Minutes of a Special General Meeting of Athletics New Zealand Incorporated.

Held at The Trusts Stadium, Waitakere City, Auckland

at 10.45 am on Saturday 13 November 2010.

Chairman: Annette Purvis (Chair of Athletics New Zealand)

1. Roll Call and Welcome:

Jim Blair (President of Athletics New Zealand) opened the meeting with a welcome to all noting the significance of the occasion in that it is the first time that the sport has met under the new Constitution that was adopted in July and the first time that Clubs have been directly represented.

The Chair similarly welcomed attendees and Club Delegates noting the necessity of the meeting and apologising for the somewhat dry agenda. It was reinforced that future General Meetings will provide more interesting and valuable content and sessions.

Club & Associate Delegates:

Mark Harris (Team Wairarapa), John Quinn (Athletics Carterton), John Leydon (North Harbour Bays Athletics), Lockie Campbell (Sumner Running), Vicki-Lynne Hubber (Winton Athletic), Joan Merrilees (Athletics Taieri), Bruce Clarke (Frankton), Geoff Shaw (Tauranga Girls and NZ Secondary Schools Athletics), Jason Cressingham (Hawera Harriers), Ian Babe (Athletics Whangarei), Steve Tilton (Glen Eden), Dianne Craddock (Auckland City), Wayne Smith (Napier Harriers), Bruce Fleming (Hamilton City Hawks), Barrie Jennings (Hinemoa), Peter King (Port Hills), Dave Rondon (Whakatane), Mike Hartshorne (Takapuna), Andrea Hall (Papanui Toc H), John Smart (University of Canterbury), Lilian Tudor (St Paul's), Mark Seare (Palmerston North), Don Garland (South Canterbury), Mike Weddell (NZ Masters), Patrick Boland (New Brighton Athletic), Joan Rawnsley (Paeroa Athletic & NZ Childrens), Chris Todd (Chch Boys High School), Malcolm Taylor (Athletics Tauranga), Mark Cornaga (Wanganui Athletics), Howard Baker (Waitakere City), Tony Sargisson (Fiordland), Sandra Moratti (Inglewood Athletics), Audrey Williams (Kamo Athletics), Alan Moore (Calliope Athletic), Geoff Henry (Wellington Harrier & Athletic), Bev Peterson (Wyndham), Simon Spark (Remarkable Runners), Nellie Engels (Putaruru), Penny Sue Franklin (Richmond Athletics), Murray Green (Te Awamutu Athletic), Lance Smith (Invercargill Athletic & Harriers), Catherine O'Sullivan (Ariki Athletics & Harriers), Fiona Maisey (Roskill South), Debbie Strange (Te Aroha), Alan McDonald (Fairfield), Colin Russell (Southern Stars), David Long (Gore), Rees Buck (Scottish Harriers), Mike Corboy (Lake City Athletics).

Also in attendance:

Various participants in the Athletics New Zealand Coaching Conference and other observers.
2. Apologies & Proxies

The following apologies were advised and accepted:

Ian Boyd ONZM Life Member, Napier Athletics Club, Dennis Flitten, Richard Adams, Graeme McCabe Life Member, Allan Potts ONZM – Life Member.

The following proxies were advised:

- Peter Booker: Hastings Athletics Club and Hastings Harriers
- Audrey Williams: Kaiwaka Athletics, Kaitaia Athletics and Hatea Harriers.
- Mike Hartshorne: Ellerslie, Hibiscus Coast, Torbay and Warkworth.
- Fiona Maisey: Eastern Athletic, Pukekohe, Papetoetoe and Hillsborough.
- Howard Baker: Massey Athletic.
- John Quinn: Mana Amateur Athletics.
- Steve Tilton: Manurewa.

The Chair then explained the speaking protocols for the meeting and the voting process and advised the voting strength.

3. Appointment of Scrutineers

Andrew Maclennan & Jim Hogg were elected as scrutineers to assist the Returning Officer, Murray Mckinnon, in the voting process.

