
Annual General Meeting

MINUTES OF MEETING

6:00 PM Thursday, April 11, 2019

Judith Wright Centre of Contemporary Arts, Level 2, 420 Brunswick
St, Fortitude Valley Q 4006

1. Meeting Open

Meeting Opened By John O'Toole at 6:09 PM

Attachments

[FAA-Notice-of-Meeting-AGM2019.pdf](#)

2. Attendance and Apologies

Attended

Andy Stephanos
Gabriella Ritchie
John O'Toole
Kathy Schaefer
Kerryanne Farrer
Liz Allen
Margaret McLennan
Margaret Baguley
Michelle Tuahine
Sarah Barron
Susan Ostling
Wendy Brooks

Apologies

Mary-Louise North

Actual attendance:

John O'Toole (meeting Chair, President)
Susan Ostling (Vice President)
Gabriella Ritchie (Secretary)
Andy Stephanos (Treasurer)
Margaret Baguley
Sarah Barron
Wendy Brooks (by phone)
Claudia Gray (by audio)
Kasia Kondas (by phone)
Margaret McLennan
Abramo Papp (by video)
Kathy Schaefer (by video)
Michelle Tuahine
Kerryanne Farrer (EO, in attendance)
Paul Thompson (Staff member, in attendance)
Liz Allen (Minute taker, in attendance)

3. Acknowledgement of Country

Michelle Tuahine facilitated a formal Acknowledgement to Country which the Board endorsed and all present took a minute's silence to reflect on and thank Elders past and present.

4. Declaration of conflicts of interest

No conflicts declared

5. Minutes of 2018 AGM

No corrections to the previous minutes were noted and it was confirmed that there were no matters arising from the minutes that are not otherwise being discussed in this meeting.

Motions

004 Minutes accepted

Status: Carried **Mover:** Sarah Barron **Seconded:** Andy Stephanos

6. Reports and statement

The reports were delivered verbally to the meeting's attendees as the Annual Report had not been circulated before the meeting.

Chair's Annual Report

The report focused on highlighting FAA's key milestones for the last 12 months and in particular noted the refinement of governance practices, internal systems upgrade and strengthening of relationships with USQ and Regional Arts Australia. In addition the Chair acknowledged the continued support of a number of organisations and specifically highlighted the efforts of particular individuals.

The Chair proposed that his report be accepted without amendment and it was seconded by Vice Chair Susan Ostling and passed unanimously.

Executive Officer's Annual Report

The EO's report focused on the year of growth and the many changes to FAA over the past 12 months. In particular, Kerryanne highlighted the fundraising initiatives taken on by FAA over the year, the team's drive to innovate the business to ensure it meets the expectations of FAA's key stakeholders and importantly how the organisation continues to play its part to ensure exposure of regional artists in Brisbane. Looking forward to 2019, FAA will continue to explore opportunities to diversify relationships with remote and rural communities. The EO also expressed her thanks to the Board and Staff.

The Chair wished to endorse the EO's comments and recognise the efforts of the staff (and the staffing committing and EO) over the past 12 months.

Gabriella Ritchie proposed that the EO's report be accepted and it was seconded by Abramo Papp and passed unanimously.

Audit and Finance Report

The Treasurer hand delivered a written summary of the financial and audit reports that had been approved by the Audit Committee and provided a verbal summary of those reports to the members in attendance. The audit was conducted by Brian Tucker Accounting in March finding that \$1000 worth of expenses provisioned in the 2018 year were actually 2019 year expenses. As a result, the 2018 figures have been adjusted to reflect that the overall position was improved by \$1000 and so the FAA retained earnings are over \$100,000 to start 2019. It was noted that all areas of the organisation performed favourably against their budgets despite commencing the year from a challenging starting point. The audit report also confirmed that FAA's control processes are sound and financials are accurate and truly represent the position of the organisation.

On the budget for 2019, the final version has small profit of circa \$800 thanks to greater understanding by staff to their individual cost centre budgets and also due to increased funding available thanks to Arts Queensland, and the renewed professionalism of FAA's fundraising approach. The Treasurer acknowledged that the 2018 year was a great result thanks to a team effort.

The Chair endorsed the Treasurer's comments and the Board offered their congratulations to the Treasurer's efforts and the staff's efforts to manage budgets more economically.

Margaret McLennan proposed that the Audit report be accepted, which was seconded by Kathy Schaefer and passed unanimously.

Attachments

[Final draft 2018 annual report document lores.pdf](#)

Motions

005 Reports and statements

That the Annual Report, Auditor's Report and Income and Expenditure Statements be accepted. Accepted by consensus.

Status: Carried

7. Special Resolution: Changes to Rules of Association

Gabriella tabled the proposed amendments to the Rules of Association offering the following overview of the

changes. Since the review held 18 months ago, a number of the FAA association rules were highlighted as needing updating or changing to reflect present standards. Most have been managed internally by the Board to date and adopted already but there are now some final changes required that require support of the members. Broadly, the biggest change is to the membership classes to reflect the classes of the organisation and a change to quorum rules. Additionally, the amendments introduce a change to the time limit for committee members (3 years) and update notice provisions and wording around public fund and winding up rules. For those board members that have been a member for two terms, there is still an option that they can be invited to future board meetings but will not formally be a board member. The changes do not preclude a former member from re-nominating in the future for a further 3-Year term.

The Board noted some typographical errors that will be amended in the final version of the rules. In the **Revised rules of Association** under Membership 7.4 (a) **whether or not** (note)

It was also noted that the changes were proposed by McCullough Robertson Lawyers as part of their community partnership program and the Board expressed their thanks.

Attachments

[Attachment 1 - FAA Rules revised - March 2019.pdf](#)

[Attachment 2 - Summary of Proposed Changes to the FAA Rules.pdf](#)

Motions

006 Changes to the Rules of the Association

A special resolution is proposed: That the Rules of the Association be amended as provided for in the marked up copy of the Rules (Attachment 1) and as explained in the notes to the proposed rule changes (Attachment 2).

Status: Carried **Mover:** Sarah Barron **Second:** Andy Stephanos

8. Election of Office bearers and other members of the Management Committee

The nominations were circulated prior to the meeting. The EO took over to Chair the discussion of the election. 30 proxy forms were received, with one additional proxy form received but invalid due to it appointing the EO and not a Board member as that member's representative.

The nominations to the Board were as follows, and all passed unopposed.

Executive

- John O'Toole (Chair)
- Susan Ostling (Vice-Chair)
- Gabriella Ritchie (Secretary)
- Andrew Stephanos (Treasurer)

General members

- Kathy Schaefer
- Margaret Baguley
- Kasia Kondas
- Sarah Barron
- Wendy Brooks
- Michelle Tauhine

Moved by the EO that they be proposed and no objections so all nominations passed unanimously.

The Board did offer their recognition to the efforts of Mary-Louise North and Margaret McLennan and on behalf of the new Board and the old Board offered their thanks to those individuals for their assistance and guidance over the years.

9. Appointment of Auditor

It was noted that Brian Tucker has retired and will not continue as FAA's auditor however his firm will continue to operate. Brian's service to FAA over the years was acknowledged and appreciated and in particular his longstanding understanding of the business.

The Treasurer recommended that the appointment of Brian's firm continue under the leadership of the new auditor Billy Joe Thomas.

Motions

008 Appointment of Auditor

That AMW (Audit) Pty Ltd trading as Brian Tucker Audit be appointed as the auditor of the Association.

Status: Carried **Mover:** Andy Stephanos **Second:** John O'Toole

10. Next Annual General Meeting

That the next Annual General Meeting be held on Thursday 16 April 2020.

11. Meeting Close

Meeting closed at 7:20 PM

[Next Meeting](#)

General Meeting

5:30 PM, Thursday, May 23, 2019

McCullough Robertson, Level 11, 66 Eagle Street, Brisbane

Signature

Motions Summary

#	Title	Mover	Seconder	Status
004	Minutes accepted	Sarah Barron	Andy Stephanos	Carried
005	Reports and statements			Carried
006	Changes to the Rules of the Association	Sarah Barron	Andy Stephanos	Carried
008	Appointment of Auditor	Andy Stephanos	John O'Toole	Carried