



Minutes of the
27th Annual General Meeting
Australian Rural Leadership Foundation
12:00 pm Friday 15 November 2019

Held at the Boardroom, Australian Forest Products Association
Level 1, 24 Napier Close, Deakin ACT

MEMBERS & DIRECTORS PRESENT

Nathan Adams, Member (via Zoom)
Sylvia Admans, Director and Member
Anna Carr, Director and Member
Margaux Beauchamp, Director
Michael Carroll, Chair
Robert Dulhunty, Director
Scott Gorringer, Member (arrived at 12:12pm)
Melissa Fletcher, Director and Member (via Zoom)
Matt Linnegar, Member, Company Secretary and Chief Executive
Cat Murray, Member
Ron Paynter, Member (via Zoom)
Lachlan McDonald, Member (via Zoom)
Rick Sawers, Director
Jen Wressell, Member (via Zoom)

STAFF

David Brouwer, Manager Finance
Vivienne Johnson, Development Manager
Philanthropy
Annette McCarthy, Coordinator Business Support and Minutes
Kellie Sydlarczuk, Coordinator Network Engagement
Philippa Woodhill, Director Partnerships

OBSERVER

David Young (Course 25 graduate)

1.0 OPENING AND WELCOME:

The Chair confirmed a quorum and declared the meeting open at 12.02pm and welcomed those present.

1.1 Apologies:

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

- | | |
|------------------------------|--------------------------------------|
| 1) Crispian Ashby – member | 9) Peter Creaser - member |
| 2) Rebel Black - member | 10) Michael Croft - member |
| 3) Helen Board - member | 11) David Crombie – Honorary Fellow |
| 4) Marg Carroll - member | 12) Ian Crook - member |
| 5) Elly Cook - member | 13) John B Fairfax – Honorary Fellow |
| 6) Garry Cook - member | 14) Rob Hadler – Honorary Fellow |
| 7) Lucinda Corrigan - member | 15) Vince O’Donnell – member |
| 8) Cecilia Moar - member | 16) Rob Patrick - member |

2.0 Postal Votes and Proxies

The Chairperson advised that the Foundation had received three postal votes with proxy votes. In relation to the adoption of Reports including the Financial Reports, two proxies appointed the Chair and one other was open which was deferred to the Chair.

In relation to the adoption of the Special Resolution, again, two proxies appointed the Chair while the third was open and was deferred to the Chair.

3.0 MINUTES OF THE TWENTY SIXTH ANNUAL GENERAL MEETING

The Minutes of the 26th AGM were confirmed by the members.

Resolution: The members resolve to adopt and confirm the minutes of the twenty-sixth Annual General Meeting held on 2nd November 2018.

Moved: Cat Murray, Seconded: Anna Carr

4.0 REPORT AND FINANCIAL STATEMENTS 2018 – 2019

The reports were provided to members in the meeting notice.

4.1 Chair of Board report

The Chair's report was taken as read. The Chair noted that the Foundation was in a healthy financial position at the end of the 2018/19 financial year. The financial turnover for the corporation grew to \$4.2M from \$3.7M with a small deficit and a breakeven reserve. The Chair concluded by thanking the Chief Executive and the Executive team for a good year.

4.2 Chief Executive's report

The Chief Executive's report was taken as read. The Chief Executive paid tribute to the Foundation staff and noted the increase in staff in the previous five years from eleven to twenty employees. The Foundation will continue to engage with alumni and fellows beyond the leadership programs and to carry out more strategic work for the Foundation to grow into the future and convene action for rural, regional and remote Australia in 2020.

Resolution: The members receive and accept the Reports from the Chair and the Chief Executive for the year ended 30 June 2019.

Moved: Anna Carr, Seconded: Sylvia Admans

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 2019 and the related reports and documents.*

Moved: Anna Carr Seconded: Cat Murray

Resolution: *That members accept the Auditor's Report for the 2018-2019 financial year*

Moved: Sylvia Admans Seconded: Anna Carr

5.0 RECOMMENDATION FOR MODIFICATION OF THE ARLF CONSTITUTION

The Chair presented the recommendation for modification of the ARLF's Constitution.

- A full review of the constitution was commissioned this year after issues were encountered around the charitable fundraising status. The current constitution does not meet standards and makes it difficult working with legislation that applies to charitable fundraising.
- Marked-up copies of the proposed constitution are available with a summary of key changes for reference.
- The proposed constitution is based on a standardised form recommended by the Australian Charities and Not for Profit Commission (ACNC), with amendments necessary to retain important historical inclusions kept to an absolute minimum. The proposed constitution is also shorter with a number of matters addressed in ARLF policies and the Board charter.
- The constitution may only be modified or repealed by a resolution of members passed by at least 75% of the total votes cast.
- The Chair read the special resolution: *that pursuant to section 136(2) of the Corporations Act 2001 (Cth) the members repeal the current Constitution of the Australian Rural Leadership Foundation (ACN 056 874 787) (the **ARLF**) and adopt the proposed constitution attached to the Notice of Annual General Meeting.*
- A member asked for clarification on changes made to clauses related to the ARLF. The Chair explained that the corporation's objectives and those clauses unique to the ARLF have not been changed.
- The Chair moved to a vote; three postal votes were received and in favour of adopting the proposed constitution. Matt Linnegar abstained from the vote. The meeting had nine eligible voters: three postal votes in favour; four out of a possible five present in person and in favour; five present available via Zoom/telephone and in favour. The outcome shows twelve in favour out of a possible thirteen. No members have voted against the repeal of the current and adoption of the new constitution.

Special Resolution: *That pursuant to section 136(2) of the Corporations Act 2001 (Cth) the members repeal the current Constitution of the Australian Rural Leadership Foundation (ACN*

056 874 787) (the ARLF) and adopt the proposed constitution attached to the Notice of Annual General Meeting.

Moved: Cat Murray Seconded: Ron Paynter

6.0 Appointment of Directors

All current director appointments cease at this AGM, other than Melissa Fletcher, and all directors have nominated for reappointment. There will be no election or counting of votes as the number of nominees equals the number of vacancies.

- Sylvia Admans– eligible for a three year appointment;
- Margaux Beauchamp- eligible for a three year appointment;
- Anna Carr– eligible for a two year appointment;
- Michael Carroll – eligible for a three year appointment;
- Robert Dulhunty – eligible for a two year appointment; and
- Richard Sawers– eligible for a three year appointment.

7.0 Other Ordinary Business

There was no other business notified to the Company Secretary

Thanks and acknowledgement to Ian Crook

The Chair proposed a formal vote of thanks to Ian Crook who has served as a director for the past 6 years. Ian has been a conscientious and energetic director providing sound and insightful advice during his time with the board. Ian will be missed by the board and all those associated with the Foundation. I wish him well for the future and hope that he can remain connected to the Foundation in some capacity.

Resolution: that the meeting record a formal vote of thanks to Ian Crook who has served as a Director for the past six years.

Moved: Scott Gorringe

Seconded: Margaux Beauchamp

Motion Carried

Ron Paynter thanked the Chair and the ARLF and acknowledged the efficiency of the Zoom link and ability to participate in the meeting.

CLOSE

The meeting closed at 12:25pm

Signed as a true and accurate record:

..... Chair

Date: