



## 2014 ANNUAL GENERAL MEETING MINUTES

**1pm Saturday 6<sup>th</sup> September 2014**

The Saint George, 2 Morris Road Innaloo, WA

<b>1. PRESENT: 78</b>	Matt Roddis; Joanne Fraser; Justine Brightwell; Kerrin Thompson; Brendon Trimmings; Anne Menkens; Mandy Coles; Eric Devlin; Justin Marin; Andy Tyack; Calum Laing; Steve Chidgzey; Alan Hartley; Linda Hoult; Catherine Travers; Kirstin Beedie; Phil Torrisi; Andrew Easter; Sue Scott; Alice Farrelly; Tessa Finlin; Damien D'Antoine; Diago Hernandez; Travers Bentley; Robert Hall; Arron Robertson; Michael Parrotte; Merv Travers; Carolyne Doherty; Norman Joyce; Marie Wyche; Janine Wilson; Louise Scott; Con Kramer; Susan Androvic; Lisa Critchley; Owen Critchely; Kelly O'Neil; David Martin; Dennis Shiminski; Stuart Denton; Andy Bowerman; Andrea Miller; Greg Mitchell; Matthew Kempin; Rob Wiles; Steve Norton; Peter Rash, Justine Bolton; Annie Brinkworth; Elliott Combes; Mark Batten; Frank Stapleton; Mike Gee; Judie Clemie; Cathy Hoare; Ashleigh Davis; Andrew McBean; Kevin Penny; Hayley Lethlean; Serena Johnson; Gail Haggerty; Jo Edwards; Louise Scott; Alison Walker; Jeremy Clapham; Tessa Silcox; Richard Dipane; Brian Kempson; Ross Pedlow; James Brodie; Ron Richards; Marie Wyche; Kirstin Beedie; Julie Catherall; Grant Landers; Chelsea Gallash; Dawn Martin
<b>2. PRESIDENTS WELCOME</b>	Welcome from President Peter Rash – note of thanks for attending the AGM and club conference. Meeting officially opened at 1:08pm
<b>3. WELCOME LIFE MEMBERS AND DISTINGUISHED GUESTS</b>	Welcome to the life members, Frank Stapleton, Judie Clemie; Mark Batten, Peter Rash. PR noted a welcome and apology from Dr Fiona Wood, TWA Patron.
<b>4. APOLOGIES</b>	Dr Fiona Wood; Chris Limb; Mark Hoffman; Stuart Fuller, David Budge, Sam Prince, Clive Bingwa, Chris O'Brien, Warren Milward
<b>5. CONFIRMATION OF 2013 MINUTES</b>	Minutes of the meeting held on Saturday 31 <sup>st</sup> August 2013 were recorded as a true and correct record of the meeting. <b>Proposed: Justine Bolton</b> <b>Second: Steve Norton</b> <b>Moved unanimously with no objections.</b>
<b>6. BUSINESS ARISING FROM 2013</b>	No matters were recorded as having arisen from the previous meeting minutes
<b>7. PRESIDENTS REPORT</b>	The Presidents report was distributed to all present and TWA read from the annual report. PR noted that Triathlon is a challenging sport like no other. He highlighted the core values of TWA and noted that TWA was still financially sound. PR noted particular thanks to the technical officials, being led by Technical Chair Shane Burnett. PR noted that the TOs keep our races safe and fair and thanked them for their contributions. PR noted the ongoing and long standing relationships developed with DSR and Healthway and thanked them for their support of the sport. PR noted that the current board, worked through many issues always to ensure the

	<p>benefit to the members. PR noted the whole sport has been well managed by Hayley Lethlean and Ash Davis and thanked all TWA staff. PR noted thanks to the clubs, volunteering within our sport and making what it is. Future of our sport – hopefully will see new faces on the board. PR thanked Dr Fiona Wood – patron of TWA and once again noted her apologies.</p> <p>PR thanked the Race Directors who put races on, the Volunteers and the sponsors. In closing PR noted thanks to his family and concluded that since his election in 2006, it had been an amazing and rewarding journey. PR thanked all past board members And in particular noted special thanks to the extraordinary effort of the Executive Director, Hayley Lethlean. At this point PR noted that HL had resigned as ED from Triathlon WA and he thanked her for her past 6 years on leadership and hard work.</p>
<p><b>8. EXECUTIVE DIRECTORS REPORT</b></p>	<p>The Executive Directors Report was distributed to all present.</p> <p>HL noted that her key objective over the past 6 years was to ensure that she left the role and the organisation in a better place than when she started. HL noted that Triathlon as a sport is positioned well, however there were significant constraints within the sporting environment. HL noted triathlon is a bottom funded sport with majority of the income being derived from membership and the Busselton event.</p> <p>HL noted that in the past year, TWA had seen some financial hardships, however noted that the sport remains in a financially viable position. HL noted that Rose Richards will expand on the financial position in her report. HL noted that the board is committed to ensuring the sport is financially sustainable.</p> <p>HL noted a special thanks to all the staff and acknowledged the very strong team that worked within the best interests of the whole sport and the members. HL noted particular thank you to the TWA Board and Peter Rash for their leadership over the years.</p> <p>HL closed by noting the sport and the members are positioned well with a strong board and staffing structure to continue providing expanding opportunities into the future.</p>
<p><b>9. TREASURER'S REPORT</b></p>	<p>The Treasurers report was distributed to all present and was presented by TWA Board Treasurer Rose Richards.</p> <p>RR noted this was her first year as the TWA Treasurer and noted her thanks to the Board and to Hayley Lethlean.</p> <p>RR noted that there was a \$28,426 loss for the 13/.14 financial year and although TWA has not presented a surplus, TWA still remains in a strong financial position.</p> <p>The balance sheet as at 30<sup>th</sup> June 2014 indicated the sport has an equity position of \$276,939.00 with \$202,832 in cash reserves.</p> <p>Key reason for financial loss include that TWA was faced in September 2013 with a budgeted loss of grant funding of \$45,000 and in additional reduced income from sponsorship. As such budgets adjustments were made on expenditure to minimise the impact and despite restrictions, savings were made to gain some of the expected \$45,000 loss.</p> <p>Additional unbudgeted expenses included an additional annual leave provision of \$5,797 and additional depreciation of \$3,999.</p> <p>Due to the following factors, the Association has been able to continue to investing resources into projects and programs that have benefited the member and</p>

	<p>stakeholder during the season. These include:</p> <ul style="list-style-type: none"> <li>• An increase in number of financial members from 3114 to 3443 (7.1%)</li> <li>• The sell-out of the Busselton Ironman 70.3 within 48 hours</li> <li>• Improved financial management and controls for the Busselton Ironman 70.3 event.</li> </ul> <p>RR noted that numerous additional cost controls have been put in place for future and the TWA Board will continue to aim towards building the cash reserves of the organisation in line with the retained earnings policy.</p> <p>RR once again thanked Hayley Lethlean, the TWA Staff and the Board.</p> <p>HL noted that the way the accounts were presented in 2013/14 was different to previous year's given the accounting system was moved to XERO and a new chart of account was being used that was nationally under the same framework to ensure all States and Territories could present tier financial reports in a similar style.</p> <p><b>Financial records accepted as a true and correct record of the financial position of triathlon WA for the 2013/2014 financial year.</b>  <b>Proposed Andrew Bowerman</b>  <b>Second: Justine Bolton</b></p>
<p><b>10. CONSTITUTIONAL CHANGES</b></p>	<p>In line with the draft copy of the constitution provided, the various changes that were proposed can be summarised as follows:</p> <ol style="list-style-type: none"> <li>1. <b>Simplification of the way the Constitution deals with memberships and Membership categories</b> - As part of a more unified and national approach to membership; and given the recent frequency of changes to membership types on an annual basis it is recommended to remove reference to the types of individual members from the constitution. This can then in turn be determined by the Board on an annual basis, without requiring future constitutional amendment.</li> <li>2. <b>Change of Title of Executive Officer to Executive Director</b> - in line with national directive and all State and Territory leadership staff titles.</li> <li>3. <b>Changes to time frame for notification for AGM; dates to host an AGM; and lodging information pertaining to motions for the agenda at and AGM</b> – This recommendation is to enable administrative improvements in circulating information pertaining to the AGM to all Members.</li> <li>4. <b>Gender neutrality</b> - Amendment of the wording of Chairman to Chair to guarantee gender neutrality.</li> <li>5. <b>Board structural Changes</b> -       <ol style="list-style-type: none"> <li>a. <b>Board to Elect the President</b> – Recommendation in Line with ASC Mandatory Governance Principle 2.4. While some sporting organisations may decide to refer to their chairman as their president, the role should be the same. The President is the President of the Board, not of the organisation. The leader of Triathlon WA is the Board itself, which acts collectively in the best interests of Triathlon WA as a whole to govern on behalf of the members. The President facilitates discussion among, and provides leadership to, the Board. It is important that the President has the</li> </ol> </li> </ol>

	<p>respect and confidence of their fellow Board Members and as such the Board should select their own leader.</p> <ul style="list-style-type: none"> <li>b. <b>Board to appoint Members</b> – Recommendation in line with ASC Mandatory Governance Principle 2.7. A Board should have a clear process to determine the skills mix of Board Members required to carry out its governance role at a point in time. The Board should determine the skills of elected Board Members and map them to the skills mix required, thus identifying gaps. The Board should have the ability to appoint Independent Board Members to address gaps. Independent appointees should be for the same terms as elected Board Members.</li> <li>c. <b>Employees not to vote</b> - The ASC suggests it is good practice to ensure that a distinction between management and board membership occurs and that the chief executive officer of the organisation should not necessarily be a member of the board. However, in this circumstance it is also good practice to ensure the Executive Director is aware of, and present at, board meetings to provide information and advice to the board on the operations of the organisation and to understand the direction provided by the board.</li> <li>d. <b>Powers of the Board</b> – greater rigor around the role of the Board and their obligations and accountability to the Members of the Association.</li> </ul> <p>6. <b>Font and Numbering amendments</b> – in line with additions to the constitution, removal of unwanted headings and realignment of paragraphs.</p> <p>7. <b>Recording resolution and minutes</b> – clarification as to the manner in which resolutions and minutes will be kept for AGM’s.</p> <p>8. <b>Conflicts of Interests of Board Members</b> - Greater clarity and rigour around how conflicts of interest will be disclosed and recorded.</p> <p><b>Proposed: Chelsea Gallash</b>  <b>Seconded: Rob Wiles</b>  <b>Majority voted to approve the amendments to the constitution</b></p>
<p><b>1. ELECTION OF OFFICE BEARERS</b></p>	<p>Peter Rash thanked all the outgoing Board Members for their service to the sport for the past two years. These Board Members being Clive Bingwa, Mark Batten, Frank Stapleton and Chris O’Brien. PR noted that he too was stepping down as TWA Board Member and President.</p> <p>It was noted that there were four vacant positions for the Board, one for President and three elected positions. Nominations received and voted at the AGM included:</p> <p>Justine Bolton unopposed to be elected as President  Proposed: Anthony Wilson  Seconded: Rob Wiles  <b>The Membership present voted and approved Justine Bolton as the new TWA President for 2014 – 2016 with no opposition.</b></p> <p>Steve Norton elected as a General Elected Member  Proposed: Con Kramer  Seconded: Rob Wiles  <b>The Membership present voted and approved Steve Norton as a TWA Elected Board Member for 2014 – 2016 with no opposition.</b></p> <p>Frank Stapleton to be elected as a General Elected Member</p>

	<p>Proposed: Cathy Hoare          Seconded: Gaye McKean  <b>The Membership present voted and approved Frank Stapleton as a TWA Elected Board Member for 2014 – 2016 with no opposition.</b></p> <p>Clive Bingwa to be elected as a General Elected Member          Proposed: Mark Batten          Second: Frank Stapleton  <b>The Membership present voted and approved Clive Bingwa as a TWA Elected Board Member for 2014 – 2016 with no opposition.</b></p>
<b>2. LIFE MEMBER NOMINATIONS</b>	No life member nominations were received by the Board for acceptance by the membership
<b>3. APPOINTMENT OF AUDITOR</b>	<p>Mark Trovato Chartered Accountants proposed to be appointed as Honorary Auditor for the 2014/2015 financial year.</p> <p><b>Proposed: Chelsea Gallash          Seconded: Andy Bowerman          Move unanimously with no objections</b></p>
<b>4. CLOSE OF MEETING</b>	Formal Annual General Meeting closed at 1.46pm