AGENDA / MINUTES

Special General Meeting and Annual General Meeting

Sunday 12 July 2026

Fingal Beach Surf Life Saving Club Incorporated

ABN 80 879 052 334 | Incorporation No. Y0254740

Date	Sunday 12 July 2026
Time — SGM open	2:00 pm (please arrive from 1:30 pm to confirm attendance)
Time — AGM open	Immediately following close of SGM (allow at least 30 minutes)
Venue	Fingal Beach SLSC Clubhouse — video link available under Rule 15.6 (sent to Members on Thursday 9 July 2026)
Chairperson	The President, Adrian Futterleib (Constitution Rule 15.4)
Notice given	At least 21 days prior — Constitution Rule 15.1(c) and section 39 of the Associations Incorporation Act 2009 (NSW). Notice dispatched 19 June 2026.
Quorum (SGM and AGM)	15 Members eligible to vote, represented personally — Constitution Rule 15.3 (Members participating electronically under Rule 15.6 count as present)
Agenda circulated	19 June 2026 (with the formal Notice of SGM)

NOTE ON CONSTITUTION REFERENCES IN THIS AGENDA
This agenda is prepared under the Constitution of the Club dated 19 February 2023 (the **Current Constitution**), which is the Constitution in force at the time of dispatch and at the opening of the Meeting. References to "Rule" mean a rule of the Current Constitution. *If the Special Resolution at Item A.6 below is passed, the proposed updated Constitution takes effect from the close of the SGM. From that moment, the AGM in Part B operates under the updated Constitution.* Any rule references that differ between the two Constitutions are noted inline.

PART A — SPECIAL GENERAL MEETING

A.1. OPENING AND WELCOME

The Chairperson opens the Special General Meeting and confirms that it has been properly convened.

Opened at	*2:00 pm*

Chairperson	*Adrian Futterleib, President*

A.2. ATTENDANCE, APOLOGIES AND QUORUM

Directors:

Role	Status	Name	Notes
President	*Present*	*Adrian Futterleib*	*Chairperson*
Director of Administration	*Present*	*Caroline Deane*	*Outgoing*
Director of Finance	*Apology*	*Lachlan Gorrie*	—
Director of Lifesaving	*Apology*	*Mike Bass*	—
Director of Education	*Present*	*James Worrall*	—
Director of Surf Sports	*Present*	*Andrew Dart*	—
Director of Junior Activities	*Present*	*Maddison Bradley*	—
Director of Club Services	*Apology*	*Nick Angelos*	—

Members (non-Directors) present	*18*

Members participating by Rule 15.6	*2*

Total voting Members present	*25*

Quorum (Rule 15.3 — 15 voting Members)	*YES — quorum met*

Apologies	*Brett Woods, Tanya Squires, Anita Boltjes, John Boltjes, Susanna Hall-Cain, Steve Westcott, Kim Westcott (Directors: Lachlan Gorrie, Mike Bass, Nick Angelos — see attendance above)*

A.3. WELCOME AND ACKNOWLEDGEMENT OF COUNTRY

The Chairperson welcomes all Members and guests present to the Special General Meeting and the Annual General Meeting that follows.

Acknowledgement of Country (read by the Chairperson):

*We begin today by acknowledging the **Worimi** people, Traditional Custodians of the land on which we meet, and pay our respects to their Elders past and present. We extend that respect to Aboriginal and Torres Strait Islander peoples here today.*

The Chairperson welcomes Life Members, Members and guests.

A.4. CONFIRMATION THAT NOTICE WAS PROPERLY GIVEN

The Chairperson confirms that notice of this Meeting was given to all Members entitled to receive it **at least 21 days** before the Meeting, together with the agenda and the accompanying meeting papers (Notice of SGM, Special Resolution, Explanatory Memorandum, Summary of Changes, Voting and Quorum Briefing, Proposed Constitution, and current Constitution dated 19 February 2023), in accordance with Constitution Rule 15.1(c) and section 39 of the *Associations Incorporation Act 2009* (NSW).

Notice confirmed	*YES — notice dispatched 19 June 2026, 23 days before the Meeting*

A.5. DECLARATIONS OF INTERESTS

In accordance with Constitution Rules 21.6 to 21.8, any Member or Director with a Material Personal Interest or Financial Interest in any matter on the agenda must disclose it.

