

**2023 Annual General Meeting of the**

**Macedon Ranges Sustainability Group**

**Minutes**

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| When | Saturday 28 October, 2023 | Time 3:00 pm to 4:30 pm | Venue: Norma Richardson Hall, Buckland St, Woodend |
| Chairperson | Lenka Thompson | | |
| Attendees | Members: Alex Sims, Ali Fowler, Alice Aird, Alice Elmhirst, Anna Cumming, Anthony Cooper, Bruce Hedge, Carl Hornstrand, Cathy Thesing, Charlie Stanwix, Claire Rowland, Cynthia Troup, David Gunn,  David Thomas, Emilie Michaille, Geoffrey Murray, Helen Radnedge,  Helen Scott, Ian Rennie, Irene O'Duffy, James Mackenzie, Jenn Hornstrand, Jenn Hornstrand, Jennifer Anderson, Jenny Holliday, Jenny Stanwix, Kellie Flanagan, Laurent Michaille, Lenka Thompson, Liam Egerton, Libby Matchett, Lucy Campbell, Matthew Croatto, Murray Stanwix, Natalie Carvalho, Nic Clift, Nicole Middleton, Paul Ruff, Peter Lane, Peter McTaggart, Ralf Thesing, Rob Burdett, Robert Bruhn, Robert Sanderson, Rosie West, Sue Barker, Tino Corsetti, Yvette Clift (48).  Members attending by proxy: Anne Brauman-Lane, Ben Cumming, Bruce Mildenhall, David Gormley-O’Brien, Edward Jarrett, Geoff Cumming, Greg Potter, Heather Potter, Helen Elliott, Judy Mackenzie, Julie Macdonald, Karan Hayman, Kathryn Allen, Lindsay Cumming, Nea Gyorffy, Stuart Grainger, Vincent Mulkerin (17)  Guest: Olivia Hedge | | |
| Apologies | David Gormley-O’Brien, Ian Scott, Johanna Bidwell, Justin Walsh, Mark Horner, Mary-Anne Thomas, Nea Gyorffy, Robert Bruhn | | |

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| 1 | *Introduction, Acknowledgement of Country, Opening Address and Strategy Launch*  Lenka Thompson welcomed all to the event and gave the Acknowledgement of Country.  Lenka Thompson then introduced Deputy Mayor, Cllr Jennifer Anderson who gave an opening address, outlining Council’s Climate response identifying synergies and commonalities with the work that MRSG is doing in the community.  After thanking Cllr Anderson, Lenka Thompson and Jenny Holiday gave a short presentation, including a question and answer session, to launch the MRSG 2023-25 Strategy.  Prior to the commencement of the formal AGM, Olivia Hedge gave a short presentation of the ‘Electrify 3442’ project which is being run as a project of the Renewable Energy Action Group and supported by the Sustainable Homes Action Group. |
| 2 | *Annual General Meeting*  The formal AGM commenced at 4:05 pm, and James Mackenzie (Secretary) determined the number of attendees present as follows:  Members with voting rights present: 48  Proxy votes assigned to members present: 17  Given the total number of members represented exceeded the minimum required (being 30 members) the meeting was declared to be quorate. |
| 3 | *Acceptance of 2022 AGM minutes*  James Mackenzie moved that the minutes of the 2022 AGM be accepted.  Seconded: David Thomas  All present (who had attended the 2022 AGM) were in favour, thus the minutes of the 2022 AGM were accepted. |
| 4 | **Reports**  **President’s Report**  Lenka Thompson gave a brief verbal report thanking the committee members and Action Group Leaders for their hard work and support over the last 12 months. She highlighted a number of key activities held throughout the year, including events held under the Sustainable Living Festivals program, as well as the ongoing success of the Woodend Farmers Market, specifically acknowledging the work of Matty B and his team of volunteers.  Lenka Thompson moved that the Committee’s Report be accepted.  Seconded: Jennifer Anderson  All were in favour, and the President’s report was accepted.  **Treasurer’s Report**  Ralf Thesing noted that the Treasurer’s financial report had been made available on the website for review. He noted that we have had a good year, with similar overall financial results to the previous year (noting the reduced income and expenses from Sustainable Planning Action Group this year), and the association remains in a healthy financial position.  Ralf Thesing moved that the treasurer’s report be accepted.  Seconded: Tony Corsetti  All were in favour, and the Committee’s report was accepted. |
| 5 | **Membership Fees**  *Resolution:* That the MRSG membership fees remain unchanged for the coming year.  Moved: Jenny Holliday  Seconded: Lenka Thompson  All were in favour. **The resolution was carried** unanimously. |
| 6 | **Special Resolutions**  Two special resolutions were tabled by the committee in the Notice of AGM which was circulated to members on 6 October, 2023.  **Special Resolution 1:**  That the MRSG Constitution be amended to include the following additional clause;  60B Circular Resolutions  The committee can allow circular resolutions to decide urgent matters. To pass a circular resolution, an absolute majority of committee members must agree to the resolution in writing, including by email or other electronic communication.  James Mackenzie spoke to the resolution, and noted a question from the floor regarding being able to verify the identity of committee members when electronic communication methods are used. James and Ralf clarified that normally MRSG e-mails or MS Teams chat messages would be used, and access to these is means of communication is controlled by the committee. James suggested that this issue be noted and raised at the next committee meeting (to be held in November).  Moved: James Mackenzie  Seconded: Jenny Holliday  All were in favour. **The special resolution was carried** unanimously.  **Special Resolution 2:**  That clause 49 ‘Who is eligible to be a committee member’ of the MRSG Constitution be amended to read (changes shown in green);  A member is eligible to be elected or appointed as a committee member if the member—  (a) is 18 years or over; and  (b) is entitled to vote at a general meeting, and  (c) has not served on the committee for more than 6 consecutive years (starting from 28 October 2023).  James Mackenzie spoke in favour of the resolution, and noted that this amendment was in line with Australian Charities and Non-for-profit Commission recommendations. In response to a question from the floor, Ralf gave some background as to why a maximum term of 6 years had been proposed, achieving a balance between retaining knowledge of the organisation, allowing time for succession planning, and bringing fresh ideas with new committee members joining the committee .  Moved: James Mackenzie  Seconded: Ralf Thesing  All were in favour. **The special resolution was carried** unanimously. |
| 7 | New Committee nominations  Claire Rowland, returning officer advised that nominations for the 2024 Committee of administration had been received from Lenka Thompson, Ralf Thesing, James Mackenzie, Geoffrey Murray, Jenny Holliday, Johanna Bidwell, and David Thomas prior to the AGM.  Claire called for any further nominations from those present and a nomination from Robert Bruhn was accepted.  Since there were more vacant positions than nominations, all nominations received were elected unopposed. |
|  | Conclude 2023 AGM  The Chairman, Lenka Thompson, closed the AGM thanking all those who attended.    The AGM was concluded at 4:40pm. |