

The New South Wales Netball Association Limited

Annual General Meeting Minutes of Meeting



Date: Sunday 24 May 2020

Time: 10.00 am (Sydney time)

Venue: via Zoom video conference

The Australian Securities & Investments Commission (“ASIC”) has recognised that Coronavirus (COVID-19) is impacting on companies’ ability to hold their AGMs by way of a gathering of members in person. On March 20, 2020, ASIC announced that it considers that hybrid AGMs are permitted under the *Corporations Act 2001* (Cth) (**Act**) – assuming there is no prohibition or restriction in the entity’s constitution. This view is based on section 249S of the Act - which expressly allows a company to hold a general meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate. This section applies to Netball NSW. Netball NSW’s constitution does not prohibit or restrict the holding of a hybrid general meeting. Accordingly, Netball NSW is permitted to hold a hybrid 2020 AGM.

As such Netball NSW AGM was held as hybrid meeting. That is, the meeting was held at a physical location (Netball Central) with only the President (as chairperson) and a small number of selected Netball NSW officeholders in attendance plus using online technology in this case being – ZOOM Video Conference for all other eligible participants.

THE NEW SOUTH WALES NETBALL ASSOCIATION LIMITED
(ACN 001 685 007)
MINUTES OF ANNUAL GENERAL MEETING
Sunday 24 May 2020 via Zoom video conference
Commencing at 10:00am

The meeting commenced @ 10:01am

The President declared the meeting open at 10.01am, made acknowledgement to Country and welcomed delegates.

Attendees were instructed to remain on mute, and to type their name and Association into the Chat function to confirm their attendance.

Quorum is 29 & 5 Directors, 51 Associations and 9 Directors are in attendance, therefore Quorum is met. This is the highest number of participants in recent years with representatives from all over NSW.

The President noted the meeting is being recorded, and that this is our first hybrid meeting. Feedback from today's meeting is welcome and will be taken into account when considering how the meetings will be held in the future.

Present in the room are:

- Mike Anderson: Returning Officer & Executive General Manager Financial & Strategy
- Carolyn Campbell, Chief Executive Officer
- Andrew McMaster, Director and Chair of the Audit & Risk Committee
- Ruth Havrlant, Director
- Also, Netball NSW staff who are assisting.

The President also acknowledged other Netball NSW Directors who are participating via Zoom.

Polling will be utilised for voting. Move/seconding via Chat, please use full name and Association

1. Attendance

1.1 Attendees

	Association	Name
1.	Armidale	Judi Hansen
2.	Ballina	Julie Davis
3.	Bankstown City	Nicole Oram
4.	Barellan & District	Allison Burcham
5.	Baulkham Hills Shire	Monica O'Callaghan
6.	Baulkham Hills Shire	Kylie Tzavaras
7.	Blacktown City	Dianne McKinnon

	Association	Name
8.	Blacktown City	Kathy Booth
9.	Blue Mountains	Jenny Walker
10.	Blue Mountains	Denise Thrift
11.	Brunswick/Byron	Brooke Wade
12.	Callaghan	Bronwyn Vosilla
13.	Camden & District	Anthony Plater
14.	Camden & District	Lyndall Schuhmeier
15.	Campbelltown District	Michael Seery
16.	Campbelltown District	Justin Rea
17.	Casino	Melissa Dickson
18.	Casino	Kim Thomas
19.	Charlestown	Ashlea Robinson
20.	Charlestown	Anthony Jarvis
21.	City of Sydney	Suzanne Simpson
22.	City of Sydney	Jayne Occhiuto
23.	Coffs Harbour	Vicki Morris
24.	Coffs Harbour	Liz King
25.	Dungog	Sam Rumbel
26.	Eastwood Ryde	Karen Waud
27.	Eastwood Ryde	Judy Watt
28.	Fairfield City District	Carol Baiton OAM
29.	Fairfield City District	Beverley Dew OAM
30.	Gosford	Joy Dasan
31.	Gosford	Belinda Beresford
32.	Grafton	Kylie Rainbow
33.	Grafton	Brooke Burton
34.	Griffith	Carlene Stevenson
35.	Griffith	Catherine Wren
36.	Hastings Valley	Rosemary Andrews (Miller)
37.	Hastings Valley	Cathy Glover
38.	Hawkesbury City	Tracey Chalk
39.	Hawkesbury City	Vivienne Bertenshaw
40.	Hills District	Jennie Thompson
41.	Hills District	Lynette Burgess OAM
42.	Hume	Carla Fletcher

