

## Sir Richard Williams Foundation

### Annual General Meeting

#### DRAFT MINUTES

Microsoft Teams

5 October 2021

#### Open Meeting

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There being a quorum (10), Geoff Brown declared the meeting open at 1734 hrs.

#### Item 1. Chair's Opening Remarks, Attendees, Apologies and Proxies

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Geoff Brown welcomed attendees and thanked them for the support they are showing. He then introduced Luke Webb to members and invited Luke to provide online meeting etiquette and instructions.

##### Attendees - Board members

VADM (Rtd) Tim Barrett AO, CSC	AVM (Retd) Chris Deeble AO, CSC	Mr Ken Moore
ACM (Retd) Mark Binskin AC	Mr Antony Martin	Ms Nicole Quinn
AIRMSHL (Retd) Geoff Brown AO	AIRMSHL (Retd) Errol McCormack AO	AVM (Retd) Brian Weston AM
Mr John Conway	MAJGEN (Retd) Fergus 'Gus' McLachlan AO	Ms Katherine Ziesing

##### Attendees - Members

Mr Jim Bancroft	Mr John Fry	AVM (Retd) Brendan O'Loughlin
GPCAPT Jason Begley	Mr Vern Gallagher	Ms Catherine Scott (minutes)
Mrs Charnie Braz	RADM (Rtd) Raydon Gates AO, CSM	Mr Matthew Sibree
GPCAPT Jo Brick	RADM (Rtd) Lee Goddard CSC	AVM (Retd) Mark Skidmore AM
AIRCDRE Anker Brodersen CSC	AVM Leigh Gordon	Mr Paul Straughair AM
AVM (Retd) Alan Clements AM, CSC	Mrs Mary Hill	Mr Chris Stephens
AIRCDRE (Retd) Noel Derwort CSC	Mrs Amanda Holt	AVM (Ret'd) Alan Titheridge AO
GPCAPT Tracy Douglas	Mr Andrew McLaughlin	Mr Michael Walkington AM
AVM (Retd) Andrew Dowse AO	AVM (Retd) Roxley McLennan AO	Mr Luke Webb (guest)
Mr Greg Elliott	GPCAPT David Millar	SQNLDR Kate Yaxley
Mr Gerard Foley	Mr Peter Nicholson AO	Mr Ulas Yildirim (guest)

## Apologies

GPCAPT Jason Baldock	WGCDR Travis Hallen	Col. Shigehiro Noshita
Dr Craig Benson	WGCDR Sam Harkiss CSC	Mr Rob Oliver
Dr Patrick Bigland	AIRMSHL (Retd) John Harvey AM	Mr James Parton
SQNLDR Martin Biner	Mr Geoff Hayes	Mr Greg Pearce
Mr Ben Bird	Ms Jenna Higgins	Ms Krystal Perkins
Mr David Brown	Mr Adam Hogan	Mr Craig Purry
Mr Jake Campbell	AIRCDRE Nicholas Hogan CSC	Ms Annabelle Reed
WOFF Robert Cann	Mr Chris Huet	Mr John Robertson
Mr Robert Carrick	Dr Peter Hunter	AVM (Retd) Dave Rogers AM
AVM Rob Chipman AM, CSC	Mr Richard James	Mr Terry Saunder
Mr Peter Cooper	Mr Michael Johnson	GPCAPT Craig Stallard
Mr Robert Coorey	Mr David Johnson	Mr Doug Stapleton
Mr Ken Crowe	AIRCDRE (Retd) Richard Keir AM, CSC	Mr Rupert Steel
RADM (Rtd) Simon Cullen AM CSC	AVM Mike Kitcher	Dr Alan Stephens OAM
Mr Travis Ellemans	Mrs Vanessa Konig	Mr Will Taylor OBE
Mr Peter Fiegehen	Mr Ken Loving	Mr Hans Tench
GPCAPT Andrew Figtree	Mr Ian McDonald	GPCAPT Noel Wainwright AM
AIRCDRE Tony Forestier AM	Mr Dale McDowall	Dr Gary Waters
Ms Tracey Friend CSC	Mr Chris McInnes	WGCDR Marcus Watson
Dr Peter Frith	MR Chadwick Myles	AIRCDRE Chris Westwood
Mr Robert Hargrave	Mr Nick Mullings	

## Item 2. Minutes of 2020 AGM

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The *Draft AGM 2020 Minutes* were circulated prior to the meeting. No questions raised from members.

Move to accept the Draft AGM 2020 minutes without amendment: Mark Binskin

Seconded: Chris Deeble

Carried with the majority vote required

## Item 3. Business Arising

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No business arising

## Item 4. Chair's report – Geoff Brown

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Like many other organisations, the COVID-19 pandemic has impacted the Foundation's ability to run events. In July 2020, the Board made the decision to move the remainder of the 2020 program of events into 2021 and to rollover our membership fees and corporate sponsorships for 12 months. The Foundation was able to resume events in December 2020. In August 2021 events were again suspended during lockdown.

The financial impact of extending memberships and sponsorships during the pandemic was a loss of around \$107,000.

In 2020/21, despite the pandemic, the Foundation delivered almost all activities and programs, including to continue to promote policy discussion around the challenges of integrating 5<sup>th</sup> generation technologies.

In that time the Foundation saw an increase in the number of individual and corporate members, participants registered for conferences and lunches, and articles submitted to *The Central Blue* forum.

Dec 20	VIP Supporters Dinner	Informal Dinner
Dec 2020	Members Lunch	Chris Westwood <i>5<sup>th</sup> Gen Air BattleSpace management</i> )
Feb 2021	Members Lunch	<i>The Australian Defence Force's Current Operational Commitments -</i> LTGEN Greg Bilton AO, CSC
Apr 21	Conference	<i>Next Generation Autonomous Systems</i>
Apr 21	Conference Dinner	<i>Next Generation Autonomous Systems</i>
May 2021	Lunch	<i>Lessons for Australia's FADT policy from COVID</i> with Senator the Hon. David Fawcett
Jun 21	VIP Supporters Dinner	Informal Dinner

The Board is reasonably confident the program will resume in November with AVM Robertson (Head of Force design on *The ADF Strategy – Where is the force going, where are the gaps and what are the priorities?*)

The delayed conference *The Requirements of a Sovereign Defence Capability* is planned for 1 Dec.

In 2020/21, The Central Blue team worked towards increasing high quality articles from contributors both within the Australian Defence organisation, and from throughout the world; and continued to support the Williams Conference Series.

Thanks to AVM Brian Weston (Retd), the Foundation is a regular contributor to the *On Target* column which appears in the bi-monthly *Australian Defence Business Review* (ADBR):

- September/October 2020 – *Go hard, or go home*
- November/December 2020 - *A new challenge - operational presence and persistence*
- January / February - *Operational Presence and Persistence – Personnel*
- Mar/Apr – *Then/Now/Always – A centenary of the RAAF*
- May/June – *RAAF - the Next century*
- Jul/Aug – *Times for a new capability acquisition strategy*

The Air Power Scholars program is a cooperative endeavour between the Foundation and the Air Power Development Centre. It aims to develop a small group of Air Force Officers with the intellectual skills, theoretical knowledge and practical experience to engage credibly in the global air and space power dialogue. Currently 5 PhD candidates are supported by the Air Power Development Centre and the Foundation. \$20,000 can be accessed by each PhD candidate over the course of their research.

- In 2021, Kate Yaxley is expected to complete her PhD with the support of the program.

- Sally-Ann Knox has commenced her PhD and will access support funding.

The Chair thanked members, corporate partners and sponsors for their support through the pandemic. He also thanked Air Force for its support with the annual grant, speaking and attendance at events and through the association with the Air and Space Power Centre.

Annual Corporate Partners and Members	
Platinum Partner	Lockheed Martin
Gold Partners	Northrop Grumman, Raytheon
Silver Partners	Boeing, Bell, new corporate partner Optus
Bronze Partners	CAE
Annual Corporate Members	L3 Harris, Kongsberg, Milskil, BAE Systems, SPA, Felix, Thales, Nova, HENSOLDT, General Atomics, AOS, Jet Aviation
Our NGAS conference sponsors (in addition to our corporate partners)	
Gold	Thales and AOS
Bronze	L3Harris, and General Atomics for their Bronze sponsorships
Confirmed SPACE conference sponsors to date (in addition to our corporate partners)	
Bronze	Thales and Geospatial Intelligence

The Chair thanked Board Members for the time and hard work for Williams. He also thanked Business Manager Cath Scott.

No questions raised from members.

[Move to accept the Chairman's Report: Chris Deeble](#)

[Seconded: Errol McCormack](#)

[Carried with the majority vote required](#)

## Item 5. Strategic Outlook – Tim Barrett

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The Strategic Outlook was distributed to members prior to the meeting. Tim Barrett outlined the purpose and intent to promote the Foundation’s vision and to provide members and sponsors transparency in where money is spent. The Board has taken a considered, deliberate and disciplined approach while maintaining agility and flexibility in the program to adapt to the current strategic environment. The Strategic Outlook has looked at strategic enablers beyond 5<sup>th</sup> generation capability. No questions raised from members.

Move to accept the Strategic Outlook 2021-2023: Noel Derwort

Seconded: Brendan O’Loughlin

Carried with the majority vote required

## Item 6. The Central Blue Update – Jo Brick

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The Central Blue is a forum designed to promote informed discussion and debate about air power issues affecting Australia. Our scope is broad, covering topics from tactical integration to strategic theory, and from historical lessons to future capabilities. Submissions are welcome from any source but particularly from serving military practitioners with the aim of fostering a new generation of air power thinkers.

The blog is updated regularly – usually once a week – with articles on various aerospace and national security issues.

Editorial Team. TCB’s editorial team consists of six members, Jenna Higgins, Amy Hestermann-Crane, Ulie Yildirim, Luke Webb, Jason Begley and Jo Brick.

Except for Luke Webb, the remaining editors are serving members of the RAAF. They are members of the editorial team in their private capacities and generally complete their editorial tasks in their own time. Both Amy and Luke were recruited into the team as interns over the last 12 months and they are now full members of the editorial team.

There is currently an Expression of Interest out to recruit two more new Interns for the next 12 months: one position will focus on special projects / events – to consolidate the support provided by TCB to Williams Events.

Throughout the last 12 months, contributions to the blog have been steady, with 40 articles published. TCB has also focused on specific Calls for Submissions on key topics including:

- Support to the Williams Foundation Seminar in April 2021 on Next Generation Autonomous Systems.
- Support to the upcoming Williams Foundation Seminar in December on Requirements of a Sovereign Defence Space capability.

Content. The editorial team also continues to support new writers, with a view to encouraging productive and engaging discussion on issues of significance to the Defence aerospace and national security community. We have published some topical pieces from enlisted and junior officers throughout the year, and continue to encourage a diverse contribution from Defence, academia, and industry.

The Dr Alan Stephens Air Power Literary prize was launched last year with a A\$500 prize for the best essay or article discussing the author’s perspectives on #AFSTRAT in 2020. In determining a winner, The Central Blue

editorial team looked for pieces that explored how the RAAF will ensure that it generates sustainable and resilient air and space power within the Joint Force.

The winner was announced on 13 December 2020 on TCB. The prize was awarded to SQNLDR Chris Kourloufas for his piece 'Creative Forces', which focused on the messy, unpredictable, but essential competency of creativity as a key part of realising the vision of the strategy.

In 2021, noting the 100th birthday of the Royal Australian Air Force, the Prize will be awarded to the best submission that addresses the question of what the Air Force will look like in 2121.

Next Gen series. TCB team is working with the Board on a 'Next Gen' lunch series (or virtual series) that will most likely coincide with seminars with the aim of encouraging the "next generation" of thinkers to engage in a panel discussion and generate formal networking. More to follow in the coming months as this concept is developed.

Social media and engagement statistics. Over the past 12 months, TCB has continued to grow and engage with our audience base via three social media channels (LinkedIn, Twitter & Facebook). While Twitter remains our largest audience base, we've found that our engagement rates are improving on LinkedIn and thus it is becoming a key area of focus. The Editorial team has also been putting thought into a new Social Media strategy to further grow our engagement and reach, whilst also further promoting the Foundation's activities in the digital space – a feature that has been important during the interruptions caused by COVID. This strategy development effort has already resulted in new forms of content which have been increasing engagement with our core blog content.

Platform	Followers	Follower Change (past 12 months)	Impressions (Content Appearances)
LinkedIn	601	+466	48,765
FB	415	+140	12,155
Twitter	1666	+120	321,000

Whilst the leading location of our audience is Canberra, we also have a strong following in other Australian capitals (Melbourne, Adelaide & Brisbane), and also have about a quarter of our audience located overseas.

Call out to Luke Webb and Jenna Higgins, who have driven and led the team over the last 12 months.

The editorial team consists of dedicated and enthusiastic people who take their own personal time to support and encourage the discourse of aerospace and national security issues amongst fellow ADF members through TCB. Each of the editorial team members have found the experience to be profoundly important in their own professional development, and have broadened their professional networks through their work. TCB has become an important vector for the discussion of aerospace power issues and is growing in its reach. All of this is the result of the unwavering support of the Williams Foundation Board, for which the editorial team is most thankful!

Move to accept the Central Blue Report: Errol McCormack

Seconded: Kath Ziesing

Carried with the majority vote required

## Item 7. 2020/21 Annual Financial and Treasurers' Report – Ken Moore

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The Foundation's 2020/21 Annual Financial Statements have been finalised and provided to Members.

Ken Moore reported to members that he and Geoff Brown have signed the Statements including, on behalf of Members, that the Foundation is a going concern. Ken certified that the Statements give a true and fair view of the financial position and performance of the Foundation during and at the end of the 2020/2021 financial year.

The Foundations auditor, Michael Sinclair, has issued an unqualified Audit Report.

The Williams Foundation Operating Result for the FY, a deficit of \$107,958, is detailed in the Income and Expenditure Statement. It can be compared with a surplus of \$191,108 in the 2019/2020 FY.

Some comments on the financial results:

- a. Despite the deficit of \$107,958, the Foundation remains in a healthy financial position with \$502,366 in cash reserves as shown in the Balance Sheet. This reflects the Board's strategy of having sufficient funding available for staging two years of activities (i.e., the Foundation's normal two seminars/four lunches each year) if income from members and sponsors was curtailed.
- b. The surplus last year and the deficit this year (net surplus of \$83,150 over the two FYs) partly reflects the impact of COVID restrictions on the Foundation's program of activities:
  - i. In FY 2019/20, the Foundation received \$420,453 from the Air Force grant (\$50,000 pa) and membership (individual and corporate) and sponsorship fees. Due to COVID restrictions, the normal four lunches were held but only one seminar (instead of two) was held. This resulted in lower expenditure being incurred (\$122,561 for the four lunches and one seminar). A big thank you to Air Force, members and sponsors for their continuing and strong support. Thus, the large surplus in the 2019/20 FY.
  - ii. In FY 2020/21, the Foundation received \$100,182 from the Air Force grant and membership and corporate sponsorship fees. This significant reduction reflects the decision at last year's AGM to extend individual and corporate memberships for 12 months in view of COVID restrictions impacting Foundation activities. In FY 2020/21 the Foundation held three lunches (instead of four) and one seminar (instead of two) with \$80,607 expenditure being incurred.
  - iii. In FY 2021/22, the Board anticipates that the Foundation will receive about \$437,000 from the Air Force grant and membership and sponsorship fees. With COVID restrictions lifting, the Board is hopeful that a full program of lunches and seminars can be held in the remainder of 2021/22, starting with a lunch in November 2021 and the postponed seminar (The Requirements of a Sovereign Defence Space Capability) in December 2021. With forecast expenditure of \$162,000 for the four lunches and two seminars, a surplus of about \$170,000 is estimated for the FY.
  - iv. Income from seminars and lunches in all FYs has to also cover the Foundation's other running costs, such as accounting and audit fees, business management (mainly for our part-time business manager and social media adviser), business expenses, insurances, IT and software, marketing, the Scholars Program and the writers' prize.
  - v. Members will note from the Income Statement that the Foundation paid \$15,268 for the Scholars Program in FY 2020/21, up from nil in the previous FY. This payment was to the sponsored PHD candidate for the purchase of equipment required for her research. In 2020/21 \$20,000 has again been included to support Sally-Ann Knox who has commenced her PhD.

- vi. The writers' prize was inaugurated by the Board in FY 2020/21 to encourage Air Force members to develop their strategic thinking and writing skills on relevant Defence and Air Force topics.

No questions raised from members.

Thank you to Cath Scott for keeping our financial records so well.

Ken Moore commended the Annual Financial Statements to Members.

Move to accept the Treasurers Report: Raydon Gates

Seconded: Vern Gallagher

Carried with the majority vote required

## **Item 8. Special Resolutions – Nicole Quinn**

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Proposed amendments to the Constitution were distributed to members prior to the meeting. Nicole Quinn updated members on the reasons for the changes as outlined in the Proposed Specials Resolutions document (See Appendices 1-3)

### **Resolution 1 Proposed Amendments to the Constitution**

No questions received from members

Move to accept Resolution 1: Nicole Quinn

Seconded: Ken Moore

Carried (with more than the required 75% of votes)

### **Resolution 2 Proposed Amendments to the Constitution**

No questions received from members

Move to accept Resolution 2: Nicole Quinn

Seconded: Ken Moore

Carried (with more than the required 75% of votes)

### **Resolution 3 Proposed Amendments to the Constitution**

Some discussion to remove the word “pandemic” as superfluous to “in extraordinary circumstances”. Members also raised the possibility of holding hybrid meetings in future as standard practice. The Chair advised that the Board had considered this possibility. Whilst the additional technology and resources required to hold hybrid meetings are prohibitive as a standard practice, the Board supports the option of hybrid meetings being included in the Constitution for future flexibility if required.

Move to accept Resolution 3 subject to removing the word “pandemic”: Nicole Quinn

Seconded: Ken Moore

Carried (with more than the required 75% of votes)

## Item 9. Election of Board Members

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At the 2021 AGM, three Directors are required to step down and re-nominate. Accordingly, the following Board positions will become vacant and financial members were eligible to nominate for the position of Directors

Board nominations closed on 24 September and nominations were received to fill all positions. With no additional nominations, Board elections won't be required at the 2021 AGM and positions will be formally filled as follows:

- Director – AVM Chris Deeble AO, CSC (Retd)
- Director – MAJGEN Fergus 'Gus' McLachlan AO (Retd)
- Director – Kath Ziesing

## Item 10. Appointment of Auditor

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Move to accept the re-appointment of the auditor Michael Sinclair: Chris Deeble

Seconded: John Conway

Carried with the majority vote required

## Item 11. General Business

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No general business raised

## Item 12. Next Annual General Meeting

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October 2022

AGM Closed: Time 1815

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## **APPENDIX 1 - SPECIAL RESOLUTION – AMENDMENT 1 - BOARD MEMBERSHIP**

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The current Constitution at 5.1.4 states that, “to ensure continuity of the Board’s work, half the Directors shall be elected each year, with the position of Chair being included in one year, and that of Deputy Chair in the following year.”

This requirement is proving to be unworkable and, in practice, not needed. The more important requirement for the Foundation and the Board has been to find Directors and Office Bearers with the right skills, knowledge and experience with a two-thirds majority willing to have sufficient time and capacity to organise and conduct Foundation activities such as seminars and other events.

If strictly enforced, the current 5.1.4 potentially would see the loss of some very productive Directors and Office Bearers, if they decided not to seek re-election, for no reason other than to comply with the Constitution.

Natural attrition of Directors and Office Bearers has been and is expected to be sufficient to inject new talent and expertise onto the Board without the need for this requirement

### **Proposed Amendment - Section 5 – Board Membership**

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The Board proposes that the current 5.1.4 be deleted from the Constitution. The Board also proposes that the current 5.1.5 be renumbered to 5.1.4 without amendment.

**Moved**            **Nic Quinn**

**Seconded**      **Ken Moore**

## APPENDIX 2 - SPECIAL RESOLUTION - AMENDMENT 2 – ADDITIONAL DIRECTORS

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The current Constitution at 5.3.1 states that “during an elected term the Board may wish to increase the number of Directors. In this case the additional positions shall be considered vacancies and may be filled by the Board negotiating with individual financial members. Such additional Directors shall retire at the conclusion of the next AGM election.”

The current wording does not make clear whether the cap of a maximum of 12 Directors (as per 5.1.1 of the Constitution) applies to additional Directors. Normally, additional Directors can be accommodated within this maximum cap (e.g. through the early resignation of one or more existing Directors). However, there has been the occasional temporary requirement for additional Director/s above the maximum cap to meet the transitional needs of the Board and the Foundation.

To ensure that the temporary increase in the Directors’ maximum cap is used only to meet essential transitional requirements, the Board proposes to limit the increase to one additional temporary Director.

### The Board proposes that 5.3.1 be reworded as follows:

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**5.3.1** *During an elected term the Board may wish to temporarily increase the number of Directors to meet essential transitional requirements. In this case, one additional Director may be filled by the Board negotiating with an individual financial member. The additional Director shall retire at the conclusion of the next AGM election.*

Moved            Nic Quinn

Seconded        Ken Moore

## APPENDIX 3 - SPECIAL RESOLUTION - AMENDMENT 3- CONDUCTING ANNUAL GENERAL MEETINGS IN EXTRAORDINARY CIRCUMSTANCES

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### Section 5 Board Elections and Section 11 General Meetings

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Section 5.2 of the Constitution outlines how Board elections are to be conducted during annual general meetings. Section 11 of the Constitution outlines more generally how annual general meetings and general meetings are to be conducted. Section 11 also states that annual general meetings must be held before 30 November each year.

Both Section 5.2 and Section 11 are based on physical meetings with a largely electronic process leading up to the meetings (e.g. advice to members of the meetings and the nomination of candidates). Virtual meetings are not covered in the Constitution.

With the current COVID-19 restrictions in place preventing physical meetings, the Government introduced temporary legislation under the ACT Government's *Associations Incorporation Act 1991* (the Act), Section 70AA, to allow virtual meetings. This legislation has allowed the Foundation to conduct the 2021 AGM through an online meeting, however it cannot be expected in future during a pandemic or other extraordinary circumstances.

For the longer term, this Special Resolution seeks approval from Members to amend the Constitution to enable hybrid (physical/virtual) meetings or virtual-only meetings when physical meetings are unable to take place due to extraordinary circumstances or at the discretion of the Board.

The following amendments to the Constitution are proposed (highlighted in yellow):

### Section 5 - Board Elections

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- 5.2.2 The Secretary shall notify all members of the Foundation of the date of the AGM election not later than 21 full calendar days before that date. Such notification shall include the location (physical, hybrid or virtual) and starting time of that AGM together with the office-bearer positions and the number of non-office-bearer positions to be filled.
- 5.2.9 The election of office-bearers and other Directors shall take place at the AGM in the following manner:
- a list of the Members' names who are candidates, in alphabetical order, with the proposers' and seconders' names shall be forwarded to all Directors at least five full days prior to the AGM;
  - for physical meetings, balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetic order. At least three days before the AGM, the balloting lists are to be sent electronically to Members. Members and members with proxies are to lodge their votes during the AGM with the results to be communicated to the Chair during the course of the meeting. Members and members with proxies, must be in attendance at the meeting for their votes to be valid.

- for virtual and hybrid meetings, balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetic order. At least three days before the AGM, the balloting lists are to be sent electronically to Members. Members and members with proxies, who are registered to attend the meeting, will be sent the details to lodge their votes electronically during the AGM with the results to be communicated to the Chair during the course of the meeting. Members and members with proxies, must be in attendance online or physically at the meeting for their votes to be valid.
- in case there shall not be sufficient number of candidates nominated, the Board may fill up the remaining vacancy or vacancies;
- if there be only one nomination for any position on the Board the Chair of the AGM at which the election is to take place shall declare such candidate duly elected;
- wherever there is more than one nomination for any position on the Board the election shall be by ballot of the Members, conducted in the following manner:
  - at physical meetings and for members physically present at a hybrid meeting, the voter shall mark his/her balloting list by marking a cross opposite the names of each of the candidates for whom he or she votes, and for the formal proxies they are holding. The voter shall also include his or her name, or the name of the formal proxies they are holding, legibly on the balloting list and cause it to be delivered to the Secretary in person. Each person voting shall vote for one candidate for each position required to fill the vacancy and no more.
  - members present online at a hybrid or virtual meeting will submit their vote on an electronic form marking a check box next to the names of each of the candidates for whom he or she votes and lodge an additional voting form for formal proxies they are holding. The Secretary will verify the validity of electronic votes through the technology provider. Each person voting shall vote for one candidate for each position required to fill the vacancy and no more.
- the result of the ballot shall be determined by the Secretary assisted by two scrutineers appointed by the existing Board;
- after the closing of the ballot the Secretary and scrutineers shall check the signatures of Members and their qualification to vote and proceed to the examination of the voting papers and shall report in writing the result of the ballot to the Chair of the AGM. The candidate for each position required to be filled receiving the greatest number of votes shall be deemed elected and a declaration as to such election shall be made at the AGM;
- in any case of doubt as to the formality of any voting paper the matter shall be referred to the Chair of the meeting whose decision shall be final;
- in the event of an equality of votes in favour of two or more candidates, the Chair of the meeting at which the election takes place shall have a casting vote or votes so as to decide the election; and
- the Members comprising the Board may direct the Secretary to destroy the ballot papers at any time after the expiration of one month after the date of the declaration of the election.

## Section 11 General Meetings

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### 11.1 Annual General Meeting

11.1.1 The Foundation shall hold an AGM each year between 1 July and 30 November at such time and place, as determined by the Board. **In a pandemic or extraordinary circumstances, the meeting may take place as a virtual or hybrid meeting.**

### 11.2 General meetings

11.2.1 At the discretion of the Board, general meetings of all members may be held to conduct general business and to receive reports. **In a pandemic or extraordinary circumstances, the meeting may take place as a virtual or hybrid meeting.**

11.2.6 **Quorum.** Ten members, including at least two office-bearers present **in person or online**, constitute a quorum for the transaction of any business of a general meeting

11.2.14 On a show of hands, every financial member present **in person or online** and entitled to vote, shall have one vote.

11.2.15 The Chair shall have a deliberative vote and, in the event of an equality of votes, a casting vote.

11.2.16 **Proxy Voting.** A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting. Proxy votes will not be considered as 'attendance' for the purpose of constituting a quorum as required in Paragraph 12.2.6. The appointment of a proxy must be in writing, in the approved form, and signed by the member making the appointment. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit. A form appointing a proxy may be given personally **or electronically** to the Chair of the meeting before or at the commencement of the meeting. A form appointing a proxy sent electronically or by mail will be considered a valid proxy if received by the Foundation up to the commencement of the meeting.

11.2.17 A motion or amendment proposed and seconded at any meeting held in accordance with this Constitution, shall be put by the Chair and decided by a majority of the members present **in person or online** on a show of hands and the declaration of the Chair on the majority shall be final unless a poll be forthwith demanded by not less than five financial members present and entitled to vote at the meeting, provided however that no poll shall be taken on the appointment of a Chair or of scrutineers or the adjournment of a meeting. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than that on which the poll is demanded.

Moved            Nic Quinn

Seconded        Ken Moore

Reference: ACT Government's *Associations Incorporation Act 1991* (the Act). 70AA General meetings—procedure during COVID-19 emergency

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- 1) This section applies to a general meeting held during a COVID-19 emergency.
- 2) The committee may authorise that the meeting be held using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence.

**Examples**

***a phone link, a satellite link, an internet or intranet link, in writing***

- 3) A person who takes part in a meeting conducted under subsection (2) is taken, for all purposes, to be present at the meeting.
- 4) A member may vote by proxy at a meeting.
- 5) If an association's rules are inconsistent with this provision, the rules have no effect to the extent of the inconsistency.
- 6) In this section:

***COVID-19 emergency means—***

- a) *a state of emergency declared under the [Emergencies Act 2004](#), section 156 because of the coronavirus disease 2019 (COVID-19); or*
  - b) *an emergency declared under the [Public Health Act 1997](#), section 119 (including any extension or further extension) because of the coronavirus disease 2019 (COVID-19).*
- 7) This section expires on 8 October 2021.

Note - an Amendment Bill is before the ACT Assembly that will change 8 October 2021 to "expiring at the end of a 12-month period during which no COVID-19 emergency has been in force". The Amendment Bill may not pass before our AGM.