4. Election of Club representative on the Board Appointments Panel

As only one nomination had been received, Graeme McCabe’s nomination was put to the meeting for election.

The meeting unanimously endorsed Graeme’s election.

5. Remits

The Chair explained that many of the remits were merely typographical changes noted in the Constitution or amendments to assist with comprehension. It was explained that treatment of these types of remits would flow reasonably fast and the Chair asked for any indication if there were specific elements that a Club may wish to raise in relation to these remits.

Craig Hewitt, an observer with the North Harbour Bays Club noted how the Board had pre distributed its views about each remit and suggested that the Board should be impartial and allow clubs to make up their own minds. Clubs should be permitted to make their own decisions.

The Chair replied, outlining that the Board are elected as a representative body responsible for providing leadership to the sport. The Board’s role is to provide strategic and operational guidance. The Board commentary and recommendations for any remits has been a feature of General Meetings of the sport for some years now.
Remit 1 Existing Rule 10.6b (Associate Members – Entitlements)
It was moved by the New Zealand Secondary Schools Athletics Association “THAT the words “but such Delegate shall have no right to vote” are removed from Rule 10.6b so that it reads as follows:
“b appoint a Delegate to attend and speak at General Meetings (at their cost);””
Seconded Don Garland (South Canterbury)

Geoff Shaw (New Zealand Secondary Schools Athletics Association) spoke to the remit providing the background of how prior to Constitutional change, the NZ Schools Association, along with the Masters Association and the NZ Children’s Association, enjoyed two votes at Council. Geoff reinforced the importance that these organisations hold in athletics in New Zealand and the anomaly in the current rules that they have speaking rights, but not voting rights, at a General Meeting.

Mike Weddell (NZ Masters) spoke against the remit suggesting that the Secondary Schools already had an opportunity to receive a vote via schools who were member clubs or via other member clubs where students were members. Mike also noted that the rule would need to apply to all Associates and he was not in favour of that. It was noted that under the new rules, the Board do not have a vote at meetings and Mike felt that Associates not having a vote, mirrored this and kept the focus for decision making firmly with clubs.

Joan Rawnsley (NZ Childrens) agreed with the view of NZ Masters in that the system allows for a voice through the clubs.

Geoff Shaw in his right of reply recognised that NZ Secondary Schools have a greater challenge than the other Associates as the majority of their athletes are not represented in the clubs. Geoff reinforced that the NZ Secondary Schools Association was the voice for a lot of athletes who don’t already have a vote.

The motion was put to the meeting and was LOST.

Remit 2 Existing Rule 17.1c (Board Composition)
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 17.1c be amended by deleting the word “the” and replacing it with the word “any” so that it reads as follows:
“c ex-officio any IAAF Council Member””
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

Remit 3 Existing Rule 17.4 (IAAF Council Member)
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT the first sentence of Rule 17.4 (line 2) be amended by deleting the word “the” and replacing it with the word “any” so that it reads as follows:
“All Rules in this Constitution which are expressed to relate to Board Members include any IAAF Council Member except...””
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

Remit 4 Existing Rule 17.5 (Term of Office)
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT a bracket be inserted after the words “IAAF Council Member” in the second sentence of Rule 17.5 (line 5).”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

**Remit 5  Existing Rule 17.11 (Removal of a Board Member by the Board)**
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 17.11 (line 3) be amended by deleting the word “the” which appears before the words “IAAF Council Member” and replacing it with the word “any” so that it reads as follows:
“The Board may, with the approval of a motion by no less than seventy-five (75%) of the Board, remove any one of its number, except for any IAAF Council Member...”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

**Remit 6  Existing Rule 18.3 (Term of Office)**
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 18.3 be amended by deleting the words “Rules 18.1a and 18.1b” and replacing them with the words “Rule 18.1” so that it reads as follows:
“The members of the Board Appointments Panel described in Rule 18.1 shall...”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

**Remit 7  Existing Rule 18.12 (Conflicts and Confidentiality)**
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 18.12 (line 9) be amended by deleting the words “he/she” and replacing them with “he or she”.
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

**Remit 8  Existing Rule 22.6 (Notice of AGM)**
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 22.6 be amended by deleting the word “Members” (line 2) and replacing it with “Member Clubs, Associate Members,” so that it reads as follows:
“Athletics NZ shall give at least ninety (90) Days written notice of an AGM to all Member Clubs, Associate Members, and Board Members which shall include...”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

**Remit 9  Existing Rule 22.8f (Business of AGM)**
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 22.8f be amended by deleting the word “Life” and replacing it with the word “Long”.
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

**Remit 10  Existing Rule 22.9 (AGM Agenda)**
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 22.9 be amended by deleting the words “to the Board and the Member Clubs” and replacing them with “to all Member Clubs, Associate Members, and Board Members” so that it reads as follows:
“An agenda containing the business to be discussed at an AGM together with forms to facilitate Proxy and Remote Voting shall be sent by the CEO to all Member Clubs, Associate Members, and Board Members by no later than thirty (30) Days before the date of the AGM.”
Seconded Dave Norris (Board).

There being no discussion, the motion was put to the meeting and CARRIED.

**Remit 11  Existing Rule 22.11 (Notice of SGM)**

It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 22.11 be amended by deleting the words “to the Board and the Member Clubs” and replacing them with the words “to all Member Clubs, Associate Members, and Board Members” so that it reads as follows:

“Not less than fifty (50) Days written notice shall be given by the CEO to all Member Clubs, Associate Members, and Board Members for a SGM, which notice shall only...”

Seconded Dave Norris (Board).

There being no discussion, the motion was put to the meeting and CARRIED.

**Remit 12  Existing Rule 22.16 (Quorum)**

It was moved by John Leydon (North Harbour Bays Athletics Inc. (Bays Cougars)) “THAT in Rule 22.16 the quorum be altered to “fifteen percent (15%)”, to replace “twenty five (25%) of the Member Clubs”.

Seconded Alan Moore (Calliope).

John Leydon explained that the remit was self explanatory in that the Bays Cougars Club believed that a quorum of 15% appeared a more reasonable number for a General Meeting and more likely to be achieved on an ongoing basis.

Bruce Fleming (Hamilton City Hawks) and Ed Fern (Hawera) both spoke against the remit believing that increasing club engagement with the Association will mean that the quorum should not be too great a challenge into the future.

Peter King (Port Hills) explained the challenges of having a quorum set too high.

Mike Hartshorne (Takapuna) compared the meeting protocols to the corporate world where all the clubs are shareholders and, as in the corporate world, each shareholder has several means of being represented at a General Meeting. Mike felt that keeping the level at 25% ensured a good number of clubs would be physically present, bearing in mind that if club numbers dropped, a very small number of clubs could be making decisions that impacted on the entire sport.

John Smart (University of Canterbury) suggested that as some of the key features of the new Constitution, such as quorum, were effectively untried, that changes should not be made until "pre-determined" problems actually become reality.

Alan Moore (Calliope) spoke in favour of the 15% quorum noting that voting is not compromised by the smaller quorum as proxy and remote votes were able to occur.

There being no further discussion, the motion was put to the vote and LOST.
Remit 13  Existing Rule 22.17 (Delegates)
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 22.17 be amended by:
1) adding the words "(but does not have to)" to the first sentence between the words “to” and “elect”
2) adding the words “that chooses to appoint a Delegate” to subparagraph (d) between the words “Associate Member” and “is”;
3) adding the word “and” to the end of subparagraph (d),
4) deleting subparagraph (e), and
5) updating the following paragraph (currently 22.17f) to become subparagraph 22.17e so that it reads as follows:
“Each Member Club that is of Good Standing and each Associate Member is entitled to (but does not have to) elect or appoint a Delegate...
d. each Member Club and Associate Member that chooses to appoint a Delegate is required to forward the name of the chosen Delegate in writing to the CEO by a date and time determined by the Board prior to the commencement of each General Meeting; and
e. a Delegate can also be appointed as a Proxy...
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

Remit 14  Existing Rule 23.1 (Voting Entitlement)
It was moved by John Leydon (North Harbour Bays Athletics Inc. (Bays Cougars)) “THAT the description of voting power of “one vote per club” be replaced by “The voting entitlement of every member club be allocated according to a banded proportional voting formula.”
Seconded by Mike Hartshorne (Takapuna).

John Leydon explained the rationale behind the remit, using an example of inequity whereby of a club that currently has only 2 members has the same vote as a club with 500 members.

Mike Hartshorne (Takapuna) spoke in favour of the motion explaining that some of our larger clubs had large value assets and significant investment in the sport, whereas some clubs had assets in the hundreds of dollars, if not less. On asset value alone it appears an unfair formula to have one club, one vote. Mike however also noted that the clubs that have the high asset value are the ones that are more likely to be attending and voting at a General Meeting.

Audrey Williams (Kamo) stated that any move away from "one member club – one vote" could start the demise of the small clubs in NZ. Audrey believes that it is not simply a matter of asset size or money that should determine voting strength.

Geoff Henry (Wellington Harriers & Athletic) opposed the remit on the grounds that it will create a split between town and country.

John Smart (University of Canterbury) suggested that the remit lacks in detail, particularly so as to just how the proportional voting would be calculated. John explained that even if the remit was passed, that because a number of other changes would be required in the Rules and Regulations, that it would have to come back to another General Meeting before it could be implanted.

Wayne Smith (Napier Harriers) spoke against the remit suggesting that given the overall voting strength that if one club held a few more votes than another club, then it would not necessarily make much difference, and hence it seemed rather cumbersome to introduce a system that would have minimal effect.

Dianne Craddock (Auckland City) proposed a different approach, that being to allocate voting to a club based on the breadth of athletics “disciplines” that a particular club offers. That is, a children’s club that
offers only children’s athletics may receive just one vote, whereas a club that offered say, a children’s section, senior track & field section and harriers section, might receive three votes.

There being no further discussion, the motion was put to the vote and LOST.

Remit 15  Existing Rule 23.3 (Methods of Voting at General Meetings)
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 23.3 be amended by adding the words "of Member Clubs" to the end of the Rule so that it reads as follows:
“Voting….if requested by two (2) Delegates of Member Clubs.”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

Remit 16  Existing Rule 23.5 (Proxy Voting)
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 23.5 be amended by:
1) adding the words "or Associate Member’s" after the words "Member Club’s" and before the word "President" in Rule 23.5a; and
2) amending the Rule reference so it is to Rule 22.17c so that it reads as follows:
“a  the Proxy shall be appointed by notice in writing on the Athletics NZ prescribed proxy form which shall be signed by the Member Club’s or Associate Member’s President, Chairperson or Secretary; ...
“c  subject to Rule 22.17c, any person who is entitled to be present at a General Meeting may hold a Proxy,”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

Remit 17  Existing Rule 23.6 (Remote Voting)
It was moved by John Leydon (North Harbour Bays Athletics Inc. (Bays Cougars)) “THAT the rights to a remote vote be restricted to election of officers, and not be available for remits or other decisions.”

Craig Hewitt, observer, spoke on behalf of the Bays Cougars Club explaining the rationale for the remit. The Club believes that discussion at General Meetings creates good and robust decision making and hence only those members present at the meeting should be entitled to vote on decisions that have the greatest impact, namely remits.

Murray Green (Te Awamutu) noted that the proposed remit added balance to the current voting system and representation, noting that the proposal supports the larger clubs who generally would have greater access and resource to be able to attend General Meetings. Basically, every club has the right to attend and vote, if they choose not to attend, then clubs have the right appoint a proxy to be “present” on their behalf. A remote vote was not seen as necessary.

Lockie Campbell (Sumner) noted that having remote votes made the system truly democratic providing all clubs several opportunities to have their say.

Craig Hewitt, in the Bays Cougars right of reply, reinforced the need for the clubs to be present but highlighting that strong and positive debate had been held throughout the current meeting and this assisted with comprehension and decision making. Craig emphasised that making an informed decision was the key to sound decision making and this was lost by simply ticking the box on a remote voting form.

There being no further discussion, the motion was put to the vote and LOST.
Remit 18   Existing Rule 38.3 (Term of Office)
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 38.3 (line 2) be amended by deleting the word “the” which appears before the words “IAAF Council Member” and replacing it with the word “any” so that it reads as follows:
“At the first Board meeting following the 2010 AGM the Board shall determine a schedule of rotation for the Inaugural Board Members (except for any IAAF Council Member)...”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

Remit 19   Existing Rule 40.1 (Definitions & Interpretation)
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT Rule 40.1 be amended by deleting the word “the” which appears before the word “person” and replacing it with the word “any” so that it reads as follows:
“ “IAAF Council Member” means any person who is member of the IAAF Council and who is also New Zealand citizen.”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

Remit 20   General – Existing Rules
16.1 (Election)
16.2 (Nominations)
16.5b (Casual Vacancy)
17.4 (IAAF Council Member)
17.9b (Casual Vacancies)
17.10 (Removal of Board Member at an SGM)
18.2 (Club Appointee)
19.1 (Appointment & Election of Board Members)
39.5 (Club Appointee on Board Appointments Panel)
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT every instance of the phrase “an SGM” be replaced with “a SGM”.
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

Remit 21   General
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT the contents page and all rule numbering in the Constitution be updated as a result of the amendments made at this meeting so that the numbering throughout the Constitution is consecutive and consistent and any references to rule numbers within the Constitution are updated accordingly.”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

Remit 22   General
It was moved by Dave Harkness (Board of Athletics New Zealand) “THAT the alterations made to the Constitution at this meeting shall be effective from the date the alterations are registered with the Registrar of Incorporated Societies.”
Seconded Dave Norris (Board).
There being no discussion, the motion was put to the meeting and CARRIED.

6. Discussion Item - Powers of the Board

The New Zealand Secondary Schools Athletics Association (NZSSAA) believed that the Powers of the Board (Clause 5) should be examined to determine if they are appropriate or need modification. Clause 5.1t was highlighted as an example. It reads:

5.1t purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of Athletics NZ, or with which Athletics NZ is authorised to amalgamate or generally for any purpose designed to benefit Athletics NZ;

Geoff Shaw (New Zealand Secondary Schools Athletics Association) spoke to their concern, questioning the power or ability that this might give Athletics NZ in the ability to seize assets during winding up procedures of affiliated entities.

Peter Booker (Hastings Athletics, Hastings Harriers), Peter King (Port Hills), Scott Newman (observer – Athletics NZ Chief Executive) and John Smart (University of Canterbury) explained that winding up clauses in an organisation’s own constitution would provide guidance to how any assets would be distributed on winding up, and that the Athletics NZ rule merely gives the Association the ability to acquire such assets where the option is provided.

Mark Harris (Wairarapa) clarified that there was no limitation on the value of assets that the Association could acquire.

Dianne Craddock (Auckland City) further defined the intent of the rule in which the power to acquire effectively gives the organisation the ability to take wider “investment” opportunities as they are identified for the betterment of the sport and athletics in New Zealand.

Geoff Shaw (New Zealand Secondary Schools Athletics Association) thanked the meeting for the clarification.

In closing the discussion topic, John Smart, speaking on behalf of the Rules Committee, made a plea for feedback on Regulations changes when they are distributed to Clubs. Several proposed changes will be released to the sport in the coming month.

7. Close

The Chair thanked the delegates for their attendance noting that it was pleasing to have some new faces and new speakers at a General Meeting. Some good discussion had ensued and the New Secondary Schools Association and Bays Cougars Club were thanked for their remits which had provided the opportunity for positive discussion.

Jim Blair (President of Athletics New Zealand) closed the meeting.

The meeting closed at 11.50am.