



DRAGON BOATING WA INC.

Annual General Meeting – Wednesday, 18 September 2013

7:00 pm start (Note: Registration of proxies 6.30 – 6.45 pm)

Maylands Sport and Recreation Club,

50 Clarkson Road, Maylands

MINUTES

1. Attendance/Apologies

- *Meeting opened 7:05 pm*

2. Minutes of Annual General Meeting held 9 August 2012

3. Motion 1: To accept the minutes from the AGM held on 9 August 2012

Proposed by: Kristin Priest

Seconded by: Barb Clarkson

- *Motion passed*

4. Receipt of the 2012/2013 Annual Report

- *Summary of annual report presented by Kristin Priest; coaching report presented by Rex Tindal*

5. Receipt and consideration of financial statements

- *Presented by Barbara Clarkson on behalf of Cherie Cobban (apology due to being overseas)*

6. Election of DBWA Board Members

- *Kristin Priest discussed how DBWA researched proxy voting and found that if proxy votes are permitted by a constitution, then these votes may be counted in a quorum. The logic of this is that the individual submitting a proxy is making their vote known, and as a quorum is made up of voting members, they should be counted in the quorum as they are 'in attendance' as they have representation in the meeting via their proxy. The members physically in attendance at the AGM agreed the proxies should be part of the quorum.*
- Deputy President – 2 years
Nominee: Rick Salisbury – *successful*
- Administration Director – 2 years
Nominee: Moy Kearle – *successful*
- Operations Director – 2 years
Nominee: Paula Cottingham – *successful*

- Communications Director – 1 year (position was vacant in 2012, which was the first year of 2-year term)
Nominee: Dustin Smith – *successful*
- Elected Board Member ‘A’ – 1 year (this vacancy is for the second year of a 2-year position) - *vacant*
- Elected Board Member ‘B’ – 2 years
Nominee: Corinna Paeper – *successful*
- Elected Board Member ‘C’ – 2 years
Nominee: Jenny Clements – *successful*

Moy Kearle has nominated for Board Member A if unsuccessful in Administration Director role.

Note: Nominations will not be accepted from the floor. Any unfilled positions will be advertised to all members via expression of interest (EOI).

7. Prescription of the annual fees for 2013/2014 season
 - *Barbara Clarkson explained the annual fee structure*
 - a. Annual Membership fee (i.e. club membership fee) — \$430
 - b. Paddler registration fee (i.e. paddler membership fee) — \$85 per adult paddler, \$63 per junior paddler. Fee increase of 5% for CPI.

8. Motions tabled

Motion 2: To amend the Constitution of Dragon Boating WA Inc (dated 03 September 2012) to reflect the changes required by the Department of Commerce and include other minor changes.

Proposed by: Kristin Priest

Seconded by: Barb Clarkson

- *Motion passed*

During the AGM Mike Higginson, President of Hurricane Paddling Crew Inc. raised the matter of the decision of DBWA to not accept the club as a member. Kristin Priest advised the matter was determined constitutionally and as the decision made was final and furthermore the topic was not on the agenda therefore it would not be discussed. No requests had been made by Hurricane to include the issue in the AGM agenda.

Christian Muller requested that the motions he submitted that evening to be addressed. Kristin Priest advised him that he had not submitted the motions as per the requirements of the constitution and therefore the motions could not be tabled (clause 29(4) of the DBWA Constitution requires motions to be submitted at least 14 days in advance of the AGM).

9. The DBWA Board presented Barbara Clarkson with a gift in thanks and recognition of the six years of dedicated service she has given to the board and the sport of dragon boating.
10. Meeting close – 7:45 pm.

Proposed alterations to the Constitution of Dragon Boating WA Inc. (DBWA)

On 18 September 2013, the DBWA annual general meeting will be held. It is proposed that the DBWA Constitution (dated 03 September 2012) be altered. Some of the changes have been requested by the Department of Commerce (DoC), while others have been proposed as they make the constitution easier to read and administer. The alterations and the reasons for the changes are listed in Table 1.

Table 1: Proposed amendments to DBWA Constitution (dated 03 September 2012)

Clause number (old)	Clause number (new)	Description of alteration	Reason change required
Front page	Front page	New DBWA logo	DBWA has new logo as per AusDBF national branding policy
6	5(4)	Clause pertaining to property and income of the association relocated so it falls under the 'Objects and Aims of the Association' section Clause 6 remains, but the text has been deleted – this ensures the clause numbering in the document stays consistent (i.e. if the clause was deleted, it would affect the numbering of the rest of the document)	Alteration requested by DoC
13(1)	13(1)	Added the letters 'A', 'B' and 'C' to the General Board Member positions	By allocating letters to each of the positions it will be easier to keep track of which positions have vacancies
22	22(1), 22(2), 22(3)	Included provisions for the register of Members of the Association	Alteration requested by DoC The requirement for a register and its availability is prescribed by section 27 of the <i>Associations Incorporation Act 1987</i>
None	25(5)	Additional wording to allow proxy votes to be counted as part of a quorum	Proxy voting is already written into the Constitution and therefore are accepted as valid votes. As the member casting the vote is active in the decision-making process, they may be counted as part of the quorum. Adding the clause improves the clarity of the constitution and recognizes the proxy presence of members who are unable to attend a meeting.
None	26(5)	Additional wording to indicate when a Board Member's term of office starts and finishes	Alteration requested by DoC
34(1)(a)	34(1)(a)	Change the majority vote for special resolution from '75% + 1' to '75%	Alteration requested by DoC

The following is a copy of the amendment request from DoC

ASSOCIATIONS INCORPORATION ACT 1987
DRAGON BOATING WA INC. - A1007820Z

The rules/constitution of the above-named association have been examined and found not to conform to the requirements of the *Associations Incorporation Act 1987* for the following reason(s):

- Schedule 1(2) of the Act requires the provision for the non-profit statement to appear within the objects or purposes clause of the associations rules –

The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

Therefore, it will be necessary to amend the rules of the association by inserting the wording of Clause 6 to the end of Clause 5 so it forms part of the objects clause. For example, the non-profit wording would become Clause 5(4).

- Schedule 1(4) of the Act requires the following matter to be provided for:

The Register of Members of the Incorporated Association.

Please amend the rules of the Association to provide for the keeping and maintenance of an up to date Register of Members of the Association. Clause 6 of the Model Rules gives an example of the way you may wish to provide for this requirement.

- Schedule 1(6)(b) of the Act requires the following matter to be provided for:

The provision for the terms of office of the Committee.

Please amend the rules of the Association to provide for the terms of office of the Committee. Clause 10(3) of the Model Rules gives an example of the way you may wish to provide for this requirement.

- Section 24 of the Act requires any amendments to an Incorporated Association's rules to be made by Special Resolution which is passed by a **75%** majority of members present and entitled to vote at the general meeting.

Accordingly, please amend clause 34(1)(a) of the Associations rules by removing the word '+1' after '75%' to read as 'carried by a majority vote of 75% of those present at ...' to comply with the Act.