



Annual General Meeting Minutes

Saturday 5th August, 2017

**Cathy Freeman Room, Athletics house,
Albert Park**

Board of Management 2016 / 2017

President: **Steve Ryan**

Director – Finance: **James van Beek**

Director – Education: **Paul Bray**

Director Competition: **Colin Segota**

Director: **Sherrie Boulter**

Director: **Michael Wallace**

Director: **Steven Coulson**

Association Staff 2016 / 2017

Chief Executive Officer: **Anthony McIntosh**

Finance, Governance & Risk: **Julie Green**

Education & Development: **Shane Bertrand**

Business Assurance & Special Projects: **Graham Lucas**

E Commerce & Technology: **Kim John**

Competition & Events: **Michael Masseni**

Communications & Marketing: **Lachlan Rayner**

Centre Development: **Debbie Baskin**

Membership Development & Liaison: **Alana Durham** (to September 2016)

Membership Development & Liaison: **Linda Leverton** (November 2016 – March 2017)

Joint Officials Training/Accreditation: **Andrea Hallett**

Joint Receptionists: **Sian Mezzatesta / Josie Caon** (to February 2017)

CREDENTIALLED CENTRE DELEGATES

Albury	Brett Schofield	Elisabeth McGuire
Altona	Daniel Shield	Wayne O Halloran
Ararat	Melissa Perry	
Bacchus Marsh	Linda Thompson	
Bairnsdale	Kevin Harris	
Ballarat	Rodney Thomas	
Bendigo	Phil Noden	
Box Hill	Steve Taylor	Kerryn Stirling
Brighton	Mark Barling	Fiona Rebbechi
Brimbank	Susan Harris	Dennis Thornton
Camberwell/Malvern	Richard Hume	
Camperdown	Jorja Sharp	
Casey	Steve Woolfe	
Caulfield	Marcus Buckley	Russell Harper
Chelsea	Cameron Whillas	
Coburg	Kathleen Marsh	Deborah Clarke
Cockatoo	Lisa Jordan-Hill	
Cohuna	Mike Anthony	Narelle Anthony
Colac	Matthew Walsh	
Corio	Simon Hill	
Corner Inlet	Robert Jamieson	
Craigieburn	Sharyn Stockdale	Kelly Gatz
Cranbourne	Mark Jouvelet	Michelle Hanna
Diamond Valley	Raff Agostino	Julie Fitzgerald
Doncaster	Paul Reynolds	
Essendon	Jamie Gray	Gwen Timmins
Frankston	Nadine Robinson	Marion Sparkes
Hamilton	Cindy Sharp	
Geelong	Matthew Payne	Nadine Seller
Hume	Philip Rhodes	
Keilor	Mike Lloyd	Gail Monument
Kew	Mark Rice	
Knox	Grant Bertram	Stephen Hough
Kyabram	Claudia Green	
Kyneton	Tony Davis	
Lancefield Romsey	Kari Males	
Lavington Jindera	Rosalie Wilson	
Leongatha	Ben Cruickshank	
Maryborough	Andrew Lighten	David Tull
Melton City	Ray Duroy	
Mentone	Scott Wilcock	Erina Cunningham
Moe	Robert Birks	
Moorabbin	Adam Gibson	
Mornington	Todd Martin	Mark Henry

Murrindindi	Bill Twitchett	
Nunawading	Jacqui Gilbert	
Oakleigh	Dylan Harrison	
Orbost	Ray Slade	
Pakenham	Michelle Pay	
Portland	Shane Bicknell	
Preston Reservoir	Philip Martin	Dawn Walsh
Ringwood	Bryce Sandow	Irene Harris
Rochester	Gary Milligan	
Sale	Justyne Roscoe	
Sandringham	Craig Furber	Richard Shackcloth
Seaford	Therese Smith	Katie Symonds
Shepparton	Aileen Zanelli	
Sherbrooke	Andrew Fisher	
South Melbourne Districts	James Cornwell	
Southern Peninsula	Jason Hodson	
Springvale	Cassie Jacobs	Rachel Cunningham
Sunbury	David Thies	
Traralgon	Janene Becker	Tara Rode
Wangaratta	Melissa Sgarioto	Carolyn Trethowan
Warragul	Vaughan Cumiskey	
Warrnambool	Julie Bicknell	
Waverley	Katy Smith	
Werribee	Rob de Wit	Mark Coulston
Westernport	Geoff Rose	Ashley Hodder
Whittlesea City	Tony Newstead	Michael McBrien
Williamstown	Ashley Sandison	
Wodonga	Sean Streat	
Wonthaggi	Jenna Meloury	
Yarra Ranges	Michael Clarke	

LIFE GOVERNORS

Christine Doubleday, Gwen Timms, Irene Harris, Marion Sparkes, Neville Harris, Randal Robinson, Rosalie Wilson, Shaz Cairns, Stephen Cowburn.

OBSERVERS

Andrew Duncan, David Green, Jamie Strudley, John Mills, Michelle McIntyre, Mike Donato, Rob Monteath, Robert Walsh, Tony Glew.

Anita Pangbourne – minute taker.

LAVic STAFF

- Taylah Perry – Membership, Programs & Merchandise Co-ordinator
- Andrea Hallett – Officials Training & Accreditation Manager
- Julie Green – Finance, Governance & Risk Manager
- Kim John – E-Commerce & Technology Manager
- Anthony McIntosh – Chief Executive Officer

APOLOGIES

Andrew Glover, Beaufort & District, Bruce Reynolds, Carol Timmins, Charles Gorman, Debbie Baskin, Don Blyth, Fred Wilmshurst, Gordon Major, Horsham, Judy Wilmshurst, Wesley Heywood, Margaret Carty, Meggsie Harvey, Nathalia, Norm Walsh, Maureen O'Callaghan, Andrew Osborne, Rob Zuber, Seymour, Swan Hill.

NO APOLOGY

Alpine, Barooga, Bar-rook, Benalla, Collingwood, Charlton (in recess), Croydon, Corowa (moved to NSW), Dandenong, Dimboola, Echuca Moama, Edenhope, Gisborne, Horsham, Howlong, Kerang, Kilmore & Districts, Mansfield, Mt Beauty, Rutherglen, Stawell, Woodend, Yarrawonga Mulwala.

IN ATTENDANCE

Of 100 Affiliated Centres – 74 Centres in attendance, 26 absent and 1 in recess

Voting material for Association Awards – Life Governor & Distinguished Service Awards, was issued to delegates at time of sign in.

1. Opening

10:49 am – meeting open.

President - **Steve Ryan**

The President welcomed Centre Delegates, Life Governors and Observers stating he was pleased to see a good turnout and commenting that it was a great commitment to attend today. The Board of Management was introduced to delegates

Director – Finance: **James van Beek**

Director – Education: **Paul Bray**

Director Competition: **Colin Segota**

Director: **Sherrie Boulter**

Director: **Michael Wallace**

Director: **Steven Coulson**

Steve Ryan outlined meeting protocols:

- any member desiring to speak must attract the attention of the Chair by rising in their seat, or raising the Centre board;
- when called upon they must identify themselves to the Chair;
- if two or more members indicate simultaneously, the Chair will call upon the member who first caught his/her eye.

The chair will, as far as practicable call on speakers for and against a motion or amendment alternatively, subject to the right of the seconder to speaker immediately after the mover.

2. Minutes of 2016 AGM

2.1 Amendments to Minutes (Annual General Meeting)

Nil

2.2 Confirmation & Adoption of Minutes (Annual General Meeting)

Moved: Werribee

Seconded: Albury

2.3 Business Arising (Annual General Meeting)

Nil

DRAFT

3. Constitutional & Special Resolution Motions

50 Day Special Resolutions Motions

Paul Bray responded on behalf of the Board unless otherwise stated.

NOTICE OF SPECIAL RESOLUTION C17 – 01 Submitted by: Board of Management

Amend Rule 16.4(a) of the Constitution of the Association to replace the word 'seven' with the word 'nine'.

Amend rule 2 of the Constitution of the Association to simplify the Objects of the Association.

CURRENT RULE 2

The Association is the peak body for the administration of Little Athletics in Victoria. The objects for which the Association is established and maintained are to:

- (a) Promote and control within the State of Victoria, athletic competition for children whose ages fall within the limits defined in this Constitution;
- (b) Create a uniform entity through and by which Little Athletics in Victoria can be encouraged, conducted, promoted and administered and to be the governing body of Little Athletics in Victoria;
- (c) Promote recreational, social and community activities with emphasis on family involvement;
- (d) Encourage and assist Victorian communities to organize and conduct athletic competition and/or skill related activities for children;
- (e) Promote and encourage Little Athletics within Victoria and the conduct of competition as an affiliated member of LAA;
- (f) Adopt and accept the rules of the IAAF and abide by the interpretation of such rules, with such variations as are approved from time to time by the Association;
- (g) Assist the development of athletics in Victoria;
- (h) Affiliate and otherwise liaise with LAA, youth organisations and such other bodies as may be desirable, in the pursuit of these Objects;
- (i) Establish and affiliate Little Athletics Centres and create, maintain and control Regions and Clubs in the State of Victoria;
- (j) Act for, and represent the interests of, it's Members in all matters pertaining to Little Athletics;
- (k) Control, manage and conduct Little Athletics competitions at a state level;
- (l) Select and manage Little Athletics teams to represent Victoria in national competitions inside and outside Victoria;
- (m) Encourage, conduct, promote, and administer Little Athletics throughout Victoria, through and by the Members for the mutual and collective benefit of the Members and Little Athletics;

- (n) Act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Little Athletics, its standards, quality and reputation for the collective and mutual benefit of the Member and Little Athletics;
- (o) Operate with, and promote mutual trust and confidence between the Association and the Members in pursuit of these Objects;
- (p) At all times to act on behalf of, and in the interests of, the Members and Little Athletics;
- (q) Promote the economic and sporting success, strength and stability of the Association and the Members and to act interdependently with each Member in pursuit of these Objects;
- (r) Encourage, conduct, promote, advance and govern Little Athletics;
- (s) Apply the property and capacity of the Association towards the fulfillment and achievement of these Objects;
- (t) Use and protect the Association's Intellectual Property;
- (u) Purchase, take on lease or in exchange or otherwise acquire any lands, building or property, real or personal, which may be requisite for the purpose of the Association or conveniently used in connection with any of its Objects and to sell, demise mortgage, give in exchange or dispose of the same;
- (v) Pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further these Objects;
- (w) Conduct research and training projects in the interests of the Members present and future;
- (x) Promote market and turn to account sports equipment for Little Athletics;
- (y) Not espouse the cause of any political party or religious beliefs and not in any way place limitations (other than age) upon children entitled to benefit from membership of the Association;
- (z) Strive for and maintain government, commercial and public recognition of the Association as the authority for Little Athletics in Victoria;
- (aa) Promulgate and secure uniformity in such rules and standards as may be necessary for the management of Little Athletics, Little Athletics competitions and related activities, including but not limited to the rules and coaching standards;
- (bb) Further develop the Association and Little Athletics into an organized institution and having regards to these Objects and in conjunction with the Members, foster, regulate, organise, conduct and manage Little Athletics tournaments, competitions, events, displays and other activities;
- (cc) Promote the health and safety of athletes, officials and other individuals participating in Little Athletics in any capacity;
- (dd) Act as final arbiter on all matters pertaining to the conduct of Little Athletics in Victoria, including disciplinary matters;
- (ee) Establish and conduct education and training programs for participants, coaches and officials in the implementation and interpretation of Little Athletics rules and standards;
- (ff) Formulate and implement appropriate policies, including policies in relation to member protection, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in Little Athletics;
- (gg) Have regard to the public interest in its operation;
- (hh) Encourage and promote performance-enhancing drug free competition;
- (ii) give, and where appropriate, seek recognition for athletes, officials and other individuals participating in Little Athletics in any capacity to obtain awards or public recognition; and
- (jj) Undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects or any of them.

RULE 2 IF AMENDED

The Association is the peak body for the administration of Little Athletics in Victoria. The objects for which the Association is established and maintained are to:

- (a) As an affiliated member of ALA, promote and lead activities related to Little Athletics competition and other athletic skills within Victoria, for children whose ages fall within the limits defined in this Constitution;
- (b) Promote Little Athletics as a recreational, social and community activity for all participants, including families, irrespective of cultural or religious differences, in an inclusive and safe environment;
- (c) Encourage and assist Affiliated Centres and other Victorian communities to organise and conduct activities, related to athletic competition and other athletic skills, for children, including establishing and conducting education and training programs for children, coaches and officials;
- (d) Work with other similar sporting, community and government bodies to develop and grow Little Athletics and athletics in Victoria;
- (e) Manage and conduct Little Athletics competitions at a state level, including maintaining competition rules and standards; and select and manage Little Athletics teams to represent Victoria in national competitions;
- (f) Formulate and implement appropriate policies on such matters as arise from time to time as issues to be addressed in Little Athletics;
- (g) Continue to develop the financial, governance and strategic sustainability of the Association;
- (h) Have regard to the public interest in its operation;
- (i) Apply the property, including intellectual property, and income of the Association towards the fulfillment and achievement of these Objects; and
- (j) Undertake and do all things or activities which are necessary, incidental or conducive to the advancement of these Objects or any of them.

REASON

The current rule 2 of the Constitution contains thirty six Objects, a number of which are repetitive. The Board considers that it is appropriate to simplify the Objects of the Association into ten principles-based Objects that align with current expectations and obligations.

The Board notes that the Constitutions of Australian Little Athletics, Little Athletics Queensland, Little Athletics WA, Little Athletics SA and Little Athletics ACT have a similar, simple Objects rule to that being proposed by the Board.

BOM COMMENT

See above.

MOTION: C17-01	X	PASSED		LOST		LAPSED
SECONDED: Werribee				WITHDRAWN		
<p>Comments:</p> <p>Question from <u>Southern Peninsula</u> - in relation to section (w) and section (dd) in the old rules there appears to be no reference in the new rules to these areas and (dd).</p> <p>Response: Paul Bray (on behalf of the Board) – In reference to section (w) it is covered in the new Section (c), "Encourage and assist Affiliated Centres and other Victorian communities to organise and conduct activities, related to athletic competition and other athletic skills, for children, including establishing and conducting education and training programs for children, coaches and officials; reference to section (dd) our rule that deals with disputes members and disputes with affiliated centres and LAVIC and disputes between members in the centre the LAVic not the final abriator so this is no longer correct.</p> <p>No speakers against the motion.</p> <p>The motion was voted on and passed.</p>						

DRAFT

Amend various rules of the Constitution of the Association to correct clear typographical and syntax errors.

CURRENT RULES 4, 6.5(c), 6.6(a), (c), and (d), 6.10 and 7(a)

“Annual Subscriptions” means the annual fees payable by each category of Member as determined by the Board under **rule 6.10**.

4.2(j) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements or any of them (whether of the same or any legislative authority having jurisdiction);

6.5(c) As soon as is practicable after the receipt of an application under **rule 6.2(a)**, the CEO shall refer the application to the Board who shall determine whether to approve or decline the application.

6.6(a) To be eligible for membership as a Competitive Member or an Associate Associate Member, the applicant must be a natural person and meet any other criteria set by the Board or set out in the Regulations from time to time.

6.6(c) If a person satisfies the criteria set by the rule 6.6, they shall be deemed a Competitive Member or an Associate Member (as applicable), subject always to this Constitution and in particular **rules 6.6(c) and (d)** below.

6.6(d) The CEO may, in their discretion, refer any application for membership as a Competitive Member or an Associate Member to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application.

6.10 All Members, including Affiliated Centres, must reapply for membership each Affiliation Year through the procedures set out in this Constitution or by the Board from time to time. The Board is not obliged to accept any membership renewal made under this Constitution and may accept or reject a renewal application. If it rejects an application the Board is not obliged to give reasons for its decisions.

7(a) The Annual Subscriptions payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Board of Management. Where the increase in Annual Subscription exceeds 10% it must be ratified by the members at a General Meeting.

RULES 4, 6.5(c), 6.6(a) and (c), 6.10 and 7(a) IF AMENDED

“Annual Subscriptions” means the annual fees payable by each category of Member as determined by the Board under **rule 7(a)**.

2.

4.2(j) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements or any of them (whether of the same or any legislative authority having jurisdiction);

6.5(c) As soon as is practicable after the receipt of an application under **rule 6.5(b)**, the CEO shall refer the application to the Board who shall determine whether to approve or decline the application.

