**SWAN CANOE CLUB (INC.)**

**ANNUAL GENERAL MEETING - MINUTES**

The Annual General Meeting of Swan Canoe Club (Inc.) was held on Thursday, the

20th June 2019 at 7.00pm at the Swan Canoe Club.

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| --- | --- |
| **Attendees** | Julia Davies, Kerry Hughes, Kate Vyvyan, Geoff Emery, David Williams, Dave Gilbert, John Williams, Ed Clerk, Demi O’Brien, Rob Hart,  Rowan Davidson, Marion Ewing, Peter Ewing, Colin Priest, Gail Priest, Gillian Palmer, Geoff Palmer, Jonathan Haeusler, Gavin Hartley,  Andy Skreiner, Caroline Crowhurst, Brett Lovell. |
| **Chairperson** | Julia Davies |
| **Guests** | Katie Fairhall (Town of Mosman Park), Rosalie Evans (Paddle W.A.) |
| **Apologies** | Elena Lennox, Colin Scully, Phyll Tiller, Rebecca Wong, James Chapman, Jennifer Houston, Sarah Whittaker. |

**Item 1. Meeting opened.**

The meeting opened at 7.00pm with twenty-three attendees as above.

**Item 2. Apologies:**

Apologies as recorded above.

**Item 3. Acceptance of previous minutes from 2018 AGM.**

**Motion:**

*That the minutes of Thursday 21st June 2018 Swan Canoe Club*

*Annual General Meeting are a true and accurate record.*

Moved: Rowan Davidson. Seconded: Dave Gilbert. **Motion carried.**

**Item 4. Business arising from previous AGM.**

There was no business arising from the previous AGM.

**Item 5. President’s report.**

* The President, Julia Davies discussed **administrative** changes where Isabella Choate has resigned and Demi O’Brien has taken over administration and membership on the basis of sixteen hours a week.
* Julia thanked Isabella for all her work on the club **membership**, which now totals 319 members, of which 75% are over 45 years of age and 50% from the western suburbs. Increasing the 20-45 year demographic is an issue for the next committee. The combined dry and wet inductions meant 47 members joined in the last three months and a further 29 members were gained at the Open Day. Paddle Australia’s future change of computer platform may be disruptive to membership again.
* The committee has negotiated a new **lease** with the Town of Mosman Park that will run for fifteen years. The club pays a Capital Renewal Contribution (40% of 2% of capital value) and we are currently easing in on a discounted payment. The club is now paying for utilities. David Williams was thanked for his work on the lease.
* In terms of **club maintenance** the ramp has been completed and Julia thanked Lotteries West, Commonwealth Grants Commission and Kerry Hughes for all his work, which included replacing ramp matting. The club now has a defibrillator, thanks to St John Ambulance and John Williams. The slalom poles have been repaired and Peter Ewing, Robert Hart and Geoff Emery were thanked.

Colin Scully was thanked for updating the club Honour Board.

**SCC AGM 200619.**

**Item 5. President’s report. (continued)**

* The club has 260 usable **boat spaces** including 12 slalom kayak spaces. There are 170 member boats stored in the club with only about 10 free spaces available.

The intention is to have boats less than 5.2m stored in the old shed and longer boats in the new shed. Heavy sea kayaks will be prioritised to lower spaces and members paddling infrequently will be encouraged to give up boat spaces to more regular paddlers. Dave Gilbert and Isabella Choate were thanked for sorting the boat space requests.

* There are approximately 80 club boats, including boats for training and development, slalom kayaks, sprint kayaks and guppies for the junior programmes. In terms of **equipment** new PFD’s and spray decks have been purchased. Colin Priest and Eddie Stoelwinder were thanked for their ongoing maintenance work on the fleet.
* **Courses and trips** have continued to run throughout the year and have included

Introductions to Kayaking and Sea Kayaking as well as trips to Matilda Bay, Canning River, Falcon Bay, Busselton, Penguin Island, Broke Inlet, Ningaloo and Shark Bay. Andy Hewlett and Isabella Choate ran an Avon Descent Information night. Colin Priest and Geoff Emery are also doing Avon Descent Safety and Competency Assessments. The President thanked the Training & Development Sub-Committee, Colin Priest, Geoff Emery, Geoff Palmer, Gillian Palmer, Elena Lennox, Colin Scully, Jennifer Houston, Gillian Henderson, Sarah Whittaker and Bob Coops.

* Various **events** were held during the year. *The* *Rod Fry Race* was run successfully with 94 paddlers racing. The President thanked Demi O’Brien, Isabella Choate, Dallas Rodgers, and Fremantle Sea Rescue. John Williams and Ed Clerk were thanked for the successful *Thursday Night Time Trial* that had 36 paddlers on one occasion. The *Swan Café Crew* continue to meet and paddle on Tuesday and Friday mornings attracting up to 20 paddlers. Saturday afternoon training sessions with Steve Bird from *North Cottesloe Surf Life Saving Club* are popular and open to all paddlers. Demi O’Brien continues to train junior paddlers including those from NCSLSC. There have been various talks at the club from Dave Winkworth, Sandy Robson, Peter and Marion Ewing and we had a belated Xmas Party in January.
* The President thanked **club sponsors**, Mainpeak, Stellar Kayaks & Surf Skis,

Finn Kayaks, Fremantle Sea Rescue, Coles, Boatshed Cottesloe, Zephyr’s Café, Woolworths, Baker’s Delight, Cool Beans Café and the Marathon Committee. She also thanked **friends and supporters** Paddle W.A and Town of Mosman Park.

* The President briefly discussed **thoughts and ideas for the next committee**

including gym equipment, an ergo machine, SCC rashies and hats, an EFTPOS machine, new signage to discourage fishermen using the ramp, a new refrigerator, a sail for shade on the upstairs balcony and future sporting grants.

**Item 6. Treasurer’s report.**

The treasurer, Kate Vyvyan presented her report. (See Appendix 1 *Financial Report for the Year Ended 28 February 2019.)* The financial year for SCC finishes on 28th February and for 2019 the total income was $91,622 with total expenses of

$101,380 giving a deficit of $9758. Removing building costs from expenses gives total expenses of $74,500. The main sources of **income** were membership

**Item 6. Treasurer’s report (continued).**

($45,760), boat space fees ($20,711) and grants ($8,560). Room hire produced $2,736. Removal of the nomination fee has resulted in a drop in income.

The main **expenses** were building extension ($26,682) administrative officers ($25,996), cleaning ($7,790), utilities ($4,721), boats and equipment ($4,302) and audit/accounting fees ($4,048). Loan repayments are $18,732 at least until March 2022 and PWA fees total about $17,000. Current club reserve is about $60,000.

***The motion that the meeting accept the President’s and Treasurer’s Report was proposed by Demi O’Brien, seconded by Rowan Davidson and carried.***

**Item 7. Training and Development report.**

Geoff Emery as new chairperson of T&D, thanked Sarah Whittaker for her work as previous chair. Gillian Palmer as secretary of the sub-committee has replaced Jennifer Houston. Geoff reported that monthly guided paddles and wet inductions continue. Skill sessions have been well attended and the Introduction to Kayaking, Introduction to White Water and Introduction to Sea Kayaking courses continue to be popular. Various trips have included Matilda Bay, Canning River, Falcon Bay, Busselton and Penguin Island and the annual Broke Inlet Trip. There have been trips to Shark Bay, Ningaloo, Sweden and Dirk Hartog Island. Colin Priest and Geoff Emery as sea kayak instructors have been involved with the Sea Kayak Club of W.A and their annual Sea Kayak Fest. This has resulted in skill sharing and closer connections between the two clubs. Gillian Henderson, flat-water instructor is leaving T&D and Bob Coops, a flat water guide is joining T&D. The current makeup of T&D is as follows:

**Colin Priest:** Flat Water, White Water & Sea Instructor, Assessor.

**Geoff Emery:** Flat Water, White Water & Sea Instructor.

**Elena Lennox:** Flat Water, White Water Instructor & Assessor.

**Colin Scully:** Flat Water, White Water Instructor.

**Geoff Palmer:** Flat Water Instructor, Sea Skills.

**Gillian Palmer:** Flat Water Instructor, Sea Skills.

**Jennifer Houston:** Flat Water Instructor.

**Sarah Whittaker:** Flat Water Guide.

**Bob Coops:** Flat Water Guide.

Illness in the group has resulted in a reduced number of instructors and there is an urgent need for more guides and instructors. Demi O’Brien and Isabella Choate continue to coach and instruct the juniors in slalom and sprint skills.

**Item 8. Juniors Report.**

* Demi O’Brien reported on **junior training** in sprint and slalom. Currently there is training everyday with the main **slalom** coaches being Zlatan Ibrahimbegovic, Isabella Choate and Demi O’Brien. Jack Choate and Jordan are in training as coaches. There were 25 enrolments in term 2, 2019 and there is a need for new paddles and possibly three more kayaks. The **sprint** programme relies on Amanda Simper and Demi O’Brien as coaches and the current squad has 20 paddlers. Demi mentioned the need for more coaches, a junior uniform for racing and continuing updating of the fleet.
* There has been **elite paddler success**  with Jack and Alexandria Choate and Demelza Wall selected to compete at the 2019 ICF Junior & U23 Canoe Slalom World Championships in Krakow, Poland 16-21 July 2019. Demi O’Brien competed at the 2019 Wildwater World Cup in Treignac, France and finished 16th. She will compete in the 2019 ICF Junior & U23 Wildwater World Championships in Banja Luka, Bosnia 23-29 July 2019.

# **Item 9. Amendments to Club’s Constitution**

# Owing to recent legislative changes (specifically, the introduction of the Associations Incorporation Act 2015 which replaced the Associations Incorporation Act 1987) every incorporated association is required to review its constitution to ensure that it complies with the requirements of the new Act and, to the extent that it does not, bring it into compliance with those requirements by 30 June.

David Williams spoke to this item and put the motion, seconded by Geoff Emery:

**That the AGM consider and, if thought fit, pass the following resolutions numbered from 1 to 21 inclusive, that amend the Swan Canoe Club constitution as follows:**

# In clause 4 by deleting the reference to “*Section 13 of the Act*” and replacing it with a reference to “*Section 14 of the Act*”;

# Deleting clause 5.6 and replacing it with:

# “*As required by the Act, the Club shall maintain a current register of the Members and their respective postal or residential* addresses. The Register shall be kept at such place as the *Committee determines from time to time.*”;

# In clause 6.5 by deleting “*Membership Officer*” and replacing it with “Secretary”;

# In clause 9.2(a) by deleting “*Membership Officer*” and replacing it with “*Secretary*”;

# By inserting the following new clause 11.8:

### “***11.8 Resignation and Removal from Office***

### *(a) A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the chairperson.*

### *(b) The resignation takes effect:*

### *(i) when the notice is received by the Secretary or Chairperson; or*

### *(ii) if a later time is stated in the notice, at the later time.*

### *(c) At a General Meeting, the Club may by resolution:*

### *(i) remove a Committee member from office; and*

### *(ii) elect a Member to fill the vacant position.*

### *(d) A Committee member who is the subject of a proposed resolution under clause 11.8(c)(i) may make written representations (of a reasonable length) to the Secretary or chairperson and may ask that the representations be provided to the Members.*

### *(e) The Secretary or chairperson may give a copy of the representations to each Member or, if they are not so given, the Committee member may require them to be read out at the General Meeting at which the resolution is to be considered.*”;

# By inserting the following new clause 11.9:

### “***11.9 When Membership of Committee Ceases***

*A person ceases to be a Committee member if the person:*

### *(a) dies or otherwise ceases to be a Member;*

### *(b) resigns from the Committee or is removed from office under clause 11.8;*

### *(c) becomes ineligible to accept an appointment or act as a Committee member under Section 39 of the Act;*

### *(d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or*

### *(e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.*”;

# In clause 12.1 by deleting the words “*In addition to the position of Membership Officer,*” and replacing “*the*” with “*The*”;

# In clause 14.2(b) by deleting the words “*7 ordinary Members*” and replacing them with the words “*5% of the total of the Members entitled to vote*”;

# By deleting clause 14.3 in its entirety;

# By renumbering the previous clause 14.4 so that it becomes clause 14.3;

# 11. By inserting the following new clause 14.4:

### “***14.4 Notice of General Meetings***

### *(a) The Secretary or, in the case of a Special General Meeting convened under clause 14.3, the Members convening the meeting, must give to each Member:*

### *(i) at least 21 days’ notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or*

### *(ii) at least 14 days’ notice of a General Meeting in any other case.*

### *(b) The notice must:*

### *(i) specify the date, time and place of the meeting; and*

### *(ii) indicate the general nature of each item of business to be considered at the meeting; and*

### *(iii) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the committee under clause 11.2; and*

### *(iv) if a Special Resolution is proposed:*

##### *set out the wording of the proposed resolution as required by Section 51(4) of the Act; and*

##### *state that the resolution is intended to be proposed as a Special Resolution.*

### *(c) The notice shall be sufficient if posted on the notice board at the premises of the Club. The Committee shall also use reasonable endeavours to ensure that notice of any meeting is also given to each Member by ordinary mail or email. However the failure to give notice to any Member by mail or email shall not invalidate the meeting if notice has been properly posted on the Club notice board at least:*

### *(i) 21 days prior to a General Meeting at which a Special Resolution is to be proposed; or*

### *(ii) 14 days prior to any other General Meeting.*”;

# 12. By inserting the following new clause 14.5:

### “***14.5 Right to Attend General Meetings***

*All Members, other than any member who is suspended pursuant to clause 22, are entitled to attend at General Meetings.*”;

