



Athletics Australia
ABN 72 006 447 294

Minutes of 30th Annual General Meeting of Athletics Australia held on 24 October 2014, at Athletics House, Catherine Freeman Room, 31 Aughtie Drive, Albert Park Victoria commenced at 1.30pm

Ordinary Business

1. Apologies and obituaries

The Chair opened the meeting and welcomed Directors, Delegates, Life Governors, Life Members and observers.

Present

David Grace QC
Matt Mahon
Nick Moore
Anne Lord
Brenda LaPorte
Jan Swinhoe
Nathan Deakes

Position

President and Chair Athletics Australia
Vice President, Athletics Australia
Vice President, Athletics Australia
Director, Athletics Australia
Director, Athletics Australia
Director, Athletics Australia
Director, Athletics Australia
CEO, Athletics Australia
Company Secretary and COO, Athletics Australia

Delegates

Desmond Johnson President, Queensland Athletics
Sean Scanlon President, Athletics New South Wales
Neil Boden President, Athletics Australian Capital Territory
Ian Jones President, Athletics Victoria
Joe Stevens President, Athletics South Australia
Wayne Loxley CEO, Athletics Western Australia (for David van der Walt)
Aaron McMahon Director, Athletics Northern Territory (for Kevin Mulvahil)
Brian Roe Executive Officer, Athletics Tasmania (for Mike Gunson)

Apologies

Melissa Babbage Director, Athletics Australia
Peter Bromley Director, Athletics Australia
David van der Walt President, Athletics Western Australia
Kevin Mulvahil President, Athletics Northern Territory
Mike Gunson President, Athletics Tasmania
Wilma Perkins President, Australian Masters Athletics
Geoffrey Martin OAM Life Governor
Brenda Pearl OAM Life Governor

The Chair noted the obituaries listed in the 2013/14 Annual Report.

2. Minutes of the previous Annual General meeting

The minutes of the 29th Annual General Meeting of Athletics Australia held on 28 November 2013 were adopted and signed by the Chair.

3. President's Report

The President's Report on the affairs of the Company was presented and taken as read.

4. CEO's Report

The CEO's Report on the affairs of the Company was presented and taken as read.

5. Financial Statements and Reports

The financial statements of the Company and its controlled entities and the reports of the directors and auditor for the financial year ended 30 June 2014 were presented by the COO and taken as read.

6. Election of Directors

Nominations for directors received by the company were noted.

Pursuant to clause 27.1 of the Athletics Australia Constitution it was unanimously agreed that:

- (a) Ms Anne Lord, who retires in accordance with Clause 30.3 of the Company's Constitution and being eligible, be re-elected as a director.
- (b) In accordance with Clause 31.1 of the Company's Constitution, the appointment of Ms Jan Swinhoe as a director be ratified.
- (c) In accordance with Clause 31.1 of the Company's Constitution, the appointment of Ms Brenda LaPorte as a director be ratified.

7. Election of Auditors

Pursuant to clause 27.1 of the Athletics Australia Constitution it was unanimously agreed that:

- (a) The Company Secretary be authorised to sign and lodge ASIC Form 315 to remove SLM Audit Services Pty Ltd as the Company's auditor.
- (b) Lachlan Nielson Partners Pty Ltd be appointed as the Company's auditor for the 2014-15 financial year.

8. Special Awards

Nominations made by the Special Awards Committee under clause 11.2.1(a) of the Company's By-laws were noted.

Pursuant to clause 27.1 of the Athletics Australia Constitution it was unanimously agreed that:

Life Governorship pursuant to Clause 7.7 of the Athletics Australia Constitution be conferred upon Patrick (Pat) Clohessy.

It was resolved that Life Membership of Athletics Australia be conferred upon Max Binnington, Dr Chris Bradshaw, Peter Lawler and Mike Hurst.

It was resolved that the Edwin Flack Award be conferred upon Nathan Deakes.

9. Other Business

It was noted that there was no other business of which due notice had been given or which in the opinion of the Chair of the meeting, may be expedient.

Special Business

10. Constitutional Amendments

Twelve resolutions to amend the Athletics Australia Constitution were presented for consideration.