6.6(a) To be eligible for membership as a Competitive Member or an Associate Member, the applicant must be a natural person and meet any other criteria set by the Board or set out in the Regulations from time to time.

6.6(c) If a person satisfies the criteria set by the rule 6.6, they shall be deemed a Competitive Member or an Associate Member (as applicable), subject always to this Constitution and in particular **rule 6.6(d)** below.

6.6(d) the CEO may, in his discretion, refer any application for membership as a Competitive Member or an Associate Member to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application.

6.10 All Members, excluding Honorary Members, but including Affiliated Centres, must reapply for membership each Affiliation Year through the procedures set out in this Constitution or by the Board from time to time. The Board is not obliged to accept any membership renewal made under this Constitution and may accept or reject a renewal application. If it rejects an application, the Board is not obliged to give reasons for its decision.

7(a) The Annual Subscriptions payable by Members, or categories of Members, to the Association, the benefits that apply to each category, and the time for, and manner of payment of, subscriptions, shall be determined by the Board. Where an increase in Annual Subscription exceeds 10%, the Members must ratify the increase at a General Meeting.

REASON

The Board considers that the changes to the definition of "Annual Subscriptions", and to rules 4.2(j), 6.5(c), 6.6(a), (c) and (d) are self-explanatory.

The main change to rule 6.10 ensures that Honorary Members do not need to reapply annually for membership of the Association, something that was clearly never intended.

The definition of the "Board" in rule 4 clearly refers to a body consisting of the Directors under rule 16.2. Apart from rule 7(a) (a reference to the Board of Management), the concept of the Board as so defined is used everywhere in the Constitution. The Board considers that it is appropriate to change this reference in rule 7(a) to maintain consistency with the defined concept.

BOM COMMENT

See above.

MOTION: C17- 02	X	PASSED – Amended (X)	LOST	LAPSED
SECONDED: Keilor		WITHDRAWN		
<p>Comments:</p> <p>Coburg requested a minor amendment to 6.6d, a word admendment from "his" to "his or her."</p> <p>The motion was amended so that clause 6.6d will read, the CEO may, in his or her discretion, refer any application for membership as a Competitive Member or an Associate Member to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application.</p> <p>Essendon seconded the amendment.</p> <p>The motion with the admendment was passed.</p>				

Amend rule 16.4(a) of the Constitution of the Association to add up to two appointed Directors. Also amend rules 16.4(a), 17(b), 18.1(a), 18.1(b) and 18.2 to delete the requirement for Elected Directors to be Associate Members or Honorary Members. Finally, add a new rule 16.6 to deal with the appointment of independent Directors.

CURRENT RULES 16.4(a), 17(b), 18.1(a), 18.1(b) and 18.2

16.4(a) The Board shall consist of seven Elected Directors who must all be Associate Members or Honorary Members and who shall be elected in accordance with **rule 17**.

17(b) Nominations of candidates for election as Elected Directors, shall be: (i) made in writing on the form provided by the Association from time to time (if any), but in any case it must be accompanied by; (a) the written consent of the nominee; (b) proof that their nomination is consented to by an Affiliated Centre or Region; with such proof being as required from time to time and set out in the Regulations; (ii) an Associated Member or Honorary Member and must provide details confirming that they meet any qualifications set out in the Regulations from time to time under **rule (b)**; and (iii) delivered to the CEO by the date specified on the call for nominations.

18.1(a) For the purposes of this Constitution, the office of a Director becomes vacant if the Director: (b) In the case of an Elected Director, ceases to be an Associate Member or Honorary Member.

18.2 In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate Associate Member or Honorary Member to the vacant office and the person so appointed may continue in office up to the end of the term of the Elected Director they are replacing.

RULES 16.4(a), 16.6, 17(b), 18.1(a), 18.1(b) and 18.2 IF AMENDED

16.4(a) The Board shall consist of seven Elected Directors who must all be elected in accordance with **rule 17** and up to two Directors appointed by the Board.

16.6 Appointed Directors

(a) The Board may appoint up to two independent Directors.

(b) A Director may be appointed for a term of up to two years, the term of which will be determined by the Board. An appointed Director can only be reappointed for another term of up to two years.

(c) At the end of their terms, Directors appointed by the Board can nominate for election as Elected Directors according to the process set out in **rule 17**.

(d) Consistent with the process in **rule 16.5**, Directors appointed by the Board under this rule, who are subsequently elected as Elected Directors at the end of their terms, cannot serve as a Director for more than six consecutive years.

17(b) Nominations of candidates for election as Elected Directors shall be made in writing on the form provided by the Association from time to time (if any), must be accompanied by the written consent of the nominee, and delivered to the CEO by the date specified on the call for nominations.

18.1 For the purposes of this Constitution, the office of a Director become vacant if the Director: (c).....

18.2 In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate person to the vacant office, and the person so appointed may continue in office up to the end of the term of the Elected Director they are replacing.

REASON

The Board considers that it is appropriate to increase the size of the Board from seven Elected Directors, by adding up to two independent Directors to be appointed by the Board, and to delete the requirement for Elected Directors to be Associate or Honorary Members. The Board considers that this will allow for a wider range of skills to be present on the Board to deal with the increasing demands of its work.

The Board is proposing an amendment to rule 16.4 and the addition of a new rule 16.6. These proposals will enable the Board to appoint independent Directors for a term of up to two years. A Director appointed under the proposed rule 16.6 will not be eligible for reappointment under that rule. However, at the end of their terms under rule 16.6, independent Directors appointed by the Board can nominate for election as Elected Directors under the process set out in rule 17. Consistent with the terms of rule 16.5, a Director appointed under rule 16.6 cannot serve as an appointed Director and Elected Director for a period of more than six consecutive years.

