



Minutes of the
26th Annual General Meeting
Australian Rural Leadership Foundation
12:00 pm Friday 2 November 2018

Held at the offices Australian Rural Leadership Foundation
Level 1, 24 Napier Close, Deakin ACT

MEMBERS & DIRECTORS PRESENT:

Michael Carroll, Chair
Ian Crook, Director and Member
Robert Hadler, Director
Anna Carr, Director and Member
Robert Dulhunty, Director
Richard Sawers, Director
Gavin Whitely, Member
Deranie Jackson, Member
Cat Murray, Member
Matt Linnegar, Member, Chief Executive and
Company Secretary

STAFF:

Michelle Wickson
Kate Drain (Minutes)

OBSERVORS:

Tom Atallah, Legal Counsel (Griffin
Legal)

1.0 OPENING AND WELCOME:

The Chair declared the meeting open at 12.03pm and welcomed those present.

1.1 Apologies:

The Chief Executive advised that the following apologies had been received:

- | | |
|------------------------------|----------------------------|
| 1) Wendy Craik – member | 9) David Crombie - member |
| 2) Lachie Hart - member | 10) Denis Burke - member |
| 3) Leann Wilson - member | 11) Annette Burke - member |
| 4) Lucinda Corrigan - member | 12) Marg Carroll - member |
| 5) Dennis Mutton - member | 13) Clair O’Brien - member |
| 6) Lockie McDonald - member | 14) Rob Patrick – member |
| 7) Vince O’Donnell - member | 15) Sarah Moles – member |
| 8) Cecilia Moar - member | |

Patrons: His Excellency, General the Honourable Sir Peter Cosgrove, Andrew Rob, Collen Hayward and Tim Fairfax.

2.0 Postal Votes and Proxies

The Chairperson advised that the Foundation had not received any proxy votes for this AGM

In relation to the adoption of Reports including the Financial Reports:

- 4 postal votes were received. These have been tallied by the Secretary
- 0 open proxy votes were received

In relation to the appointment of Auditor:

- 4 postal votes were received. These have been tallied by the Secretary
- 0 open proxy votes were received

In relation to the adoption of the Special Resolution:

- 7 postal votes were received. These have been tallied by the Secretary
- 0 open proxy votes were received

3.0 MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING

The Minutes of the 25th AGM were confirmed by the members.

Resolution: That the minutes of the Twenty Fifth Annual General Meeting held on 17th November 2017 be accepted.

Moved: Robert Hadler, *Seconded:* Richard Sawers

4.0 FINANCIAL STATEMENTS AND REPORTS 2017 - 2018

4.1 Chair of Board report

The Chair's report was taken as read. There were no further comments.

4.2 Chief Executive's report

The Chief Executive's report was taken as read. There were no further comments.

Resolution: That the Chair's report and Chief Executives reports for the year ended 30 June 2018 be confirmed and accepted.

Moved: Deranie Jackson, *Seconded:* Ian Crook

4.3 Financial Statements and Auditor report

The financial statements and auditors report were taken as read. There were no further comments.

Resolution: That the Members accept the financial statements of the Company and its controlled entities for the year ended 30 June 2018 and the related reports and documents.

Moved: Robert Dulhunty *Seconded:* Anna Carr

5.0 Appointment of an Auditor

At the 25th AGM, RSM Australia were appointed external auditor of the Foundation. The Board nominate RSM Australia to remain external auditors for the 2018-2019 financial year.

Resolution: The nomination for the incoming external auditor, RSM Australia be accepted.

Moved: Gavin Whitely *Seconded:* Deranie Jackson **Motion carried**

The Chair then asked for a show of hands with a unanimous 12 votes for and nil against.

Resolution: Based on the votes of eligible Members that RSM Australia be appointed Auditor for the Australian Rural Leadership Foundation.

The Chair declared RSM Australia appointed

6.0 RECOMMENDATION FOR MODIFICATION OF THE ARLF CONSTITUTION

In 2015, the ARLF Board conducted a review to ensure that it was best structured and placed to add value to the delivery of the strategic plan. Following feedback from Members, the Board put a revised Constitution to the 2015 AGM. Members resolved to accept changes to the Constitution at the 2015 AGM.

Currently there is an unintended consequence of the recent changes to the ARLF Constitution. Where a person is appointed to fill a casual vacancy for the period to the next election, that casual vacancy is defined as a term even where the period of appointment can be less than 1 year.

If re-elected to a new term, the elected director only had one further term before that person is required to stand down. This could limit that person's length of service as follows:

1) Term 1 – the term of the Casual Vacancy (which could be as short as 6 months depending on when the Board makes the appointment); and

2) Term 2 – the 3-year period commencing from the date of election following the end of Term 1.

The ARLF proposes amendments to the Australian Rural Leadership Foundation's (ARLF) Constitution, which if passed by the Members, will:

- i no longer treat any period from the date of a person's appointment to a casual vacancy to the next AGM, as a term; and
- ii change the number of terms an ARLF Director is permitted to serve from two (2) to three (3) consecutive terms (or a total of nine years)

It was noted that these proposed changes are in line with contemporary board practices, hard copy marked up versions of the constitution were made available for members to review.

This Constitution may only be modified or repealed by a resolution of Members passed by at least 75% of the total votes cast.

Special Resolution: That pursuant to section 136(2) of the *Corporations Act 2001* (Cth) the Constitution of the Australian Rural Leadership Foundation (ACN 056 874 787) (the **ARLF**) be amended to:

- a) no longer treat any period from the date of a person's appointment to a casual vacancy to the next Annual General Member's meeting, as a term;
- b) increase the number of terms an ARLF Director is permitted to serve from two (2) to three (3) consecutive terms (or a total of nine years); and

clarify that any person having served the maximum period of nine (9) consecutive years in office as a Director must retire at the next Annual General Member's meeting

Moved: Anna Carr Seconded: Robert Hadler

Voting forms were distributed and tallied by Michelle Wickson and Kate Drain

Beth Lebo acted as scrutineer

- o 11 votes for the motion
- o 1 against

Resolution: That the ARLF and its Directors do all things necessary to give effect to the above special resolution.

Moved: Deranie Jackson Seconded: Anna Carr

Motion Carried

7.0 Other Ordinary Business

There was no other business notified to the Company Secretary

Thanks and acknowledgement

The Chair proposed a formal vote of thanks to Robert Hadler who has served as Director for the past 6 years.

Resolution: That the meeting record a formal vote of thanks to Robert Hadler who has served with distinction as a Director for the past 6 years.

Motion Carried

CLOSE

The meeting closed at 12:23pm

Signed as a true and accurate record:

..... Date: