

Meeting May 12th 2023 Via ZOOM to resolve the continuation of the Fellowship

Welcome by President Vernon:

President Vernon welcomed everyone to the meeting

Confirmation of Attendees.

Vernon Redhead G0EGW : President

Ed Tyler N4ETD : IPP

Craig Bledsoe KL7H : VP USCB West

Philip Byrne VK2MCB : VP ANZO

Malcolm Campbell PA3AHC : VP CENAEM : Arrived late due to connection issues

Gustavo de Faria Franco PT2ADM : VP SACAMA

Joe Spears AF1E : VP USCB East

Nicholas Wilkinson G4HCK : VP RIBI

Lindsay Pearson G3VNT : Treasurer

William Main VK4ZD / KG5SDI (PP) : Webmaster:

Diane Main VK4DI / AG5JI : Secretary

JAPAN advised by email that they wished to remain neutral and were accepted as abstaining

No Correspondence was received from VP Africa at any stage

Confirmation of Nicholas Wilkinson G4HCK as VP RIBI as Brian Whittaker G3LUW has resigned due to ill health and requiring a pacemaker.

Vote: 7 for and 4 against (IPP Ed Tyler, VP USCBE Joe Spears, VP USCBW Craig Bledsoe and VP SACAMA Gustavo de Faria Franco)

Confirmation by all current Officers: to agree to accept the majority vote on each of the 3 items requested by RI Fellowships.

Vote was 7 for (Malcolm advised of his support once he was able to join the meeting) and 4 against (IPP Ed Tyler, VP USCBE Joe Spears, VP USCBW Craig Bledsoe and VP SACAMA Gustavo de Faria Franco)

1: Submit a complete 2021-2022 Annual report to the General Secretary

IPP ED Tyler stated that they had a full list of members and there were less than the stated number in the report compiled by the Secretary.

IPP Ed Tyler was advised that the Webmaster had previously received a list of members names (including email addresses in strict confidence) from Japan. Japan had specifically requested that their email addresses not be recorded in any open database, as many members had been subjected

to email fraud. The UK and Europe had also supplied updated membership data to the webmaster. Accordingly the number from the US database plus the numbers from other regions were collated and that is how the Total Membership numbers were arrived at.

Also IPP Ed Tyler said the Lifetime Membership had been approved at the 2021 AGM. IPP Ed Tyler was advised that as there was no record of that as no minutes were provided, it was a contentious issue. IPP Ed Tyler then stated that the webmaster & secretary were not in attendance as it was a ZOOM meeting. Both Mr & Mrs Main stated that they were indeed at that meeting and IPP Ed Tyler did not return a rebuttal.

VP ANZO Phil Byrne stated he wasn't averse to lifetime being a membership option.

Otherwise the report for RI was not objected to by any members and as such will be submitted to RI.

2. Adopt RI's 2022 Suggested By-Laws for Rotary Fellowships

For Clarification:

#1 are the By-Laws requested by and compiled for President Vernon

#2 are the By-laws submitted by IPP Ed Tyler

Vote: 7 for and 4 against (IPP Ed Tyler, VP USCBE Joe Spears, VP USCBW Craig Bledsoe and VP SACAMA Gustavo de Faria Franco)

3. Resolve it's election and governance disputes in an amicable manner

It became very noticeable that the USA and SACAMA could not agree with the rest of the members of the board.

IPP Ed Tyler was advised during the meeting by more than 1 participant that he is not the President.

A comment was made that IPP Ed Tyler chose to use a membership system that had not been approved by the board.

IPP Ed Tyler insisted that he had the prerogative as President to choose to institute a new Membership system as the one supplied by PP John Moriarty in 2017 "didn't work".

NOTE: THE HCOL system used by IPP Ed Tyler has only just been brought up to date in the last 6 months and so did not have accurate records, and remains incomplete.

NOTE: The system written by Dr Moriarty has been in use for some years by a Rotary E-Club and remains in use without issues by that Rotary E-Club.

NOTE: Governance issues relate to the following:

1. Agreement that President Vernon is the properly elected President of the Fellowship.

No dissent was heard

2. The AGM was valid and has been previously acknowledged so by RI's mediator.

No dissent was heard

3. That ROAR's funds will be dutifully transferred over to the currently appointed Treasurer within the next 7 business Days:

Following this often acrimonious discussion it became clear that IPP Ed Tyler's views were in direct opposition to those of the majority of the board.