The Board also considers that requiring Elected Directors to be Associate or Honorary Members effectively limits the range of possible nominees for Director positions to parents or relatives of Competitive Members. The Board considers that this restriction should be removed to allow for anyone to nominate for election as a Director. If Elected Directors do not need to be Associate Members or Honorary Members, then it follows that: Affiliated Centres or Regions should not need to consent under Rule 17(b) to nominations for election as Directors; not being an Associate Member or Honorary Member should not be a reason under rule 18.1 for any office of Director to be vacated; and the Board can appoint any appropriate person to a casual vacancy in the office of an Elected Director under rule 18.2.

If this amendment is passed, the Board is also proposing an associated amendment to rule 19.2(a) of the Constitution (Procedure at Board Meetings) to increase the quorum at Board meetings from four to five Directors.

Finally, the Board notes that, under rule 7 of the Constitution of the Australian Little Athletics Incorporated (ALA), the Board of ALA may appoint up to two Independent Directors. The Board is the governing body of ALA.

BOM COMMENT

See above.

MOTION: C17- 03	X	PASSED		LOST		LAPSED
SECONDED: Sandringham				WITHDRAWN		
<p>Comments:</p> <p>Question from <u>Preston Reservoir</u>: Directors won't need to be affiliated with a region or centre. Believe there is no better pool to recruit directors from. Preston Reservoir asked if there was interest from outside the sport to join the BOM.</p> <p>Response: The proposal is that anyone can be elected to be a director but the limitation of being a member is removed. Spoke to the question raised by PR.</p> <p>Preston Reservoir spoke against the motion.</p> <p>Question from <u>Kew</u>: Asked for clarification on independent directors, will these be appointed by the board?</p>						

Response: Just the 2 independent directors will be appointed by the board.

Cranbourne spoke for the motion.

Question from Maryborough: Asked for clarification on 16.6b as proposed.

Response: Typographical error in the reason in the documentation.

Question from Southern Peninsula: Where in the constitution is it stated that the BOM only has one vote?

Response: It is not currently stated. No specific reference, where there is reference to 'The Board' this means one body, one vote. It is interpretation of the constitution.

Question from Southern Peninsula: Why this had not been communicated prior to the AGM and are raised further concerns as to.

Comment from Orbost: You are talking about the view of the Board but the Board will change so will the view change.

Southern Peninsula requested further discussion on the motion.

Sandringham spoke for the motion.

The Motion was voted on and passed.

NOTICE OF SPECIAL RESOLUTION C17 – 04	Submitted by: Board of Management
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Amend rule 19.2(a) of the Constitution of the Association to replace the word 'Four' with the word 'Five'.

CURRENT RULE 19.2(a)

Four Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.

RULE 19.2(a) IF AMENDED

Five Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.

REASON

If the Meeting passes the Special Resolution to amend rule 16.4(a), and to add a new rule 16.6, to increase the size of the Board by up to two appointed Directors, and to delete the requirement for Elected Directors to be Associate Members or Honorary Members, the Board considers that it is appropriate to amend rule 19.2(a) to increase the size of the quorum required at Board meetings from four to five Directors.

This amendment will maintain the usual understanding that a quorum represents more than 50% of the members of a committee or meeting.

BOM COMMENT

See above.

MOTION: C17-04	<input checked="" type="checkbox"/>	PASSED		LOST		LAPSED
SECONDED: Geelong				WITHDRAWN		
Comments: As the previous motion was passed it, it is a mathematical follow on as if you have Board of nine you would need a quorum of five for a Board meeting. The Motion was voted on and passed.						

Amend various definitions in rule 4 of the Constitution of the Association, with consequential amendments in other rules, to deal with the governance and administration of the Board, Directors and Delegates of Affiliated Centres.

CURRENT RULES 4, 9.1, 16.5, and 20.2(f)

"Associate Director" means a person elected or appointed to a standing committee under **rule 20.2**.

"Associate Members" means any person, not being a Competitive Member, who meets the criteria for membership as an "Associate Member" which are set out in the Regulations from time to time. Such persons will generally be parents of Competitive Members, officials of Little Athletic events, directors/officers.

"Committee" means any committee of the Board created under **rule 20.2** from time to time and it includes any Standing Committee.

"Delegate" means a representative of an Affiliated Centre appointed by that Affiliated Centre to represent the Affiliated Centre at General Meetings. The Delegate must be an Associate Member or an Honorary Member but cannot be a Director.

"Director" means a member of the Board and includes the Elected Directors but does not include Associate Directors unless specified.

"President" means the president of the Association appointed in accordance with **rule 17** from time to time.

9.1 (b) (iii) Unless the Region or the Finance Director on the Board recommends it after due investigation.

9.1 (c) Upon receiving such notice from an Affiliated Centre or receiving the recommendation from the Region or the Finance Director, the Board may take any steps it deems necessary or appropriate to:.....

16.5(b) To ensure rotational terms and Board continuity, the President and Competition Director will be elected in odd numbered years, and the Finance Director and Education Director will be elected in even-numbered years.

16.5(d) In the event that a General Director nominates and is elected to the position of President, Finance Director, Competition Director or Education Director then that member's term of office in one of these roles shall recommence at that election and then be subject to rule 16.5(c).

20.2(f) Associate Directors may be appointed in accordance with the Regulations for each standing committee established under rule 20.2(c).2.

RULES 4, 9.1, 16.5, and 20.2(f) IF AMENDED

Definition of "Associate Director" deleted.

"Associate Member" means any natural person, not being a Competitive Member, who meets the criteria for membership as an "Associate Member" which are set out in the Regulations from time to time. Such persons are not limited to parents or relatives of Competitive Members or officials of Little Athletic events.

“Committee” means any committee of the Board created under **rule 20.2** from time to time.

“Delegate” means a representative of an Affiliated Centre appointed by that Affiliated Centre to represent the Affiliated Centre at General Meetings. The Delegate cannot be a Director.

“Director” means a member of the Board, and includes the Elected Directors and appointed Directors.

“President” means the Elected Director elected by the Board at the first Board meeting following an Annual General Meeting, to serve as President of the Association.

9.1(b)(iii) Unless the Region or the CEO recommends it to the Board after due investigation.

9.1(c) Upon receiving such notice from an Affiliated Centre or receiving the recommendation from the Region or the CEO, the Board may take any steps it deems necessary or appropriate to:.....

16.5(b) To ensure rotational terms and Board continuity, three Directors will be elected in odd-numbered years, and the other four Directors will be elected in even-numbered years.

Rule 16.5(d) deleted.

Rule 20.2(f) deleted.

REASON

The changes proposed to various definitions in rule 4, and the consequential changes proposed elsewhere in the Constitution, largely deal with the governance and administration of the Board and Directors. An associated proposal also widens the range of persons who may be Delegates for Affiliated Centres at a General Meeting of the Association.

The definition of the “Board” in rule 4 clearly refers to a body consisting of the Directors under rule 16.2. Rule 16.1 gives the management of the business and affairs of the Association to the Board, while Rule 16.2 then sets out that, if the Board considers it appropriate, in order to further the Objects of the Association, it may allocate Directors to specific portfolios, with specific responsibilities, as determined at the discretion of the Board.

This indicates that the guiding principle associated with Part IV of the Constitution, dealing with the Board and Directors, is that the Board, as one decision making body, is responsible for the governance and oversight of the affairs of the Association, subject to a general discretion given to the Board to allocate specific policy and executive responsibilities to individual Directors if considered appropriate. This is also consistent with the definition of ‘committee’ in section 3 of the *Associations Incorporation Reform Act 2012* (Vic) (the Association has been incorporated under this Act).

The Board considers that certain aspects of Part IV, and its associated definitions, are inconsistent with the guiding principle referred to above, and should be changed.

First, given the general discretionary nature of the allocation of specific policy and executive responsibilities, the Board considers that it is unnecessary, and unduly limiting, for there to be permanent Standing Committees (see definition of "Committee" in rule 4 and rule 20.2(f)) and some specific Director roles (see the reference to Competition Director, Finance Director and Education Director in rules 9.1(b) and (c) and 16.5(b) and (d)). The Board is proposing that those rules be either deleted or amended to remove the references to Standing Committees and specific Director roles. As part of this change, the Board is also proposing to delete the definition of "Associate Director" in rule 4, and to delete rule 20.2(f), to remove the unnecessary link between Standing Committees and Associate Directors.

If passed, these changes will enable the Board, in its general discretion, to allocate any specific policy and executive responsibilities to Directors, and to establish committees, based on the strategic priorities of the Association in any given year. The changes will not affect the terms of office of Elected Directors set out in rules 16.5(a) and (c), but will provide that 3 Directors are elected in odd-numbered years, and that 4 Directors are elected in even-numbered years.

Second, the Board also proposes to change the definition of "President" in rule 4, to align with best practice of the Australian Institute of Company Directors (AICD), so that the Board will elect one of the Elected Directors each year to the position of President (chair of the Board under rule 19.3(a) and the Association delegate to the ALA AGM under clause 6.1.2.2 of the ALA Constitution).

Finally, the Board proposes to change the definitions of "Associate Member" and "Delegate" in rule 4 to widen the range of persons who may be Delegates for

Affiliated Centres at a General Meeting (GM) of the Association. As the Board is proposing in a separate amendment that those who can nominate for election as Directors not be limited to Associate Members, the Board sees no reason why appointed Delegates at a GM should similarly be limited to Associate Members.

The concept of "Associate Member" would remain in the Constitution, as it is part of the wider concept of "Member" in rule 4, which links to important governance concepts in rules 6.1(d) (attendance at GMs), 6.9 (the effects of membership), 6.10 (renewal of membership), 7 (subscriptions), 8 (register of members), 9 (resignation of members), 10 (discipline of members), 11 (Annual GMs), 21 (grievance procedures between members) and 30 (rights of members to inspect the Constitution and the minutes of GMs).

BOM COMMENT

See above.

MOTION: C17-05	X	PASSED – Amended ()	LOST	LAPSED
SECONDED: Brimbank		WITHDRAWN		
Comments: Changes to the definitions as the previous motions have been passed. The reason above is the explanation. The Motion was voted on and passed.				

Amend rule 4 of the Constitution of the Association to amend the definitions of “Affiliation Year” and “Competitive Member” to align age groups for Competitive Members in Victoria, as from the 2018-2019 summer season, with the changes made to clause 25.1 of the Constitution of Australian Little Athletics (ALA) at its Annual General Meeting (AGM) on 15 October 2016.

CURRENT RULE 4

“Affiliation Year” means the period which commences on 1 October of any year and concludes on 30 September the following year.