It was agreed to amend resolution 9 by deleting the last sentence:

“The maximum number of Directors who may be elected to office is ten”.

Pursuant to Clause 27.1 of the Athletics Australia Constitution it was unanimously agreed that resolutions 1 to 9, 11 and 12 be approved as a special resolution:

Resolution 1

“That clause 8 of the Constitution be amended by deleting clauses 8.2, 8.3 and 8.4.”

Resolution 2

“That the following sentence be added to clause 8.1:

“The By-laws will describe the National Programs to be delivered by the Company with the funding for such Programs to be agreed between the Company and the Members”.

Resolution 3

“That clauses 9 and 10 of the Constitution be deleted”.

Resolution 4

“That clauses 11.1 and 11.2 of the Constitution be removed and be substituted with the following:
“The Board will determine any fees and levies for each Financial Year and payable from time to time by Members and Associate Members with any such fees having a direct relationship to the delivery of agreed National Programs. The CEO of the Company will consult with Members in relation to such determinations. Any increase in fees or levies will be notified to the Members by no later than 30 April of the year in which the increase is to take place. Such increase will date from the commencement of the Financial Year commencing immediately after the notification”.

Resolution 5

“That an additional clause 45.3 be added to the Constitution as follows:

“45.3 There shall be a minimum of five Board Meetings in any Financial Year”.

Resolution 6

“That clause 49.2 of the Constitution be substituted for the following:

“The Directors may appoint up to two Vice-Presidents from amongst their number, the senior of whom (based on the length of time in the office of director), in the absence of the President at a meeting of the Directors, may exercise all the powers and authority of the President”.

Resolution 7

“That clause 49.3 of the Constitution be amended by replacing the word “the” wherever it appears immediately before the word “Vice-President” and replace it with the word “a”.

Resolution 8

“That clause 30.8 be added to the Constitution as follows:

“30.8 Any person who has been the CEO of the Company shall not be eligible to be appointed as a Director of the Company for a period of three years following that person ceasing to occupy the role of CEO”. ”

Resolution 9

“That clause 29.1 of the Constitution be removed and be substituted with the following:

“The number of the Directors must not be less than seven nor more than twelve, including any Director holding office by virtue of clause 30.7 [the Australian member of the IAAF] and the Chairperson of the Athletics Australia Athletes Commission”.”

Resolution 11

“That clause 30.4 of the Constitution be removed and substituted with the following:

“Election of each Director will be determined by an exhaustive ballot in accordance with the procedure to be described in the By-laws”.”

Resolution 12

“That clause 13.3 and 21.2 be amended by substituting “50%” for “5%” in the respective clauses”.

It was agreed to amend resolution 10 by adding additional wording (identified in bold text).

With the exception of Athletics New South Wales, it agreed by all other members to approve the amended resolution 10 as a special resolution:

Resolution 10

“That clause 30.3 of the Constitution be removed and substituted with the following:

“Commencing at the Annual General Meeting of the Company to be held in 2014, the term of any Director will be a maximum of nine years. A Nominations Committee shall be formed and shall comprise two Athletics Australia Board Members, two Member Association Representatives and one Independent Member. The Member Association Representatives will rotate annually amongst the Member Associations. The **Nominations** Committee shall have a charter approved by the Board which includes provision for the identification of potential new Directors. This is to ensure that suitable candidates are identified having regard for skills, qualifications, experience and an understanding of the sport of athletics. The identification process shall call for nominations via advertisement canvassing at least nationally. All nominations **endorsed by the Nominations Committee** shall be submitted to a general meeting of the Company for election. Any board member so elected shall hold office for a term of three years. They may then offer themselves for election for a further term subject to the limit on terms. No Director shall hold office for a continuous period of more than nine years from the time they are first elected to the Board. Any director who has held office for greater than six years at the time of the 2014 Annual General Meeting may hold office for a period of up to twelve years, provided that the election of that Director will require a special majority.”.”

There being no further business the Chair closed the meeting at 2.16 pm.

Signed as a true and correct record.

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Chair

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Date