

**2022 Annual General Meeting of the**

**Macedon Ranges Sustainability Group**

**Minutes**

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| When | Saturday 15 October, 2022 | Time 3:00 pm to 4:30 pm | Venue: Held online, via Zoom  |
| Chairperson | Dr David Gormley-O'Brien  |
| Attendees | Members: Adele Hamlyn, Alice Aird, Ben Gill, Cathy Thesing, Chris Holmes, Clare Rowland, David Gormley-Obrien, Emilie Michaille, Geoffrey Murray, Irene McTaggart, James Mackenzie, Jennifer Anderson, Jenny Holliday, Johanna Bidwell, Karan Hayman, Karl Kny, Kathryn Allen, Kellie Flanagan, Lenka Thompson, Libby Matchett, Lynn White, Matthew Barry, Nea Gyorffy, Nikki Barker, Pene Rice, Peter McTaggart, Ralf Thesing, Samantha Rixon, Shannon McAllister, Sharon Nicholson, Silvana Predebon, Stephen Pepper, Sue Barker, Tom Gyorffy (34).Members attending by proxy: Alex Sims, Amy Doran, Andrew Donovan, Anna Cumming, Anna Marie Stassen, Barry McDonald, Bradley Dean, Brandy Monteith, Brent Howard, Brenton Wilkie, Bruce Mildenhall, Carolyn Walker, Catherine Gladman, Chris Latchem, Debbie Rovere, Deborah Pach, Edward Jarrett, Ewen Redman, Geoff Cumming, Grant Connoley, Greg Potter, Heather Potter, Helen Scott, Hew Richards, Ian Rennie, Jane Trikojus, Jean Dunn, Jen Howard, Jim Walker, Joe Pickin, JosIin Moore, Judy Mackenzie, Karen Martin, Keith Altmann, Kerri Stefani, Kerryn Burgess, Lindy Priest, Louisa-jane Sparrey, Lyn Hovey, Maddie Ryland, Malcolm Ryna-Cowell, Mark Howson, Megan Sharkie, Menno Stassen, Michael Clarke, Nick Massaro, Nicole Middleton, Peter Hansford, Rafael Fabris, Roderick Gee, Sasha Trikojus, Shane Richardson, Sue Ellis, Theonne De Kreter, Trent McCamley, Wendy Hudson (56)Guest: Tony O’Loughlin. |
| Apologies | Amanda Harland, Debbie Rovere, Helen Scott, Ian Scott |

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| 1 | *Introduction, Acknowledgement of Country and Guest Speakers*David Gormley-O'Brien welcomed all to the event and gave the Acknowledgement of Country.Lenka Thompson then introduced Tony O’Loughlin from DJAARA (Dja Dja Wurrung Clans Aboriginal Corporation) who gave a presentation on their renewable energy strategy “Nyauwui Mutjeka”. This was followed by Silvana Predebon from MRSC (Macedon Ranges Shire Council) who gave an overview of council’s “Climate Emergency Response Plan”.Lenka Thompson convened questions from the membership and thanked the guest speakers for their most informative presentations. |
| 2 | *Annual General Meeting* The formal AGM commenced at 3:45 pm, and James Mackenzie (Secretary) determined the number of attendees present as follows:Members with voting rights present: 34 Proxy votes assigned to members present: 56Given the total number of members represented exceeded 10% of the membership of the association the meeting was declared to be quorate. |
| 3 | *Acceptance of 2021 AGM minutes*James Mackenzie moved that the minutes of the 2021 AGM be accepted.Seconded: Kellie FlanaganAll present (who had attended the 2021 AGM) were in favour, thus the minutes of the 2021 AGM were accepted. |
| 4 | **Reports****Committee’s Report**David Gormley-O’Brien noted that the Committee’s Report, including Action Group updates, had been provided online for the review of all members prior to the meeting. He gave a verbal precis, highlighting key achievements and noted the importance of partnerships to the association. David also thanked outgoing committee members Bruce Mildenhall and Kellie Flanagan for their contribution to MRSG over many years.David Gormley O’Brien moved that the Committee’s Report be accepted.Seconded: Jenny HollidayAll were in favour, and the Committee’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 financials to the previous year, and the associated remains in a healthy financial position.Ralf Thesing moved that the treasurer’s report be accepted.Seconded: James MackenzieAll 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: James MackenzieSeconded: David Gormley O’BrienAll 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 23 September, 2022.**Special Resolution 1:**This special resolution (ref attached) is to amend the purpose of the MRSG Constitution to comply with Australian Charities and Not for profit Charities Commission requirements and allow MRSG to become a registered charity and retain its Deductable Gift Recipient status. Jenny Holliday spoke in favour of this resolution.All were in favour. **The resolution was carried** unanimously.**Special Resolution 2:**That **Clause 36 Special general meeting held at request of members (2)** (pg. 11) is amended to read as follows (with changes shown in green);1. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote, or 30 members, whichever number is lower.

James Mackenzie spoke in favour of the resolution, which will make it easier in future to obtain a quorum for general meetings, without having to ‘campaign’ for proxy votes.**The resolution was carried** with 81 votes being recorded for the resolution and 3 votes against. |
| 7 | New Committee nominationsNominations for the 2023 Committee of administration were received from David Gormley-O’Brien, Lenka Thompson, Ralf Thesing, James Mackenzie, Geoffrey Murray, Jenny Holliday, Debbie Rovere, and Johanna Bidwell.No further nominations were received at the meeting.The nominations were elected unopposed by the members. |
|  | Conclude 2022 AGMThe Chairman, David Gormley-O’Brien, thanked the members and guests who attended and the guest speakers. He also thanked the Action Group leaders and committee for their efforts and commitment during 2022.  The AGM was concluded at 4:30pm. |

# **SPECIAL RESOLUTION 1:**

That **Clause 2 Purposes** (pg. 3) of the Constitution is amended to read as follows (with changes shown in green);

The association is established to be a charity with a purpose of advancing the natural environment and advancing education in the Macedon Ranges Shire by:

1. Protecting and enhancing the natural environment of the Macedon Ranges
2. Educating and assisting the community to engage in activities, measures and lifestyle changes in the region designed to:
	* significantly reduce greenhouse gas emissions
	* reduce our ecological footprint
	* reduce our reliance on non-renewable sources of energy
	* secure a local food supply and promote sustainable and regenerative agricultural practices
3. Promoting:
	* healthy, low carbon emission impact diets based on a high proportion of plant-based food
	* a circular economy approach to waste - reduce, re-use repair, recycle
	* local energy efficiency, generation and carbon offset projects
4. Advancing public debate and public discussion on a sustainable environment and policies to enhance this
5. Engaging and, where appropriate, partnering with all levels of government to:
	* represent the regional community on sustainability issues
	* increase opportunities to fund sustainability projects within the region
6. Promote our vision to the regional community and beyond through:
	* media exposure promoting community awareness and action related to climate change and sustainability issues
	* working with and advocating at all levels of government in areas related to our stated vision and purpose
	* fostering links with other sustainability and like-minded community groups
	* supporting sustainable locally-based businesses
	* investing in renewable energy projects and using revenues from these for other sustainability projects.
7. Operating a public fund called Macedon Ranges Sustainability Group Fund that will accept donations of money or property for the environmental and educational objectives of the association in compliance with subdivision 30-E of the Tax Assessment Act 1997

and, that **Clause 76 Winding up and cancellation** (pg. 24) of the Constitution ~~and Rules~~ is amended to read as follows;

1. The Association may be wound up voluntarily by special resolution.
2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
4. Notwithstanding clause 76(3), if the association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
	1. gifts of money or property for the principal purpose of the organisation
	2. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
	3. money received by the organisation because of such gifts and contributions.
5. The body to which the surplus assets are to be given must be decided by special resolution.