



## HARBOUR AMATEUR SWIMMING CLUB (the "Company")

**MINUTES** of the annual general meeting (the "**Meeting**") of the Members of the Company held at National Sports Centre classroom, 65 Roberts Avenue, Devonshire on Saturday February 3rd, 2024 at 1:30pm

**PRESENT:** Aileen Smith  
Sarah Wheddon  
Maddie Durkin  
Andrew MacFarlane  
Richard Lau  
Rebecca Shepherd  
Kim Moseley  
Alison Harvey  
Kris Cash  
Shona Palmer  
Elise Bouchard  
Emma Harvey (by her Proxy Alison Harvey)  
Jack Harvey (by his proxy Alison Harvey)

1. **CHAIRPERSON**

Aileen Smith chaired the Meeting and Ian Pilgrim acted as secretary to the Meeting.

2. **CONFIRMATION OF NOTICE AND QUORUM**

The Chairperson confirmed that an original Notice dated 15 January, 2024, and an Amended Notice dated 26 January, 2024, had each been given to all Members entitled to attend and vote at the Meeting, that a quorum was present in accordance with the Company's Bye-laws and that the Meeting could therefore proceed.

3. **DIRECTORS**

The Chairperson proposed to the Members that the maximum number of Directors be set at five (5).

It was **UNANIMOUSLY RESOLVED THAT:**

- (i) the maximum number of Directors be five (5);

- (ii) the following persons, having submitted their names as candidates for election as Directors, be and are hereby appointed Directors until the next annual general meeting or until their appointment is terminated in accordance with the Bye-Laws:

Directors:

Aileen Smith  
Alison Harvey  
Andrew MacFarlane  
Nicholas Kyme  
Martin Weekes

- (iii) the Board may fill any vacancy in their number left unfilled for any reason;
- (iv) any Director, by notice in writing deposited with the Secretary, be authorised to appoint a person or persons to act as his or her alternate; and
- (v) the Directors serve without remuneration.

4. **FINANCIAL STATEMENTS, WAIVER OF AUDITOR'S REPORT AND APPOINTMENT OF AUDITOR**

The unaudited financial statements for the Company for the financial year ending 31 August 2023 (the "**Financial Statements**") were tabled at the Meeting. The Company's Treasurer, Alison Harvey, gave a brief report on the Financial Statements.

The Chairperson reported that all members of the prior board of Directors had agreed in writing, pursuant to Section 88 of the Companies Act 1981 (the "**Act**"), to waive the requirement for audited financial statements with an auditor's report thereon to be laid before the Meeting in respect of the financial period ending 31 August 2023, and that no auditor shall be appointed in respect of that period.

It was **UNANIMOUSLY RESOLVED THAT:**

- (i) the Financial Statements be received;
- (ii) pursuant to Section 88 of the Companies Act 1981, the presentation of an Auditor's report on the Financial Statements be and is hereby waived; and
- (iii) no Auditor be appointed to the close of the next annual general meeting.

5. **AMENDED AND RESTATED BYE-LAWS**

The Chairperson reported that the current Bye-laws of the Company have been in place for many years and are in need of updating. She further reported that the proposed amended and restated bye-laws (the "**Amended and Restated Bye-laws**") had been approved by the prior Directors of the Company by unanimous written resolutions, had been circulated to the Members with the Amended Notice of the Meeting on 26 January, 2024 and had been tabled at the Meeting.

A discussion ensued regarding the definition of "Member" in the proposed Amended and Restated Bye-laws and it was proposed that the definition be expanded to include a person over the age of 18 who wished to be a member, who was approved by the Directors to be a member and who is registered as such on the Registration System.

It was **UNANIMOUSLY RESOLVED THAT**, subject to the amendment of the definition of "Member" as discussed and subject further to the approval of the newly elected Directors, the Amended and Restated Bye-laws be and are hereby adopted as the Bye-laws of the Company in place of the existing bye-laws of the Company.

6. **ANY OTHER BUSINESS**

There being no further business, the Meeting was terminated.

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Aileen Smith  
Chairperson