former President John Lotton (From Mulberry's Australia)

### **CSPA DIRECTION**

Mr O'Donnell covered the reasons CSPA deferred the AGM and talked about the changes that had been made for the collective benefit of the members. He read out the below:

CSPA was seeking to clarify critical constitutional matters including its **membership process**.

CSPA was responding to **important stakeholder feedback** and introducing significant business changes and a new 'member focused' direction.

CSPA was clarifying items pertaining to the **Chairperson's job description** and honorarium.

CSPA was wanting to implement a new member and director **Code of Conduct**.

### **ITEM ONE - CONFIRMATION OF PROXIES**

Mr O'Donnell declared the proxies had been ratified and Chris Voyias (Delphi Bank) held three votes in the room.

### **ITEM TWO - PREVIOUS AGM MINUTES 2017**

Mr O'Donnell tabled that the minutes from the Annual General Meeting held on 21 November 2017, were ratified by the Board and lodged with Consumer Affairs Victoria as required under the Act.

Mr O'Donnell then moved to resolve that the minutes of the previous Annual General Meeting, as posted on the Chapel Street member site (and provided as a handout), were accepted as a true and correct record of that meeting.

Mr O'Donnell asked if there were any corrections to the minutes. There were no corrections tabled and he noted they stand approved.

### **ITEM THREE - CHAIRPERSON'S REPORT**

Mr O'Donnell tabled and referred all attendees to the President's Report detailed in the Annual Report 2017:18 on page 4. He advised attendees to take the report booklet with them and read in their own time (if they had not done so already). He also advised that the booklet included an overview and summary of the many marketing activities and events conducted over the past year for review.

### **ITEM FOUR - FINANCIAL REPORT**

Mr O'Donnell advised that the 2017:18 Chapel Street Financial Report had been independently audited by Collins & Co. He advised the CSPA treasurer had deferred her role and Mr O'Donnell tabled the financials.

He noted a copy of the financials could be found on page 19 of the Annual Report booklet and also on the CSPA member microsite - [chapelstreet.com.au/members](http://chapelstreet.com.au/members).

### **ITEM FIVE - SPECIAL RESOLUTION**

Mr O'Donnell advised there were no special resolutions for ratification at the AGM.

**ITEM SIX - ELECTION OF THE CSPA BOARD**

Mr O'Donnell called forward Patrick Moriarty to conduct the CSPA board election.

Mr Moriarty declared all positions vacant. He then read from below:

Under clause 50 of the Rules of the Association, we must decide via resolution the size of the incoming board. As such I request a vote to accept that the members confirm the recommendation of the CSPA directors that the size of the board of management shall be 10 people excluding the executive chairperson/president.

ALL THOSE IN FAVOUR - 16/16  
AGAINST - 0/16  
MOTION - CARRIED (unanimous)

Mr Moriarty advised that subject to the CSPA constitution clause 49 (4) separate elections must be held for each of the following positions -

- (a) Vice President
- (b) Secretary
- (c) Treasurer
- (d) General Committee

As per Clause 49 (5), if only one member is nominated to a position they must be declared the member elected to that position.

Mr Moriarty advised that CSPA received one nomination for each of the positions and the following members that nominated for the Chapel Street Precinct Association Board have therefore been elected unopposed.

Mr Moriarty declared the following members officially appointed to the Chapel Street Precinct Association board:

Elected Members			
Vice President	Justin O'Donnell	Print Express	Alison Baker
Treasurer	Katherine Sampson	Hello Sam	Justin O'Donnell
Secretary	Chris Voyias	Delphi Bank	Justin O'Donnell
Board	Laura Main	Signed & Numbered	Alison Baker
Board	Lyndal Guterres	Betty's Burgers & Concrete Co.	Troy Kelly
Board	Alana Hutson	Pran Central	John Gilbert
Board	Kane Afford	Three Canaries Espresso	Truman Ng
Board	Nathan Weidemann	Vision Personal Training	Justin O'Donnell
Associate board members will be ratified at the next CSPA Board meeting on 13 March 2019.			

Mr O'Donnell thanked Mr Moriarty. He also welcomed the new CSPA directors. Mr O'Donnell added he looked forward to a collaborative future and welcomes the diversity the new board members collectively bring.

## **OTHER BUSINESS**

Mr O'Donnell advised if no one else had any other matters, he shall move to close the AGM and after a short break begins the CSPA Special General Meeting. No other business was raised.

## **CLOSE**

Justin O'Donnell formally closed the CSPA AGM and called the meeting closed at 6.23 pm.

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Chapel Street Precinct Associated Inc.

### **Special General Meeting 2017:18**

Prahran Mechanic Institute  
39 St Edmonds Road, Prahran  
Held on 13 February 2019

## **MINUTES**

### **SGM VICE CHAIRPERSON / PRESIDENT [OPENING]**

Mr O'Donnell welcomed all guests to the Chapel Street Precinct Association (CSPA) Special General Meeting (SGM).

He introduced himself as the Chapel Street Vice President. He noted that the time was 6.44 pm and that due notice of the Special General Meeting had been given.

He declared as per the CSPA Rules of Association [clause 36 (2)] a quorum was present.

**\*SEE APPENDIX A BELOW FOR THE ATTENDEE LIST**

### **ITEM ONE - CONFIRMATION OF PROXIES**

Mr O'Donnell declared the SGM proxies had been ratified:

Chris Voyias (Delphi Bank) held three votes in the room.

### **ITEM TWO - PROPOSED SPECIAL RESOLUTION**

Mr O'Donnell explained that the special general meeting was for the purpose of considering and, if thought appropriate, passing the following special resolution. He read out the below:

The previous CSPA board unanimously believed that the changes to update the constitution are in the best interest of all members.

The proposed special resolution must be passed by three-quarters of the members who are present at the meeting and entitled to vote (in person or proxy) in accordance with section 64 of the Associations Incorporation Reform Act 2012.

Mr O'Donnell asked guests to read through the proposed constitutional changes outlined on the hand out placed on chairs. This was the same documentation that had been sent to all members 21 days prior.

Mr O'Donnell then took a few minutes in silence to give everyone a chance to read carefully.

Mr O'Donnell asked did anyone have any questions.

The below questions were asked:

**1.What constitutes an Associate Member? Can you explain what a 'Logical Connection' means?**

*Mr O'Donnell explained that it is someone who has an interest in the prosperity of the Chapel Precinct Community and the CSPA board could value from their support.*

**2.What would be a reason why a member would not be accepted after application? What does *at the discretion of the board* mean?**

*Mr Moriarty explained no reason needs to be given but it would have to be a serious breach of the CSPA Code of Conduct, or that member had done something to bring the CSPA brand into disrepute.*

**3.Can you please advise in the half-senate who decides who has a 12-month term (to start with) and who gets a 2-year term? Would it be best to split the office bearers now?**

*Mr Moriarty explained that it would be decided by the CSPA board, in the first board meeting after the SGM. The board could draw straws or vote on how to split it. He advised this was at the CSPA boards discretion.*

**4.Does an owner get one vote per property?**

*Mr Moriarty explained that it was one application per property and one vote per property.*

Mr O'Donnell also made sure everyone who asked a question was clear on the answer and felt comfortable to move forward. He then asked did anyone have any more questions. None were raised.

Mr O'Donnell then called for a vote to pass the CSPA special resolution:

ALL THOSE IN FAVOUR - 16/16  
AGAINST - 0/16  
MOTION - CARRIED (unanimous)

**SGM CLOSE**

Mr O'Donnell formally closed the CSPA Special General Meeting and called the meeting closed at 6.58 pm.

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**\*APPENDIX A - MASTER ATTENDANCE LIST FOR AGM & SGM**

<b>QUORUM</b>					
<b>1</b>	Justin O'Donnell	<b>PRESENT</b>	Print Express	CSPA (Board)	BOARD APPLICATION RECEIVED - Vice President
	Katherine Sampson	<b>ABSENT</b>	Hello Sam	CSPA (Board)	BOARD APPLICATION RECEIVED - Treasurer
<b>2</b>	Chris Voyias	<b>PRESENT</b>	Delphi Bank	CSPA (Board)	BOARD APPLICATION RECEIVED - Secretary
	Laura Main	<b>APOLOGY</b>	Signed & Numbered	CSPA (Board)	BOARD APPLICATION RECEIVED - General Board

3	Kane Afford	PRESENT	Three Canaries Espresso	Member	BOARD APPLICATION RECEIVED - General Board
4	Nathan Weidemann	PRESENT	Vision PT	Member	BOARD APPLICATION RECEIVED - General Board
5	Alana Hutson	PRESENT	Pran Central	Member	BOARD APPLICATION RECEIVED - General Board
6	Lyndal Guterres	PRESENT	Betty's Burgers	Member	BOARD APPLICATION RECEIVED - General Board
	John Gilbert	PRESENT	Pran Central	Member	RSVP'ed from deferred EDM
	Maxwell Gratton	PRESENT	MQFF	CSPA Associate	Associate Member (no voting rights)
	Jack Hall	PRESENT	Thorne Harbour Health (VAC)	CSPA Associate	Associate Member (no voting rights)
7	Yvette Switalski	PRESENT	670 Chapel	Member	RSVP'ed from mail out
8	Gary Koens	PRESENT	670 Chapel	Member	RSVP'ed from mail out
9	Tom Betts	PRESENT	Metro Tunnel	Member	RSVP'ed from deferred EDM
	Martha Tsamis	ABSENT	Chasers Nightclub (Owner)	Member	RSVP'ed from mail out
10	Anne-Marie Lennon	PRESENT	The Como (General Manager)	Member	RSVP'ed from mail out
	Wendy Blain	APOLOGY	The Como	Member	RSVP'ed from mail out
11	Sarah Brathwaite	PRESENT	Red Drum Music Studio (Manager)	Member	RSVP'ed from mail out
	Tammy Frew	APOLOGY	STA Travel (Store Manager)	Member	RSVP'ed from deferred EDM
12	Miao Mangmang	PRESENT	The MC Showroom (Director)	Member	RSVP'ed from deferred EDM
13	Craig Bryant	PRESENT	Paxus Productions (Owner)	Member	RSVP'ed from deferred EDM
	Evan Davis	APOLOGY	Rams (Executive Assistant)	Member	RSVP'ed from deferred EDM
	Cr Steven Stefanopoulos	PRESENT	City of Stonnington (Mayor)		
	Cr Judy Hindle	PRESENT	City Of Stonnington		

	Andrew Carcelli	PRESENT	City Of Stonnington		
	Dalique Knight	PRESENT	City Of Stonnington		
	Patrick Moriarty	PRESENT	CSPA Governance Contractor (Our Community)		
	Michelle Fifi	PRESENT	Chapel Street Precinct Association	Staff	
	Chrissie Maus	PRESENT	Chapel Street Precinct Association	Staff	
14	Taylor Granch	PRESENT	The Emerson (Bar)	Member	Showed up on the night - no RSVP
15	Steven Kaoulla	Chapel Street Pawnbrokers	PROXY (Held by Chris Voyias)		
16	Michael Kaoulla	376 Chapel St South Yarra	PROXY (Held by Chris Voyias)		