



GLIDING AUSTRALIA

THE GLIDING FEDERATION OF AUSTRALIA INC ABN: 82 433 264 489
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GFA ANNUAL GENERAL MEETING

Friday August 28th 2020

To be held at as a Zoom webinar meeting, commencing at 7:00pm AEST

Agenda v4

- 1. Opening of 2020 Annual General Meeting**
- 2. Appointment of Minute Secretary**
- 3. Record of members present** (*Via Registration on Zoom*)
- 4. Receipt of Apologies**
- 5. Appointment of Proxies** (*as notified to the GFA Secretary*)
- 6. Receipt and Adoption of the 2019 Annual General Meeting Minutes**
see <https://tinyurl.com/AGM-Docs-2020>
- 7. Presidents Report**
see <https://tinyurl.com/AGM-Docs-2020>
- 8. Appointment of Regional Board Members**
 - 8.1. Board Member & alternate – NSW: Ian Caldwell and Aaron Stroop
 - 8.2. Board Member & alternate – QLD: Lisa Turner and Mike Codling.
 - 8.3. Board Member & alternate - SA/NT: Peter Brooks and Alison Swart
 - 8.4. Board Member & alternate - VIC/TAS: Duncan Robertson and “*to be advised*”
 - 8.5. Board Member & alternate – WA: Greg Beecroft and Owen Jones
- 9. Ratify Heads of department (GFA Executive)** (nominated by peer groups)
 - 9.1 Chair of Airworthiness Anthony Smith
 - 9.2 Chair of Operations Pat Barfield
 - 9.3 Chair of Soaring Development Jenny Thompson
 - 9.4 Chair of Marketing Sarah Thompson
 - 9.5 Chief Experience Officer Richard Frawley
 - 9.6 Soaring to the Future Mandy Temple
 - 9.7 Junior Gliding Representative James Nugent

10. Ratify Appointment of Regional Officers (nominated jointly by regions and department)

(This list is correct at 28/07/0. There may be some changes by the AGM)

10.1 RTO/ Airworthiness

Deputy CAD
New South Wales
Victoria/Tasmania
Queensland
South Australia/Northern Territory
Western Australia

Andrew Simpson, Rob Hanbury
Arnie Hartley, Colin Veal
John Wharington, Joe Luciani
David Villiers, Lindsay Mitchell
Derek Spencer, Cathy Conway
Rob Hanbury

10.2 Regional Managers Operations

New South Wales
Victoria/Tasmania
Queensland
South Australia/Northern Territory
Western Australia

Aaron Stroop
Alan Payne
Ivor Harris
Steve Shuck
Allan Gartland

10.3 National Safety Advisor

Sid Dekker

10.4 Airfields, Airspace and Avionics

National Airfields, Airspace and Avionics Officer
New South Wales
Victoria/Tasmania
Queensland
South Australia/Northern Territory
Western Australia

Graham Brown
Graham Brown
Chris Thorpe
David Jansen
Pete Temple
Steven Pearson

10.5 Soaring Development Managers

New South Wales
Victoria/Tasmania
Queensland
South Australia/Northern Territory
Western Australia

Armin Kruger
Mike Durrant
Miles Gore Brown
Craig Vinal
Arnold Geerlings

10.7 Other Officers

Investment Officer
Investment Committee
Women in Gliding Representative
Specialist. Web manager
National Competitions Committee chair
International Teams Committee chair
National Coaching Director
FAI Badges
FAI Records
IGC Representative
Trophies and Awards

Dave Shorter
Dave Shorter, Chris Bowman, Pete Cesco
Wendy Medlicott
Sean Young
Allan Barnes
Andy Maddocks
Pete Temple
Beryl Hartley
Beryl Hartley
Mandy Temple
Kerrie Claffey

11. Special motions

The following three motions propose changes to the GFA Articles of Association. For full details of the proposals see Appendix 1 below.

- A. Motion 1: *That Admin changes to articles 4,7,9, & glossary be approved*
- B. Motion 2: *That proposed changes to Article 11 Discipline be approved*
- C. Motion 3 *That proposed changes to articles 14,17,18: Management committee be approved.*
- D. Motion 4 *That proposed changes to articles 14.1.5: Election of Regional Board members be approved.*

12. Receipt and Adoption of the Association's Statement of Accounts and Auditor's report: Moved that the 2019/20 GFA Financial Statement be approved:

13. Appointment of auditors: Moved that NMM AUDIT AND ASSURANCE PTY LTD be appointed as auditors for 2020/21.

14. Presentation of wards and Trophies

14. Closure of the Annual General Meeting

APPENDIX 1. Proposals to change the Articles of Association

A. A motion to alter GFA Articles sections 4, 7 and 9 as shown in the document below, the purpose being to update and amend obsolete processes for membership.

