



CRONULLA TRIATHLON CLUB
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July 3, 2024

Final Agenda and Report Pack for AGM

Dear Members,

Please see attached AGM Package containing the following documents:

- 2024 AGM Agenda
- 2023 AGM Minutes (separate attachment)
- 2024 AGM Reports (separate attachments)
- 2024-25 CTC Committee Positions and Descriptions (separate attachment)
- Committee Nomination Form (separate attachment)
- Committee Code of Conduct
- Constitution Excerpt re AGM

Sincerely,

Javier Mesa
CTC Secretary

**ANNUAL GENERAL MEETING MINUTES
CRONULLA TRIATHLON CLUB INCORPORATED
WEDNESDAY 27 JULY 2024**

Meeting opened: 7:35 PM

Chairperson: Lyn Atkin

Attendance: Kathryn King, Mark Picken, Mark Galea, Gina Ngan, Elissa Hughes, Nicole Lennon, Stephanie Chandler, Will Beukes, Luke Targett, Lize Janse Van Rensburg, Rolf Behrens, Jarrod Crump, Adam Hummerston, Hendrik Frentrup, Tanya Wood, Daniel Acosta, Kevin Dixon, Catherine Ross, Ian Ross, Nicole Jankowski, Steve Papworth, Glen Gorick, Dave Allen, David Craddock, Ryan Hurney, Adam Stroud, Lyn Atkin, Javier Mesa, Isabel Herrick, Luis Verbeeck, Jean-Christophe Mignon.

Apologies received: Erica Galea

Any Conflicts of interest: It was established that the two life members nominees, Ian Ross and Catherine Ross, cannot vote for themselves in life membership motions but could vote for each other.

Welcome and thankyou to everyone here tonight for dedicating their time in support of the Club.

1. To confirm the minutes of the 2023 AGM (Page 4-7)

Minutes of the 2023 AGM were confirmed

Proposed by Lyn Atkin and seconded by Adam Stroud

2. All position reports were provided previously by email for prior reading and were summarised on the meeting.

- a) Club President – Lyn Atkin (LA): Members gave Lyn a huge round of applause to thank her for her service as she stepped down from the role.
- b) Club Captain – Adam Stroud (AD)
- c) Member Services – Lize Janse Van Rensburg (LJVR)
- d) Finance & Commercial – Jarrod Crump (JC)
- e) Social Media Report – Nicole Jankowski (NJ): Nikki mentioned the challenges around matching members to Facebook users.
- f) Additional comments from Committee members: Stephanie Chandler highlighted the changes on the bike hire fee.

3. Life Member Nominations

The CTC committee has voted in terms set out by the Club Constitution that following two nominations (as separate nominations) to be voted at the AGM by all the attending club members. Dave Allen presented the nominations. After this, the members in the attendance proceeded to vote the following motions:

- **Motion:** Vote Catherine Ross' nomination to be a CTC Life Member
 - Voting results: 27 members voted **Yes**, 2 members voted **No**, 1 member abstained. **Motion passed**
- **Motion:** Vote Ian Ross' nomination to be a CTC Life Member
 - Voting results: 28 members voted **Yes**, 1 member voted **No**, 1 member abstained. **Motion passed**

4. Election of all Committee positions

All Committee positions were declared vacant for the upcoming year.

The Following Nominations were received, voted and confirmed:

- President – Adam Stroud
- Vice President – Luke Targett
- Secretary – Javier Mesa
- Finance & Commercial – Lyn Atkin
- Junior Co-Ordinator – Will Beukes
- Club Captain – Hendrik Frentrup
- Race Director – Matt Garvey: Nomination received after the meeting and confirmed by the President
- Members Services Leader – Isabel Herrick
- Communications Leader – Nicole Jankowski
- Member Protection Officer – Nicole Lennon

Support Roles

- Head Coach – Erica Galea
- Junior Coordinators – Vacant
- Gear Steward – David Craddock
- Diversity Leader – Elissa Hughes
- Club Heritage and Ambassador – Dave Allen
- Facilities Manager & BBQ – Adam Hummerston
- Race Support – Vacant
- RWA Director – Stephen Papworth
- Point Scorer – Ian Ross
- Awards Co-Ordinator – Cath Ross

- Volunteer Co-Ordinator – Jonathan Macintosh: Nomination received after the meeting and confirmed by the President
- Run Captain – Daniel Acosta
- Bike Captain – Vacant
- Swim Leader – Adam Hummerston
- Club Champs Leader – Gina Ngan

Special thanks again to our sponsors for all their help.

