



Annual General Meeting

Meeting Minutes – Wednesday 15th of November 2023 at 7 pm – Via MS

Teams

Meeting Chair: *Andrew Gould*

Meeting Commencement: 7:03

1. Acknowledgment to Country

Andrew Gould

We acknowledge the Wurundjeri Woi Wurrung people, including the Gunung Willam Balluk Clan of the Kulin Nation, the traditional owners of the land we meet on today. We pay our respects to their elders, past, present, and emerging.

2. Welcome & Introductions

Andrew will introduce current committee members, GNH staff and guests at the meeting.

3. Attendance

3.1 Members: Andrew Gould, Lockie Flenley, Laura Mackey, Caitlyn Bourke, Kate Plieger, Fiona Holder, Carly Lovett, Isabella Rosinsky, Sonja Labus, Jenny Orford

3.2 Guests: Karen Washford, Hope Jenkins

3.3 Apologies: Win Lang

The chair will ask the secretary if the quorum for the meeting has been met.

Secretary – Declares the Annual General Meeting quorum has been met per rule 36.2 of the constitution.

3.4 Proxies

Andrew – Have any proxy forms been received?



Lockie – I have received one proxy from Win Lang, nominating myself as their proxy for the 2023 AGM

4. Minutes of the Previous Annual General Meeting – Wednesday, 30th of November 2022

4.1 Motion – The minutes of the 2022 Goonawarra Neighbourhood House Annual General Meeting will be accepted by the organisation's members.

Moved: *Andrew Gould* **Seconded:** *Lockie Flenley* **Show of hands (12/0)**

5. Chair's Report – Andrew Gould

Andrew provided a brief overview of the Chair's Report, highlights of 2023 and noted they will be stepping down this year.

6. Managers' Report – Isabella Rosinsky

Isabella provided a brief overview of the report and activities of the house for 2023.

7. Treasurers Report - - Laura Kelsey

Laura provided a brief overview of the report and the house's financial stability, income, expenditure and net profit for the 2023 Financial Year.

8. Questions from Members and guests

Andrew asked if any members or guests present have any questions about the annual report.

9. Acceptance of Annual Report

9.1 Motion – The Goonawarra Neighbourhood House Annual Report 2023 be tabled and accepted by the organisation's members.

Moved: *Andrew Gould* **Seconded:** *Kate Plieger* **Show of hands (12/0)**



10. Membership Fee

Andrew – As per item 12.1(a), the association is required to determine a subscription fee, if any, for the current Financial Year. Was removed last year, fairness, accessibility etc...

10.1 Andrew, *I move that the Goonawarra NH does not charge any membership fees for the current FY.*

Moved: *Andrew Gould*

Seconded: *Kate Plieger*

Show of hands (12/0)

11. Special Resolution

Andrew

On Tuesday 26th of September 2023, the Committee of Management for Goonawarra Neighbourhood House unanimously endorsed proposed changes to the Goonawarra Neighbourhood House Constitution to align with changes to the Charities Act 2013 (Cth) and to allow the organisation to apply for Deductible Gift Recipient Eligibility Status (DGR Status). The proposed changes are:

11.1 Part 1 - Preliminary, Item 2 'Purposes' – The Committee proposes to delete all items currently listed under 'Aims & Objectives' and replace these with:

2.1 The Purposes of the association are

Goonawarra Neighbourhood House Inc. is a public institution which has the charitable purpose of advancing social and public welfare by;

- (1) Advancing mental health and relieving social isolation,*
- (2) Providing a physical location where it supports individuals to undertake activities or work on projects in the company of others.*
- (3) Relieving the poverty, distress or disadvantage of individuals or families.*

11.2 Division 1 – Membership, Item 10 – The Committee proposes to delete item 10.4, ‘No Reason Need be given for the rejection of an application’ and replace this with:

10.4 - The Committee is not required to provide reasons but must, upon request, be able to demonstrate that the rejection of any membership application was for reasons other than the personal characteristics of the applicant, such as, without limitation, their age, race, or background.

11.3 Part 7 – General Matters, Item 76 Winding up and cancellation – The Committee proposes to delete items 76.2, Item 76.3 and item 76.4 and replace these with:

76.2 On the first to occur of:

(a) the winding up or cancellation of the incorporation of the Association or

(b) if the Association is endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act, revocation of the Association’s endorsement as a deductible gift recipient, all surplus assets of the Association, after satisfaction of all debts and liabilities of the Association, must be paid, distributed, or transferred to:

- I. one or more Eligible Charities or*
- II. to the extent required or permitted by the Tax Act, funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act, but if the Association is never endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act, paragraph (b) of the definition of Eligible Charity will not apply.*

76.3 *Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this, Rule 76.2(b).ii must be made in accordance with those conditions.*

76.4 *The identity of an Eligible Charity for the purposes of this Rule 76.2(b)i will be determined by the Committee and (if applicable) approved by the Commissioner and, in default, will be determined by the Supreme Court of Victoria.*

Andrew – *Do any members have any questions or comments on the proposed special resolution?*

11.4 Andrew – *The Members of Goonawarra Neighbourhood House Inc. move to accept the changes to the Goonawarra Neighbourhood House Constitution set out in the Special Resolution, Items 11.1, 11.2 and 11.3.*

Moved: Andrew Gould **Seconded:** Kate Plieger **Show of hands (12/0)**

The secretary confirms the special resolution has been passed by an absolute majority

12. Committee of Management Elections

12.1 Positions Declared Vacant

Andrew – *‘As per Item 50. B of the GNH constitution, I declare all positions of the Goonawarra NH Inc. Committee of Management Vacant’*

Andrew – *As per Item 54.2 of the GNH Constitution, as I have not nominated for a committee position, I will act as the Returning Officer for the elections of the committee of management.*

12.2 Election of the Chairperson

Andrew – *‘As per Item 51.1 of the GNH Constitution, I have received one nomination for the position of Chairperson from Lockie Flenley; as there are no other nominations for this position, a ballot is not required, and I declare Lockie Flenley has been elected to the position of Chairperson.*



Andrew – As Lockie Flenley has been elected as the new Chairperson of Goonawarra Neighbourhood House Inc., they will Chair the remainder of our AGM.

12.3 Election of the Deputy Chair

Lockie – ‘As per Item 51.1 GNH Constitution, I have received one nomination for the position of Deputy Chair from Laura Mackey; as there are no other nominations for this position, a ballot is not required. Does the Returning Officer concur?’

Andrew – I concur; a ballot is not required.

Lockie – I declare Laura Mackey has been elected to the position of Deputy Chairperson.

12.4 Election of the Secretary

Lockie – ‘As per Item 51.1 GNH Constitution, I have received one nomination for the position of Secretary from Caitlyn Bourke; as there are no other nominations for this position, a ballot is not required. Does the Returning Officer concur?’

Andrew – I concur; a ballot is not required.

Lockie – I declare Caitlyn Bourke has been elected to the position of Secretary.

12.5 Election of the Treasurer

Lockie – ‘No nominations have been received by the Secretary for the position of Treasurer prior to our AGM this evening. Until a suitable nominee is found, the Treasurer’s functions will be carried out by the Deputy Chair. The committee will advise our members when this position has been filled.’

12.6 Ordinary Members

Lockie – As per Item 53.1 of the GNH Constitution, I move a resolution that the GNH Committee of Management shall consist of up to four ordinary member positions in addition to the executive positions.

Moved: Lockie Flenley

Seconded: Andrew Gould

Show of hands (12/0)



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Lockie– *‘As per Item 53.2 of the GNH Constitution, I have received one nomination for ordinary members on the Committee of Management. As the number of nominations does not exceed the resolution, a ballot is not required. Does the Returning Officer Concur?’*

Andrew– *I concur a ballot is not required as per Item 53.3 of the GNH Constitution.*

Lockie – *I declare Fiona Holder has been elected as an ordinary member of the Committee of Management.*

12.7 Positions Filled

Lockie Flenley – *All vacant positions for the Goonawarra Neighbourhood House Inc. Committee of Management has been filled for 2023. Is the Secretary satisfied these elections have been carried out in accordance with the GNH Constitution?*

Caitlyn – *I am satisfied with the election process.*

Lockie– *Is the Returning Officer satisfied these elections have been carried out in accordance with the GNH Constitution?*

Andrew– *I am satisfied with the election process.*

Lockie– *Thanks, Caitlyn and Andrew*

13. Conclusion of Meeting

Lockie – *Thank you to Andrew for their service to the Committee, Goonawarra NH and the broader community over the last three years. Goonawarra NH is in a much better and stable place after Andrews Tenre as Chairperson.*

14. Confirmation of next Annual General Meeting

Lockie – *The date for the 2024 Goonawarra NH AGM will be announced in late 2024.*

Meeting Conclusion: 7:43 pm



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Confirmation of Minutes

Lockie Flenley – Chairperson

Date:

Caitlyn Bourke – Secretary

Date: