

Minutes of AAA Board Videoconference

9 January 2024

Via zoom

1. CONVENING OF MEETING

WELCOME President Brett Fallon opened the meeting at 9.09 am.

PRESENT: Brett Fallon, Mick Williams, Carolyn Austin, Andy Bousie, Sue Harris, Steve Ridout, Alexandra Maramenides, Lee Sadler

APOLOGIES:

GUESTS:

MINUTE TAKER: Tanya Wheeler

DECLARATION OF INTEREST AND WHS

1.1. REGISTER OF DECLARATION OF INTEREST - It was noted by the Chair that the Register was to be used by directors for any listed agenda items or anomalies that arise during the meeting where an interest needs to be declared. The Register may also be used to record any standing notice of conflict of interest given by a director under section 192 of the *Corporations Act 2001*.

1.2. WORK HEALTH AND SAFETY WHS Nil reported.

2. CONFIRMATION OF PREVIOUS MINUTES

Draft minutes of 14 November 2023

Deferred to next meeting

3. BUSINESS ARISING

4. GOVERNANCE

Board Directors' Duties Sue Harris presented a paper to the Board reviewing the six duties of directors set out in the *Corporations Act 2001*. Those duties are:

1. To act in good faith and for a proper purpose,
2. To act with reasonable care and diligence,
3. To prevent insolvent trading,
4. To prevent an improper use of position,
5. To avoid misuse of information, and
6. To prevent conflicts of interest

BM24M01 The Board noted and resolved to accept the following as Standing Notices of Conflicts:

- **Brett Fallon** - business conducted under the registered business name *Australian Alpaca Leather*
- **Mick Williams**
 - Director of *Waratah Alpaca Fibre Co-op* – a member owned for-profit Co-operative registered in NSW under the NSW Co-operatives Act 1992.
 - Part owner of *Online Alpaca Products* shop through Storybook Alpacas website
 - Director of *Alpaca Exports International Pty Ltd* (ACN 062 088 359)

- **Carolyn Austin** – member of *Waratah Alpaca Fibre Co-op*
- **Steve Ridout**
 - Director – *International Alpaca Exports Pty Ltd* (ACN 609 784 492)
 - Director – *Laviande Pty Ltd* (ACN 123 824 028) Deregistered 2022

The Board also noted that as all elected members of the Board must be full members of the company it was unnecessary for directors to disclose their alpaca studs as they have that kind of interest in common with all other full members of the company. The holding of special office under the company, such as the role of judge or convenor, is also not required to be specifically disclosed.

It was proposed that a discussion of directors' duties and the giving of standing notice of directors' interests should be repeated at the first Board meeting after each Annual General Meeting. The board also discussed having a governance topic at each meeting to maintain the skill levels of the board members and have sessions on subjects of interest.

At the next meeting the treasurer will provide an update on the P & L and reviewing the balance sheet in readiness for the new financial years budgeting process. This will feed into the face-to-face council meeting being held in March

5. EXECUTIVE REPORTS

5.1 PRESIDENT'S REPORT

An approach has been made to the president about taking on an intern. This would be at no cost to the organisation. There needs to be some consideration to what this would look like if we proceed.

Annemarie Ashton-Wyatt has resigned from the role of chair of the Alpaca Industry Research Network (AIRN).

5.2 FINANCIAL REPORT

All Bank Accounts have been reconciled to 31/12/2023

PAYG all been lodged and paid

Superannuation for Sept quarter is lodged & paid

All known invoices are entered & paid

Trade Creditors are within terms

Trade Debtors are within terms

The membership income accruals have been done & carried forward into 2023-2024

It was identified that there was an issue with the closing of some shows on time due to the claiming of expenses coming in late from some judges. This is a concern especially when paying out to Ag Societies. A reminder to go out to the judges through the SJC

BM24M02 The Board RESOLVED to accept the financial report.

6. Actions/Projects Reports

7. Any other business

National Show. The National Show was discussed specially around marketing and advertising. A meeting is to be held with Jonathon to discuss what is needed and who will assist and in what areas. The directors to be involved in that meeting will be Mick, Alexandra, Carolyn and Andy.

The board had a general discussion about international alpaca associations and what they are doing.

Steve offered to prepare an educational newsletter to members regarding MATC issues.

The Company has received a letter from the President of the Alpaca Association of New Zealand seeking judge training from Australian judges for NZ judges when Australian judges judge shows in New Zealand. The Board, while accepting of the proposal in principle has referred the matter to the SJC to consider how best to manage such training.

Next meeting:

13th February 2024 at 9 am

Meeting closed 12.19pm.