5. General business

Mark Picken proposed a change to the constitution regarding the terms for life membership. He argued that the current constitution is unclear about the definition of a member. Lyn Atkin clarified that the constitution does clearly define what constitutes a member (Constitution Section 4.1: Members).

Mark P. has suggested altering the constitution to include past members who are no longer active. Glen Gorick added that it is important to have a mechanism to recognize exemplary service to the club, and this proposal could be submitted for consideration at an extraordinary meeting (Constitution Section 26: Special Resolution and section 31.2 Change to the objects and Constitution).

Lyn A. expressed the opinion that past members should have been recognized when they were active members of the club. Glen provided examples of situations where members might move on to other clubs but still deserve recognition.

Lize JVR. highlighted the potential dangers of changing the constitution, noting the possibility of unintended consequences. Finally, Mark P. agreed to submit his request to the new Committee.

Meeting to be closed: 8:42 pm



Cronulla Triathlon Club Committee & Support Role Code of Conduct

The below code of conduct provides guidelines, rather than rules, of how members of the Cronulla Triathlon Club committee and those holding Support Roles, should behave and act, to help ensure the committee represents the best interest of the association's members, and uphold the integrity of the club and its rich history. This code of code is in place to define how one acts and is in place to complement but is not replacing the club constitution that governs how the club operates.

1. Committee members should not be absent without the consent of the committee from 3 consecutive meetings of the committee (see constitution 17.2, e)

1. Apologies for non-attendance to be provided to the club secretary 24 hours in advance of a meeting.
2. Matters discussed at committee meetings should be **treated as confidential**. Communication of discussions at meetings should only be shared with general members (non-committee) by a club official or a method otherwise agreed by the committee. It should be recognised that on some occasions, legal or privacy concerns may result in information not being documented in the minutes in detail.
3. All Committee members should **advise of any conflicts of interest** which may restrict them from abiding by this code of conduct, and any such conflict should be disclosed at the beginning of a committee meeting, or at any given time to the club secretary should they arise outside of a meeting. In addition,
 - i. A Committee member has the right to request to the secretary that **a conflict remains confidential**, however the secretary has the right to request that the matter be disclosed to the other Committee members if they feel doing so is acting in the best interests of the club and its broader membership.
 - ii. If the conflict of interest is seen as a breach of the club's constitution, or any code of conduct the Committee member may be asked to resign their position on the committee.

2. Committee members and Support Roles:

- a. should **always respect the opinions of others**, and equally be encouraged to share their own opinions in an open and constructive manner.
 - b. should **act in the best interests of all club members** at all times.
 - c. should not intentionally act in a way that is damaging to the club's image or perception.
 - d. should be **familiar with the club's constitution** and agree to abide by it and to the best of their ability the Cronulla Triathlon Club **Code of Conduct**.
 - e. are expected to provide to the Member Protection Information Officer, or committee member otherwise delegated by the committee, a Working with Children Check (WWCC). The Member Protection Information Officer will keep a record of WWCC's for all committee members and coaches, in line with requires of the **NSW Office of the Children's Guardian**, with follow-up of individuals when certificates expire.
 - f. should **act as leaders within the club**, and should drive the club's Train, Race & Belong agenda, especially the Belong by providing a welcoming and safe environment for all members and their families.
 - g. Must be familiar with the **National Integrity Framework** as adopted by Triathlon Australia, and **Triathlon Australia membership policies** and agree to up-hold that framework within the club.
3. Committee members and members holding Support Roles can ask the secretary to add an item to the meeting agenda, should they wish to discuss a specific issue or topic by the deadline specified by the secretary for the upcoming meeting to allow members to prepare for the discussion.
 4. Members holding support roles, or members with required expertise or knowledge, can be invited to attend committee meetings to provide updates or advice to the committee, or to receive information from the committee.
 5. Should a topic or matter not be resolved in a reasonable time period, or there is not sufficient information during a regular meeting then the chair may request a subcommittee be formed to discuss the topic in further detail. The sub-committee can include members of the Support Group. The sub-committee will bring back to the committee a proposal or options to be voted and approved by the committee or; motion to postpone until a specified time.