Declarations	*Nil declared*

A.6. SPECIAL RESOLUTION — UPDATE OF THE CONSTITUTION

Subject: To consider, and if thought fit, pass a Special Resolution amending the Constitution of the Club in its entirety in the form of the document entitled "Fingal Beach Surf Life Saving Club Incorporated — Constitution (Proposed for Adoption — Special General Meeting, 12 July 2026)" accompanying the Notice.

Background for Members:

- The Board has conducted a comprehensive review of the Constitution against the Associations Incorporation Act 2009 (NSW) and Regulation 2022, the ACNC Act and Governance Standards, the Constitutions of SLSA, SLSNSW and HSLS, and current governance practice.
- The updated Constitution aligns the Club's rules with those sources and modernises drafting throughout.
- Detailed before/after comparisons are set out in the Summary of Changes accompanying the Notice. Plain English explanation is in the Explanatory Memorandum.
- The Board unanimously recommends Members vote YES.

The following Special Resolution is put to the Meeting:

> “RESOLVED as a Special Resolution that, pursuant to Rule 7.4 of the Constitution of the Club dated 19 February 2023 and section 39 of the *Associations Incorporation Act 2009* (NSW), the Constitution of the Club be amended in its entirety to read as set out in the document entitled ‘*Fingal Beach Surf Life Saving Club Incorporated — Constitution (Proposed for Adoption — Special General Meeting, 12 July 2026)*’ accompanying this Notice, such amendment to take effect from the close of this Meeting.”

Discussion summary	*Nil*
Moved by	*Adrian Futterleib*
Seconded by	*James Worrall*
Votes For	*25*
Votes Against	*0*
Abstentions	*0*
Total votes cast	*25*
Percentage in favour (of votes cast)	*100%*
Threshold required (s.39 of the Act — three-quarters / 75%)	*YES — met*
Outcome	*CARRIED as a Special Resolution*

A.7. POST-SGM ACTIONS (IF SPECIAL RESOLUTION CARRIED)

If the Special Resolution at Item A.6 is carried, the following actions arise:

#	Action Required	Responsible	Deadline
1	Insert 12 July 2026 as the Effective Date on the cover of the updated Constitution and in the definition of "Effective Date" at Rule 5.1	Director of Administration	Within 7 days
2	Lodge the amended Constitution with NSW Fair Trading under section 10 of the Associations Incorporation Act 2009 (NSW) — required for the amendment to take effect for the purposes of the Act under s.12	Director of Administration / Public Officer	Within 28 days
3	Notify the Australian Charities and Not-for-profits Commission of the amendment via the ACNC portal	Director of Administration	Within 60 days
4	Provide copies of the amended Constitution to HSLS and SLSNSW	Director of Administration	Promptly
5	Update SurfGuard with any Director changes (Director of Member Services if filled as casual vacancy under transitional Rule 35(d))	Director of Administration	Promptly
6	Update the Club website with the updated Constitution and a brief note announcing adoption	Director of Administration	Within 7 days
7	No additional actions arose from member discussion.	—	—

IF SPECIAL RESOLUTION NOT CARRIED
If the Special Resolution at Item A.6 is NOT carried, the Constitution dated 19 February 2023 continues to apply unchanged. The Club continues to operate under it. The Board will report to Members at a future Board meeting and may bring a revised proposal back to a future General Meeting. Items A.7.1–A.7.5 do not apply.

A.8. CLOSE OF THE SPECIAL GENERAL MEETING

SGM closed at	*2:05 pm*

The Chairperson confirms that the Special General Meeting has been closed and that the Annual General Meeting is now opened.

PART B — ANNUAL GENERAL MEETING

NOTE — WHICH CONSTITUTION GOVERNS THE AGM
The AGM is governed by whichever Constitution is in force at the moment the AGM opens. If the Special Resolution at Item A.6 was **carried**, the updated Constitution is in force from the close of the SGM, and the AGM operates under it. If the Special Resolution was **not carried**, the Constitution dated 19 February 2023 continues to apply and the AGM operates under it. The agenda items below work under both versions — inline notes flag where the post-SGM framework would change anything.