“Competitive Member” means shall consist of those children who are five (5) years of age or older and who are sixteen (16) years of age or younger (including those children who turn sixteen (16) during the Affiliation Year) at the commencement of any Affiliation Year and who are registered with the Association (through an Affiliated Centre or Club) and participate in Little Athletics and/or skill related activities organised and conducted by the Association or any of its Members. For the avoidance of doubt, a child may be registered as a Competitive Member during the Affiliation Year upon attaining five (5) years of age.

RULE 4 IF AMENDED

“Affiliation Year” means the period which commences on 1 October of any year and concludes on 30 September the following year.

“Competitive Member” means shall consist of those children who are five (5) years of age or older and who are sixteen (16) years of age or younger (including those children who turn sixteen (16) during the Affiliation Year) at the commencement of any Affiliation Year and who are registered with the Association (through an Affiliated Centre or Club) and participate in Little Athletics and/or skill related activities organised and conducted by the Association or any of its Members. For the avoidance of doubt, a child may be registered as a Competitive Member during the Affiliation Year upon attaining five (5) years of age.

Note: The above definitions of “Affiliation Year” and “Competitive Member” cease to apply straight after the finish of the 2018 Australian Little Athletics Championships.

“Affiliation Year” means the period determined by the Board from time to time, as set out in the Regulations.

“Competitive Member” means a child who is five (5) years of age or older, and who is sixteen (16) years of age or younger, at the end of the calendar year in which the summer season commences, and who is registered with the Association (through an Affiliated Centre or Club) and participates in Little

Athletics and/or skill related activities organised and conducted by the Association or any of its Members. For the avoidance of doubt, a child may be registered as a Competitive Member during the calendar year in which that child attains five (5) years of age.

Note: These definitions of “Affiliation Year” and “Competitive Member” come into effect for the 2018-2019 summer season and following seasons, straight after the finish of the 2018 Australian Little Athletics Championships.

REASON

In 2016, ALA decided that it would seek to change its yearly anniversary date to align with other athletics organisations, schools and Athletics Australia (AA), so that athletes would

compete in the same age group in competitions in the period up to the end of December. The intention was that Little Athletes would retain their age groups for the duration of the summer season from October to March, as is the current practice.

At its AGM on 15 October 2016, the Executive of ALA brought forward a motion to amend clause 25.1 of the ALA Constitution to change the ALA age groups from being based on the age of a child at the beginning of the summer season on 1 October to the age of a child at 31 December in the calendar year in which the summer season commences. A separate motion was listed to align implement-throwing weights in the ALA Standard Rules for Competition (SRC) with the schools specifications for the affected age groups. The intention was that the changes would operate from the 2017-2018 season. An amendment was passed at the AGM to change the operative date to the 2018-2019 season, to allow for transitional rules to be fully developed for children born between 1 October and 31 December.

Under clause 3.1.2 of the ALA Constitution and By-Law 12/3, each State Association affiliated with ALA is required to abide by the Constitution, Rules (including the SRC) and By-Laws of ALA. Accordingly, the practical intention behind the change to clause 25.1 was to require each State Association, as part of its affiliation with ALA, to do what is needed within its sphere of operations to give effect to the tenor of the change. For Little Athletics Victoria, a change is needed to two definitions in rule 4 of the Constitution of the Association to bring about that change.

BOM COMMENT

See above.

MOTION: C17-06	PASSED	X	LOST	LAPSED
SECONDED: Whittlesea City			WITHDRAWN	
<p>Comments:</p> <p>Sherrie Boulter (BOM) spoke to the motion.</p> <p>Westernport spoke against the motion.</p> <p>Kyabram spoke for the motion.</p> <p>Nunawading spoke against the motion.</p> <p>Box Hill spoke for the motion.</p> <p>Question from <u>Frankston</u>: Asked about affiliation dates (1st October to 30th September) and implementation of the age group changes that would be after the ALAC?</p> <p>Response: LAA have done it in a way as we have the option of what date we introduce it because we are a state that has cross country and some States do not run a cross country.</p> <p>Question from <u>Casey</u>: Asked if ACT also has to vote for this resolution?</p> <p>Response: There is a question if they have to vote and it has not been resolved.</p> <p><u>Doncaster</u> spoke against the motion.</p> <p>Question from <u>Geelong</u>: Are Victoria the first state to make a decision on this change?</p> <p>Response: Steve Ryan responded that Victoria is the only state to bring this to the members because this is a constitutional change, other States have already made the decision to make the changes.</p> <p>Question from <u>Kew</u>: Stated it had concerns around the younger age groups and</p>				

how this is to be managed/assisted with the changes.

Response: Sherrie Boulter responded that the Implementation question was not subject to the motion on the floor.

Springvale spoke for the motion.

Question from Mentone: Justification that this aligns with schools, are events going to be introduced to align with the school sports programs.

Response: Sherrie Boulter responded that these issues are being addressed at a state and national levels.

Casey spoke against the motion.

Whittlesea City as the seconded of the motion was given the opportunity to respond.

BOM then had the right of reply.

The Motion was voted on and it was lost.

4. Regulations

* None Tabled.

DRAFT

5. Audited Financial Statements

NOTICE OF MOTION C17 – 07

Submitted by: Board of Management

“That the Audited Financial Statements of the Little Athletics Association of Victoria for 2016 / 2017 as circulated be adopted.”

MOTION: C17-07	X	PASSED		LOST		LAPSED
SECONDED: Seaford				WITHDRAWN		
<p>James van Beek (JvB) on behalf of the BOM presented the LAVic audited financial statements year end 31 May 2017.</p> <p>JvB asked delegates to follow the page numbers through the financial statements with him. JvB went through aspects of</p> <ul style="list-style-type: none"> • profit and loss statements (pg 2) • Revenue (pg 8) • Expenditure (pg 9) • Statement of financial position (pg 3) • Balance sheets (pg 9 through to pg 14) • Statement of cash flows (pg 5) <p>When JvB finished the report he asked if there were any questions.</p> <p>Question from <u>Cranbourne</u> - Pre paid movement with profitability down what are the pre paid payments.</p> <p>Response: the cost of items for the LAVic year of 17/18.</p> <p>Question from <u>Nunawading</u>: What will the \$50,000 to be spent on?</p> <p>Response: BOM has discussed where this money is to spent, still to be decided. What is the best way to spend this to increase membership. This will be communicated once it has decided.</p> <p>Question from <u>Werribee</u>: What is the black hole expenditure on page 11?</p> <p>Response: it was carried from previous years and was from poor management.</p> <p>Question from <u>Casey</u>: fair work claim from last season what was the outcome</p> <p>Response: no further comment on this matter.</p> <p>Question from <u>Rochester</u>: The growth going forward, how does LAVic address this?</p> <p>Response: what is a reasonable net profit so LAVic reinvest in the sport. Embargo on fee increases, resourcing the association, growth outside of registrations. All Centres are responsible to assist with this growth. How can LAVic be better with sponsorship? Conversations to be had with ALA.</p> <p>Question from <u>Coburg</u>: region development fund. Statement of region funds should be broken out.</p> <p>Response: this has been discussed with the auditors. This is shown in the audit report and this shows the region statements at the back of the report.</p> <p>Question from <u>Coburg</u>: note 12 question, what does each Region have left of \$42000?</p> <p>Response: Julie Green responded. Regions can approach LAVic for use of the funds.</p>						

Question from Sandringham: there is a lot of pressure on members financially, how is LAVic using their assets to assist their members.

Response: the asset in the Port Melbourne building, which at the moment is not tenanted, discussion has been held as to whether to continue to hold onto the asset or sell it and deploy funds to the sport. LAVic is asset rich and will review the situation in the coming months.

Question from Essendon: We like to see extra medals purchased so there can be team medals at region cross country.

Response: The BOM need to have further discussion on this but the cost to purchase extra medals has now been put in the budget.

Question from Cranbourne: LAVic is a non profit organisation but at the moment there is no forward facing budget. Planning for future years, statement of intent for marketing and general strategy on where LAVic are heading. Are these the sort of things that will be put in place eventually.

Response: this will be developed, and will roll in. It will be part of the strategic plan going forward.

The Motion was voted on and it was passed.

6. Directors Reports

- Accepted as tabled.

7. Recommendations

From the Membership

- To be addressed by the BOM. There were no recommendations sent to the Board.

DRAFT

8. General Business

Election Results

BOM Election Results

- One nomination received from Colin Segota for the role of President;
- No nominations received for the role of Competition Director;
- One nomination received from Sherrie Boulter for the role of Director.

9. Awards

Association Awards

Colin Segota awarded the following awards.

Life Governor Award

- David Green was successful in receiving the Life Governor Award. As David was in attendance he was presented with the plaque and badge. David thanked the Association and members for his award.

Distinguished Service Award

- Andrew Duncan was successful in receiving the Distinguished Service Award. As Andrew was in attendance he was presented with the plaque and badge. Andrew thanked the Association and members for his award (with no tissues).

Meritorious Service Award

- Warren Patterson, Alan Bertacco, Ian Dunne and Stan Stoop were successful in receiving Meritorious Service Awards.

Presentation will be made at a Region event for the recipients who were not in attendance.

10. Questions

From the Membership

Randall Robinson - Life Governor: Spoke to an issue that occurred to his grandson at a Centre, mixed up age groups Under 6 ran with Under 10's. This has negatively impacted his grandson who no longer competes. Randall wanted to highlight this will all Centres in attendance.

Question

Cranbourne, part 1: What are the implications of changes in Jetstar sponsorship?

Anthony McIntosh responded: conversations ongoing at national level to find a blue chip sponsor. Jetstar have stepped back and reduced sponsorship to 1 year. Part of this arrangement, legacy signage is still part of the ongoing arrangement for the next 12 months. Valid for next season. No issue with Jetstar patches on uniforms. Unless advised otherwise by LAVic.

Cranbourne, part 2: What are the implications of Working with Children Changes?

Anthony McIntosh responded: Documentation was given to the attendees with updated policy. WWC coverage required for volunteers working in communication type role. Covers website, messages and social media. DOJ has sent out communication re: WWC. Please contact the office if you have any questions or need clarification.

Paul Bray then spoke on behalf of the Board:

A Big Thank you to Steve Ryan for his contributions to LAVic as President. Eight years on the BOM, he served 4 years as Financial Director, had a year off and then the last 4 years he has been LAVic President. Steve is well respected and loved, and he has great integrity and patience. On behalf of the BOM, the office and the members we thank you for your service to our sport.

Steve Ryan: Thanked everyone, he has been involved in over his many years from when he first started at the Werribee Centre 18 or so years ago. He thanked Board Members past and present that he has worked alongside. A special mention and thanks to staff members Julie, Shane, Graham and Kim, you have been there through my 8 years on the Board and at times gone above and beyond your roles in supporting myself and fellow Board Members. And it goes without saying a huge Thank You to my family, Leanne, Chris, Paul and Matt, for all their love and support. We will still see Steve around the tracks as he he intends to assist at Region and State events as well as the odd visit down to his "home" centre, Werribee.

On closing the meeting Steve wished all Centres, the Board and Staff success in the new upcoming season.

Meeting Closed 1:08pm