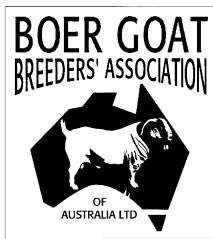


**Boer Goat Breeders
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Boer goats 'meating' the market

10 July 2010

Dear Members,

Re: Incorporation

In a letter to all State Executives dated 2 July, 2010, the Board has advised that *"unless they receive your positive refusal by the 31st August 2010 to become Incorporated as a State Body, they will assume that you have accepted a willingness to participate in the new structure and will therefore move to be Incorporated with the following month"*.

While we understand that most members will not have detailed information on the Incorporation proposal, it has been discussed in the Boer Briefs and the Victorian newsletter and so members should have had some time to consider the benefits/disadvantages of such a change in organisational structure. While your Victorian Committee is quite willing to act on members behalf, we need to be sure we are representing Victorian members' views. Therefore we offer the following information and actions that have taken place since the last AGM where the Board raised its proposal to change the structure.

The following timeline puts the discussion on Incorporation into perspective:

9/10 January 2010: A meeting of State representatives and the Board met to discuss changes to the BGBAA including Incorporation. Amongst other things, it was resolved at that meeting to formalise a Steering Committee and that a second opinion on Incorporation would be obtained from the BGBAA solicitor.

16 February 2010: A letter was sent to State Executives by Col Murray requesting two State representatives for a Steering Committee by the end of February. We responded with the nominations of Ian Turpin and Judith D'Aloisio. No acknowledgement of these nominations or further response was heard from the Board.

February Boer Briefs: Publication of letter by Col Murray to members dated 5 February, 2010 (no specific mention of Incorporation) and an article published on Incorporation, after Col Murray spoke to NSW executive on this subject, stating the advantages. Nothing on the disadvantages.

25 February, 2010: A letter was sent to State Executives from Col Murray attaching a copy of the Notes from the January meeting and advising that:
“your Board have requested that you consider the recommendations made at the meeting on incorporation (see Appendix 5), consult with your members and advise the Board of any reasons you believe that incorporation should not go ahead as early as possible. “

Appendix 5 from the January Notes follows:

That the States of VIC, NSW and QLD, by the end of February, become Incorporated under the Incorporation Act of each State and the States of TAS, WA, and SA be encouraged to do likewise as soon as possible. Each State upon Incorporation to be given from the Federal Board funds (seed capital) to open an account and also to receive 30% of membership fees paid by that States members, and that this amount be reviewed upon the Budget.

The Federal Board meet the costs of each states Incorporation and also meet the cost of each State having professional indemnity and public liability insurance to the current level of the Federal Board.

TAS, WA & SA will be encouraged to have their own Incorporation and until such time as that occurs they won't have a separate State identification.

If at any time TAS, WA & SA provides an Incorporated Association they will immediately receive the required funding.

The only part of the establishment will be that each State Association has as its primary objectives the objects of the Federal Board in promoting the goat industry. (Aims & Objectives listed Strategic Plan 2005-8 Article 2.0)

Moved: John Barrett Seconded: Marlene Andrew All in Favour.

25 February 2010: The Victorian Branch (copied to all states) responded to the Board requesting advice from the BGBAA Solicitor (following the Steering Group recommendations in January and stated as Action in General Business item 7 Board Minutes 18/2/2010)

8 June, 2010: Letter from the Board (Col Murray) to State Secretaries with attachment from BGBAA Solicitors dated 29 April 2010:

“.. the Board request that your committee and, if considered appropriate, with your members and then respond to the Federal Board by the 18th June 2010. If unable to respond by this date please advise John Thomas as soon as possible. We apologise for the short notice”

9 June, 2010: The Victorian Branch met in an extraordinary meeting and put the following motion to the Board (copied to all States):

"The Victorian branch believes the matters of Incorporation and Restructure should be discussed more fully through the Steering Committee to which members of the States were nominated at the end of February. A number of issues still need to be resolved particularly finances. We believe these matters have huge implications for the future and should be considered at length.

Moreover, we believe Incorporation would be more readily accepted by members if it was integrated into a Strategic/Business Plan for the next three years which outlined the goals, objectives and a vision for the Association. This would ensure that all Incorporated States were following the same path".

*Moved Ian Turpin, Seconded Judith D'Aloisio
All agreed.*

It is understood other States put forward a similar response.

Whilst we are not opposed in principle to Incorporation, the Victorian Branch are of the opinion that a "positive refusal" should be given to the Board at this point in time for the following reasons:

1. We believe more discussion needs to be undertaken between the States, particularly with representatives from the smaller States of Tas and WA, through the Steering Committee and members of the Board, that Incorporation is the best way to go.
2. The issue of finances is a critical one and we have had nothing in writing from the Board with respect to "seed money", a confirmed amount to be allocated from membership fees or that the Board will meet the costs of Incorporation and Insurance at State levels.
3. We believe Incorporation needs to be built into a Strategic Plan for the next three years so we can see how it fits into the Objectives and Vision for the Association. The last Strategic plan was 2005-2008 making a review urgent. Unless all States are following the same path the Association will only become fragmented through Incorporation with each State "doing its own thing".
4. The letter from the BGBAA Solicitor explained that Incorporation was "doable". We believed the brief (based on the discussion at the January meeting) was to ask "Is Incorporation the best way to go?", in other words a second opinion. This has not been sufficiently explained from a legal perspective.
5. Incorporation is not something the Association should undertake quickly or lightly. Once done it cannot easily be undone without considerable cost. We believe the time should be taken to discuss it fully, it should then be put to the membership through a Resolution (as a change to the Constitution), with advantages/disadvantages clearly presented to members, to be voted on at the next AGM.
6. Considerable resources (time and financial) are going to become the States responsibility. We need to be assured we will have enough finances and support from membership to undertake Incorporation (eg Accountant's fees/commitment from members to sit on the Executive and accept the associated Statutory responsibilities). Otherwise the work of a few will become magnified to the extreme.
7. We believe that the question of "Why Incorporate?" has not been fully discussed or answered by the Board.

We are seeking membership comment and input. A response needs to be made to the Board well before the end of August so they are in no doubt as to Victoria's position. Please feel free to contact any of the Committee members below to discuss the matter or put your views in writing. We believe Incorporation to be a major step in the future of the Association and not something that should be undertaken without all members being fully informed about the advantages/disadvantages in order to make an informed decision.

We have placed the following on the Victorian Branch website for your perusal:

- Notes from the Steering Committee meeting 9/10 January
- Letter from the BGBAA Solicitor
- Letter from the Board dated 2 July 2010 requesting a decision on Incorporation.

We would appreciate your feedback by July 30, 2010.

Signed:

Ian Turpin
Chairman
BGBAA Victorian Branch

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