



## MINUTES OF ANNUAL GENERAL MEETING

### THE SIR RICHARD WILLIAMS FOUNDATION

HELD ON TUE 25 OCTOBER 2016  
BRINDABELLA CONFERENCE CENTRE, CANBERRA, ACT

#### **Present**

Air Marshal Errol McCormack (Retd)  
Air Marshal Geoff Brown (Retd)  
Air Marshal John Harvey (Retd)  
Air Vice-Marshal John Blackburn (Retd)  
Air Vice-Marshal Mark Skidmore (Retd)  
Air Vice-Marshal Brian Weston (Retd)  
Rear Admiral Raydon Gates, RAN (Retd)  
Air Commodore Graham Bentley (Retd)  
Air Commodore Glen Steed (Retd)  
Commodore Geoff Ledger, RAN (Retd)  
Group Captain Anne Borzycki (Retd)  
Group Captain Andrew Campbell  
Group Captain Mark Green  
Captain Andrew Quinn, RAN  
Mr Brian Cather  
Mr John Conway  
Mr Jacob de Wilt  
Ms Amanda Holt  
Mr Ian Irving  
Mr Ken Moore  
Mr Graham Priestnall  
Ms Nicole Quinn  
Mr Dave Riddel  
Mr Noel Wainwright

#### **Apologies and Proxies**

Major General Jim Molan (Retd)  
Air Commodore Mike Walkington  
Air Commodore Ian Pearson (RAAFAR)  
Group Captain Rick Keir  
Mr Vern Gallagher  
Mr Peter Hunter  
Mr John Lonergan  
Mr Doug Park  
Mr Andrew Pryor  
Dr Alan Stephens  
Ms Katherine Ziesing

The Chair noted the apologies and the proxies received.

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

### **Chair Opening Remarks**

The Chair opened the AGM with brief description of the Foundation's journey over the last few years, in particular the 5<sup>th</sup> Generation Air Power theme and the transition to exploring the integration of air, land and sea. He stated that 2017 would see the emphasis shift to a broader discussion on integration, and encouraged members to become involved in the two seminars programmed, *Air-Sea-Land: Integrated Force 2030* and *Strategic Strike*.

The Chair formally acknowledged the inaugural Foundation Fellows, AVM John Blackburn (Retd) and Dr Alan Stephens. The member category of Fellow is by invitation-only and extended to those who have made a significant contribution to the Foundation and to the air power debate in Australia.

The Foundation Blog, The Central Blue, has been created and is supported by a Twitter account. The Chair advised that these initiatives are under the guidance of the newly appointed Editor, Dr Alan Stephens, and are being managed / coordinated on a daily basis by a team of enthusiastic and committed squadron leaders lead by *Travis Hallen*. The Chair encouraged members to join in the discussions across these two social media platforms.

Dr Robbin Laird, Second Line of Defense, is an experienced military and strategic commentator and has been supporting the Foundation from the beginning of the 5<sup>th</sup> Gen journey through to the integration seminars of 2016. The Chair formally acknowledged the professionalism and enthusiasm of Dr Laird and extended a vote of thanks for the seminar reports he has produced and the extraordinary world-wide publicity he has gained for the Foundation. The Chair confirmed the Foundation's intention to continue the relationship with Dr Laird.

The Chair formally thanked the event coordinators Catherine Scott and Nicole Quinn for their attention to detail, the quality of their service and their continuing 'competitive' costing. Their professionalism has had a direct impact on the current standing of the Foundation.

The member lunches continue to be popular with high quality speakers from diverse backgrounds. These lunches will continue to be offered free-of-charge to members. The Foundation and International Engagement within AFHQ will collaborate to explore programming lunches-of-opportunity based on the international visits program.

The Chair extended a vote of thanks to outgoing Board members, AIRMSHL John Harvey (Retd) and Peter Hunter.

Appointment to the Williams Foundation Board is becoming increasingly popular providing opportunities to maintain a diverse mix of experience and skills. However, as a volunteer Board, it is essential that the Board retains a balance of directors who have sufficient free capacity to run and support the activities of the Foundation. To this end, the Board Nomination form for 2016 included a section whereby nominees had to formally confirm their capacity to support Foundation undertakings.

The Chair concluded his opening address by extending his thanks to the Executive Officer for the support provided in managing the financial, administrative and regulatory obligations of the Foundation.

### **Minutes of Last Meeting**

The Chair proposed that the Minutes of the AGM held on 20 Oct 15 be accepted.

**Moved** John Blackburn  
**Seconded** Graham Bentley

**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 net profit increased by around \$60k which was a good outcome for the Foundation. That said, the figure more likely represents that expenses associated with seminars etc spanned the two financial years rather than aligning within the FY of the event being run. This conclusion is based on the fact that the Total Income for the 2015 and 2016 Financial Years was not significantly different. The main reason for the \$16k increase in income for 2016 directly relates to the fact that for the first time, the Foundation has had sponsorship for member lunches. Additionally, the membership income continues to rise reflecting the effect the seminars and lunches are having on the value-for-money proposition of becoming a member of the Foundation.

The Other Income recorded for the FY relates to the ticket sales associated with the dinner-of-opportunity hosted by the Foundation for GEN Bogdan during a visit to Canberra.

The Executive Officer provided a brief overview of key points of note in Operating Expenses.

The Dinners expense is largely the cost associated with the GEN Bogdan dinner-of-opportunity referred to above.

The Interns expense has decreased and the Foundation has now ceased this program. The two interns who were engaged by the Foundation are no longer able to provide support as a consequence of their work and professional commitments

The Scholars Program is a new undertaking in conjunction with AFHQ. Dr Alan Stephens is supervising selected Air Force personnel who are completing a PhD in air-power related studies. This will be good for the Foundation as it will provide another source of written

work for publication on the website and further contribute to the public debate. Scholars Program costs will become a regular expense item over the coming years.

Website management has decreased because the upgrade to the website is complete. Essentially the website expenses will now relate to ongoing management and web hosting and the occasional enhancement such as with the Central Blue Blog.

Writers Fees relate to the fact that the Foundation has been paying specialists (journalists and SMEs) to write articles for Australian Aviation and for the Blog

Overall, the Foundation is operating effectively as a Not-for-Profit, in accordance with best practice for the sector, and fully compliant with the guidelines of the sector regulator, the Australian Charities and Not-for-Profits Commission.

There was a brief discussion regarding the bank balance of the Foundation and the prudence of retaining a healthy balance to act as a 'buffer' to ensure that, if necessary, benefits to members could continue to be provided independent of the reliance on industry sponsorship.

The Executive Officer proposed that the Auditor's Report and Financial Statements for the year ended 30 June 2016 be accepted.

**Moved** Anne Borzycki  
**Seconded** Ken Moore

**CARRIED**

### **Special Resolutions**

Over the period late 2015 and early 2016 the Board of the Foundation conducted a series of workshops to review the operations of the Foundation, to explore what future directions we should take and to update the Constitution to align more appropriately with current, and future, business processes. A number of changes to the Constitution are therefore being proposed. Some of these changes are simply 'cosmetic', for example removing duplication and redundancy, and re-ordering the structure. The bulk of the changes however are of such a nature that they require the approval of the AGM to effect. These changes are presented below.

### **SPECIAL RESOLUTION 1**

#### **Proposed Amendment INTRODUCTION**

The Introduction has been updated to reflect the Vision of the Foundation and to focus our role as an independent voice contributing to the national security debate.

#### **Para 1.1 Introduction**

Proposed:

'The Sir Richard Williams Foundation (hereinafter called the Foundation) is an independent organisation whose purpose is to strengthen Australia's national security by shaping and influencing policy decisions regarding Australia's defence

with an emphasis on air power; and by promoting awareness, understanding and constructive debate regarding the implementation of such policies.'

**Moved** Anne Borzycki  
**Seconded** Ian Irving

**CARRIED**

## **SPECIAL RESOLUTION 2**

### **Proposed Amendment ORGANISATION**

The 'Fellow' category of member that was created at the last AGM is now formally included in the Constitution.

#### **Para 4.3 Fellowships**

Proposed:

'The Board may confer, by ordinary resolution, Foundation fellowships to individuals who have made outstanding contributions either directly to the Foundation or by their outstanding contributions in shaping and influencing policy decisions regarding Australia's defence particularly air power. Fellows will also be made honorary members of the Foundation.'

**Moved** Anne Borzycki  
**Seconded** Geoff Brown

**CARRIED**

## **SPECIAL RESOLUTION 3**

The engagement of Defence Representatives to periodically brief the Board and attend Board meetings has been an ongoing, albeit occasional, practice, that needs to be formalised in the Constitution.

#### **Para 4.4 Defence Representatives**

Proposed:

'Chiefs of Navy, Army and Air Force may each appoint a representative who is entitled to attend Board meetings and general meetings to remain abreast of Foundation activities and convey commentary and opinion representative of his/her parent Service. Such representatives can be Foundation members but are not members of the Board and have no Board voting rights.'

**Moved** Anne Borzycki  
**Seconded** Nicole Quinn

**CARRIED**

## **SPECIAL RESOLUTION 4**

### **Proposed Amendment BOARD**

As the Foundation has grown and membership of the Board has become more sought after, there is a need to ensure that the Board can continue to develop, plan and organise such activities and events as necessary to achieve the aims of the Foundation. The Board is a voluntary board and as such Board members must have the capacity and time to contribute accordingly. That said, the Foundation values the expertise that is brought to the Board by a variety of professional backgrounds including as Subject Matter Experts. To ensure the Board remains able to undertake the work of the Foundation, the following paragraph is to be included.

#### **Para 5.1.2 Board Membership**

Proposed:

‘At least two-thirds of the Directors shall have sufficient time and capacity to organise and conduct Foundation activities such as seminars and other events.’

There were questions and discussion about the process the Foundation would use to ensure the appropriate mix of directors to achieve the intent of this amendment. The Chair advised that the nomination form for 2016 asked director nominees to formally indicate their capacity to support Foundation activities. This approach would continue to be used for coming Board elections.

**Moved** Anne Borzycki  
**Seconded** Andrew Quinn

**CARRIED**

## **SPECIAL RESOLUTION 5**

Further to the paragraph above regarding Board membership being sought after, the AGM of 2015 saw the Foundation have more nominees for Board Directors than there were vacancies. This situation had not arisen in the past and, as a result, it has become necessary to articulate the process to be followed at future AGMs should a similar situation occur. The process articulated in the paragraphs below broadly reflect the process that was used at the 2015 AGM and is similar to that used in comparable think-tanks.

Before this amendment was discussed, the Chair advised that he wished to make a change to include proxy voting for the election of Board members. Accordingly, Special Resolution 5 was presented to the AGM with the inclusion of this change.

#### **Para 5.2.9 Board Elections**

Proposed:

‘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;

- balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetic order. Each Member present at the AGM, *and those holding formal proxies for Members not present*, shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- 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:
  - 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. 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.'

**Moved**  
**Seconded**

Anne Borzycki  
John Harvey

**CARRIED**

## **SPECIAL RESOLUTION 6**

### **PROPOSED AMENDMENT      EDITOR**

The Foundation would like to simplify current editorial arrangements by deleting the requirement for the Board to appoint an Editorial Panel, at Clause 4.3 and 4.5 of the Constitution, and replace it with the Board appointing an Editor, at Clause 5.11 of the draft Constitution, with the Editor co-opting others for assistance. The new arrangements would be under the editorial guidance and direction of the Chair or Deputy Chair on behalf of the Board.

This amendment retains appropriate Board oversight whilst providing the Editor with greater flexibility in sourcing support and contemporary communications tools so that the Foundation can better contribute to the air power debate both within the community and academic circles.

#### **Para 5.11      Editor**

Proposed:

‘The Editor shall be a member of the Foundation and shall be appointed by the Board. At his/her discretion, the Editor may co-opt others to assist with generating or editing papers on defence and air power topics.

‘The Chair or Deputy Chair of the Board shall provide the Editor with guidance and direction on which topics should be pursued in the form of papers or other material to be published on behalf of the Foundation.’

**Moved**                      Anne Borzycki  
**Seconded**                Andrew Quinn

**CARRIED**

## **SPECIAL RESOLUTION 7**

### **PROPOSED AMENDMENT      MEMBERS**

In recent years the Foundation has upgraded the website and the online management of membership applications, renewals, payments and general data management. The process changes associated with this shift in membership management need to be reflected in the Constitution which refers an older paper-based approach to the membership continuum: for example, Clause 7.3 of the Constitution that requires Board approval of membership applications is unnecessary as the Foundation is fully protected from unwanted memberships through the suspension and expulsion processes at Clause 10 of the current Constitution and Clause 8 of the draft Constitution.

#### **Para 6                      Members**

Proposed:

‘Any person may become a member of the Foundation by paying his/her first annual subscription.

In addition, the Board may invite individuals who, in the opinion of the Board, have specialist knowledge on air power and allied defence topics, to become members or Fellows of the Foundation.

Directors and members are required to pay an annual subscription as set by the Board and payable within three months thereof. Where a member remains un-financial for six months after the due date, his/her membership shall be considered ceased.

Financially current members have voting rights in general meetings of the Foundation.'

**Moved** Anne Borzycki  
**Seconded** Andrew Campbell

**CARRIED**

### **SPECIAL RESOLUTION 8**

#### **PROPOSED AMENDMENT FUNDS**

To reflect the increase in activities of the Foundation and the associated level of costs incurred by these increased activities, it is prudent to ensure that there is full transparency of the management of Foundation funds in meeting these financial obligations. The paragraph on funds management is therefore proposed to be amended as follows.

Proposed:

'Either the Chair or the Secretary are authorised to pay accounts on behalf of the Foundation for expenses and invoices incurred by the Foundation in meeting its aims, up to a \$5000 limit. Over \$5000, both the Chair and Secretary must authorise the payment.'

**Moved** Anne Borzycki  
**Seconded** Geoff Brown

**CARRIED**

### **SPECIAL RESOLUTION 9**

#### **PROPOSED AMENDMENT INCOME AND ASSETS**

Similar to the comment above regarding the change in financial management processes necessitated by the growth in the Foundation activities and influence, a revision of the Income and Assets section of the Constitution has also been necessary. The Foundation engages contractors to support the activities of the Foundation as well as providing reasonable reimbursement of costs incurred by Directors or members in support of Foundation activities. These business management practices need to be reflected in the Constitution.

### **Paragraph 13      Income and Assets**

Proposed:

‘The income and property of the Foundation however derived shall be applied solely towards the promotion of the aim of the Foundation as set forth in this Constitution. Nothing herein contained shall prevent the payment or reimbursement to any Director or member of reasonable expenses incurred by such person when engaged either within or outside Australia on the affairs or business of the Foundation. In addition, the Board may contract a member or another individual to perform professional services in support of the Board’s activities (e.g. to write reports and publications) at rates to be agreed on an individual basis.’

There was discussion regarding the appropriateness of ‘payment’ of Directors for the provision of their professional services. The discussion centred on potential conflicts of interest and perception of ‘deals’ for Board members. The Executive Officer noted that the proposed provision in the Constitution was in accordance with the guidelines of the ACNC and AICD and it was not being proposed that directors be paid for undertaking their director duties. There was broad agreement that the requirement on directors to declare conflicts of interest, and for the maintenance of a Conflict of Interest Register, should mitigate the perception of bias in the awarding of contracts. Notwithstanding, the Board undertook to look at the problem that had occurred within the RSL to ensure that the Foundation was not similarly exposed.

**Moved**                      Anne Borzycki  
**Seconded**                Ken Moore

### **CARRIED**

Action:                      The Board to look into the recent RSL controversy to ensure that the Williams Foundation is not exposed to allegations of favoritism or bias in the awarding of contracts to support Foundation activities.

### **SPECIAL RESOLUTION 10**

#### **PROPOSED AMENDMENT      WINDING UP**

The Constitution currently authorises the Board to wind up the Foundation on a unanimous vote to do so, however, the Associations Incorporation Act Revised 2016 clearly states that an incorporated association can only be voluntarily wound up by special resolution. Accordingly, the Foundation Constitution needs to be amended.

#### **Para 20      Winding Up**

Proposed:

‘The Foundation shall be wound up by special resolution of a general meeting on the recommendation of the Board.’

There was a question from the floor regarding the dispute mechanism to determine the distribution of assets in the event that the Foundation wound-up. The Executive Officer read the relevant section of the Constitution to the AGM which specifies the way in which assets would be distributed and noted that this mechanism was likely to ensure an equitable, and

unambiguous indication as to the distribution of Foundation assets. The Chair brought the discussion to an end by advising that should a winding-up situation arise, there will be engagement across the Board and with the membership to optimise the distribution of assets.

**Moved** Anne Borzycki  
**Seconded** Amanda Holt

**CARRIED**

### **Election of Board Members**

In accordance with the Constitution, the current incumbent of the Chair position, Air Marshal Errol McCormack (Retd), was required to stand down having completed his term as Chair. Given the resignation of Peter Hunter, there were five Board vacancies needing to be filled. As the current Deputy Chair, Air Marshal Geoff Brown (Retd) nominated for the Chair position, the position of Deputy Chair was also declared vacant.

Nominations were received for these positions as follows:

Chair	Air Marshal Geoff Brown (Retd)
Deputy Chair	Air Marshal Errol McCormack (Retd)
5 x Directors	Rear Admiral Mark Campbell (Retd)
	Air Vice-Marshal Brian Weston (Retd)
	Air Commodore Graham Bentley (Retd)
	Mr Ken Moore
	Mr John Conway
	Ms Nicole Quinn

On declaring both the Chair and Deputy Chair positions vacant, the two incumbents formally stood down before the voting commenced, handing the proceedings over to the Executive Officer.

The Executive Officer advised that only one nomination had been received for the Chair position, Air Marshal Geoff Brown (Retd). The AGM was called on to vote and Geoff Brown was unanimously elected chair.

It was proposed that Geoff Brown be appointed as the Chair of the Williams Foundation.

**Moved** Ian Irving  
**Seconded** Errol McCormack

**CARRIED**

The Executive Officer handed over the meeting and conduct of elections to the newly elected Chair, Geoff Brown.

The Chair advised that only one nomination had been received for the Deputy Chair position, Air Marshal Errol McCormack (Retd). The AGM was called on to vote and Errol McCormack was unanimously elected Deputy Chair.

It was proposed that Errol McCormack be appointed as the Deputy Chair of the Williams Foundation.

**Moved** Geoff Brown  
**Seconded** Amanda Holt

**CARRIED**

The Chair asked each of the 6 candidates for the 5 vacant director positions to speak to their nomination. When the nominee was not present, their proposer spoke on their behalf.

The Executive Officer distributed a ballot paper advising the AGM that the 5 Director vacancies would be filled on the basis of a ballot with each AGM member present, and those holding proxies, placing a cross next to their 5 preferred candidates. The Chair appointed two scrutineers (Ms Amanda Holt and Air Marshal John Harvey) to supervise the ballot and count the votes. At the conclusion of the count, the Chair announced the following successful candidates:

Rear Admiral Mark Campbell RAN (Retd)  
Mr John Conway  
Mr Ken Moore  
Ms Nicole Quinn  
Air Vice-Marshal Brian Weston (Retd)

The Chair proposed a motion that the AGM confirm these nominees as Directors of the Williams Foundation.

**Moved** Errol McCormack  
**Seconded** Dave Riddel

**CARRIED**

**Appointment of Auditor**

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

**Moved** Errol McCormack  
**Seconded** John Harvey

**CARRIED**

**Appointment of Public Officer**

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

**MOVED** Errol McCormack  
**SECONDED** Ken Moore

**CARRIED**

### **General Business**

The Chair thanked the outgoing Chair, Errol McCormack, for his extraordinary and tireless efforts over the last 8 years in driving the Williams Foundation. The current positive reputation of the Foundation and the solid and collegiate relationships with Defence Industry and the Air Force, Army and Navy is in no small part attributable to Errol McCormack's hard work and dedication over an 8-year period. The Chair moved a vote of thanks to Errol McCormack that was endorsed unanimously by the members.

### **Next Annual General Meeting**

The next AGM will be held in October 2017 on a date to be advised.

### **Close**

The Chairman closed the meeting at 1830.

Geoff Brown  
Air Marshal (Retd)  
Chairman  
Sir Richard Williams Foundation

1 November 2016