B.1. OPENING OF THE ANNUAL GENERAL MEETING

The Chairperson opens the Annual General Meeting and confirms that it has been properly convened in accordance with Constitution Rule 13.1 (held within six months after the end of the financial year).

AGM opened at	*2:05 pm*

B.2. ATTENDANCE AND APOLOGIES

Attendance, apologies and quorum as recorded at Item A.2 of the SGM (carry over). The Chairperson confirms that the quorum continues to be met.

Quorum confirmed for AGM	*YES — quorum continues (25 voting Members)*

Any further apologies or arrivals	*Nil*

B.3. IN MEMORIAM

The Chairperson invites Members to pay respects to surf lifesavers no longer with us, and especially those who have passed since the last Annual General Meeting.

Members stand, face the ocean, and reflect through a minute's silence.

B.4. CONFIRMATION OF MINUTES

Confirmation of the minutes of:

- the previous Annual General Meeting (held 22 June 2025); and
- any Special General Meeting held since that AGM (other than the SGM that has just closed, the minutes of which will be confirmed at the next Board meeting before being presented at the next AGM).

The minutes of the 2025 Annual General Meeting have been available to Members on SLS Hub since 17 August 2025. Members are invited to review them prior to the Meeting.

Minutes confirmed	*YES*

Moved / Seconded	*Eddy Bergsma / Andrew Dart*

B.5. RECEIPT OF BOARD REPORT

The Board presents its report on the activities of the Club during the last preceding year (Rule 13.2).

Chair: *"I now invite the Board to present its report on the activities of the Club for the year ending 30 April 2026. The President will address the Meeting first with an overview, then each Director will address the Meeting on their portfolio. Outgoing Directors are invited to comment last on their portfolio handover."*

Order of presentations:

- President — overview of the year, key achievements and challenges, thanks; and a walkthrough of the Strategic Plan 2026–2030 (circulated with the Notice pack, for noting and discussion — not a vote item; strategy is set by the Board under Rule 18.1).
- Director of Administration — administration, governance, secretariat, registrations.
- Director of Finance — financial performance summary (full statements at B.6).
- Director of Lifesaving — patrols, awards, gear and equipment, incident summary.
- Director of Education — training delivery, instructor cohort, accreditations.
- Director of Surf Sports — competition program, results, athlete pathways.
- Director of Junior Activities — Nipper program, junior comps, participation numbers.
- Director of Club Services — facilities, social, fundraising, sponsorship, communications.

Chair: *"Are there any questions from the floor on the Board Report?"*

Summary of discussion / questions	*Nil*

Chair: *"I now invite a motion that the Board Report be received."*

Moved / Seconded	*Steve Leahy / Zac Thompson*

Outcome	*CARRIED — Board Report received*

B.6. RECEIPT OF FINANCIAL STATEMENTS AND ANY AUDITOR'S / REVIEWER'S REPORT

The Board presents the Club's financial statements for the year ended 31 March 2026 (Club Financial Year per Rule 5.1 of the Current Constitution) and any auditor's or reviewer's report (Rule 13.2 and Rule 26).

TIER DETERMINATION
The Board has determined the Club's financial tier (Tier 1 or Tier 2) in accordance with the *Associations Incorporation Regulation 2022* (NSW). The Club is currently **Tier 2** (small charity). No auditor or reviewer is required unless directed by the Club in General Meeting, the Commissioner for Fair Trading, or the ACNC. *If the updated Constitution was adopted at the SGM, this is reflected in new Rule 29; if the 2023 Constitution continues, the same outcome applies under the Act and Regulation in any event.*

Financial statements tabled	*Tabled at the Meeting — unaudited financial statements for the current season and the previous two seasons. The audited report was not received from the auditor in time for the AGM and will be presented to Members when available.*

Auditor's / Reviewer's report (if any)	*Not received in time for the AGM — audited report to follow. (Tier 2: no statutory auditor/reviewer appointment required.)*

B.7. ELECTION OF DIRECTORS

Election of Directors in accordance with Constitution Rules 18 and 19. *If the updated Constitution was adopted at the SGM:* the Board comprises nine (9) portfolios (the additional portfolio being Director of Member Services) and the election cycle in Rule 18.6 applies. The new Director of Member Services position may be filled as a casual vacancy under transitional Rule 35(d) by the Board after the AGM (not at this AGM).

The following positions were open for election at this AGM (two-year terms for the 2026/27 and 2027/28 seasons). Nominations closed at 5:00 pm Friday 12 June 2026. One valid nomination was received for each position. Under Rule 19.1(e), where only one valid nomination is received for a position, the candidate is to be declared elected without a ballot.

Position	Candidate	Election status
Director of Administration	Andrew Dart	Declared elected (Rule 19.1(e))
Director of Education	James Worrall	Declared elected (Rule 19.1(e))
Director of Club Services	Mark Lyons	Declared elected (Rule 19.1(e))
Director of Surf Sports	Nyna Foster	Declared elected (Rule 19.1(e))

Chairperson's declaration of election	*The Chairperson declared each candidate elected to the position shown above.*

B.8. MOTION FOR AFFILIATION WITH HSLS AND SLSNSW

Motion under Rule 13.2: that the Club continues its affiliation with Hunter Surf Life Saving (HSLS) and Surf Life Saving New South Wales (SLSNSW) for the coming year. *(The current 2023 Constitution* *refers to "the Branch" — HSLS is the Hunter Branch of SLSNSW and is the body the Club is directly affiliated with. The updated Constitution refers to HSLS directly.)*

Moved / Seconded	*Eddy Bergsma / Jo Cooper*

Outcome	*CARRIED*

B.9. APPOINTMENT OF AUDITOR / REVIEWER (IF APPLICABLE)

Appointment and remuneration of an auditor or reviewer under Rule 29 of the Constitution, if required by the Club's tier under the Associations Incorporation Regulation 2022 (NSW). The Club is currently Tier 2 (small charity), and no appointment is required unless directed by the Members or the Commissioner for Fair Trading.

Appointment required	*NO — Tier 2, no requirement*

B.10. CONSIDERATION OF LIFE AND HONORARY LIFE MEMBERSHIP NOMINATIONS

No Life or Honorary Life Membership nominations have been brought forward by the Board for consideration at this AGM (Rule 8.8 of the current 2023 Constitution; *Rules 8.9 and 16.2 of the updated Constitution if adopted*).

B.11. ANY OTHER BUSINESS NOTIFIED UNDER RULE 15.2(B)

No notices of motion have been received from Members within the period required by Rule 15.2(b) of the current 2023 Constitution (at least 30 days' written notice — deadline 12 June 2026 for an AGM on 12 July 2026). General Meeting business is therefore limited to the items in the Notice; no further business will be considered.

B.12. POST-AGM ACTIONS

Standard post-AGM actions:

#	Action Required	Responsible	Deadline
1	Confirm minutes of the SGM and AGM at the next Board meeting	Director of Administration	Next Board meeting
2	Record all Director election results in SurfGuard and notify NSW Fair Trading	Director of Administration / Public Officer	Within 28 days
3	Confirm continuation of HSLS and SLSNSW affiliations	Director of Administration	Promptly
4	First Board meeting following the AGM — pass standing Resolution A (Authorised Signatories) and any other first-meeting items	President / Director of Administration	Within 14 days of AGM
5	No additional actions arose from member discussion.	—	—

B.13. CLOSE OF THE ANNUAL GENERAL MEETING

AGM closed at	*2:17 pm. Following the close of formal business, the President led an informal discussion on the Club's future and the Board's vision for the way ahead; no resolutions were made.*

The Chairperson thanks Members for their attendance and closes the Meeting.

C. CONFIRMATION OF MINUTES

These minutes are a DRAFT until confirmed by resolution at the next Board meeting. On confirmation, the DRAFT designation should be removed from each page. SGM and AGM minutes are the permanent legal record of the Meeting and are retained accordingly under section 50 of the Associations Incorporation Act 2009 (NSW).

Confirmed at Board meeting	*To be confirmed at the next Board meeting*
Signed by	—
Date signed	—
Minutes circulated	—
Date confirmed	—
Retained by	*Director of Administration*
Retention period	*Permanently (AIA 2009 (NSW) s 50 — permanent legal record of General Meeting)*