Section 4 Membership

4.1.11 Advice of initial membership of the Association shall come from the Member's Gliding Club or via direct application through the GFA web site, along with the required contact details and payment of the applicable fees.

Changed to:

4.1.11 Initial membership of the Association is obtained through direct application to the Association via the Association's webpage. Flying Membership requires the members to also join an affiliated Australian Gliding Club.

4.1.13 A Member is deemed to be a Member upon payment of the required fee by the Member to his/her Gliding Club or directly.

Changed to:

4.1.13 A Member is deemed to be a Member upon payment of the required Association fee.

4.1.14 The Secretary shall, upon valid receipt of application for membership, as soon as practicable:

- a) notify the Member in writing of approval of membership and
- b) register the Member's details in the register.

Changed to:

4.1.14 Following valid receipt of an application for membership, confirmation is automatically and electronically provided to the new member and membership details are placed on the Membership register.

Section 7 Cessation of Membership

7.1.1 A Member ceases to be a Member of the Association if he/she:

- a) dies, or
- b) resigns, or
- c) is expelled, or

- d) fails to pay the required fee by the due date set by the Board, or
- e) fails to comply with the Association's rules and regulation

Changed to:

- 7.1.1. A Member ceases to be a Member of the Association if they:
- a) dies, or
 - b) resigns, or
 - c) is expelled, or
 - d) fail to pay the required fee by the **renewal date, or**
 - e) fails to comply with the Association's rules and regulation.

Section 9 Fees and Subscriptions

- 9.1.2 Membership subscriptions, annual or otherwise, shall be set by the Board for the class of Member as prescribed by regulation and are payable in advance on a date set by the Board.

Changed to:

- 9.1.2 Membership subscriptions, annual or otherwise, shall be set by the Board for the class of Member as prescribed by regulation

Page 36, Glossary

Heads of Department Means the Chairman of Operations, of Airworthiness, of Sport and of Marketing & Development and other departments as determined by the Board.

Changed to:

Heads of Department Means the Chairman of Operations, of Airworthiness, of **Soaring Development** and of Marketing & Development and other departments as determined by the Board.

"The Act" Means the Associations Incorporation Act 2012 with amendments.

Changed to:

"The Act "Means the *Associations Incorporation Reform Act 2012* "

Explanatory Notes

GFA changed the way members join GFA many years ago but the Articles have not been updated to reflect the changes. These are purely proposed administrative changes.

B. A motion to alter GFA Articles section 11 as shown in the document below, the purpose being to amend processes for Membership suspension, expulsion, & discipline to allow upcoming revised procedures to not be in conflict with the Articles. (See Explanatory Notes at the end)

Section 11 Membership suspension, expulsion, discipline

Current Section 11 in full (subsections 1-7):

- 11.1.1 Subject to these rules and other board regulations, if the Board deems a Member has refused or neglected to comply with the Association's rules or MOSPs, or has been guilty of conduct unbecoming of a Member, or prejudicial to the interests of gliding, the Board may, by resolution:
- a) reprimand the Member, or