Further guidance provided by Play By the Rules for the conduct of meetings and its members can be found [here](#).

Cronulla Triathlon Club: Committee Code of Conduct

Reviewed by CTC Committee September 2022: minor changes to wording and hyperlinks, inclusion of MPIO role for responsibility of WWCCs and reference to NSW OCG added; updates to Triathlon Australia membership policies

Cronulla Triathlon Club Incorporated Constitution (Adopted in 2018, amended in 2022)

Part 4 General meetings

20. ANNUAL GENERAL MEETINGS – HOLDING OF

- a) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- b) The association must hold its annual general meetings:
 - i. within 6 months after the close of the association’s financial year, or
 - ii. within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

21. ANNUAL GENERAL MEETINGS

21.1 Calling of

- a) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- b) The association must hold its annual general meetings:
 - i. within 6 months after the close of the association’s financial year, or
 - ii. within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

21.2 Business

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

- b) to receive from the committee reports on the activities of the association during the last preceding financial year,
- c) to elect office-bearers of the association and ordinary committee members,
- d) to receive and consider any financial statement or report required to be submitted to members under the Act.

An annual general meeting must be specified as that type of meeting in the notice convening it.

22. SPECIAL GENERAL MEETINGS – CALLING OF

22.1 Special general meetings may be held

The committee may, whenever it thinks fit, convene a special general meeting of the association.

22.2 Requisition of Special General Meetings

- a) The secretary will convene a special General Meeting when at least five per cent (5%) of Members entitled to vote submit a requisition in writing.
- b) The requisition for a special General Meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.
- c) If the Committee does not cause a special General Meeting to be held one (1) month after the date in which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a special General Meeting to be held no later than three (3) months after that date.
- d) A special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

23. NOTICE OF GENERAL MEETING

- a) Notice of every General Meeting shall be given to every Life Member and Individual Member entitled to receive notice. Notices shall be sent to the addresses appearing in the Club's Register. The auditor and Committee members shall also be entitled to receive notice of every General Meeting. No other person shall be entitled, as of right, to receive notices of General Meetings.
- b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - i. the agenda for the meeting; and
 - ii. any notice of motion received from Members entitled to vote.
- d) Notice of every General Meeting shall be given in the manner in clause 33.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

- a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- b) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- d) if convened on the requisition of members – is to be dissolved, and
- e) in any other case – is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- f) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

24.2 Chair to Preside

The chair of the Committee shall, subject to this Constitution, preside as chair at every General Meeting except:

- a. in relation to any election for which the chair is a nominee; or
- b. where a conflict of interest exists.

If the chair is not present, or is unwilling or unable to preside, the Member present shall appoint another Committee Member to preside as chair for that meeting only.

24.3 Adjournment of Meeting

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- c) Except as provided in subclauses (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

24.4 Voting Procedure

A question arising at a general meeting of the association is to be determined by:

- a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
- b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot

24.5 Recording of Determinations

Unless a poll is demanded under clause 24, the chair's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not

need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

24.6 Where Poll Demanded

If a poll is duly demanded under clause 24.4 it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll shall be the resolution of the meeting.

25. SPECIAL RESOLUTIONS

A special resolution may only be passed by the association in accordance with section 39 of the Act. A special resolution is only passed if it is supported by at least three-quarters of the votes cast by members of the club who, under the constitution are entitled to vote.

26. VOTING AT GENERAL MEETINGS

26.1 Members Entitled to Vote

- a) On any question arising at a general meeting of the association a member has one vote only.
- b) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- c) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

26.2 Casting Vote

In the case of an equality of votes on a question at a general meeting, the president, vice president and secretary are entitled to confer to exercise a single, combined second or casting vote. This casting vote is to be the unanimous or two-thirds majority determination of the president, vice president and secretary.

26.3 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

26.4 Postal or electronic ballots

No motion shall be determined by a postal or electronic ballot unless determined by the Committee. If the Committee so determines, the postal or electronic ballot shall be conducted under procedures determined by the Committee from time to time.

26.5 Use of technology at general meetings

- a) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- b) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.