



**Minutes of the Thirteenth Annual General Meeting
of the Australian Alpaca Association
Held at the 95 Northbourne Ave Turner ACT at 12 midday
21 September 2019**

Attendees:

Robin Wirth
Bob Kingwell
Bob Richardson
Sue Harris
Steve O'Keefe
Ian Frith
Pauline Glasser
Colin Glasser
Rochelle Veitch

Ron Condon
Kerry Dwyer
Michelle Malt
Prue Walduck,
Andrew Munn
Trevor Parry
Shane Read,
Tim Toshack
Graham Lugg

Keryn Burns
Beverley Burns
Paul Haslin
Fran Haslin
Lyn Dickson
Maureen Bates
Michael Davis
Ros Davis
Christine Greig

Non-Voting Attendees: Margaret Dwyer, Amanda Olthof, Tanya Wheeler

Apologies:

Sarah Wheeler
Sharon Dawson
Andrew Hulme
Lynda Holdsworth
Cheryl McGahey
Ian Vanderbeek
Stephen Rowley
Barbara Linley
Linda Smith
Sheryl Simper
Geoff McGahey
Fiona Vanderbeek
Ian Preuss
Louise Holbrook

Amanda Harradence
Angela Preuss
Geoffrey Simper
Wendy Lyons
Jacob Lindsay
Krystle Lindsay
John Harris
Marie Fitzgerald
Helen Sorby
Wayne McCauley
Nic Holdsworth
Debra Trostian
Steve Trostian
Helen Kingwell

Bronwyn Munn
Ada Milley
Ann Parry
Nick de Bruyn
Linda Davies
Paul Cramley
Liz Coles
Rosemary Eva
Richard Wirth
Paul Malt
Debbie O'Neill
Kate Bailey
Chris Bailey

Following an acknowledgement to Country and one minute's silence to honor the passing of AAA members over the year, the President declared the Annual General Meeting open at 12.04 pm

Nineteen proxies were received. 9 left to the discretion of the proxy holder. 10 proxies given with directions to vote in a particular way. The directions were announced, and the proxies left to the discretion of the proxy holder were voted and counted and the total proxy votes for and against a motion were announced to the meeting before the motion was put to the meeting.

1. Confirmation of 2018 AGM minutes of meeting

M19M1: The minutes of the 2018 AGM be confirmed.

Moved: Paul Haslin

Seconded: Pauline Glasser

CARRIED

2. President's Report



Ian Frith provided the meeting with his President's Report. He thanked the current AAA Board for their hard work and acknowledged the efforts of Sharon Dawson and Andrew Hulme who chose not to renominate for the Board. He also acknowledged former director Fiona Vanderbeek who had finished her term last year. Volunteers throughout the AAA were thanked for their role in contributing to the company.

Ian noted the achievements that had taken place during the year to enhance the future viability and sustainability of the industry.

The President's report was noted as being received.

3. Treasurer's Report, Audited Financial Statements, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2019.

The Treasurer, Steve O'Keefe presented the Treasurer's report, along with the Audited financial statements for the year ended 30 June 2019.

Questions from the floor:

Graham Lugg questioned borrowing – SOK explained the borrowing to pay for the insurance premium.

M19M2: That the Audited Financial Statements of the company for the year ended 30 June 2019 be received.

Moved: Shane Read Seconded: Kerry Dwyer **CARRIED**

4. To consider and, if thought fit, to pass the following resolutions as special resolutions to amend the Constitution and Regulations:

Special Resolution (A)

M19M3 To amend clause 4.3(e) of the Constitution to read:

"A Youth/Educational Member is entitled to:

- (A) Receive electronic information provided to all Members;
- (B) Attend general meetings of Members;
- (C) Apply for a Herd Prefix;
- (D) Register and transfer animals and verify service by a stud male on the IAR according to the relevant rules as determined by the Board; and
- (E) Show animals at Company Accredited shows. The Board may admit as a Youth/Educational Member at its sole discretion and without giving any reason for doing so:

(i) any person who is 18 years or over and under the age of 21 years and such a Youth/Educational Member shall also be entitled to:

- (A) nominate eligible Members for election as a Director of the Company;
 - (B) Vote at any meeting or in a Ballot; and
 - (C) Vote in elections for Directors;
- but shall not be entitled to stand for election to the position of Director;

(ii) Any person who is under the age of 18 years and such a Youth/Educational Member, if they have attained the age of 16 years, shall also be entitled to stand for election to any committee so authorised under the Regulations but shall not be entitled to:

- (A) nominate eligible Members for election as a



- Director of the Company;
- (B) Vote at any meeting or in a Ballot;
- (C) Vote in elections for Directors; or
- (D) Stand for election to the position of Director;

(iii) Any educational institution (and the educational institution must nominate a person as its representative and may change its nominated representative by notice in writing) but shall not be entitled to:

- (A) nominate eligible Members for election as a Director of the Company;
- (B) Vote at any meeting or in a Ballot;
- (C) Vote in elections for Directors; or
- (D) Stand for election to the position of Director.”

Moved: Sue Harris Seconded: Trevor Parry **DEFEATED** (73% of total votes in favour)

Special Resolution (B)

M19M4: To amend clause 8.1 of the Constitution to read:

“The Board may of its own motion arrange to hold a Ballot to vote upon a measure or to elect a Director of the Company and must arrange to hold such a Ballot if required by requests:

- (a) In writing and signed from at least 20 of the Full and Life Members and delivered in the same manner and within the same time frame as a proxy under clause 7.22(c); or
- (b) Of at least 10 of the Full and Life Members present at the meeting.”

Moved: Sue Harris Seconded: Shane Read **CARRIED** (91% of total votes in favour)

Special Resolution (C)

M19M5: If the Regulations attached to the Constitution as Annexure A are repealed and replaced with the proposed new Regulations (circulated with the Notice of Annual General Meeting for 21 September 2019) by ordinary resolution of the Company, then –

- (a) To amend clause 14.1 to read:

“The regulations set out in Annexure A are:

- (a) Adopted as at 21 September 2019 to take effect from 1 October 2019;
- (b) Binding on the Company, and
May be otherwise amended or repealed in accordance with clause 14.2 only.”

- (b) To delete Annexure B of the Constitution.

Moved: Sue Harris Seconded: Trevor Parry **DEFEATED** (53% of total votes in favour)

5. Amendments to Regulations

Special Resolution (D)

M19M6: To change the Company’s Regulations concerning the Regions and the Council by repealing the existing Regulations and adopting in their place the new Regulations, concerning the Regions, the Council and Youth Groups to take effect from 1 October 2019, save that clauses 6.1(b), 6.2(b),



6.3(a)(ii), the words “or a Youth Member aged 16 years or over who is a member of the Region”, in clause 6.7(a) and clause 6.19(b), shall be deleted from the proposed new Regulations and the words “such representative(s) must be Voting Members of the Company” shall be inserted at the end of clause 11.1(c) of the proposed new Regulations

Moved: Sue Harris Seconded: Shane Read **DEFEATED** (71% of total votes in favour)

Ian Frith vacated the chair. Sue Harris took chair

6. Election of Directors

Dr Harris noted that three nominations had been received for two positions. An electronic ballot of members has been conducted through an independent polling service, TrueVote with Stephen Donaldson from TrueVote Pty Ltd acting as Returning Officer.

Prue Walduck and Rochelle Veitch were declared as AAA Directors.

7. Election of President

An electronic ballot of members has been conducted through an independent polling service, TrueVote, with Stephen Donaldson from TrueVote Pty Ltd acting as Returning Officer.

Andrew Munn was declared as President.

Sue Harris congratulated the new Board and President and gave an overview of the achievements of the outgoing President’s Board.

Sue Harris and Steve O’Keefe advised of their resignation from the AAA Board at the close of the meeting, with Dr Harris volunteering to join a committee looking at eAlpaca.

Ian Frith took the chair

8. Appointment and Remuneration of Auditor

M19M7: That the appointment and remuneration of the Company's auditors for the financial year ending 30 June 2020 be determined by the Board at the next Board meeting held.

Moved: Steve O’Keefe Seconded: Sue Harris **CARRIED**

9. Presentation of Awards

Certificates of appreciation were announced:

- Michelle Malt (South QLD / Nth NSW)
- Rosalie Brinkworth (SA)
- Mark Jessop (Tas)
- Margaret Hassall (QLD)
- Darren and Claire Balboni (former VWR)

a. Shane Read Medal

Ian Frith presented a new annual award to recognise outstanding contribution to the Australian Alpaca industry by a volunteer. The first recipient was announced as Shane Read and the medal is to be named after him.

10. General Business

- Keryn Burns questioned the role of Animal Health Australia in the AAA National Office.



It was explained that the AAA has an MOU with AHA for completion of statutory accounts (previously outsourced to a Melbourne firm) and assistance with a communications resource.

Meeting closed at 1.10

Signed as correct record of meeting.

Chairperson.....

Date.....

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