	Association	Name
43.	Illawarra District	Lyn Holmes
44.	Illawarra District	Dianne Elvy
45.	Inner Western Suburbs	Anne Tait
46.	Inner Western Suburbs	Leanne Blackmore
47.	Kiama	Michelle Gregory
48.	Ku-Ring-Gai	Ian Eldershaw
49.	Ku-Ring-Gai	Jo-Anne Perry
50.	Lismore	Fiona Fennamore
51.	Lismore	Shirley Donovan
52.	Lithgow	Leanne Kearney
53.	Lithgow	Leanne Plackson
54.	Liverpool City	Jennie Webster OAM
55.	Liverpool City	Rebecca Wakefield
56.	Lower Clarence	Shelly White
57.	Macleay	Petra Hayman
58.	Macleay	Karen Lambley
59.	Maitland	Kim Starkey
60.	Manly Warringah	Colette Longley
61.	Manly Warringah	Cathy Hurditch
62.	Manning Valley	Janine Kennewell
63.	Mens	Clare McCabe
64.	Mudgee	Kylie Marshall
65.	Nelson Bay	Rebecca Keating
66.	Newcastle	Cheryl Hernando
67.	Newcastle	Ellen Monaghan
68.	Northern Suburbs	Ineke Walker
69.	Northern Suburbs	Katrina Damian
70.	Orange	Jane Dennis
71.	Parramatta Auburn	Lyn Welfare
72.	Parramatta Auburn	Kim Higgins
73.	Penrith District	Joy Gillett OAM
74.	Penrith District	Lynette Deuis
75.	Port Stephens	Susan Xenos
76.	Randwick	Marie Kelly
77.	Randwick	Fran Reynolds

	Association	Name
78.	Shoalhaven	Wilma Klein
79.	Shoalhaven	Kathy Rembisz
80.	Singleton	Emily Richardson
81.	Singleton	Kerri Koosmen
82.	St George	Lara Mina
83.	St George	Helen Andrews
84.	Sutherland Shire	Prue Haberecht
85.	Sutherland Shire	Karen Salter
86.	Tamworth	Lisa Fox
87.	Tamworth	Rebecca McKenzie
88.	West Wyalong	Melissa Ryan
89.	Westlakes District	Pamella Burt
90.	Westlakes District	Madeline Allen
91.	Woolgoolga	Sandra Thorpe
92.	Woolgoolga	Mick Thorpe
93.	Woy Woy Peninsula	Lisa Coakley
94.	Wyong District	Chris Miles
95.	Wyong District	Janet Hoddinott
96.	NNSW Director	Vincent De Luca OAM
97.	NNSW Director	Louise Sullivan
98.	NNSW Director	Diana Fraser
99.	NNSW Director	Katherine Simmonds
100.	NNSW Director	Andrew Mc Master
101.	NNSW Director	Ruth Havrlant
102.	NNSW Director	Carol Murphy
103.	NNSW Director	Myles Baron-Hay
104.	Life Member	Wendy Archer AM
105.	Life Member	Lynn Quinn OAM
106.	Life Member	Anne Doring OAM
107.	Life Member	John Hahn
108.	Life Member	Rodney Watson OAM
109.	Life Member	Maureen Boyle OAM

1.2 Observers

	Association/Organisation	Name
110.	Westlakes District	Sue Shelley
111.	Charlestown	Dianne Pascoe
112.	Director Nominee - Inner Western Suburbs	Catherine Matthews
113.	Director Nominee - Ku-Ring-Gai	Nick Hermann
114.	Director Nominee - Lismore NA	Georgina Cohen
115.	Director Nominee - Randwick	Louise Monger
116.	Director Nominee - Newcastle	Lyndell Fogarty

1.3 Netball NSW Staff

	Role	Name
117.	Chief Executive Officer	Carolyn Campbell
118.	Executive General Manager Finance & Strategy	Mike Anderson
119.	Executive General Manager NSW Swifts	Nikki Horton
120.	Executive General Manager Commercial & Marketing	Steven Neal
121.	Executive General Manager Community & Pathways	Darren Simpson
122.	General Manager Communities	Lauren Woods
123.	General Manager Venue Operations	Ben Jessimer
124.	Community Engagement Manager	Melissa Achten
125.	Venue Operations Manager	Tony Curren
126.	Executive Support Officer	Karen de Ridder
127.	Technical Officials Manager	Chris Hall

1.4 Apologies

	Association	Name
1.	Woy Woy Peninsula	Nichole Barnes
2.	Bankstown City	Tara Banbury
3.	Blayney	Julie Prosper
4.	Lakeside	Toni Jackaman
5.	Ulladulla & District	Robin Butler
6.	Ulladulla & District	Michelle Hendrie
7.	Inverell	

MOVED: Campbelltown; **Seconded:** Bankstown that the apologies be noted.

