

Annual General Meeting

Date: 28 November 2024

Time: 12:00pm

Location: Dalk Muwil room – Centre for Participation

AGENDA

- **12.00 pm** Gather and refreshments

- **12.15 pm** Welcome; Chairperson John Martin

- **12.20 pm** Guest speaker: Andrew Schauble – Geelong Food Relief

- **12:50 pm AGM Business**
 - Apologies
 - Confirmation of Minutes; AGM 18 October 2023
 - Presentation of the Annual Report 2023-2024
 - Presentation of the Audited Financials 2023-2024
 - Proposed Special Resolution: Amendments to the rules of the Association

In accordance with and rule 9 of the Association's Rules and subject to the requirements of the *Associations Incorporation Reform Act 2012* (Vic), that the Association amend the Rules as follows:

- (a) by deleting the word "Victorian" in rule 2 and replacing it with "*Victoria*";
- (b) by deleting the word "and" that appears at the end of rule 3(k);
- (c) by inserting the following after rule 3(k):
 - “(l) accept or refuse any gift, endowment or bequest made to or acquired by the Association generally for the purposes and to undertake, execute and carry out any charitable or other trust which may be considered expedient or desirable in the interests of the Association;*
 - “(m) subscribe to, become a member of, and co-operate with, any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to the purposes, provided that the Association shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as those imposed on the Association under these Rules;*
 - “(n) to carry on any trade, business or other activity which the Board considers conducive to the furtherance of the purposes; and”;*
- (d) by renumbering the existing rule 3(l) to rule 3(o);
- (e) by inserting the following after rule 4.1(c) of the Rules:
 - “(d) The Association must act as a public benevolent institution in accordance with the criteria under the Australian Charities and Not-for-Profit Commission Act 2012 (Cth) and, notwithstanding any other rule, the Association must not undertake or engage in any activity which is not permitted to be carried on*

by a public benevolent institution.”;

- (f) by deleting the word “or” that appears at the end of rule 4.2(a);
- (g) by deleting rule 4.2(b) in its entirety and replacing it with the following:

“(b) a good or service supplied to the Association by a Board member in a professional or technical capacity or as an employee, other than in the capacity as a Board member of the Association, where the supply has the prior approval of the Board;”;
- (h) by inserting the following after rule 4.2(b):

*“(c) interest on money borrowed from a Board member to the Association; or
(d) rent for premises let by any Board member to the Association,
provided that the payment does not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm’s length in a similar transaction.”;*
- (i) by deleting the words “The Board members may require a fee for any copy of the register provided.” in rule 5.4(f);
- (j) by deleting the words “principal purpose” in rule 8.3 and replacing it with “*purposes as set out in rule 2*”;
- (k) by deleting the word “charity” in rule 9(a) and replacing it with “*public benevolent institution or deductible gift recipient*”;
- (l) by deleting the word “At” at the beginning of rule 10.2(a) and replacing it with “*Subject to rule 10.2(d), at*”;
- (m) by deleting the existing rule 10.2(d) and replacing it with the following:

“(d) A person or entity may waive notice of a general meeting by written notice to the Association or by attendance at the general meeting. A person’s attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.”;
- (n) by deleting rule 11.1(c) and replacing it with the following:

“(c) The Board members may appoint any individual as a Board member, either to fill a casual vacancy or as an addition to the existing Board members, provided the number of Board members does not exceed the maximum number fixed under rule 11.1(b). To be eligible to be a Board member the person must not be disqualified from managing a corporation under the Corporations Act 2001 (Cth) nor from being a responsible entity under the Australian Charities and Not-for-Profit Commission Act 2012 (Cth), must not be the subject of a banning order under the Aged Care Quality and Safety Commission Act 2018 (Cth) (or equivalent legislation) and must otherwise comply with any policy made in accordance with rule 11.1(f).”;
- (o) by inserting the following after the existing rule 11.1(e):

“(f) The Board may adopt and maintain a policy regarding the eligibility requirements for appointment to the Board.”;
- (p) by inserting “(Cth)” after “2001” in rule 11.6(a)(4);
- (q) by inserting “(Cth)” after “2012” in rule 11.6(a)(5);
- (r) by deleting the full stop at the end of rule 11.6(a)(8) and replacing it with “; and”;
- (s) by inserting the following after the existing rule 11.6(a)(8):

“(9) receives a banning order under the Aged Care Quality and Safety Commission Act 2018 (Cth) (or equivalent legislation).”;
- (t) by deleting the word “Rule” in rule 11.7(c) and replacing it with “rule”;
- (u) by inserting “(Cth)” after the word “2012” in rule 11.9(a);
- (v) by inserting “(Cth)” after the word “2012” in rule 11.9(b);

(w) by inserting the following after the existing rule 11.9(b):
“(c) The Board members must comply with the duties, obligations and conditions applicable to the Association from time to time as set out in the Aged Care Act 1997 (Cth) and the Aged Care Quality and Safety Commission Act 2018 (Cth) (or equivalent legislation).”;

(x) by renumbering the existing rule 11.9(c) to rule 11.9(d);

(y) by deleting the existing rule 11.17 and replacing it with the following:

“11.17 Advisory Councils

(a) The Board may establish one or more advisory councils. If so established, the composition, duties and responsibilities of any such advisory council will be set out in a policy, charter or resolution adopted by the Board members. The initial advisory council rules are set out in Schedule 1.

(b) Unless inconsistent with these Rules, the Board may:

(1) appoint and remove advisory council members, or make provision for the appointment and removal of advisory council members;

(2) specify that the advisory council consists of a single individual or a number of individuals;

(3) determine the functions of any advisory council;

(4) make and amend the advisory council rules for each advisory council; and

(5) determine the remuneration (if any) of any advisory council members.

(c) The opinion or decisions of an advisory council are recommendations only and do not bind the Board in any way.”;

(z) by deleting the word “Rule” in rule 11.19(c) and replacing it with “rule”;

(aa) by deleting the first “or” that appears in rule 19.2(b) and replacing it with “,”;

(bb) by inserting the words “legislation or equivalent” after the words “provision of any” in rule 19.2(b); and

(cc) by inserting the following schedule after rule 20.2:

“SCHEDULE 1 - Advisory Council Rules

1 Council Members

Only the Board may appoint and remove the council members (or any one of them) of an Advisory Council.

2 Purpose of the Advisory Council

The purpose of each Advisory Council is to advise the Association on any matter relating to the Association as requested by the Board under rule 11.17(a) of the Rules of the Association.

3 Chairperson and Secretary

(a) The members of an Advisory Council shall elect from among the council members a Chairperson and a secretary.

(b) A person elected as Chairperson or secretary shall hold office until the election of a successor.

(c) The Chairperson shall preside at all meetings at which the Chairperson is present.

4 Holding Advisory Council Meetings

(a) An Advisory Council must meet at least once a year or as otherwise directed by the Board.

(b) Meetings of an Advisory Council shall be held at such times and places as the Advisory Council determines.

5 Attendance at Advisory Council Meetings

An Advisory Council may invite any person to attend an Advisory Council meeting as an observer.

6 *Quorum and Voting*

(a) No business shall be transacted at any meeting of an Advisory Council unless at least a quorum of council members is present for the whole time during which the business is transacted.

(b) At a meeting of an Advisory Council

(1) not less than half of the council members (rounded up to the nearest whole number) form a quorum; and

(2) every question before the Advisory Council must be determined by a majority of the votes of the council members present and voting on that question.

7 *Meeting Business*

(a) The content of the agenda for an Advisory Council meeting is to be determined by the Chairperson.

(b) An Advisory Council member may apply to the Chairperson to have an item placed on the agenda.

8 *Minutes*

(a) The Advisory Council secretary is responsible for keeping minutes of each meeting.

(b) At each meeting:

(1) the minutes of the previous meeting must be distributed to each council member as reviewed and amended (if necessary); and

(2) the minutes must be signed and dated by the Chairperson confirming the minutes as a true record of the proceedings.

9 *Reporting to the Board*

An Advisory Council must:

(a) provide the minutes of each meeting of that Advisory Council to the Board; and

(b) make recommendations to the Board in connection with the purpose for which the Advisory Council was established.”.

• **1.15 pm Board Nominations**

- 6 Board nominations received. 1 seeking re-electing and 3 new board members.

• **1.25 pm Other Business**

• **Close**