

2018 Annual General Meeting

Minutes *(draft: 30 May, 2019)*

Meeting	Annual General Meeting
Location	Melbourne Glassworks, 76-78 Smith Street, Kensington Victoria 3031
Date	Saturday, 16 March 2019
Time	4:00pm, AEST
Chairperson	Kate Nixon (President)
Present	Kate Nixon (President), Kerry Rowe (Vice President), Denise Orchard (Treasurer), Peter Nolan (Secretary, Membership Secretary), Christine Atkins (Exhibitions), Rose-Mary Faulkner (Projects) and Grace Blakeley-Carroll (Special Projects). Elaine Pounder-Smith, Maureen Williams, Ede Horton, Jennifer Hay, Richard Morrell and Mark Douglass.
Apologies	Laurel Kohut, Elaine Miles, Doug Carson, Glenda Kent, Mignon Johnston, Merinda Young Ron Lees, Emma Varga and Martin Haskett.
Proxies	Merinda Young, Emma Varga, Ron Lees, Martin Haskett

PRELIMINARY

At 4:00pm Peter Nolan (Secretary) addressed the meeting, noting that having come to the scheduled meeting time with less than the required quorum (i.e. 10% of the membership viz ~25) there would be a 30 minute adjournment, after which (as per the constitution) the AGM would proceed with the number in attendance.

During the adjournment Board and members present discussed ideas for activities and strategic processes for Ausglass in the future.

The formal proceeding of the AGM began at 4:30pm.

1.	<p>Opening <i>(Kate Nixon, President)</i></p> <p>Welcome to the Annual General Meeting of the Australian Association of Glass Artists Limited for the reporting period and financial year 2017 - 2018.</p> <p>In opening the meeting we acknowledge and celebrate the first nations Australians on whose traditional lands we meet and pay our respect to the elders past, present and emerging, in maintaining the culture, country and spiritual connection to the land. Ausglass is committed to the first nations' people reconciliation, which we believe is critically important to our organisation, our society and our country's future.</p> <p>The notice of meeting for the AGM and papers was emailed to members on 23 February, 2019. The Board acknowledges that this was a day later than the advanced period specified in the Constitution. Our apologies for this delay, caused by competing responsibilities as the CoLab Conference wound down in the days immediately preceding the due date.</p> <p>It was noted that apologies have been received and recorded from nine members.</p> <p>Proxies have been received from four members, all of whom ceded their proxy to the meeting chair along with specific direction for voting on each of the AGM resolutions, as</p>
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	circulated in the AGM notice and agenda.
2.	Adoption of the Minutes of the 2017 AGM (Kate Nixon, President)
	<p>It was noted that a technical oversight resulted in minutes of the 2017 AGM not being circulated ahead of the AGM and are not currently available. The Board apologised for this oversight. The 2017 draft minutes will be circulated shortly by email.</p> <p><u>Motion:</u> <i>That, subject to their distribution and any required amendments, the minutes of the 2017 AGM, held 24 March 2018 at Mt Hawthorn, Western Australia, be confirmed and accepted.</i></p> <p>Moved: Kate Nixon Seconded: Kerry Rowe Vote on the motion: Carried</p>
3.	President's Report and adoption of the Annual Report for Ausglass for 2017-2018 (Kate Nixon, President)
	<p>The President's report is a part of the annual report circulated to members in the past week. An electronic copy will be available shortly on the website. The principal point of that report were paraphrased as below;</p> <ul style="list-style-type: none"> • 2018 was a year of planning and preparation for The CoLab Conference (February, 2019) • A professional development course was offered in WA and successfully received. • 2017 AGM was also held in Perth in March 2018 and well attended by the local cohort of members. • Ausglass provided sponsorship for the 2018 exhibition organised by GAWA exhibition. • A positive networking event held in Melbourne at the studio of Ruth Allen allowed several members to share their impressions and experiences of attending the GAS Conference in Venice/Murano. • Pleasing to note that our State Rep network is almost full and is increasingly active in organising local activities for the benefits of members. • Arron Micallef (Qld rep) organised excellent networking event with an enthusiastic mix of Ausglass members, non-members, artisans and gallery representatives. Feedback included that they were keen to do more educational opportunities. • Ausglass was successful in winning grant support from The Australia Council for the Arts to support participation of Australian artist in The CoLab Conference. This success speaks of the good standing and reputation of Ausglass for delivering high quality conferences. Thanks to Elaine Miles and Peter Nolan for assistance in preparing that grant application. • Over the year the Board has focussed on long-term financial viability of the organisation. It is looking to improve what we do, build member benefits and expand the audiences and opportunities for our membership. • The groundwork for updating IT and technical platforms has received attention; with a view to improving what we do and the efficiency of those processes. The Board is looking to update the website, move our membership and financial systems to allow for rolling membership and streamlining our corporate reporting obligations. • A special thanks was recorded to Spike Deane for keeping our social media platforms on track; her regular and consistently high quality inputs have benefited members, including promoting members' works through the various social media channels.

- 2018 welcomed two new board members; Rose-Mary Faulkner and Grace Blakeley-Carroll – both of whom have already proved to be valuable members of the Board.
- Thanks to all fellow Board members for their hard and tireless work over the course of the year.
- “As President I feel immensely privileged to be part of an enduring and vital organisation and to work alongside such talented and passionate people.”
- The Board is looking forward to 2019; it will be a year of innovation and growth. We have already seen an amazing conference in NZ and we will continue to work hard to support all glass artists: from emerging and early career to established artist as a Board we hope for members’ continued support, inspiration, encouragement and collaboration.

The 2017-2018 Annual Report was circulated to members in the fortnight preceding the AGM. An electronic copy will be posted and available on the website.

Motion: *That the Annual Report for the year 2017-2018 be received and adopted.*

Moved: Kate Nixon

Seconded: Christine Atkins

Vote on the motion: **Carried**

4. Treasurer’s Report and Adoption of the Financial Report of Ausglass for the Financial Year 2017-2018 (Denise Orchard, Treasurer)

The audited Financial Report and Statements for the year ended 31 October 2018 were sent to all members as a stand-alone document and are also included as part of the annual report.

As 2017-18 was a non-conference income received of **\$37,853** was substantially less than in 2016-17 when the very successful 18th biennial conference (r)evolve generated \$166,266 of the total income for the year of \$200,958.

Total expenditure for 2017-18 was **\$51,234** compared to \$187,654 in the previous year.

This resulted in Ausglass having a shortfall of **\$13,381** (after transfers) compared to a surplus of \$13,105 in 2017.

While administrative expenses were well contained for a non-conference year the shortfall reflects a continuing trend of a reduction in members’ subscriptions in non-conference years. In 2017-18 members’ subscriptions totalled **\$17,962** compared with the 3 previous non-conferences with subscriptions received of \$24k, \$35k and \$41k.

In addition there was an unbudgeted cost of \$2,000 for renewal of our Trademark and a contribution to the Colab conference of \$5,000.

Cash on hand as at 31 October 2018 was \$481,765 (almost \$9000 ahead of the previous year) and comprised:

Cash at Bank	\$62,785
Deposits at call	\$51,661
Cash on Deposit	\$255,099
Vicki Torr Memorial Fund	\$95,471
Ausglass Fund Account	\$16,747

Vicki Torr Memorial Prize: In 2015 the Board of Ausglass decided to substantially increase

	<p>the prize money for the biennial Vicki Torr Memorial Prize to \$8,000 for the 2015 Conference and on into the future. The Vicki Torr Fund which currently stands at \$95,471 only funded the Vicki Torr Online Gallery Prize of \$2,000 in 2017-18. The biennial Vicki Torr Memorial Prize of \$8,000 which was awarded at the recent Colab Conference will be drawn down in 2018-19.</p> <p>Future funding: Continuing to grow the organisation’s revenue base is critical to Ausglass being able to deliver and expand its services to members. The challenge for the Board is to address the decline in membership particularly in non-conference years and to identify opportunities for additional sources of revenue.</p> <p>Administration: The Treasurer recorded her sincere appreciation for the support she received from her Board colleagues throughout the year and offered special thanks to Fiona Holmes, Ausglass book-keeper, for her ongoing support, especially during the annual audit process and, this year, as we transitioned to online banking.</p> <p><i>Motion: That the Financial Statements of the Association and the Directors’ Report, Directors’ Declaration and Auditors’ Report for the financial year ended 31 October 2018 be adopted.</i></p> <p>Moved: Denise Orchard</p> <p>Seconded: Rose-Mary Faulkner</p> <p>Vote on the motion: Carried</p>
<p>5.</p>	<p>Amendment of Section 7. (Admission) of the Ausglass Constitution (2007) <i>(Peter Nolan, Secretary)</i></p>
	<p>At the 2017 AGM an extensive review and revision of the 2007 wording of the constitution was foreshadowed. It is proposed to base that review and re-write on the constitution template recommended by the ACNC (Australian Charities and Not-for-profits Commission). This has become a ‘standard’ adopted by many organisations that operate in a similar fashion to Ausglass. The proposed review, recasting and preparation of supporting documentation are yet to be completed. Once drafted and an explanatory memorandum prepared – this explains the new provisions and reconciling changes from the current constitution - the documents will require circulation to members and opportunities for question to be raised and answers circulated. It is planned that this process will be completed during the remainder of this year (2019).</p> <p>Pending that exercise the Board has identified one matter that requires more immediate attention; this is a discrepancy between the membership application/approval/payment sequence as written in the constitution and that used in practice. The discrepancy has come about over several years, a product of the move some time ago to allow people to apply on-line for membership. At present a prospective member may apply online, pay their membership fee (and purchase insurance if they want). That application is subsequently accepted at the next meeting of the Board and the new member is advised. This process differed from that described in s.7 of the constitution viz. application submitted, considered and accepted by the Board – applicant advised and asked for payment. The changes proposed in the resolution as circulated in advance of this meeting substitutes the latter for the current sequence of steps from on-line application.</p> <p>In circulating the proposed amendment to Members, Ron Lees has responded with two very good points. Firstly that there is no provision in the new provisions for a refund of monies (membership and insurance) in the event that the Board were to reject a membership</p>

	<p>application (WE are unaware that this has ever happened). Furthermore, subclause 9.2(a) of the constitution could be invoked in such a scenario such that the Board could keep such monies. Neither part of this scenario nor is the intent or wish of the Board.</p> <p>Discussion of these points with Ron has led to an agreement that we would proceed with the amendments as circulated – there has been inadequate time to redraft and circulate another version of the proposal (which required 28 days notice to Members.)</p> <p>The Board, however, wishes to record in today’s minutes that in the unlikely event of a membership application being denied by the Board – all monies paid as part of that application (including insurance premium) will be refunded in full to the applicant.</p> <p>In further discussion about the constitution Richard Morrel raised concern about the prospect of membership ‘stacking’ if anyone was looking to gain access to Ausglass assets. Richard suggested that such a scenario could be mitigated against if the constitution included criteria for membership e.g. arts practitioner, demonstrated collector, gallery owner, relevant industry association. The matter was acknowledged as one not addressed in the current constitution although some control/ protection in that the Board must accept/approve all applications for memberships. The Secretary undertook to ensure that this matter would be included in the planned review of the full constitution.</p> <p>In relation to that fuller exercise, Elaine Pounder-Smith asked about the process for preparing that new draft of the constitution. Peter Nolan has undertaken to prepare a complete draft, consulting firstly with a couple of members who have expressed interest in being involved with that exercise and also consulting with a lawyer who has offered pro-bono assistance. Once a new draft and explanatory explanation has been prepared, both will be circulated to the full membership seeking comment and any questions. Responses to those queries will also be circulated to all members. It is planned that by the time of the next AGM and a motions to replace the current constitution with the new one, all Members will feel confident that the proposed constitution is complete and sound, and will well serve Ausglass into the future</p> <p>After discussion the resolutions to amend the constitution as circulated to Members were put to the meeting</p> <p>The second amendment is consequential to the first, the clause referring to a part of the membership application process that is abolished by the amendment above.</p>
<p>5.1</p>	<p>Motion: <i>To amend the Ausglass Constitution (2007) such that the following clauses read:</i></p> <p>7.2 <i>Applications for membership of the Company must be in writing, signed by the applicant, accompanied by the first annual subscription and in a form approved by the Directors in their absolute discretion.</i></p> <p>7.6 <i>As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance.</i></p> <p>7.7 <i>An applicant for membership becomes a Member when the application is accepted by Directors (clause7.3).</i></p> <p>Moved: Peter Nolan Seconded: Rose-Mary Faulkner Vote on the motion: Carried</p>

5.2	<p>The second amendment is consequential to the first, the clause referring to a part of the membership application process that is abolished by the amendment above.</p> <p><u>Motion:</u> <i>Omit clause 7.8 from the Ausglass Constitution (2007).</i></p> <p>Moved: Peter Nolan Seconded: Ede Horton Vote on the motion: Carried</p>
<p>6. Board Retirements (Kate Nixon, President)</p>	
6.1	<p>Retirement of Denise Orchard: It was noted that Denise’s three year term as Director expired in December 2018. At that time she was co-opted by Directors to continue on the Board in order to bridge the period until the present AGM. As a co-opted Director, Denise retires at this AGM, as required by the provisions of cl.30.2 of the Ausglass Constitution.</p>
6.2	<p>Retirement of Elaine Miles: Elaine’s three year term also expired in December 2018. At that time she was co-opted by Directors to continue on the Board in order to bridge the period until the present AGM. As a co-opted Director Elaine retires at this AGM, as required by the provisions of cl.30.2 of the Ausglass Constitution.</p>
<p>7. Appointment of Directors (Kate Nixon, President)</p>	
	<p>It was noted that four proxies had been received and votes applied in accordance with the directions therein.</p> <p>Noted that both Denise Orchard and Elaine Miles have nominated for re-election</p> <p>Of the existing Directors the terms of the following continue:</p> <ul style="list-style-type: none"> • Kate Nixon • Kerry Rowe • Peter Nolan • Grace Blakeley-Carroll • Christine Atkins • Rose-Mary-Faulkner
7.1	<p>Election of Denise Orchard: Denise has been an invaluable part of the organisation as Treasurer for many years. Overseen all aspects of the organisations’ financial affairs and managed our transition from manual to electronic banking. Denise has no other public company directorships. The Directors unanimously recommend that members vote in favour of the motion.</p> <p><u>Motion:</u> <i>Denise Orchard be appointed to the Board of Ausglass to serve as a Director of Ausglass (The Australian Association of Glass Artists) Limited.</i></p> <p>Moved: Kate Nixon Seconded: Maureen Williams Vote on the motion: Carried</p>
7.2	<p>Election of Elaine Miles: Elaine has served as Director over the past three years. She has contributed to Board business in several capacities, including grants and funding and co-ordination of the Honorary Life Membership process. Elaine has no other public company directorship. The Directors unanimously recommend that members vote in favour of the motion.</p>

	<p><u>Motion:</u> <i>Elaine Miles is appointed to the Board of Ausglass to serve as a Director.</i></p> <p>Moved: Kate Nixon</p> <p>Seconded: Jennifer Hay</p> <p>Vote on the motion: Carried</p>
8.	Confirmation of Resolutions (<i>Kate Nixon, President</i>)
	<p>In summary the meeting has:</p> <ul style="list-style-type: none"> • confirmed as accepted the Minutes of the 2017 AGM minutes(pending distribution and amendments • accepted the annual report of the 2017-2018 period. • accepted the financial report and associated statements for the year ended 31 October 2018 • reappointed as Directors Denise Orchard and Elaine Miles
9.	Announcements (<i>Kate Nixon, President</i>)
	<p>Whilst it is tradition to announce Ausglass-sponsored prizes and award at the AGM, it is different this year because the AGM is being held separately from our conference</p> <p>At the recent CoLab Conference in Whanganui we were pleased to announce the winner of the 2019 Vicki Torr Memorial Prize as Lee Howes, long-time Ausglass members from Western Australia. The prize is valued at \$8000 and is awarded on the basis of votes from Ausglass members. This year for the first time the competition was conducted online rather than being an exhibition associated with the conference – a consequences of the logistical issues posed by holding the conference in New Zealand. The Board offers its collective congratulations to Lee</p> <p>It was also a delight at the conference to announce Richard Clements as our latest life member. Richard has enjoyed a successful 40-year career in glass and is one of the founding group to form Ausglass. On behalf of the Board and all Ausglass Members we offer our collective congratulations to Richard.</p>
10.	Close of meeting
	<p>The meeting closed with thanks from the President to attending members for their support and attendance at the AGM for the 2017-18 reporting period.</p> <p>The meeting closed at 5:10pm</p>

Authorisation:

Chairperson: Kate Nixon, President

Date:

Signed: