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# Australian Canoeing Inc.

## 65<sup>th</sup> Annual General Meeting

### Minutes

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Held on 25<sup>th</sup> October 2014 at the New South Wales Institute of Sport, Sydney Olympic Park NSW  
Attendees List (see attached). Meeting opened at 9:30 a.m.

1. Australian Canoeing (AC) Chair, Ms. Danielle Woodward, opened the meeting and welcomed all attendees. A special welcome was extended to our Life Members present, delegates and visitors to the meeting.
  
2. A roll call of voting delegates identified
  - John Borojevic (Canoe Tasmania);
  - Richard Lowther (Canoe Western Australia);
  - Jerry Dunn (Queensland Canoeing);
  - Tony Coventry (Canoe Victoria);
  - Peter Carter (Canoe South Australia); and
  - Tim Hookins (PaddleNSW).

The Chair gave an explanation of the voting procedures for the meeting. Apologies were received from Mr. Phil Coles (life member); Mr. Jim Murphy (life member); Mrs. Joan Morison (life member); Mr. Bruce Morison; Mr. Martyn Clancy-Lowe (AC Board Director); Mr. Ken Wallace (AC Athletes Commission - Chair); Mrs. Jacqui Lachmann (AC Athletes Commission - Vice-Chair); Mr. Jez Blanchard (Freestyle TC – Chair); Mr. Gary Flanigan (Canoeing Victoria – President); Mr. Peter Grant (Canoe Slalom Technical Committee Chair); and Mr. Chris Conway (Australian Sports Commission).

The Chair made a special mention, to wish Joan and Bruce Morison all the best as they are both unwell and noted that this was the first time probably since Australian Canoeing was formed that the Joan and Bruce Morison had not been present.

3. The Motion to approve the Minutes of the 64<sup>th</sup> Annual General Meeting as a true record of the meeting was moved by Mr. John Borojevic (Canoe Tasmania) and seconded by Mr. Richard Lowther (Canoe Western Australia). The motion was carried unanimously.

4. The Chair gave her report to the meeting. Her report is included in the Annual Report. The main points were:
- High Performance is now wholly embedded into Australian Canoeing.
  - Australian Canoeing has developed a new strategic plan, that covers four key areas – Participation; People; Places and Performance. One of the major changes to the strategic plan is that finance and governance are not key pillars. Both finance and governance have now become enablers of each of the four P's. We thank everyone who contributed to the strategic plan.
  - Key areas the Board has worked on over the last 12 months included:
    - Achieving gender balance on the Board of Directors;
    - 360 degree annual feedback structure which will include the Board;
    - Continue to build Australian Canoeing's financial base, including transparent budgets and reporting;
    - Compliance with new cross sport reporting templates;
    - Implementation of a Nominations Committee;
    - Implementation of an Audit and Risk Committee;
    - Succession planning for the Board;
    - Term of Reference for the Board;
    - Actioning Dr Denis Mowbray's recommendations;
    - Establishing a High Performance Advisory Group;
    - Revised the Constitution in relation to Australian Canoeing becoming a 'company limited by guarantee'; and
    - Transfer AC from an 'incorporated association' to a 'company limited by guarantee'.
  - Welcomed Claude Harran to the Australian Canoeing Board as an independent director with a legal skill set. Claude has been instrumental with Greg Doyle and Mary Macaluso in introducing the new constitution that is being put forward at the Annual General Meeting today.
  - Australian Canoeing is in a position to look at commercialisation now that we have accomplished major governance strategies. This move to commercialisation is an exciting space for us to grow the sport of paddling and create alternate financial stream.
  - In the area of performance, it was so pleasing to see so many athletes excel.
    - Curtis McGrath – World Champion in V1 200 TA;
    - Ken Wallace – went undefeated in the K1 5000m throughout the season;
    - Jessica Fox – historical champion in the U23 and Senior Canoe Slalom World Champion in both K1 and C1;
    - At the Canoe Marathon Masters World Cup Australia produced five world champions; and
    - Hannah Davis participated in the Kilimanjaro Club for Kids hike and raised over \$12,000 for the charity.

