



# AUSTRALIAN PARACHUTE FEDERATION

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## MINUTES TO ANNUAL GENERAL MEETING OF MEMBERS PENRITH LEAGUES CLUB, PENRITH, 5<sup>TH</sup> MAY 2015

### Attendance List

#### Attendees (78):

- Dave Smith                      PRESIDENT
- Brad Turner                     CHIEF EXECUTIVE OFFICER
- Craig Perrin                    ACCOUNTS OFFICER
- Jenny Larkin                    MINUTE TAKER

Jason Lane	VTPC	Nigel Brennan	VTPC	Mark Szulmayer	NSWPC
Luke Oliver	SQPC	Robert McMillan	NSWPC	Kelly Brennan	VTPC
Leanne Critchley	SQPC	Mildred Spinoza	SQPC	Joel McMahon	NSWPC
Kras Bankov	VTPC	Kobi Bokay	NSWPC	George Tang	NSWPC
Bryan Young	NSWPC	Jim Smith	NSWPC	Michael Tibbitts	VTPC
Ray Williams	VTPC	Guy Bryant	NSWPC	Garnett Znidaric	NSWPC
Graham Cook	WAPC	Marshall (Aussie)Power	WAPC	Jody Blunden	WAPC
Koppel Solomon	SQPC	Adrian Lloyd	NSWPC	Colin Porter	NSWPC
Allan Gray	SAPC	Warwick Jones	VTPC	Robert Clarke	VTPC
Robin O'Neill	WAPC	Jan Nejedly	VTPC	Charl Rootman	SAPC
Ashley Smith	NTPC	Adam Davies	NQPC	Tibor Glesk	SQPC
Cindi Hemmila	NSWPC	Chippe Lindberg	SQPC	Paul Smith	NSWPC
Greg Smith	SAPC	Archie Jamieson	SQPC	Alana Bertram	SQPC
Susan McLachlan	SQPC	Wayne McLachlan	SQPC	Lawrence Hill	NSWPC
Julia McConnel	NSWPC	Stephen Hill	NSWPC	Riss Anderson	WAPC
Ben Nordkamp	SQPC	Justin DeWaard	VTPC	Ralf Jaeger	NSWPC
Des Ewing	NQPC	Jason Cooke	SQPC	Carsten Boeving	VTPC
Aggi Gawlik	SQPC	Rob Libeau	SQPC	Peter Sutton	WAPC
Paul Turner	SQPC	Terry Wahlen	VTPC	Ralf Hamilton-Presgrave	VTPC
David McEvoy	SQPC	Craig Trimble	VTPC	Kim Hardwick	NSWPC
Shane Pieschel	SQPC	John Meara	SQPC	Craig Bennett	NSWPC
Gail Bradley	VTPC	Brett Newman	SQPC	Mike Dyer	SQPC
Richard McCooey	VTPC	Gary Myers	VTPC	Trevor Collins	NTPC
Paul Osborne	NQPC	Yijun Huang	NSWPC	Claude Gillard	SQPC
Sam McKay	NTPC				

### 1. MEETING OPENED BY APF PRESIDENT

The President declared the Meeting open at 3:02pm

## 2. RECORD OF ATTENDANCE/APOLOGIES/PROXY VOTES

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- As per the Attendance List
- No apologies received
- Two members hold Proxy votes. These were received and noted 24 hours prior to the commencement of the AGM. Discussion from the floor regarding the timing of the AGM being held on the first day of the Conference, not the second day as per previous years, denying some members the opportunity to deliver Proxy votes. The CEO responded that proxy votes did not need to be handed in personally but could have been received by fax or email, provided the proxy holder was present at the meeting.

The President spoke of the importance of having maximum attendance as the membership makes the important decision to move to a Company Limited by Guarantee, being the reason for the change of timing of the AGM. It is permissible for Proxy votes to be faxed, emailed or mailed prior to the cut-off period.

