



MINUTES OF ANNUAL GENERAL MEETING

THE SIR RICHARD WILLIAMS FOUNDATION

HELD ON TUE 21 OCTOBER 2014
BRINDABELLA CONFERENCE CENTRE, CANBERRA, ACT

Present

Air Marshal Errol McCormack (Retd) (Chair)
Air Marshal John Harvey (Retd)
Air Vice-Marshal John Blackburn (Retd)
Air Vice-Marshal Brendan O'Loughlin (Retd)
Air Commodore Ian Pearson (RAAFAR)
Air Commodore Roy McPhail (Retd)
Brigadier Bryan Stevens (Retd)
Group Captain Anne Borzycki (Retd)
Group Captain Peter Wood
Group Captain Catherine McGregor
Captain Andrew Quinn, RAN
Wing Commander Dave Riddel
Mr Ken Moore
Ms Nicole Quinn
Mr Noel Wainwright
Mr Michael Sinclair (Auditor)

Item 1 – Apologies

Rear Admiral Raydon Gates, RAN (Retd)
Major General Tony Fraser (Retd)
Air Vice-Marshal David Rogers (Retd)
Commodore Geoff Ledger, RAN (Retd)
Air Commodore Graham Bentley (Retd)
Air Commodore John Oddie (Retd)
Air Commodore Mike Walkington
Group Captain Rick Keir
Wing Commander Lance Halvorson (Retd)
Squadron Leader Bruce Wilde
Mr Mark Hender
Mr Peter Hunter
Mr Nik Kwiatkowski
Mr John Lonergan
Mr Andrew Perry
Mr Peter Smith

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

Minutes of Last Meeting

Moved John Harvey

Seconded Ken Moore

That the minutes of the AGM held on 6 Nov 13 be accepted.

CARRIED

Business Arising

Nil

Income Statement and Balance Sheet

The Chair spoke to the Financial Report to address the operating loss of \$389 compared to the \$134,076 profit of the previous financial year. He noted that FY 12/13 had been a period of build-up with minimal high cost activities and that FY 13/14 was a period of higher outlays to support the ambitious engagement program initiated, and finalisation of the Drone program which covered both financial years, with the big expenses falling in 13/14.

For the 13/14 period, the Foundation embarked on a high profile campaign underpinned by exploration of 5th generation capability as a unifying theme. This theme will be carried through into the next year and will align and coordinate with Air Force Plan Jericho activities.

There was discussion about 'balancing the books' with the Chair emphasising that the Foundation's future activities will be outcome focused rather than simply a cost-generation exercise.

Moved Anne Borzycki

Seconded John Harvey

That the Auditor's Report and Financial Statements for the year ended 30 June 2014 be accepted.

CARRIED

Election of Board Members

The Chairman, Editor and four Board positions were declared vacant with the Deputy Chair assuming the role Chair for the voting. Following a vote the following persons were elected:

Chairman
Directors

Air Marshal Errol McCormack (Retd)
Air Marshal John Harvey (Retd)
Major General Tony Fraser (Retd)
Ms Nicole Quinn
Mr Ken Moore

The following members retained their positions, as per the Constitution.

Deputy Chairman	Air Vice-Marshal John Blackburn (Retd)
Executive Officer	Group Captain Anne Borzycki (Retd)
Directors	Major General Jim Molan (Retd)
	Air Commodore Graham Bentley (Retd)
	Brigadier Bryan Stevens (Retd)
	Ms Katherine Ziesing

The position of 'Editor' was again unfilled and editorial duties will be dealt with as and when required on a needs basis.

CARRIED

Special Resolutions

The Chair and Executive Officer introduced the proposed amendments and advised the meeting that legal advice had been sought and the amendments were in accordance with the legislation and provisions governing NFP organisations such as the Foundation.

Proposed Amendment – Minimum Number of Board Members

MOVED Errol McCormack
SECONDED Anne Borzycki

Para 13 BOARD

Currently there is no minimum number of Board members specified in the Constitution, only a maximum of 12, which includes officer holders. It is proposed that the Constitution be amended to include a minimum number of Board members. A sentence at the end of paragraph 13 is proposed.

Proposed:

'The Board shall comprise a minimum of 8 Board Members, including office holders, with a total Board membership up to 12.'

Justification

In order to ensure the viability, integrity and diversity of the Board, and to ensure optimum decision-making, a specified minimum number of Directors is considered Board management best-practice

CARRIED

Proposed Amendment Board Quorum

MOVED Errol McCormack
SECONDED John Harvey

Para 13.4 Board Quorum

Current:

‘Any four Directors of the Board constitute a quorum for Board Meeting, provided at least two office bearers are present.’

Proposed:

‘A quorum for the conduct of a Board Meeting shall comprise the Chair or Deputy Chair, plus any four Directors.’

Justification

To provide a more flexible mix of Directors participating in Board Meetings, and to ensure that Board Meetings are able to be conducted as Constitutionally mandated acknowledging that two Officer Bearers may not always be available to participate.

CARRIED

Proposed Amendment Proxy Voting

MOVED Anne Borzycki

SECONDED Roy McPhail

Para 14.2.16 General Meetings – Proxy Votes

Current:

‘All votes shall be given personally and there shall be no voting by proxy.’

Proposed:

‘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.

‘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 to the Chair of the meeting before or at the commencement of the meeting.

‘A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Foundation no later than 24 hours before the commencement of the meeting.’

Justification

To enable greater participation of Foundation members in the decision-making process acknowledging that members military and professional commitments may preclude attendance in person at General Meetings.

Following discussion about this proposal, it was agreed to amend the proposal to provide greater clarity about proxies and quorum numbers and actual receipt of a proxy votes.

'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 14.2.6.**

'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 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.'

CARRIED

Appointment of Auditor

MOVED: Errol McCormack
SECONDED John Blackburn

That Sinclairs Pty Ltd – Auditing Services be appointed the Foundation's auditor until the next AGM. As Sinclairs is newly appointed as Auditor to the Foundation, the website needs to be amended accordingly to reflect this appointment.

CARRIED

Appointment of Public Officer

MOVED Errol McCormack
SECONDED John Blackburn

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

CARRIED

General Business

Nil

Next Annual General Meeting

The next AGM will be held in October 2015 on a date to be advised..

Close

The Chairman closed the meeting at 1830.

EJ McCormack
Chairman

3 November 2014