



MINUTES OF ANNUAL GENERAL MEETING

THE SIR RICHARD WILLIAMS FOUNDATION

HELD ON TUE 20 OCTOBER 2015
BRINDABELLA CONFERENCE CENTRE, CANBERRA, ACT

Present

Air Marshal Errol McCormack (Retd) (Chair)
Air Marshal Geoff Brown (Retd)
Air Marshal John Harvey (Retd)
Air Vice-Marshal John Blackburn (Retd)
Rear Admiral Raydon Gates, RAN (Retd)
Air Commodore Graham Bentley (Retd)
Air Commodore John Oddie (Retd)
Air Commodore Ian Pearson (RAAFAR)
Air Commodore Roy McPhail (Retd)
Group Captain Anne Borzycki (Retd)
Group Captain Peter Wood
Captain Andrew Quinn, RAN
Wing Commander Lance Halvorson (Retd)
Mr Brian Cather
Mr Dave Riddel
Mr Ken Moore
Mr Jacob de Wilt
Mr Gerard Foley
Ms Amanda Hold
Mr Ken Crowe

Apologies and Proxies

Air Vice-Marshal Brendan O'Loughlin (Retd)
Major General Tony Fraser (Retd)
Major General Jim Molan (Retd)
Commodore Geoff Ledger, RAN (Retd)
Air Commodore Alan Clements
Air Commodore Tony Forestier
Brigadier Bryan Stevens (Retd)
Group Captain Robert Chipman
Group Captain Rick Keir
Group Captain Catherine McGregor
Mr Ian Irving
Mr Peter Hunter
Mr John Lonergan
Mr Andy Watson
Mr Andrew Pryor
Ms Nicole Quinn
Mr Noel Wainwright

Mr Michael Sinclair (Auditor)
Ms Katherine Ziesing

The Chair noted the apologies and that proxies had been received in relation to the Special Resolutions.

There being a quorum, the Chair declared the meeting open at 1735 hrs.

Chair Opening Remarks

The Chair opened the AGM with a formal vote of thanks to Air Vice-Marshal Blackburn, the current Deputy Chair, who was retiring from this position. Air Marshal McCormack acknowledged the role Air Vice-Marshal Blackburn played in shaping the direction of the Foundation. In particular, his pivotal contribution with regard to designing and implementing the 5th Generation Air Power theme. Air Vice-Marshal Blackburn will be staying on with the Foundation as an expert contributor in the newly established membership category of Fellow.

The Chair also acknowledged the retirement of another Director, Brigadier Bryan Stevens. The Chair thanked Brigadier Stevens for his support particularly in the areas of governance and not-for-profit Board operation.

The Chair outlined the activities of the Foundation in the year since the last AGM emphasising the success of the 5th Generation series of seminars (in Australia and Europe) which explored future Air Combat Capability, Battlespace Awareness, LVC and which were actively supported by Army, Navy, the US Marines and US Air Force.

The Foundation Member Lunches will continue into 2016 as they have proven highly successful with speakers covering a range of contemporary air power topics.

The upcoming PhD program, which will be run in conjunction with Air Force, was outlined by the Chair. This program will add another intellectual layer to the activities undertaken by the Foundation and complement the air power analyses and discussion generation by the seminars and workshops.

The Chair briefly outlined the ballot voting process to be undertaken at the Agenda Item *Election of Board Members* as there had been more nominees than vacancies.

Minutes of Last Meeting

Moved John Blackburn

Seconded Graham Bentley

That the minutes of the AGM held on 21 October 2014 be accepted.

CARRIED

Business Arising

Nil

Income Statement and Balance Sheet

The Executive Officer spoke to the Financial Report highlighting and explaining specific line items.

The overall profit of \$76,961 was a positive outcome for the Foundation and reflected the success of the seminar series throughout the financial year. The support of sponsors in achieving this profit was acknowledged. While costs of events had increased as a result of the engagement of professional event coordinators, these costs were offset by the increased sponsorship and registrations received as a consequence of the desirability of participating in Foundation activities.

The Executive Officer formally thanked the event coordinators Cath Scott and Nicole Quinn for their attention to detail, the quality of their service and their continuing 'competitive' costing. The Chair also formally acknowledged and thanked Ms Scott and Ms Quinn.

Membership revenue had increased as a direct result of the successful seminars and the subsequent increasing awareness and understanding of the role and activities of the Foundation. Corporate membership had also increased indicating that Defence industry was seeing business benefits by involvement with Foundation activities and events.

The engagement of two interns had generated a new outgoing for the Foundation. The interns provide support in the area of social media and rationalisation of the body of papers and reports on the website. They are paid a notional hourly fee and are supervised by Board Member Ms Katherine Ziesing.

Web management costs had increased as a result of a major refresh undertaken. The website is significantly more user-friendly and the online option of PayPal has simplified event management.

Member lunches are now captured in the accounting software as a separate line item. These lunches will continue to be run at a loss as the Board believes the benefit to members is such that the costs should be borne by the Foundation.

Moved Anne Borzycki
Seconded Geoff Brown

That the Auditor's Report and Financial Statements for the year ended 30 June 5be accepted.