# 13. In clause 15.3(b) by deleting the reference to “*Section 24 of the Act*” and replacing it with a reference to “*Section 51 of the Act*”;

# 14. By inserting the following new clause 20.4:

### “***20.4 Payments to Committee Members***

### *(a) In this clause:*

### *(i)* ***Committee member*** *includes a member of a subcommittee;*

### *(ii)* ***Committee meeting*** *includes a meeting of a subcommittee.*

### *(b) A Committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses properly incurred in connection with the Club’s business.*”;

# 15. By deleting “*Canoeing WA*” in clause 7.2, 24.1(d) and 27 and replacing it with “*Paddle WA*”;

# 16. By inserting the following new clause 28:

### “***28 DISPUTES AND MEDIATION***

### *(a) The grievance procedure set out in this clause applies to disputes under this Constitution between:*

### *(i) a Member and another Member; or*

### *(ii) a Member and the Club.*

### *(b) The parties in dispute must meet and discuss the dispute, and, if possible, resolve it, within 14 days after the dispute comes to the attention of all parties.*

### *(c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.*

### *(d) The mediator must be:*

### *(i) a person chosen by agreement between the parties; or*

### *(ii) in the absence of agreement:*

##### *in the case of a dispute between a Member and another Member, a person appointed by the Committee;*

##### *in the case of a dispute between a Member and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.*

### *(e) The mediator can be a Member, but not a Member who is party to the dispute.*

### *(f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.*

### *(g) The mediator, in conducting the mediation, must:*

### *(i) give the parties to the dispute every opportunity to be heard;*

### *(ii) allow due consideration by all parties of any written statement submitted by any party; and*

### *(iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.*

### *(h) The mediation must be confidential and without prejudice.*

### *(i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.*”;

# 17. By renumbering the clause previously numbered 28 so that it becomes clause 29;

# 18. In (renumbered) clause 29.1 in the definition of “Act” by deleting “*the Associations Incorporation Act 1987*” and replacing it with “*the Associations Incorporation Act 2015*” , deleting the definition of “*Membership Officer*”, deleting the definition of “*Canoeing WA*”, and inserting the definition “***Paddle WA*** *means Paddle Western Australia (Inc) and its successors;*”;

# 19. In (renumbered) clause 29.1 by deleting the definition of “Membership Officer”;

# 20. In (renumbered) clause 29.1 (in the definition of “Special Resolution”) by deleting the reference to “*Section 24 of the Act*” and replacing it with a reference to “*Section 51 of the Act*”; and

# 21. By updating the “Contents” page so as to take appropriate account of the amendments outlined above.”

**This motion to amend the Swan Canoe Club Constitution, proposed by David Williams and seconded by Geoff Emery was passed unanimously.**

# **Item 10. Appointment of Life Member – Marion Ewing.**

# The Committee had resolved to nominate Marion Ewing for honorary life membership of the Club. The President, Julia Davies spoke of the work that Marion Ewing has done for the club over many years. This appointment becomes effective if passed by special resolution at a general meeting of the club. Accordingly it was proposed that that the meeting consider and, if thought fit, pass the following as a special resolution:

# **“*That Marion Ewing be, and is hereby appointed ,an honorary life member of Swan Canoe Club (Inc.).”***

# The motion was passed unanimously by the Annual General meeting.

**Item 11. Election of Office Bearers and Committee Members.**

The secretary, Geoffrey Emery and committee member David Williams had informed the committee of their intention to resign from the committee.

The following office-bearers were elected to the 2019-2020 Swan Canoe Club Committee.

|  |  |  |  |
| --- | --- | --- | --- |
| **Role** | **Name** | **Nominated** | **Seconded** |
| **President** | Julia Davies | Geoff Emery | Kerry Hughes |
| **Vice-President** | Kerry Hughes | Julia Davies | Demi O’Brien |
| **Secretary** | John Williams | Geoff Emery | Dave Gilbert |
| **Treasurer** | Ed Clerk | John Williams | Geoff Emery |
| Committee Member | Kate  Vyvyan | Julia Davies | Geoff Emery |
| Committee Member | Jonathan Haeusler | David Williams | Geoff Emery |
| Committee Member | Gavin  Hartley | Kerry Hughes | Peter Ewing |
| Committee Member | Dave  Gilbert | Geoff Emery | Gillian Palmer |
| Committee Member | Rebecca  Wong | Geoff Emery | Kerry Hughes |
| Committee Member | Brett  Lovell | Dave Gilbert | Rowan Davidson |

**Item 12. Any Other Business & Close of Meeting.**

There being no other business the meeting closed at 8.06pm.

Geoffrey J. Emery. Secretary Swan Canoe Club. 20th June 2019.