

**2020 Annual General Meeting Minutes  
6.00pm-8.00pm, Wednesday 24 February 2021  
The Fitzroy Town Hall, Reading Room, Napier St, Fitzroy, Victoria**

**PRESENT:** Board members: Meredith Carter, Dan Barron, Kris Peach, Sarah Witty, Judy Gouldbourn, Chris Lockwood, Roslyn Rule, Naomi Colville

PCA Families staff: Ann Rowley and Deborah Hunt

**IN ATTENDANCE:** Please see attached attendance list of members and non-members

**APOLOGIES:** Dorothy Scott, Leslie Annear, Amanda Stone, Angelina Keskerides, Lisa Milani and Cas O'Neill

<b>Item</b>	<b>Minute</b>
<b>1</b>	<p><b>Welcome</b></p> <p>Naomi Colville, acknowledged the lands on which we meet and all the lands from which we gather and welcomed all members, guests and staff.</p> <p>Meredith Carter, chair of the meeting confirmed a quorum of members was in attendance, noted the apologies received and confirmed that John Milburn Clark would be acting as returning officer for ballots during the meeting. Proxy forms were provided to the Chair prior to commencement of the meeting in accordance with the Constitution – copies of the proxies provided are <a href="#">attached</a>.</p> <p>The chair welcomed founding members Chris Cook and Mary Natoli, Andy Dao PCA Families book keeper, and Staff Deb Hunt and Ann Rowley.</p>
<b>2.</b>	<p><b>President's Report</b></p> <p>Attendees were provided with a copy of the 2020 Annual Report. The president, Meredith Carter, spoke to her report as contained in the annual report.</p>
<b>3.</b>	<p><b>Treasurer's report</b></p> <p>Attendees were provided a copy of the 2020 Auditor's report in the annual report and the financial statements that were distributed with the AGM notice. The Board Treasurer, Roslyn Rule, tabled the Report and provided a brief overview of the key points of the audit and financial reports. Noting that the financial position for next 12 months is in good shape.</p> <p>Ros thanked Andy Dao, PCAF Book Keeper for his ongoing diligence in maintaining PCA Families financial records and efforts to identify grant and other opportunities for further funding.</p> <p>Questions were raised from the floor:</p> <ul style="list-style-type: none"> <li>- Was this year's surplus a risk?</li> <li>- Why were more funds spent on Consultants this year?</li> <li>- Did board members receive payment?</li> </ul> <p>Kris Peach and Roslyn Rule provided answers:</p>

Item	Minute
	<ul style="list-style-type: none"> <li>- The surplus arose from Lower wages than expected associated with the recruitment period for the CEO and other roles, and DHHS was involved in the CEO recruitment process, so it is not anticipated that government funding is currently at risk from the surplus.</li> <li>- Consultants were engaged to deliver key projects for funding including Flexifunding, evaluations, strategic planning and coverage while CEO was being recruited</li> <li>- Board members did not receive payment as consultants as was declared in the financial statements related party note and the auditors who confirmed no related parties payments</li> </ul>
4.	<p><b>CEO's report</b></p> <p>A video report from CEO Lisa Milani was recorded prior to her going on Maternity Leave and presented to the meeting.</p>
5.	<p><b>Ordinary business resolutions</b></p> <p>The Chair and other proxy holders advised the number of proxies they held prior to these resolutions being voted on.</p> <p>To consider, and if thought fit, pass each of these resolutions as an ordinary resolution:</p> <p>5.1  “that the minutes of the PCA Families Annual General Meeting held on 24 October 2019 are a true and accurate record.”  Moved Chris Lockwood, seconded Dan Barron  The motion was carried by the meeting.</p> <p>5.2  “that the tabled 2020 PCA Families Annual Report be accepted.”  Moved Sarah Witty, seconded Naomi Colville  The motion was carried by the meeting.</p> <p>5.3  “that the PCA Families financial statements, including the directors’ declaration and auditor’s report, for the year ending 30 June 2020 be accepted”  Moved Roslyn Rule, seconded Kris Peach  The motion was carried by the meeting.</p> <p>5.4  “That PCA Families appoint the current auditors, Connect Audit, to continue as auditors for the year ending 30 June 2021”  Moved Dan Barron, seconded Kris Peach  The motion was carried by the meeting.</p> <p>5.5  “That, in accordance with PCA Families Rule 12(1), no annual subscription fee for the year ending 30 June 2021 will apply.”  Moved Meredith Carter, seconded Chris Cook  The motion was carried by the meeting.</p>

6.

### Special resolutions

The Chair and other proxy holders advised the number of proxies they held prior to these resolutions being voted on.

To consider, and if thought fit, pass each of these resolutions as a special resolution:

6.1

“That the name of the association be changed from “Post Placement Support Service Inc” to “Permanent Care and Adoptive Families Inc”.”

Moved Chris Cook, seconded Naomi Colville

The Chair declared the motion was carried unanimously by the meeting.

6.2

“That the rules of the association be repealed in their entirety and replaced by the Constitution document tabled at the meeting and signed by the Chair for identification.”

The Chair spoke in favour of the resolution highlighting the key reasons for the changes noting that:

- Our current rules were adopted in 2013 and no longer fully comply with the ACNC Act and the Victorian Associations Incorporation Reform (VAIR) Act 2012. We must comply with both as we are a registered charity, with deductible gift recipient status, and an incorporated association.
- Members rights are not adequately safeguarded in the current rules
- Extensive and unnecessary process clauses:
  - o restrict the Board’s flexibility to deal with unusual circumstances such as Covid-19.
  - o increase the difficulty of easily complying with the Rules, putting our registration as a charity and government funding at risk, as these require us to comply with relevant legislation and good governance requirements.
- Contradictory clauses exist.
- The current rules do not reflect contemporary good governance as set out in the ACNC model Constitution and advised by AICD, My Community and our solicitors Herbert Smith Freehills. Best practice corporate governance protects member interests and assists in attracting high quality board member candidates.
- Our ‘purpose’ in the current rules does not fully reflect our current activities as it does not refer to our advocacy on behalf of members and their interests, which has been so important this year in obtaining additional flexi-funding.

Clarity was sought from the floor about when the new constitution would take effect, and the chair confirmed that would be when Consumer Affairs Victoria approved them.

Discussion from the floor was held for and against a range of elements of the proposed constitution, including

- The change from the maximum number of directors from 12 to 9
- The need for this meeting to be in person because of the secret ballot requirements associated with the voting on board member nominations and the proposed rules providing the capacity to hold meetings via videoconference in future.

- The role of clause 10.1 (a) in confirming the new board at the point the new rules are approved
- The clauses associated with filling casual vacancies in the current rules and the proposed rules
- Differences between the role of CAV model rules and ACNC model rules and the appropriateness for PCAF and that CAV model rules do not comply fully with the ACNC requirements

It was discussed that the special resolutions had to be put to the meeting and voted on unchanged and that if further changes were proposed that they could be dealt with by a future general meeting.

Moved Chris Lockwood, seconded Roslyn Rule

A member requested that the vote be in writing. This being permitted by the Victorian Incorporated Associations Act the returning officer conducted a secret ballot of all members present and their proxies.

The returning officer confirmed that more than three quarters of the members voting at the meeting (both in person and by proxy) voted in favour of the resolution.

The Chair declared the motion was carried by a 75% majority

**7. Board member elections**

7.1

To consider, and if thought fit, pass the following resolution as an ordinary resolution: 'that in accordance with PCA Families Rule 53(1), the number of ordinary board members of the Board to hold office until the next Annual General Meeting for the year ending 30 June 2021 is 5.'

Moved Judy Gouldbourn, seconded Dan Barron

The Chair declared the motion carried by the meeting.