- b) suspend that Member from membership for a specified time, or
 - c) expel the Member from the Association, or
 - d) take all such action as may be necessary for the proper management of the affairs of the Association.
- 11.1.2 Member notification: The Secretary must as soon as practicable once a complaint has been received by the Board give the Member written notice:
 - a) setting out the resolution and the grounds on which it is based and
 - b) offering the Member or their representative, an opportunity to address the Board and the date, time and place of that meeting and
 - c) informing the Member that he/she may either attend the meeting and/or give the Board a written statement seeking revocation of the resolution before the meeting date and
- 11.1.3 Confirmation: A meeting of the Board to confirm or revoke a resolution passed under rule 11.1.1 above must be held not earlier than fourteen days and no later than twenty eight days after notice has been given to the Member and must
 - a) give the Member or their representative the opportunity to be heard and
 - b) give due consideration to any written statement submitted and
 - c) determine by resolution whether to confirm or to revoke the resolution.
- 11.1.4 Appeal. If the Board confirms the resolution above it must advise the member and explain their right to appeal the decision by not more than seven days after that meeting giving the Secretary a notice of appeal to the Association against the resolution. Such an appeal to be considered by the appeals panel in rule 11.1.6 below.
- 11.1.5 If a notice of appeal is received in accordance with rule 11.1.4 above, the Secretary must notify the Board and must arrange for a hearing of an appeals panel (in accordance with 11.1.4) to be held on the matter as soon as possible after the date of receipt of the appeal. At such a meeting:
 - a) no business other than the appeal can be conducted and
 - b) the appeals panel shall receive all relevant information on the matter from the Board and must place it before the Member(s), detailing the grounds for the resolution and the reason for passing the resolution and
 - c) the Member(s) must provide their case for having the resolution over turned and
 - d) the appeals panel must return their vote to the Secretary on the question whether the resolution should be confirmed or revoked and
 - e) a resolution is confirmed if greater than two thirds of the votes returned are in favour of the resolution. In any other case the resolution is revoked.
 - f) the President shall have a casting vote in the event that the ordinary vote is deadlocked between two thirds to one third.
- 11.1.6 The appeal panel consisting of not less than five Members with, as much as is possible, no direct or personal involvement in the matter, selected by agreement between the President and the appealing party, with the President as a non-voting member, shall hear and decide on the appeal after which the decision becomes final.
- 11.1.7 Penalty: A resolution of the Board under rule 11.1.1 above does not take effect unless:
 - a) the Board confirms the resolution and
 - b) if the Member exercises a right of appeal to the Association under this rule, the Association's appeals panel further confirms the resolution.

Replace section 11.1.2 with the following, and delete sections 11.1.3 – 11.1.7:

- 11.1.2. Procedures for managing the discipline of members, clubs, and affiliated organisations and the appeals process is detailed in the Complaints and Discipline Procedure/s as approved by the Board. Procedures shall comply with the Incorporated Associations Reform Act 2012 or later versions of the Act, specifically all items listed in Schedule 1.

Explanatory Notes

The rules in current Articles of Association largely arise from the Model Rules for Incorporated Associations in Victoria. The Board has recently established a sub-committee who is reviewing and updating all the Member Protection Policies and Codes of Conduct. As part of this review, it has been necessary to re-write clearly understood and relevant Complaint and Discipline procedures. This proposal is to remove the detail of the "suspension, expulsion and discipline process" from the Articles and put them in procedures that are still compliant with the Incorporated Associations Reform Act 2012 and subsequent legislation.

Pros:

Current procedures duplicate the wording in the Articles and also are compliant with the Incorporated Associations Reform Act 2012. Implementing this change to the articles does not change the current process, nor does it diminish or take away any member rights or processes. It is likely that the revised procedures will be ready for Board review by September 2020. Amending the Articles at the AGM is more efficient than amending this section of the Articles at an EGM after September 2020.

Cons:

Members may prefer to have the new procedures in place before implementing changes to the Articles.

C. A motion to alter GFA Articles sections 14,17 and 18 as shown in the document below, the purpose being to formalise amendment of the makeup of the Management Committee. (See Explanatory Notes at the end)

Section 14 Committee of Management

Existing Wording:

- 14.1.1 Management of the Association shall comprise the Board responsible for determining policy and an Executive being responsible for implementing policy. Both groups meet as required and determined by the President from time to time.
- 14.1.2 The Board shall comprise one member from each Region plus the Executive.
- 14.1.3 Each regional Board representative shall carry two votes for any Board decisions.
- 14.1.4 Each Executive member carries one vote.
- 14.1.5 Each Region shall elect two representatives from its members at its AGM or equivalent meeting.
- 14.1.6 For the purpose of continuity and succession, the second regional representative may attend and observe any Board meeting at the Region's expense.
- 14.1.7 In the instance where the regional board representative is unavailable, the second regional representative may attend in their stead and shall carry full rights.
- 14.1.8 The Board may at its discretion invite observers or ex-officio, non-voting representatives
- 14.1.9 The executive members of the Board comprise:
 - a. the President and
 - b. the Vice President and
 - c. the Treasurer and
 - d. the heads of department