CARRIED

2. President's Address

The President's provided an opening address of which key points are noted below.

Over the past few months, we have seen the best and worst in Australia, with bushfires, floods and now the COVID-19 pandemic. Our game has never faced a challenge quite like we do today.

The President gave an overview and highlights of 2019:

- We celebrated our 90th year in 2019
- It was the second successive year we broke our record of memberships with over 115,000 registrations
- 1200 new coaches and 600 new National C umpires
- At National Championships NSW secured silver medals in U17 & U19 Silver medals & our Waratahs secured silver in the ANL competition.
- The TAFE NSW Schools Cup saw record growth with 16,400 pupils taking part, and the TAFE NSW All Abilities Schools Cup was introduced.
- Our first Reconciliation Action Plan is progressing, with indigenous rounds held in the season
- Walking Netball continued to grow with over 1,000 participants.
- NSW Swifts were 2019 SSN Premiers – special congratulations again to all the players, coaching and other support staff as well as our record number of passionate Swifts members that made that success happen.
- Our GIANTS Netball captain, Kim Green, retired.
- The foundation of QBE Swifts & GIANTS Netball Academies will bolster our future.
- The redevelopment of Ken Rosewall Arena in 2019 will be our new home to NSW Swifts & Giants Netball when the SSN can start, with capacity for 10,000 fans.
- 250,000 people came through the doors of Netball Central.
- Margaret Corbett OAM became our 2nd member of the Netball NSW Hall of Fame elevated to Legend status at our State Dinner.
- Rodney Watson OAM, Adele Saunders OAM & Julie Fitzgerald were inducted as Life Members, and special acknowledgement to all other individuals who achieved personal recognition for their contribution to netball during 2019.
- We also acknowledge Jennie Webster (Liverpool City), Shirley O'Brian (Ballina) and Yvonne Richardson (Mt Druitt) who were awarded OAM's during the 2019 year.

With our Vision to be NSW's leading sport of choice and opportunity, Netball NSW came into 2020 in a healthy place - looking to the future with confidence. Those expectations have since had to be reset in the face of the pandemic, but our solid foundations remain in place.

Our netball community needs to continue to be inclusive, bold and willing to be flexible and make change where required to ensure our sport remains thriving, and leads the conversation for women's sport.

Our solid foundations remain in place and will see us through this pandemic. It is critical for Netball to raise the bar in order to survive. The road ahead will not be easy. Our Netball NSW staff, Association Executives and other volunteers have been bearing an enormous workload over these past few months, and that looks set to continue for the period ahead still with many unknowns.

The local netball club is the focal point for many communities across our state and Netball NSW will continue to work closely to aid our Associations, Clubs and members in every way we can.

Over the past couple of months, we have seen a unity of purpose from our netball community across New South Wales and what we do know is that sport and recreation will play a significant role as Australia emerges from the COVID-19 environment due to health, social and other benefits it brings.

The COVID impacts of 2020 will cause us to revisit substantially our 2020-2022 Strategic Plan in coming months, but I do not want to take away the opportunity to thank many of you in our netball family who took time to contribute to that Plan and think outside the box for how netball can thrive for the next 90 years and beyond.

Despite the disruption to our normal community netball season and the elite game, and some of the undesirable financial realities we now face, Netball NSW remains cautiously optimistic about our outlook.

Netball has long had a history of going under the radar and being the silent achiever of sport in New South Wales and across Australia, but the time has come for us to speak louder.

Our motto at this time is simple: no one gets left behind. Whether you play in the far reaches of regional NSW or in the centre of Sydney our team is working tirelessly to ensure its plan allows for the viability of netball in all areas.

We have had to make difficult decisions in terminating and standing down staff.

The COVID-19 crisis gives us the opportunity to re-set our narrative.

Now is the time to use our force of numbers to make a positive impact, to ensure we emerge from this crisis and to enhance our position in the near future.

Let's make a huge positive from a negative, it is the least our netball community deserves.

The President acknowledged her fellow Board members for another year of hard work, and in particular Andrew McMaster over the past months for the work he has done with scenario planning as we navigate our netball community through this crisis. Further acknowledged Diana Fraser who retires from the Board at this AGM.

Thanks also to the NNSW staff and CEO, noting the past few months have been tremendously difficult, and to Association Executives and other delegates.

3. Minutes of the previous Annual General Meeting

3.1 Consideration and confirmation of the Minutes of the previous Annual General Meeting held on Saturday 30 March 2019

The following amendments were received for noting:

- *an amendment on Page 9 (pg 2 of minutes) the Honorific of OAM has been omitted after the name of Lynette Burgess*
- *Nelson Bay was in attendance at the 2019 AGM. Rebecca Keating was at the meeting and Amanda Wilks was an apology*

MOVED: Liverpool City **Seconded:** Kiama. That the amendments as noted above and that the minutes of the Annual General Meeting held 30 March 2019 be confirmed as tabled.

CARRIED

NOTED as tabled.

ACTION: Amend and publish the minutes of 30 March 2019.

3.2 Business Arising from Minutes of the previous Annual General Meeting held on Saturday 30 March 2019

No business arising from the previous AGM was noted.

4. Consideration of the audited Netball NSW Statutory & Annual Report (Financial Report) for the period 1 January 2019 to 31 December 2019

Audited Netball NSW Statutory & Annual Report, as approved by the Board on 19 February 2020 (noting the provisions of section 317 of the Act and clause 14.6 of the Constitution)

Andrew McMaster (AM) & Mike Anderson (MA) presented the Audited Netball NSW Statutory and Annual Report, with Jonathon Rudman from KPMG in attendance via Zoom. Questions can be submitted via the Zoom Chat function.

AM noted:

- The Netball NSW Statutory & Annual Report have been approved by the Board and were audited by KPMG.
- Accounts presented represent a sound financial position to end 2019.

MA noted:

- Overall key result with an EBITDA profit of \$224k.
- The company was cashflow positive for the year with an end of year cash balance of \$1.87m
- Net assets: \$28.9m
- Working capital \$0.1m
- Total revenue \$16.5m
- Total expenditure \$16.27m
- Staff costs 46.5% of total expenditure
- Increase in insurance premiums

Other key matters include:

- New lease standards adopted
- Prior year change for Netball Australia contribution provision
- Asset management plan reviewed and updated
- Audit Partner rotation: Cameron Roan has been replaced by Jonathan Rudman at KPMG.
- Clean audit opinion received.

NOTED as tabled.

ACTION: No action required.

5. Consideration of Annual Reports from Sub Committees and Delegates to Other Organisations

The following reports were taken as read:

- 5.1 Appeals Committee**
- 5.2 Appointments 2019**
- 5.3 Hall of Fame Panel Report**
- 5.4 Anne Clark Service Award Panel Report**
- 5.5 Waratah Award Panel Report**
- 5.6 Historical & Archives Panel Report**
- 5.7 Delegates to Other Organisations**

5.7.1 Netball NSW delegate to Australian Commonwealth Games Association (NSW Division Inc.)

5.7.2 Delegate to NSW Olympic Council's AGM Report

5.7.3 Netball NSW delegate to Sport NSW

NOTED as tabled.

ACTION: No action required.

6. Appointment of an Auditor for the ensuing year

MOVED: Campbelltown **Seconded:** City of Sydney. **THAT** KPMG be appointed as the Auditors of the Company until the conclusion of the Company's Annual General Meeting in 2021.

CARRIED

ACTION: No action required.

7. Appointment of a Returning Officer for the ensuing year

MOVED: Shoalhaven **Seconded:** Kiama. **THAT** Michael Anderson be appointed as the Returning Officer of the Company until the conclusion of the Company's Annual General Meeting in 2021.

CARRIED

ACTION: No action required.

8. Such other business as deemed appropriate

8.1 Honorary for President and Board members:

It was noted the Board has, at the Board meeting held 29 April 2020, resolved to waive the payment of honorariums for 2020 as a measure of support of Netball NSW through the impact of the COVID-19 pandemic.

NOTED as tabled.

ACTION: No action required.

8.2 Waratah Service Award Presentation

Ellen Monaghan: Newcastle Netball Association

Ruth Havrlant spoke about Ellen's service to netball including:

- Vice President and a Life Member of the Newcastle Netball Association
- National A badged umpire
- Manager of the 21 & Under team in 1980
- Umpired the first tournament in 1985 for people with a disability
- Foundation member of NNSW People with a Disability Committee in 1988
- Manager of the NSW People with a Disability representative team from 1997
- Current manager of Marie Little OAM Shield from 2013 onwards
- Awarded the Australian Sports Medal in 2000
- Anne Clark Service Award recipient in 2010

Flowers and badge were presented to Ellen by Cheryl Hernando, President of Newcastle, who was present with her remotely.

Messages of congratulations received via Zoom.

8.3 Life Member Presentation

Ruth Havrlant

LS spoke with some personal reflections of Ruth's outstanding service to netball on behalf of Jo Perry (President, Ku-ring-gai Netball Association) & Carol Murphy (Netball NSW Director):

- Ku-ring-gai congratulates Ruth and acknowledges her contribution to the sport and Ku-ring-gai as a volunteer. From her humble beginnings of just being a "Mum" enjoying time with her family at netball games, Ruth's passion and achievements at not only Association but Netball NSW level is something we are all in awe of.
- Netball NSW Board member for 13 years.
- Ruth has served on numerous Panels/Committees including Technical Services Committee, Bench Operating Panel, Performance & Remuneration Committee, Strategic Development Committee, Audit & Risk Committee, Appointments Panel and Volunteer Education & Services Delivery Subcommittee.
- Bench Official at the 2018 Commonwealth Games.
- Current Netball Australia Bench Official.
- National Timer & Scorer and Bench Manager at the Netball World Cup in Sydney, International Tests, Nationals, SSN, ANZ, CBT and ANL competitions.
- LS thanked Ruth for her commitment on the Board over many years, and to netball in a variety of capacities. Noted from CM that Ruth has never missed being at State events such as State Age and State Championships (as then known) to assist with opening and closing ceremonies, but also in the earlier years to assist with running the events. Always happy to be on the side of a court calling encouragement to the umpires, coaches and players, no matter which Association they come from.

- RH expressed her appreciation, generosity and friendship.

Messages of congratulations received via Zoom

8.4 Acknowledgement of Outgoing Director

Diana Fraser has reached the conclusion of her elected Director tenure and has not re-nominated for another term.

LS expressed her appreciation for Diana's dedication and commitment on the Board and sub-committees.

9. Declaration of Board of Directors

9.1 Nominees

To elect two (2) Directors from eight (8) nominees listed (alphabetically) below:

- Georgina Cohen
- Vincent De Luca OAM
- Lyndell Fogarty
- Nick Hermann
- Catherine Matthews
- Louise Monger (Sullivan)
- Kirsten Pollard
- Carolyn Pridham

9.2 Announcement of Director position vacancies (Michael Anderson, Returning Officer)

The Netball NSW Returning Officer, Mike Anderson, declared that eight nominations were received for two vacancies.

9.3 Results of election and announcement of Directors (Michael Anderson, Returning Officer)

Mr Richard Kidd, Online Voting Returning Officer, Australian Election Company provided a report to the Netball NSW Returning Officer, Michael Anderson, via email.

The Election was conducted utilising Internet Voting technology and Declaration Postal Voting.

Australian Election Company is of the opinion that the 2020 Board Election and Life Member Election processes for Netball NSW were conducted accurately and with integrity.

Results from the online voting were received from the Online Voting Returning Officer Richard Kidd.

Candidate	Internet & Postal Votes	Status
Cohen, Georgina	19	
De Luca OAM, Vincent	47	Elected 1
Fogarty, Lyndell	12	

Candidate	Internet & Postal Votes	Status
Hermann, Nick	10	
Matthews Catherine	36	Elected 2
Monger (Sullivan), Louise	24	
Pollard, Kirsten	1	
Pridham, Carolyn	19	
Total Votes	168	
Unexercised Votes	0	
Internet Voters	83	
Postal Voters	1	
Formal Papers	84	
Informal Papers	0	
Eligible Voters	250	

Results of the ballot:

- Vincent De Luca OAM: elected for 3 years to the 2023 AGM
- Catherine Matthews: elected for 3 years to the 2023 AGM

LS congratulated Vincent De Luca OAM as a returning Director and to Catherine Matthews for her election.

NOTED as presented.

ACTION: No action required.

The meeting concluded @ 11:06am

Participants were invited to remain online for a presentation on COVID-19 Impacts.