CARRIED

Election of Board Members

The Deputy Chair, Editor, Executive Office and four Board positions were declared vacant. Nominations were received for these positions as follows:

Deputy Chair	Air Marshal Geoff Brown (Retd)
Editor	Ms Katherine Ziesing
Executive Officer	Group Captain Anne Borzycki (Retd)
4 x Directors	Major General Jim Molan (Retd)
	Air Commodore Graham Bentley (Retd)
	Mr Gerard Foley
	Mr Ian Irving
	Ms Amanda Holt
	Mr Peter Hunter

The Chair noted that as there was only one nominee for Deputy Chair, Editor and Executive Office, that these members should be appointed unopposed.

The four Director positions would be filled on the basis of a ballot ranking each candidate 1 to 6. Each candidate, or their representative at the meeting, spoke as to their suitability for the Board before the ballot was taken. The Chair appointed two scrutineers (Mr Ken Moore and Air Vice-Marshal Blackburn) to supervise the ballot and count the votes. At the conclusion of the count the following candidates were successful:

Major General Jim Molan (Retd)
Mr Ian Irving
Ms Amanda Holt
Mr Peter Hunter

A motion was then formally placed to the AGM to vote for each Board nominee.

Deputy Chair, Air Marshal Geoff Brown (Retd)
Moved David Riddel
Seconded Amanda Holt

CARRIED

Editor, Ms Katherine Ziesing
Moved Ken Crowe
Seconded John Blackburn

CARRIED

Executive Officer, Group Captain Anne Borzycki (Retd)
Moved Ken Moore
Seconded John Blackburn

CARRIED

Major General Jim Molan (Retd)
Moved Ian Pearson
Seconded John Oddie

CARRIED

Mr Ian Irving
Moved Ken Crowe
Seconded John Harvey

CARRIED

Ms Amanda Holt
Moved David Riddel
Seconded Ken Moore

CARRIED

Mr Peter Hunter
Moved John Blackburn
Seconded John Harvey

CARRIED

Special Resolutions

The Executive Officer introduced the proposed amendments and advised the background / circumstances that necessitated the changes to the Constitution.

Proposed Amendment Special Resolution Notification

Moved Anne Borzycki
Seconded John Harvey

Para 14.2.3 Special Resolution

At the time of lodgement of the 2014 Annual Return, the ACT Office of Regulatory Services advised that the period of notification of consideration of a Special Resolution as stated in the Williams Foundation Constitution was incorrect. Section 70 (a) of the Associations Incorporation Act 1991 requires a notification period of 21 days, the Foundation's constitution reflects the old notification period of 14 days. Accordingly, to remain compliant with the Associations regulations, this paragraph needs to be amended to read:

Proposed:

'Where the nature of the business to be dealt with requires a special resolution of the Foundation, the Board Executive shall, at least 21 days before the date fixed for the general meeting, send a notice to each member signifying the intention to propose the resolution as a special resolution.'

CARRIED

Proposed Amendment Common Seal

Moved Anne Borzycki
Seconded Ken Moore

Para 19 Common Seal

At the time of lodgement of the 2014 Annual Return, the ACT Office of Regulatory Services advised that there was no paragraph in the Constitution addressing the custody and use of the Common Seal. This paragraph had been authorised for removal from the Constitution at the 2013 AGM based on our interpretations of regulatory considerations during the preceding year as to the applicability of Common Seals. This decision would appear to have been pre-emptive as the governing regulations were not amended. Accordingly, to remain compliant with Division 3.2 section 22 (b) of the Associations Incorporation Act 1991, reference to the Common Seal needs to be re-inserted into the Constitution. The following paragraph is proposed:

Proposed:

'The Secretary shall maintain custody of the Common Seal which shall only be used on the authority of the Board and the attaching of the Common Seal to any instrument shall be signed by either two members of the Board or one member of the Board and the Secretary.'

CARRIED

Appointment of Auditor

Moved Errol McCormack
Seconded Andrew Quinn

That Sinclairs Pty Ltd – Auditing Services be appointed the Foundation's auditor until the next AGM.

CARRIED

Appointment of Public Officer

MOVED Errol McCormack
SECONDED Amanda Holt

That the Executive Officer, Anne Borzycki, remain the Public Officer of the Foundation.

CARRIED

General Business

The Chair provided further details in relation to the PhD program with Air Force including the potential for this academic endeavour to provide an additional Foundation undertaking that could be of interest to sponsors. Air Marshal Brown further added that the opportunity to foster academic writing within Air Force could only be beneficial to the wider air power community. There followed broad discussion and questions regarding the management of the candidates, the selection processes and how topics would be identified. The members were satisfied that this program could be of benefit and were interested in feedback at the next AGM.

Rear Admiral Raydon Gates moved that the Williams Foundation members extend a vote of thanks to outgoing Director Air Commodore Graham Bentley. The Chair strongly supported this motion and extended his personal thanks to Air Commodore Bentley for his contribution to the Foundation over several years.

Next Annual General Meeting

The next AGM will be held in October 2016 on a date to be advised..

Close

The Chairman closed the meeting at 1815.

EJ McCormack
Chairman

25 October 2015