7.2

The Chair presented the election of Board members, as per part 5, division 3 of the PCA Families *Rules of Association*.

Under clause 50 of the current *Rules of Association*, the chair declared all positions of the committee vacant and invited nominations from the floor for all positions.

7.3

The Chair advised that for the position of President, one nomination was received from herself, Meredith Carter.

Further nominations were called for, and none received.

The Chair declared herself, Meredith Carter elected President.

7.4

The Chair advised that for the position of Vice President, one nomination was received from Naomi Colville.

Further nominations were called for, and none received.

The Chair declared Naomi Colville elected Vice President.

7.5

The Chair advised that for the position of Treasurer, one nomination was received from Roslyn Rule.

Further nominations were called for, and none received.

The Chair declared Roslyn Rule elected Treasurer.

	<p>7.6</p> <p>The Chair advised that for the position of Secretary, one nomination was received from Chris Lockwood.</p> <p>Further nominations were called for, and none received.</p> <p>The Chair declared Chris Lockwood elected Secretary.</p> <p>The Chair advised that for the role of Ordinary Member, 7 nominations were received:</p> <ul style="list-style-type: none"> <li>• Leslie Annear</li> <li>• Dan Barron</li> <li>• Judy Gouldbourn</li> <li>• Julio Gonzalez</li> <li>• Kris Peach</li> <li>• Jose Torres</li> <li>• Sarah Witty</li> </ul> <p>Further nominations were called for and none received.</p> <p>The chair invited all candidates to present a brief speech, which they did, and the chair spoke on behalf of Leslie Annear who was an apology to the meeting.</p> <p>The Chair asked the returning officer to conduct a secret ballot to determine the 5 ordinary members to be appointed to the Board.</p> <p>The returning officer provided all members eligible to vote with a blank piece of paper (or the requisite number of pieces to cover the proxies they held) on which to write the names of the 5 candidates for whom they wished to vote.</p> <p>The returning officer advised that the following 5 candidates received the most votes for election as ordinary members to the Board:</p> <ul style="list-style-type: none"> <li>• Leslie Annear</li> <li>• Dan Barron</li> <li>• Judy Gouldbourn</li> <li>• Kris Peach</li> <li>• Sarah Witty</li> </ul> <p>The returning officer declared these members elected. The Chair, congratulated them on their appointment to the Board, and all nominees were thanked.</p>
<p><b>8.</b></p>	<p><b>Other business</b></p> <p>8.1 Acknowledgments</p> <p>The chair thanked all members who came to the AGM and those who provided proxies for their patience and contributions. The Chair noted the hard work that had been put in to ensure the AGM could proceed She thanked and presented gifts to Deb Hunt, and John Milburn-Clark for their particular contributions to the success of the AGM. She also paid tribute to the support our financial officer, Andy Dao had provided to the organization particularly during the pandemic and presented a small gift to Andy as a token of our sincere appreciation.</p> <p>8.2 CAV Notification regarding financial statements</p> <p>The required certification confirming the financial statements were presented at the annual general meeting in accordance with the Associations Incorporation Reform Act 2012, Sections 94(3), 97(3) and 100(3) was completed by the Secretary and attached to these minutes as required by Consumer Affairs Victoria.</p>
<p><b>9.</b></p>	<p><b>Annual general meeting closed at 8:20pm</b></p>

### List of attendees to 2020 AGM

First Name	Last Name
Dan	Barron
Caroline	Buchanan
Meredith	Carter
Naomi	Colville
Jason	Colville
Jeanette	Conrick
Christine	Cook
Julio	Gonzalez
Judy	Gouldbourn
Deborah	Hunt
Kristi	Lambert
chris	lockwood
Kris	Peach
Pedro	Ramos
Veronica	Ramos
Roslyn	Rule
Charlie	Salloum
Jose	Torres
Sarah	Witty
John	Milburn-Clark
Andy	Dao
Ann	Rowley
Zahra	Shire