## 3. DISCLOSURE OF FEDERATION BOARD MEMBERS' INTERESTS

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The disclosure of Federation Board Members interests have been included into both the AGM Booklet and Annual Report. This does not need discussion and is included purely for the purpose of disclosure of interests.

## 4. CONFIRMATION OF PREVIOUS MINUTES

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The 2014 AGM Minutes were included in the 2015 AGM Booklet.

**MOTION:** That the Minutes of the 2014 AGM be accepted.

**PROPOSED:** Gary Myers

**SECONDED:** Grahame Hill

**ACCEPTED**

## 5. REPORT FROM THE PRESIDENT

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The President spoke to his written report as presented in the APF Annual report, with emphasis on the following:

### **COMPANY LIMITED BY GUARANTEE (CLG)**

#### **Board of Directors**

AGM 2014 attendees showed majority support of the change to a CLG. A Board elected on their skill-set was one topic of discussion. This was deliberated by the Governance Committee and considered to be too radical a change to make at the same time as moving to a CLG. If the new CLG Constitution is adopted, the role of Directors will be more prescriptive under Corporation Law, therefore higher expectations will be placed on the individual. Councils will be encouraged to nominate their preferred representative but their acceptance, or otherwise, will ultimately be a matter for the Board.

#### **Area Councils**

Area Councils have the option to remain an Incorporated Association or become a Subcommittee of the APF. Subcommittees will function as Councils always have, with less expectation to undertake audits which will revert to the National Office. Subcommittees will not be required to submit financial reports to their respective State/Territory Government. Some councils have made a resolution to move to a subcommittee, others have not. It is not required of Councils to make their decision at the same time as becoming a CLG.

#### **Board Retreat**

The Board met with a professional facilitator in March. It was a worthwhile exercise and was met with a lot of enthusiasm. There will be an increased use of APF committees on which one Board member will sit. It is envisaged, through these committees, we will identify volunteers who want to take on other roles within the organisation.

#### **APF Volunteer and Headquarters Personnel**

Sincere gratitude was extended to the volunteers and those who work in the National Office. Part of our strength is based on the volunteers.

#### **President no Longer Required**

At the conclusion of the AGM, if we elect to become a CLG, there will no longer be a requirement for a President to chair the AGM. In Corporation Law there is no such thing as a President. Currently the APF has an unusual structure and it has become tradition that the President is elected by the members to safeguard against the Board

taking the association in a direction detrimental to its members. Thank you for my time as President over the past 7 years. If re-elected I will continue to serve as President during the transition to a CLG.

There are members who are against moving to a CLG due to a perception that if they move to become a subcommittee, it deprives Area Councils of some powers, of which they are not prepared to give to the APF. You should not base your vote for the CLG Constitution on this, you have the right to remain an Association irrespective of the CLG constitution.

President opened the floor for questions. Debate on the requirement of a President ensued, arguing for the need to retain the President for the purposes of member representation, directing complaints, checks and balances. The President spoke of the option to appoint professional people such as a Lawyer or Accountant to the Board. He proffered that members could request the requirement of a President to the CLG Constitution once enacted. The Misconduct Procedure Manual replaces Section 19 of the current Constitution, once approved by the Board will succinctly explain the process for complaints and allegations. This manual will be introduced along with the CLG Constitution.

The President spoke of a document regarding perceived anomalies of the draft CLG Constitution handed to the Governance Committee four hours prior to the commencement of the AGM. Whilst it was too late to deal with the content before the meeting, the Governance Committee will request clarification of its content by the APF Lawyers.

A question was raised regarding the inclusion in the CLG Constitution of refusing membership without reason. The President explained that this is in the existing Constitution. Refusing or terminating membership needs to remain an option in the rules as otherwise the Courts could rule it unconstitutional.

The CEO advised, a President does not have any authority over the Board in a CLG Structure. However, many organisations operating under a CLG structure have the Chair act as President for AGMs.

## **6. REPORT FROM THE CEO**

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The CEO spoke on the membership statistics as presented in the Annual Report. There being 2 Categories – Membership year: 1/7 to 30/6 and Calendar year: 1/1 to 31/12. APF's financials are based on a financial year.

### **MEMBERSHIP STATISTICS**

Whilst we are sustaining growth in sporting licence members, currently at 6%, this needs to increase to 10% to support future demands. It's the Clubs who are at the coal-face who need to look after the members by providing the facilities and atmosphere that encourages retention. The APF can keep developing and supporting initiatives but it is mostly how these are delivered and maintained that makes the difference. With all the internal and external threats and other activities including other extreme sports, we need to work harder to look after our members and encourage participation. The female to male ratio is stagnant across many sports and although a worldwide trend, that doesn't mean we have to stop trying, and initiatives such as APF's Women in Adventure Sports will hopefully make a difference. Clubs and operators need to be proactive and work in partnership with the APF in converting tandems into sporting licence jumpers. Some organisations are doing it well and some need some help. The APF has engaged the services of James La Barrie to visit Clubs to conduct a SWOT analysis on how we as an organisation can present a better product.

### **FINANCIAL STATISTICS**

As previously mentioned the APF is sustaining growth, including financially, however as income increases so do the expenses due to higher operating cost and funding initiatives etc.. There was a marked increase in elite sport development funding in 2014 with over \$300K being spent on our National Teams to go to World Meets. Even though this funding is substantial, there are more disciplines and more world meets to support. \$85K was also expensed to Sport Development Funding for safety, education, discipline and competition participation initiatives. APF's funding activities are unique and something we should be proud of as no other civilian national parachuting organisation provides this level of funding. Other countries are interested in how the APF does business so while we might not be perfect, we are getting it right. We have a strong federation and it's up to all of us to work together to ensure we continue to succeed.

## 7. RECEIVE STATEMENT OF ACCOUNTS AND AUDITORS REPORT FOR 2014

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The balance sheet and profit and loss statement as presented in the Annual Report was discussed, including the balance of the Federation's assets as at 31 December 2014.

**MOTION:** That the financial accounts be accepted as presented.

**PROPOSED:** Craig Bennett

**SECONDED:** Des Ewing

**ACCEPTED**

## 8. ELECTION OF APF PRESIDENT

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The President stood down and the Chair of the Board called for nominations to the position of President.

**NOMINATION:** Dave Smith

**NOMINATED BY:** Trevor Collins

**SECONDED:** Nigel Brennan

**ACCEPTED**

## 9. CONSIDERATION OF SPECIAL RESOLUTION

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The President called for questions from those members who have not voted prior to the meeting. Providing an overview of some of the comments passed through the NPRM process, advising the complete document is available on the APF website.

Director Safety suggested, while the role of president has no power within the Board, should one of the additional Board members be appointed at the AGM, much like the president, it will address the issue.

The AGM then considered and voted on the three resolutions one at a time and scrutineers recorded votes for and against including proxy votes held. At the conclusion of the count, the President announced the results.

### **Motion 1:**

THAT under section 82(1) of the Australian Capital Territory Associations Incorporation Act 1991 (Act) the Australian Parachute Federation Incorporated (APF) applies for registration of the association under the Corporations Act 2001 (Cth) as a company limited by guarantee and that the transfer of its incorporation be effective immediately following the registration of Australian Parachute Federation Limited as a company but not before 30 June 2015.

**Result: 283 for / 16 against**

### **Motion 2:**

THAT, if point 1 of the motion is passed, the existing constitution of APF be replaced with the constitution attached to this notice as Annexure A with effect from the transfer of incorporation.

**Result: 284 for / 17 against**

### **Motion 3:**

THAT, if point 1 of the motion is passed, the Board and the Chief Executive Officer of APF be authorised to prepare and execute all necessary documents and take all necessary actions as are required to effect the transfer of incorporation.

**Result: 285 for / 15 against**

The President announced a decision has been made by this AGM to move the APF from an Incorporated Association to a Company Limited by Guarantee.

## 10. MEETING CLOSE

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There being no further business, the President declared the 2015 AGM closed at 4.20pm