- Changes to the Australian Canoeing Board:
  - Retirement of Independent Director Catherine Ordway;
  - Retirement of Interested Director Robbie Stewart. Thank you Robbie for all your expertise and advice over the past six years. We are happy that you will continue with your work in developing the new discipline of Ocean Racing as the Chair of the Australian Canoeing Ocean Racing Technical Committee; and
  - Welcome to Independent Director Claude Harran.
- While there seems to be a lot of personnel changes on the Board, this is a healthy one for the Board and the organisation to go through and it also assists in succession planning.
- A significant piece of work over the next 12 months will be the review of Australian Canoeing branding; the implementation of the strategic plan and identifying commercial opportunities.
- I thank my fellow Directors, you have all given 110% and thank you to all the staff.

5. Mr. Greg Doyle then gave his CEO Report:

- Australian Canoeing's turnover has increased from 2013: \$3.3M to 2014: \$7.1M, largely as a result of funding provided by the Australian Sports Commission through Australian's Winning Edge. Previously this funding was managed through the Australian Institute of Sport. However with the successful alignment of the High Performance unit back into the organisation all funding now comes directly to Australian Canoeing to manage.
- Sponsorship:
  - ANPHA – due to budget cuts from the 2014 Federal Budget, Australian Canoeing was advised that ANPHA will disband and the sponsorship will not continue past 30 June 2014.
  - Australian Canoeing is currently seeking a national principal sponsor to replace ANPHA.
  - PaddlePals – is our membership benefit programme that provides registered members with a range of discounts and offers from participating partners for their products and services.
  - Team Navy – Team Navy wants to work with Australian Canoeing through value add assistance at events.
  - YAK – Australian Canoeing will be launching our new partnership with YAK tonight at the awards dinner.
- Australian Canoeing hosted the 2014 ICF Canoe Slalom Junior & U23 World Championships at Penrith Whitewater Stadium on the 23-27 April. The event was a great success and ran to budget. The ICF congratulated Australian Canoeing on the conduct of the Championships.
- Australian Canoeing was invited by the Australian Sports Commission to participate in a pilot research programme conducted by Dr Denis Mowbray on the interactions between the Board and senior staff.

- The Nominations Committee has conducted a skills set audit to identify the skills gaps on the Board and this will assist in succession planning.
  - Australian Sports Commission's 'Mandatory Sports Governance Principles' are based on best practise of Australian corporate governance. Australian Canoeing's implementation of the Principles are on track, in practically:
    - Becoming a Company limited by guarantee;
    - Review of the Constitution;
    - Formation of a Nominations Committee; and
    - Formation of an Audit & Risk Committee.
  - The 2015-2017 Strategic Plan, will be presented to the members this weekend. Through consultation, forums and working groups over the last 12 months the strategic plan is formed of four pillars (Participation, People, Places and Performance).
  - Australian Canoeing introduced a 'Board e-Bulletin' which provides a brief snapshot of various Board matters and is distributed on a quarterly basis.
  - We look forward to an exciting year ahead.
6. The 2013-2014 Annual Report was presented including the Audited Financial Accounts. The audited financial statements of Australian Canoeing for the year ended 30 June 2014 were tabled. The surplus for the year was \$19,410 (2013; \$84,636) and the net financial position was \$260k (2013; \$241,433).

AC's Business Manager Mr. Richard Roach gave a presentation that provided detail on various line items in the financial report, and answered questions from the attendees of the meeting.

- Thank you to Mr Robbie Stewart for providing financial guidance whilst as a Director on the Board. Thank you to all the team managers and technical committees for your volunteer work and your high level of expertise. Thank you to Mary Macaluso and Asha Venkataya for all your help in the office.
- In 2008, Australian Canoeing had a turnover of \$1.2m and 3-4 staff. In comparison over the last few years with the alignment of high performance, the turnover has increased to \$7m and over 20 staff. Additional compliance and reporting from the Australian Sports Commission as they monitor their investment.
- The 2014 ICF Canoe Slalom Junior & U23 World Championships was a major financial consideration. The budget broke even and this has built confidence in our ability to host major events without creating a loss for the organisation.

- Moving to a company limited by guarantee, will create more rigour on the accounts and more onus on the Directors.
- Australian Canoeing had a carry forward of High Performance of \$500,000. We had to apply to the Australian Sports Commission to carry the fund forward, hence why there is a large cash balance.
- Audit & Risk Committee's next step is to review the budget and the transparency.
- *What is Australian Canoeing doing to build retained earnings?*

Australian Sports Commission looked at the net assets v turnover and should be at 10%. It would currently take us 4-5 years to reach this. However, during the weekend we will be discussing commercialisation and how it can improve the net assets. Australian Sports Commission currently does not allow us to use high performance funding to top up the net assets.

- *Key Personnel Remuneration – what does this mean?*

The sum of the wages of the three senior staff members.

- *Was the 2014 ICF Canoe Slalom Junior & U23 World Championships cost neutral?*

Yes, as high performance has made a contribution to the event as we were not sending the team overseas, as they were competing in Sydney.

- *What is the adequate controllers over the high performance from endangering the organisation?*

Management reports at projecting the budget; all expenses have to go through one central point; tour budgets and having credit card limits.

A motion that the Audited Financial Statements as presented be adopted was moved by Mr. Tony Coventry (Canoe Victoria); and seconded by Mr. John Borojevic (Canoe Tasmania). The motion was accepted unanimously.

7. Voting members elected the President and Interested Directors. Mr. Graham Johnson and Ms. Helen Brownlee acted as scrutineers for the secret ballot for these elections. Two Interested Directors term of office had expired, with Ms. Andrea McQuitty re-standing and vacant position from Mr. Robbie Stewart.

There were four nominations received for the two positions:

- Ms. Andrea McQuitty (re-standing);
- Mr. Jason Dicker;
- Mr. Tim Hookins and
- Mr. Ian Hume.

Ms. Andrea McQuitty was re-elected as a Director unanimously. Mr. Ian Hume was elected as a Director unanimously.

8. There was one (1) nomination for Life Membership this year – Ms. Danielle Woodward.

Ms. Danielle Woodward life membership nomination was carried unanimously.

9. There were five (5) Notices of Motion for this meeting.

#### **PURPOSE OF MOTION:**

The Australian Sports Commission (ASC) advised AC (correspondence dated 27 June, 2014) of the following:

*“The purpose of this letter is to formally advise you that your sport is one of eight National Sporting Organisations (NSO’s) that now will be required to comply with the Mandatory Sports Governance Principles as a condition of your future funding.”*

The ASC Mandatory Governance principle states:

***“1.3 The national body should be established as a company limited by guarantee.***

*The Corporations Act provides for a very robust and structured platform for the operation of organisations and provides clarity in areas silent within the Association Incorporation Act (particularly in the context of internal management and corporate governance). In addition, changes to the Corporations Act in 2010 have created a system of tiers based on revenue. For NSOs that fall within the lower tiers, the reporting requirements have been made less onerous than they were previously. For these reasons, NSOs should be companies limited by guarantee.”*

Due to the above AC will need to:

1. Migrate from an ‘Association’ to a ‘company limited by guarantee’; and
2. Adopt a new Constitution compliant with the soon to be created AC company entity as well as the ASC Mandatory Sports Governance Principles.

Further information and clarification pertaining to this matter can be found in previously circulated Memorandums to the State Member Associations’ (MA’s) dated 31 July, 3 June and 27 June 2014.

The following Notices of Motion were proposed by the Board of Australian Canoeing Inc.

**MOTION ONE:**

Resolutions to migrate Australian Canoeing Inc. to become a company limited by guarantee under the Corporations Act.

Notice is given to members that it is proposed to transfer the incorporation of Australian Canoeing Inc. from an incorporated association registered under the Associations Incorporation Act 1991 (ACT) to a company limited by guarantee under the Corporations Act 2001 (Cth).

The following motion is submitted as a special resolution:

**“(i). THAT Australian Canoeing Inc. applies for registration under the Corporations Act 2001 (Cth) as a company limited by guarantee. Such registration will take effect from 1 July 2015.”**

**RESULT: Carried unanimously.**

**MOTION TWO:**

Resolutions to migrate Australian Canoeing Inc. to become a company limited by guarantee under the Corporations Act.

Notice is given to members that it is proposed to transfer the incorporation of Australian Canoeing Inc. from an incorporated association registered under the Associations Incorporation Act 1991 (ACT) to a company limited by guarantee under the Corporations Act 2001 (Cth).

The following motion is submitted as a special resolution:

**“(ii). THAT the name of the new company be Australian Canoeing Limited.”**

**RESULT: Carried unanimously.**

**MOTION THREE:**

Resolutions to migrate Australian Canoeing Inc. to become a company limited by guarantee under the Corporations Act.

Notice is given to members that it is proposed to transfer the incorporation of Australian Canoeing Inc. from an incorporated association registered under the Associations Incorporation Act 1991 (ACT) to a company limited by guarantee under the Corporations Act 2001 (Cth).

The following motion is submitted as a special resolution:

**“(iii). THAT the relevant Australian Canoeing Inc. Directors be authorised to sign the necessary application(s) for registration under the Corporations Act 2001 (Cth).”**

**RESULT: Carried unanimously.**

**MOTION FOUR:**

Resolutions to migrate Australian Canoeing Inc. to become a company limited by guarantee under the Corporations Act.

Notice is given to members that it is proposed to transfer the incorporation of Australian Canoeing Inc. from an incorporated association registered under the Associations Incorporation Act 1991 (ACT) to a company limited by guarantee under the Corporations Act 2001 (Cth).

The following motion is submitted as a special resolution:

**“(iv). THAT if motions (i)-(iii) above are passed, upon the transfer of registration under the Corporations Act 2001 (Cth) taking effect on 1 July 2015, the constitution of Australian Canoeing Inc be replaced with the constitution contained in Annexure E to this notice.”**

**RESULT: Carried unanimously.**

**MOTION FIVE:**

Resolutions to migrate Australian Canoeing Inc. to become a company limited by guarantee under the Corporations Act.

Notice is given to members that it is proposed to transfer the incorporation of Australian Canoeing Inc. from an incorporated association registered under the Associations Incorporation Act 1991 (ACT) to a company limited by guarantee under the Corporations Act 2001 (Cth).

The following motion is submitted as an ordinary resolution:

**“(v). THAT if motions (i)-(iv) above are passed, the Chief Executive Officer and the Board of Australian Canoeing Inc. are authorised to prepare and execute all necessary documents and take all necessary actions as are required to effect the transfer of registration.”**

**RESULT: Carried unanimously.**

There being no more business the meeting ended at 11:00 a.m.

# Australian Canoeing Inc.

## 65<sup>th</sup> AGM Attendees



Attendee	Member Status	Voting Delegate
Danielle Woodward OAM	AC President & Chair	No
Peter Carter	Canoe South Australia	Yes
John Borojevic	Canoe Tasmania	Yes
Tony Coventry	Canoe Victoria	Yes
Richard Lowther	Canoeing Western Australia	Yes
Tim Hookins	Paddle NSW	Yes
Jerry Dunn	Queensland Canoeing	Yes
Andrea McQuitty	AC Board	No
Claude Harran	AC Board	No
James Rennell	AC Board	No
Robbie Stewart	AC Board	No
Graham Johnson	Life Member	No
Helen Brownlee OAM	Life Member	No
Greg Doyle	AC CEO	No
Richard Roach	AC Staff	No
Richard Fox	AC Staff	No

<b>Attendee</b>	<b>Member Status</b>	<b>Voting Delegate</b>
Mary Macaluso	AC Staff	No
Sam Lyons	AC Staff	No
Mark Thurgood	AC Staff	No
Melissa Hopwood	AC Staff	No
Asha Venkataya	AC Staff	No
Connie Todaro	AC Canoe Marathon TC	No
Ian Beasley	AC Canoe Polo TC	No
Lucy Williams	AC Canoe Slalom TC	No
Greg Kaeding	AC Canoe Sprint TC	No
Jason Dicker	AC Education & Safety TC	No
Sue Robb	AC Freestyle TC	No
Peter McIntyre	AC Wildwater TC	No
Ian Heard	Canoe South Australia	No
Su Sprott	Canoe Tasmania	No
Andrea Boothroyd	Canoe Victoria	No
Rosalie Evans	Canoeing Western Australia	No
Peter Tate	Paddle NSW	No
David Hills	QLD Canoeing	No
Susan Mercer	Visitor (QLD)	No
Ian Hume	Visitor (SA)	No
John McCausland	Visitor (TAS)	No

Attendee	Member Status	Voting Delegate
Adam Dickenson	Visitor (TAS)	No