

Scarboro Surf Life Saving Club

Notice has been given of our Annual General Meeting to be held at Scarboro SLSC, 163 The Esplanade, Scarborough on **Friday 1 July from 6:00pm**.

AGENDA – FINAL

1. Welcome and Acknowledgements
2. Attendances
3. Apologies
4. Confirmation of the minutes of the Annual General Meeting held on 2 July 2021
5. Business arising from previous minutes
6. Directors Reports – as per Annual Report
 - President
 - Director Business Development
 - Director Finance
 - Director Administration
 - Director Surf Sports
 - Director Beach Operations
 - Director Member Services
 - Director Club Development
7. To receive and adopt the Annual Report and Financial Statements for 2021/2022
8. Notices of Motion
 - a. Resolution 1 to amend clause 4 of the Club Constitution – Powers of the Club
 - b. Resolution 2 to amend clause 6.5 of the Club Constitution – Notification of Constitutional Amendments
 - c. Resolution 3 to amend clause 13(a) of the Club Constitution – Grievance Procedure
 - d. Resolution 4 to amend clause 14.1(a) of the Club Constitution – Annual General Meeting
 - e. Resolution 5 to amend Clause 14.2(b) of the Club Constitution – Mid-Season General Meeting
 - f. Resolution 6 to amend clause 14.2(c) of the Club Constitution – Power to Convene a General Meeting
 - g. Resolution 7 to amend clause 14.3 of the Club Constitution – Notice of Annual General Meeting
 - h. Resolution 8 to amend clause 15.1 of the Club Constitution – Number for a Quorum

- i. Resolution 9 to amend clauses 17.1, 18.1 and 18.5 of the Club Constitution – Director Member Development
- j. Resolution 10 to amend clause 22.10(a) of the Club Constitution - Minutes
- k. Resolution 11 to amend Clause 24.3 of the Club Constitution – Member Development Committee
- l. Resolution 12 to amend clause 30.1 of the Club Constitution - Dissolution

9. Election of Honorary Members for 2022/2023 season

- Patron – Hon. Stuart Aubrey MLA
- Vice Patrons – His Worship the Mayor, Councillor Mark Irwin & Liza Harvey
- Solicitor/s – SLSWA
- Medical Adviser/s – Warren Jones

10. Election of Life Membership and Awards Committee for 2022/2023 season

The Life Membership and Awards Committee shall comprise seven (7) Life Members, three (3) of whom shall each have at least 25 years' service, elected annually at the AGM and two (2) Directors, appointed by the Board at its first meeting following the AGM.

The following nomination has been received for election to the Life Membership and Awards Committee, those marked with an "*" have at least 25 years service.

Andrew Matraszek*

Nominations are to be received by the Director Administration no later than 5.00pm on Thursday 30 June and must be signed by the nominee certifying their willingness to accept election to the Committee. If you still wish to nominate then the relevant form can be found at www.scarboro.com.au/AGM.

11. Election of Directors for 2022/2023 and 2023/24 season

The following nominations have been received for election as Directors

- Director Finance – Matthew Watson
- Director Business Development – Marnie Glasson
- Director Surf Sports – Tanya Channell
- Director Member Services – Reece Vogels

12. Closing

Following the closing of the Annual General Meeting there will be a general member forum and update, followed by the bar opening for refreshments and light snacks

NOTICES OF MOTION – 2022 Scarborough SLSC AGM

All Motions moved by the Board.

Resolutions 3, 4, 6, 7 and 8 are in response to correspondence from the Department of Mines, Industry Regulation and Safety – Consumer Protection Division (DMIRS) to ensure that the Constitution contains all of the Prescribed Model Rules - Schedule 1 requirements in accordance with the Associations Incorporation Act 2015 (the Act).

Resolutions 1, 2, 10 and 12 are proposed by the Board to adopt changes to the updated SLSWA template constitution. The Board has proposed to make only those critical changes identified that reflect the current requirements of DMIRS, and intends that a more fulsome review will be undertaken in the 2022/23 Season to consider adopting the SLSWA template constitution in its entirety (with or without amendment).

All Resolutions are special resolutions and therefore require approval of 75% of the votes cast by Members present and eligible to vote.

Resolution 1 to amend Clause 4 of the Club Constitution – Powers of the Club

To consider and, if thought fit, to pass as a special resolution:

That Clause 4 of the Constitution be amended by deleting the words ‘in addition to any other powers it has under the Act’ and ‘of a company limited by guarantee’ and ‘section 124 of the Corporates Act 2001 (Cth)’, and adding the words ‘section 14 of the Act’ such that it reads:

‘Solely for furthering the Objects, the Club has the legal capacity and powers as set out under section 14 of the Act.’

Explanation

The proposed change reflects the updated SLSWA template constitution and the removal of the reference to the Corporations Act.

Resolution 2 to amend clause 6.5 of the Club Constitution – Notification of Constitutional Amendments

To consider and, if thought fit, to pass as a special resolution:

That the Clause 6.5 of the Constitution be amended by deleting sub-clause 6.5(b) in its entirety.

Explanation

Clause 6.5 of the Constitution requires that the Board shall notify the Director of Liquor Licensing of the passing of a Special Resolution to amend the constitution. The requirement to notify the Director of Liquor Licensing has been removed, and the proposed change reflects the updated SLSWA template constitution.

Resolution 3 to amend clause 13(a) of the Club Constitution – Grievance Procedure

To consider and, if thought fit, to pass as a special resolution:

That, Clause 13(a) of the Constitution be amended by including the words '(i) between a Member and another Member, or (ii)' such that it reads:

'The grievance procedure set out in this clause applies to disputes relating to this Constitution (i) between a Member and another Member, or (ii) between a Member and the Club.'

Explanation:

The *Associations Incorporation Act 2015 (WA)* (Act) requires the rules of the Club to set out the procedure for dealing with any dispute under or relating to the rules between the Club and its members, and between its members. Clause 13 of the Constitution only provides for dealing with disputes between a Member and the Club. Accordingly, Resolution 3 seeks to amend sub-clause 13(a) to include disputes between a Member and another Member.

Resolution 4 to amend clause 14.1(a) of the Club Constitution – Annual General Meeting

To consider and, if thought fit, to pass as a special resolution:

That, clause 14.1(a) of the Constitution be amended by deleting the words 'should be held before June 30 on a date fixed by the Board, otherwise at least once in each calendar year and at least five (5) months after the end of the Financial Year' and replacing with the words 'shall be held not later than six (6) months after the end of the Club's financial year on a date fixed by the Board' such that it reads:

'The Annual General Meeting of the Club shall be held not later than six (6) months after the end of the Club's financial year on a date fixed by the Board, in accordance with the Act.'

Explanation:

The Act requires that an incorporated association must hold its Annual General Meeting

- (a) within 6 months after the end of the association's financial year; or
- (b) within such longer period as may in a particular case be allowed by the Commissioner.

The Constitution currently provides for the AGM of the Club to be held before June 30 on a date fixed by the Board, otherwise at least once in each calendar year and at least five (5) months after the end of the Financial Year, in accordance with the Act.

Accordingly, it is proposed to delete reference to holding the meeting before June 30 and change "five" months to "six" months.

Resolution 5 to amend Clause 14.2(b) of the Club Constitution – Mid-Season General Meeting

To consider and, if thought fit, to pass as a special resolution:

That the Constitution be amended by deleting clause 14.2(b) in its entirety and sub-clause 14.2(c) becomes sub-clause 14.2(b).

Explanation

At the 2020 AGM the Constitution was amended to include a requirement to call a mid-season General Meeting no later than 15 December each year. The amendment accepted in 2020 requires the Board to call for business and should business be received move to a General Meeting which requires a quorum of 20% of voting members to proceed.

The mid-season General Meeting called for December 2020 failed to achieve the required 20% quorum and tabled business was deferred to the 2021 Annual General Meeting.

There were no motions received for the mid-season General Meeting called for December 2021 and a Members Forum was held by the Board in its place. Attendance at the Members Forum was poor.

There are two other avenues in the Constitution to call a General Meeting if need arises:

- (a) by the Board under sub-clause 14.2(a); or
- (b) by the members under sub-clause 14.2(c).

Based on the experience in 2020 and 2021, it is proposed to remove the requirement to call a mid-season General Meeting from the Constitution. Should the need arise to call a General Meeting, both members and the Board retain the right to do so under the Constitution.

Resolution 6 to amend clause 14.2(c) of the Club Constitution – Power to Convene a General Meeting

To consider and, if thought fit, to pass as a special resolution:

That current clause 14.2(c) of the Constitution be amended by deleting the words ‘thirty (30) Voting Members or’ and the words ‘whichever is the greater number’ such that it reads:

‘The Board must, within seven (7) days of receipt of a requisition in writing, which shall clearly state the business to be conducted, from at least twenty percent (20%) of Voting Members, convene a General Meeting.’

Explanation:

The Act provides that only a percentage not greater than 20% of members are required to convene a general Meeting. Accordingly Resolution 6 seeks to amend sub-clause 14.2(c) to remove reference to “thirty (30) Voting Members”.

Resolution 7 to amend clause 14.3 of the Club Constitution – Notice of Annual General Meeting

To consider and, if thought fit, to pass as a special resolution:

That the Constitution be amended as follows:

- (a) *Clause 14.3(b) be amended by deleting the word ‘Voting’ such that it reads:*

‘At least thirty five (35) days’ notice of the time and place of a General Meeting must be given to all Members. On such Notice the Board will include a request for notices of motion for consideration at the meeting, which must be received no less than twenty one (21) days prior to the meeting.’

- (b) *Clause 14.3(c) be amended by deleting the word 'Voting' on each occasion such that it reads:*

'At least fourteen (14) days' prior to a General Meeting, the Board will cause to be issued to all Members an Agenda, which shall include:

- (i) all information required to be included in accordance with the Act;*
- (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;*
- (iii) where applicable, any notice of motion received from any Member or Director; and*
- (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.'*

Explanation:

The Act requires that all members of an association be entitled to receive notice of and to attend any general meeting of the association. The Constitution currently provides that notice of a General Meeting must be given to Voting Members.

Accordingly, it is proposed to delete reference to 'Voting' members from sub-clauses 14.3(b) and (c).

Resolution 8 to amend clause 15.1 of the Club Constitution – Number for a Quorum

To consider and, if thought fit, to pass as a special resolution:

That, clause 15.1 of the Constitution be amended by deleting the words 'thirty (30) Voting Members or' and the words 'whichever is the greater number' such that it reads:

'The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is twenty percent (20%) of Voting Members.'

Explanation:

Clause 15.1 currently provides for a quorum which is 'thirty (30) Voting Members or, twenty percent (20%) of Voting Members, whichever is the greater number'. Resolution 8 seeks to amend sub-clause 15.1 to ensure consistency with sub-clause 14.2(c) by deleting reference to 'thirty (30) Voting Members'.

Resolution 9 to amend clauses 17.1, 18.1 and 18.5 of the Club Constitution – Director Member Development

To consider and, if thought fit, to pass as a special resolution:

That the Constitution be amended to formalise the position of Director Member Development as an Elected Director as follows:

- (a) *Clause 17.1(a) be amended by deleting 'Seven (7)' and replacing it with 'Eight (8)' such that it reads:*

'eight (8) Elected Directors all of whom will be elected under clause 18.4'

- (b) *Clause 18.1 be amended by deleting ‘Seven (7)’ and replacing it with ‘Eight (8)’ such that it reads:*

‘The eight (8) Elected Directors of the Club shall be:’

- (c) *Clause 18.1(a) be amended by adding ‘Director Member Development’ such that it reads:*

‘President, Director Administration, Director Business Development, Director Finance, Director Beach Operations, Director Surf Sports, Director Member Services, Director Member Development’

- (d) *Clause 18.5(b)(i) be amended by adding ‘Director Member Development’ such that it reads:*

‘at the first AGM following adoption of clause 18.5(a), President, Director Administration, Director Beach Operations and Director Member Development shall retire at the first AGM after their election.’

Explanation

Following a resolution at the 2021 Annual General Meeting, Graham Jones was appointed as Director Club Development for a trial period of one year.

The Director Club Development oversaw Nipper and Youth Activities for the 2021/22 season. The Board believes that the trial was a success and proposes to formalise the position in the Constitution as an elected Director with the title ‘Director Member Development’, thus increasing the Board from seven (7) to eight (8) elected directors.

If successful, the position will be eligible for nomination and election at the 2023 AGM, with the Board again filling the position for 2022-23 from one of the two current appointed directorships.

Resolution 10 to amend clause 22.10(a) of the Club Constitution - Minutes

To consider and, if thought fit, to pass as a special resolution:

That Clause 22.10(a) of the Constitution be amended by deleting the words ‘and the Corporations Act 2001 (Cth)’ such that it reads:

‘The Board must cause minutes of meetings to be made and kept according to the Act.’

Explanation

The proposed change removes reference to the Corporations Act which is no longer relevant.

Resolution 11 to amend Clause 24.3 of the Club Constitution – Member Development Committee

To consider and, if thought fit, to pass as a special resolution:

That the Constitution be amended as follows:

- (a) *Clause 24.3(c) be amended by deleting ‘Junior Activities’ and replacing it with ‘Member Development’ such that it reads:*

‘Member Development Committee’

- (b) *Clause 24.3(c)(i) be amended by deleting ‘, on a recommendation of the Surf Sports Committee’ such that it reads:*

‘shall comprise those Officers as defined in the By-laws and be appointed by the Board as soon as practical following the AGM.’

Explanation

As part of the restructure formalising the position of Director Member Development, it is proposed to rename the ‘Junior Activities Committee’ the ‘Member Development Committee’ comprising relevant Nipper and Youth officers.

It is also proposed to remove the requirement for membership of the committee to be on a recommendation from the Surf Sports Committee.

Resolution 12 to amend clause 30.1 of the Club Constitution - Dissolution

To consider and, if thought fit, to pass as a special resolution:

That Clause 30.1 of the Constitution be amended by deleting the clause in its entirety and replacing it with the following:

- (a) *The Club may be wound up voluntarily by Special Resolution.*
- (b) *If the Club is wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.*
- (c) *If upon winding up or dissolution of the Club or upon revocation of its endorsement as a deductible gift recipient (whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property*
- (d) *such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s) as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.*

Explanation

The proposed change reflects the updated SLSWA template constitution with reference to dissolution in accordance with the Act.