- e. and may (at the discretion of the Board) include the Immediate Past President for the first 12 month transition of a new President
- 14.1.10 The heads of department shall be elected by their respective peer group. The departments for the time being are:
- a. Operations,
 - b. Airworthiness,
 - c. Sport and
 - d. Marketing & Development.
 - e. The Board may from time to time vary or extend the type and number of departments
- 14.1.11 Appointments made at the AGM include
- a. Appointment of the Regional Board members. Nominated by the Regions.
 - b. Ratify the nomination of heads of department (Executive members). Nominated by their peer group.
 - c. Ratify the regional managers and regional officers. Nominated jointly by the Regions and Department heads.
 - d. Elect or ratify any other officers and heads of Committee.
- 14.1.12 New members of the Board and the Executive so elected, hold office from the conclusion of the Annual General Meeting (AGM) at which their election was announced until the end of the AGM following the next election for their position.
- 14.1.13 At the Board meeting immediately following the AGM, the Board will elect a President, Vice President and a Treasurer. Nominated by members subject to approval of two board members. (See GFA forms). See Article 18.1.3.
- 14.1.14 President, Vice President and Treasurer so elected, hold office from the conclusion of the Board Meeting at which their election was announced until the end of the Board Meeting following the next election for their position.
- 14.1.15 A maximum consecutive term for any board member in any one position shall be five years and shall apply except in special circumstances and where invited to continue, such an invitation being approved by at least two thirds majority of the Board.
- 14.1.16 The Board may resolve to remove a member of the Board or Executive whose conduct or performance is considered not to be in the interest of the Members.
- a. A resolution of this nature can be determined only in accordance with rule 11.
 - b. The same right of appeal exists as exists for Members.
 - c. If the resolution is confirmed, the board member shall remain a Member of the Association but may receive further action in accordance with rule 11 where he/she may be expelled as a Member of the Association.
- 14.1.17 Any board vacancy so created shall be dealt with in accordance with rule 15.

Proposed New Wording for subsections 14.1.2, 14.1.9, 14.1.10 and 14.1.11

- 14.1.2 The Board shall comprise one member from each Region, a Junior Representative, a women's representative (if insufficient numbers within the other positions) plus the Executive.

14.1.9 The Executive members of the Board comprise:

- a. the President,
- b. **Two Vice Presidents,**
- c. the Treasurer,
- d. Department Managers
- e. Appointed Representatives, and
- f. the Immediate Past President **(appointed at the discretion of the Board) for a 12-month term only during the transition of a new President. This is a non-voting role.**

14.1.10 Makeup of the Board:

The Department Managers include:

- a. Chair of the Operations Panel (elected by the Operations Panel)
- b. Chair of the Airworthiness Department (nominated by the RTOAs)
- c. **Chair of the Soaring Development Panel** (appointed by recommendation of the Soaring Development Panel)
- d. Marketing and Development Manager (appointed by Board),
- e. **Chief Experience Officer (CXO)** (appointed by Board)
- f. The Board may from time to time vary or extend the type and number of departments.

The non-Executive Board members include:

- a. Five Regional Board Representatives nominated by the Regions
- b. A Junior Board Representative elected by Australian Junior Gliding Club
- c. **A women's Board Representative shall be appointed to the Board if there are less than 30% of women on the Board.**
- d. **A National Member Protection Information Officer (non-voting)**

14.1.11 Appointments and Ratifications

Appointments made at the AGM include:

- a. Regional Board members nominated by the Regions.
- b. Marketing, Junior Rep, CXO, and Women's representative
- c. Any other officers, advisers and heads of Committee.

Ratifications made at the AGM include:

- a. the nomination of heads of department (Operations, Airworthiness, Soaring Development).
- b. the regional managers and regional officers - nominated jointly by the Regions and Department heads.
- c. any other officers, advisers and heads of Committee.

17 Powers and Duties of the Executive

17.1.4 Meetings shall be convened by the Secretary on instruction by the President and shall be as required.

Changed to:

17.1.4 Meetings shall be convened by the Secretary on instruction by the President **or a Vice President** and shall be as required.

17.1.5 A quorum of the Executive shall be four members.

Changed to:

17.1.5 A quorum of the Executive shall be **six** members.

18. Board Meetings

18.1.5 A quorum at board shall be eight of the voting members of the Board in person or via electronic means. No business is to be transacted unless a quorum is present.

Changed to:

18.1.5 A quorum at board shall be **ten** of the voting members of the Board in person or via electronic means. No business is to be transacted unless a quorum is present.

Explanatory Notes:

General:

Section 14.1.11 Allows the Board to “Elect or ratify any other officers and heads of Committee...at the AGM.” Therefore, this proposed alteration to the Management Committee can be done by the Board at an AGM, regardless of changes to the Articles. However, the purpose of this proposal is to formally document a slightly changed management committee and improve diversity.

Since Covid19, Board and Executive meetings have been held via electronic means. Whilst 15 people on the Committee of Management is a large number, the expense of meetings has been dramatically reduced this year and this will continue for some time. It is unlikely that into the future there will be many face-to-face meetings. Therefore, changes to the Board do not have an adverse financial impact.

Marketing and Development:

Previously, there was a Marketing and Development Department consisting of a Marketing and Development Head and regional representative to support them; this arrangement never saw a lot of success; arrangements were then changed to allow members to propose marketing projects and obtain funding but this was neither coordinated nor adopted. With the ongoing falling membership, it was agreed to reinstate the Marketing and Development role, but as a standalone ongoing role who develops a GFA marketing plan, creates and manages a (new) website and member communications strategies. This role is of a suitably experienced person appointed by the Board.

Junior Board Representative:

Currently the Junior cannot vote or make proposals. Not allowing the Junior rep to vote is not in keeping with the critical needs of a modern organisation and giving Juniors a legitimate voice. This proposal allows a vote from the Junior cohort.

Chief Experience Officer:

Currently the IT Manager role is vacant; the role cannot vote or make proposals. There have been many IT challenges over the last 3 years or more with a new membership system, increasing needs for online systems and economies of scale for regions and clubs needing to be considered. There are paid positions that support the IT but it has become apparent to the Board that an overarching policy, review, and development of a system framework needs to be adopted taking GFA into the future. It is a critical Executive role that needs to be able to vote and make Board proposals to meet the needs of a modern organisation. Modern terminology and role definition have gone away from “Information Technology”, so the role is now termed Chief Experience Officer (CXO).

Additional Vice President:

The business of the GFA Board and Executive is complex and diverse. The addition of a second Vice President would help the role of the President to be less deeply involved in a multitude of issues, provide leadership and overall direction, with the Vice Presidents taking up some of the key issues, dependent on their particular skillsets and interest areas. Areas of interest and need that the current President has had to manage have been Member Protection complaints, CASA funding matters, Part 149 discussions, World Comp disputes, membership demands, publicity and member communications, to name a few. All of these matters are time consuming and diverse for a single voluntary role to handle.

Quorum:

Quorum numbers have been increased to accommodate larger Board, and with increased votes at the Executive level, the equity and balance of the overall Board needs to be maintained.

Balance of Board and Executive:

The Articles of Association do not stipulate that there must be more votes by the Regional Associations than the Executive; 2.8.1.1. MOSP1 states "Each Regional Board member has two votes on the Board, whilst each Executive Board member has one vote. This ensures a balance of influence between the departments and the Regions"

The Regions retain a high degree of balance with 2 votes each.

For purposes of balance of influence, the addition of CXO, Juniors' rep, women's rep, and marketing provides diverse input to the Committee of Management:

- The Committee of Management is 15 people.
- The Executive has 9 voting personnel = 9 votes
- The Board has 6 voting personnel, 5 of which (Regional Board members) hold 2 votes each – 11 votes (12 if a women's representative is appointed)

Pros:

The proposed changes contribute to future-proofing the organisation. Even as membership has declined in some Regions and remained stable in others, the general workload for the organisation has not lessened. If we are to continue to get good volunteers in Executive and Board roles, GFA must allow these roles to be manageable and effective.

Cons:

The numbers on the Board are seen to be too great. However, the makeup of the entire Board has only been increased by one, that of the second Vice President.

D. A motion to alter GFA Article 14.1.5 as shown below, the purpose being to require Regional Associations to elect Regional Board members via an online or postal voting method by all GFA members in that region.

Section 14.1.5 Committee of Management

Existing Wording:

Each Region shall elect two representatives from its members at its AGM or equivalent meeting.

Proposed New Wording for subsections 14.1.5

Each Region shall elect two representatives from its members by an appropriate online or postal voting method which ensures that all members of that region are able to vote regardless of location. The Region shall distribute to each member a CV of each nominating candidate at least two weeks before the last day of voting.

Pros:

Provides the opportunity for all members of a region to vote for their representatives regardless of whether or not they are able to attend a meeting in person. It also means that each member will be well informed about the qualifications of their representatives

Cons:

Regions may have to revise their voting rules in their own constitutions to accommodate the requirements of this motion