IPP Ed Tyler claimed at the suggestion of quarterly updates of finances (as listed in the #1 set of by-Laws) would be difficult for a treasurer to comply with having too much administrative paperwork and would become a dis-incentive for regional use of funds.

VP ANZO Phil Byrne asked what the differences between the 2 sets of By-Laws were.

IPP Ed Tyler stated that the major differences were in the financial aspect and out of the USA By-Laws was a strong commitment to engage the membership in a way that was totally positive. He continued to push the point that the funds must be in a bank account owned by the fellowship.

He continued to go over old ground that was irrelevant to the current discussion.

He acknowledged that PP Dr Moriarty assisted in obtaining a Tax ID in the US and stated that the account is owned by the Fellowship. IPP Ed Tyler found the responsibility unclear in the #1 set of By-Laws.

Excerpt from #1 set of proposed By-Laws for clarification

a) *Banking:*

- i. *The Chair and the Treasurer shall ensure that suitable banking facilities are used to deposit the Fellowship's funds, which shall be held in the name of the **Fellowship**.*

Treasurer Lindsay Pearson stated that "in the days of Internet Banking we could come to an agreement of payment of funds, and the account can be centred anywhere, the issue that we are discussing is that the treasurer has full control of that account *and that does not mean that you personally (IPP ED Tyler), as I understand it, are the only person who can devolve any of the money that is that account.*" Treasurer Lindsay Pearson said to tell him if is wrong on that point. IPP Ed Tyler stated that both he and past treasurer Ingo Werk are signatories on the Fellowship account. It is a matter of transferring the funds in an account owned by ROAR to another account owned by ROAR that has to be in the name of the Fellowship and not in the name of an individual

Treasurer Lindsay Pearson requested IPP Ed Tyler to make the transfer to the UK Branch of Barclay's Bank, which is indeed in the name of ROAR, we would be very happy to receive that money. There is no problem. Treasurer Lindsay Pearson could give the IBAN Number, the Account number, and the SWIFT transfer information. That money can be in the account tomorrow if IPP Ed Tyler cared to make the transfer.

IPP Ed Tyler stated that at this point, given the outstanding issues on the By-Laws, if we have not resolved the issues he would not agree to do that and he would not recommend it to Ingo.

IPP Ed Tyler stated that the USA by-laws were passed by 90% of the members in the US who voted in the ballot. *For accuracy as reported in an email by IPP Ed Tyler (A total of 54 votes were received. Of those votes, 46 (85%) approved those new By-Laws, 3 (6%) voted in favor of the alternate By-Laws, and 5 (9%) abstained) the email went to approx. 86 members in total.*

Treasurer Lindsay Pearson stated that as we have had a vote on the By-Laws and as the majority in this group voted for the By-Laws that came from President Vernon we should accept them.

IPP Ed Tyler vehemently stated that is rejected by the members in the US. IPP Ed stated that the group here had refused to include all of the membership. That refusal has deprived every member of the right to decide.

Secretary Diane Main said "we canvassed members not by a vote because the vote that was sent out was not agreed to by the board, IPP Ed Tyler advised President Vernon he was going to do it. IPP Ed Tyler sent an email to his list of members and not all members voted. We have members who have advised they preferred President Vernon's By-Laws to go through. We have had a number of meetings of our members and they approve of those By-Laws. We are representing the people that have put forward opinions both in the UK, Europe and ANZO. We are doing what our regions want."

IPP Ed Tyler requested the material so they could audit that vote: Secretary Diane said "no, we did not have a formal vote we had discussions over the By-Laws, in fact lots of discussions over the by-laws. The By-Laws were circulated amongst our group and they have been emailed to everybody from our system and that includes those people that are not on your list. They went to the Japanese as well as we sent them to Japan and they distributed them amongst themselves. At the end of the day, we have been asked to represent our regions, we are representing the regions that have voted for the #1 set of By-Laws. At the end of the day RI just asked for the board to agree, and once the board agrees we can then ask the members to adopt them."

IPP ED addressed President Vernon saying they (the USA) always wanted full involvement of the Fellowship Of Rotarians of Amateur Radio, the organisation which you are president of, the issue will not be resolved if you do not get a full vote. He further went on to discuss voting and then said the members of ANZO requested the fellowship be dissolved and does Vernon want to be the cause of the Fellowship being dissolved, coz that's what you are going to get.

PP Bill Main said "Ed you're re-iterating that claim over and over again, the only reason that I requested that the membership be dissolved was because of the continuing problems that you instituted, leaving me no option whatsoever because you insisted , absolutely that you had full control over the funds." IPP Ed Tyler tried to interrupt and PP Bill Main stated that IPP Ed Tyler made a statement that was incorrect.

More accusations from IPP Ed Tyler to PP Bill Main regarding the request to dissolve the Fellowship. PP Bill Main stated he has emails showing he has said he supports the Fellowship continuing.

VP ANZO Phil Byrne stated "We are at an impasse and we are not going to progress any further because the 3rd element, we disagree, that is the board as we sit here talking with each other. We disagree and are split by a vote of 7-4 with regards to the By-Laws. We are also going to disagree with regards to the item which is next up, which is we agree to resolve all of our concerns in an amicable manner. I didn't get amicable from this.

We have to agree one set of By-Laws goes ahead and if there are any issues with that, we resolve them over the short period in the future. We've only got 1 day to do that. We are not going to resolve Ed's concerns over polling the hundreds of people who are in ROAR, particularly of concern will be the Japanese because they have a significant language problem. We would have to get everything translated into Japanese so that they understand what the issues are. So as we sit here today we are going to disagree, potentially RI will fold ROAR as a result of what's going on, because there is disagreement amongst us, we are not agreeing on anything. In fact the Americas are in total disagreement with the rest. So I don't see a way out."

IPP Ed Tyler insisted on a vote as a solution: ignoring the comment from VP ANZO Phil- that language would be a major barrier to the current 40-50 Japanese members (*who have stated they wish to remain neutral*).

Note: The same scenario would be for those in other parts of South America, Russia, Europe and many parts of Asia. If English is a second language then the finer details of either set of By-Laws would not be clearly understood.

IPP Ed Tyler claimed that they had been blocked and the people in the US who voted, plus 8 other countries (*only 46 people voted*) would not stand for a set of By-Laws being stuffed down their throat as an emergency action

VP ANZO Phil Byrne stated that he knows IPP Ed will not give in. IPP Ed Tyler replied "I'm going to follow the wishes of the people in the US that voted."

VP ANZO Phil Byrne said "if that is the case I feel that the best thing I can do is tender my resignation from ROAR as of this meeting. I don't have confidence in the process IPP Ed proposed. I'm not getting any enjoyment my time in ROAR as a result of this and am personally better off out of the Organisation. I can't see myself getting any satisfaction out these proceedings."

VP CENAEM Malcolm Campbell said he absolutely supports Phil all the way, he will not be resigning right now, but the issue he makes is perfectly clear, this is an impossible situation, we are dealing with someone across the Atlantic who is not with us, we are the rest of the world and so we know what we are trying to do, and we are not going to change. He then asked VP ANZO Phil Byrne to "hold your horses, we are not finished yet". He also stated "Vernon we are with you all the way."

VP ANZO Phil Byrne left the meeting

Treasurer Lindsay Pearson said "on a financial matter Ed, I suggest you put the funds into the Foundation because your organisation is America only, that is your decision. Phil has expressed a view that quite a few of us share and that is the only honourable place you can put the money."

IPP Ed Tyler then stated that they have received no dues from Britain, he had received no dues from Japan in the last 2 years. The majority of the funds that have accrued to that account in the past 2 years have come out of the US.

Treasurer Lindsay Pearson said "that is correct , well done you. As far as the dues that come from the UK or any other country, the way that your organisation at your end of things has occurred and behaved means that nobody is going to put any further funds into an organisation which frankly is running according to your own rules, That is fine but nobody else is going to contribute to your organisation because of the way you are running it you will receive no further funds. It is quite simple."

IPP Ed Tyler said “For the 3 years that I was president I was not able to obtain an accounting from Britain or from Japan on the members they were paying dues for. If you can’t find out how they paid dues for how do you count the members, how are you able to get a vote from the members. “

Treasurer Lindsay Pearson said “In your role as President, quasi treasurer you were meant to supply RI with full accounts. The best I have seen so far is money in, money out, money in the bank.

That is not a full set of accounts, that is a balance sheet of the most limited order. It suggests you are trying to hide the finances of your end of the organisation, because I have seen no information. When I became treasurer, what should have happened is that the accounts should have been forwarded to me. I have received nothing from you.”

IPP Ed Tyler proceeded to state he did not have the Treasurer’s email details (*NOTE: the generic treasurer@ifroar.org email redirection which has been in place for many years also works for the current treasurer*).

Treasurer Lindsay Pearson responded with: “oh for goodness sake all you have to do is ask Vernon, that’s not difficult”

IPP Ed Tyler then asked “Why didn’t I have it from him?”

Treasurer Lindsay Pearson responded with “my address, I will be pleased to receive them is Lindsay.pearson@btinternet.com. That is now being recorded.”

IPP Ed thanked Lindsay

Treasurer Lindsay Pearson asked to see the detailed accounts for the last 4 years, not just in, out & balance. It shows that you have not been making proper accounts and therefore are defaulting from RI Rules.

IPP Ed Tyler said “I fully resent the statement and the accusation that you have made. You have been listening to people who have made, have an axe to grind. Every penny that has gone into that account has been accounted for and has been submitted to external people to review, and I am not going to sit here and take this kind of stuff from people who don’t know.”

Treasurer Lindsay Pearson said “excuse me but you have just accused our end of things of not sending you our information. “ IPP Ed Tyler then got very adamant that he had no accounting from RIBI, he doesn’t have a listing of the members that have paid, he doesn’t need to know

how much they paid but if we are going to maintain any kind of records we need to know who the paid members are.

We need to know how to communicate with them when we need to.

Treasurer Lindsay Pearson said that's fine and IPP Ed Tyler says nobody provides it.

IPP Ed Tyler repeatedly refused to transfer the funds although he has not been the appointed Treasurer for over 4 years but is still a signatory to ROAR's bank account.

Webmaster Bill Main said "I would like to comment on the list because each time that Japan has paid over the years, they have always provided a list of their members and they have been passed on, whether you have chosen to pick up on them or whether the treasurer at the time has chosen to pick up is not for me to decide."

IPP Ed Tyler stated that they were meant to be provided to the Secretary & the treasurer and they were provided to neither.

Webmaster Bill Main said "the last time from Japan they did in fact supply a list and they were passed on."

Treasurer Lindsay Pearson said "I think we have come to a conclusion here"

IPP Ed Tyler once again reiterated having a vote: *(the intricacies of language issues were dealt with earlier in the discussion)*

Webmaster Bill Main & President Vernon Readhead both stated "That is not what RI has asked for at all."

Treasurer Lindsay Pearson said "I'm sorry Ed "

IPP Ed then said: "we are at an impasse"

Treasurer Lindsay Pearson stated that IPP Ed was the impasse

Discussion and interaction continued with the role of a mediator being discussed and both sides agreed that the mediator suggested by RI did not fully understand his role and 7 months were wasted with no end result.

President Vernon Readhead said "I cannot see the meeting going anywhere" and said "we need to report back to RI that we cannot agree. I would like to take advice on where we go from here"

Treasurer Lindsay Pearson said that on a financial basis as I am supposed to be the treasurer on an International basis, I can recommend that all funds that are related to ROAR, including the Americas and anywhere else are donated to the Foundation because that is the best way that we can use the money. There is no point in it sitting in an account in the UK or in Australia, New Zealand or America because it can't be used to continue ROAR because ROAR no longer exists."

IPP Ed Tyler said "there needs to be a full accounting of that money" and Lindsay agreed.

Treasurer Lindsay Pearson says he has no problem, he knows what is in their bank account and he had no doubt you, IPP Ed Tyler know exactly to the nearest dollar and cent what is in your account and that means that you can transfer that money and I can arrange the transfer of the money from that account.

IPP Ed Tyler said he would transfer the money to RI. He was advised that RI stated the funds have to go to the Foundation.

Treasurer Lindsay said he would appreciate IPP Ed sending him those account figures so that he can on behalf of ROAR tell Rotary International what is going into their account.

IPP Ed said the US requests the same of Treasurer Lindsay

Lindsay said that's fine, but you have no actual power to do that, because I am the treasurer.

IPP Ed said that in that case it will have to be a direct transfer to ROAR and it will be handled in the US

Treasurer Lindsay asked if IPP Ed is refusing to disclose the amount of money.

IPP Ed then stated he didn't say he wouldn't disclose it, he will disclose it if it is requested by RI.

Treasurer Lindsay said "If I am the treasurer I expect you to advise me"

IPP Ed said "I understand what you are asking but based on the by-laws we view as being passed in America all of these officers are suspended until the time that we have a new election" *(A majority of this board have not accepted those By-laws and therefore they are not in operation. Until RI accepts either of the proposed by-Laws: neither are operational)*"

IPP Ed Tyler continued to argue the point that the Bylaws were passed in America and that's what's in there.

PP Bill Main said "the By-laws have not been passed by ROAR."

IP Ed stated "We do not honour or respect your ability to pass this."

President Vernon said that the discussion was going nowhere and it is not satisfactory, and we have to agree to disagree. He also stated he had not seen a proper accounting out of the USA: Just a balance sheet. President Vernon stated the money needs to go to the Foundation.

IPP Ed left the meeting

Secretary Diane Main said “a number of points: the accounts as presented: there were 2 bits of paper, reports sent via Ed from Ingo and if you look they are up on the IFROAR.org website and if you go into those accounts they say things like a bulk amount transferred multiple times and money out, but there was no itemization. Details such as for example Vernon Readhead \$20 membership, Nicholas Wilkinson \$90 5 year membership. There was no detail in the accounting and there were no detailed accounts the year before either. This is why the members outside of the US got upset because those accounts were not in an Internationally recognized accounting format nor could they be audited should somebody from RI come along and say we need to audit your accounts. That placed the Fellowship in an extremely precarious position. We had to ask at the AGM for some clarification. The minutes for the AGM, all 12 pages of them, went up on the website yesterday.

The chairman had to ask what the payments were that came in and what the payments were that went out.

At the AGM lots of accusations were thrown about. The bottom line was that because Past Secretary Phil was sick, early notification of the AGM wasn't sent out. When Vernon realized that had happened, I was asked to take over the position of AGM secretary and send it out. I did the best I could under the circumstances. I asked for nominations with resumes. I sent that out more than once. IPP Ed then got upset and said he hadn't received the AGM Stuff so I re-sent it to him, including that fact that we wanted written resumes and written proposals and written nominations. As AGM Chairman rightly said if you are going to propose somebody, (I clarified that I didn't know Lindsay from a bar of soap until I saw his CV post the AGM.) There were no CV's (resumes) for anybody else. The proposal to combine to 2 jobs of secretary and treasurer to me is frankly ridiculous. I spent 6 years as Secretary/Treasurer in a radio club. When I wanted to get out of the position, nobody would take it over because it was too big a job. Also if the secretary gets run over by a bus then you have lost your treasurer as well.

As we know past Secretary Phil Fleming was in 2 car accidents, it's easier to replace him and still have an active treasurer than it is to replace a Secretary & Treasurer if that happens. We have discussed this with Joe Spears before as not being a good idea, there are very real reasons for

not doing that, especially in an International Organisation and the positions should be spread amongst the membership, not all in 1 country.”

Diane also commented that there were 40 – 50 Members in Japan, plus 25-30 in RIBI plus members in other countries in Europe.

Lindsay agreed on the paper trail being required and said as ROAR does not have a clearly defined paper trail, and bulk deposits are not a correct accounting method he would be bound to notify RI as the incoming treasurer of his concerns.

President Vernon Closed the meeting and stated Diane would have to report back to RI

Meeting closed at 2235 UTC

Thanks to VP RIBI for hosting the meeting,

President's Comment

This is the best result that we could achieve, unfortunately some officers did not choose to agree on even the simplest item on the agenda - to validate the VP RIBI officer. This is a very disappointing as there was only one person in RIBI willing to take on the position. We trust that the majority vote is adequate. The new proposed RI Compliant By-Laws (from President Vernon Readhead) allow for a 2/3 majority vote.

The details of this report were confirmed by listening to the recording of the ZOOM meeting

Yours In Rotary Service

Vernon Readhead

President