

Link-Up (Qld) Aboriginal Corporation
ABN: 36 073 956 496 ICN: 680

2009 Annual General Meeting Minutes Thursday, 22 October 2009
54-56 Peel St, West End Qld 4101

Members Present: Sam Watson (chairperson), Kym Kilroy (director), Teresa McIntosh, Allan Lui, Jody Jackson, Walter Waia, Rebecca Hollis, Prof. Norm Sheehan, Katelyn Iselin.

Members by Phone: Lloyd Kyle (director), Darcy Bolton

Invitees: Dr Melisah Feeney (CEO), Barry Jameson (Returning Officer), Margaret Lawton, Pam Firth

Minutes: Dr Melisah Feeney

Meeting Started: 10.10am

1. **Welcome** by Chair, Sam Watson
2. **Apologies:** Willie Prince (director), Brian Marshall, Whitney Tatten, Jill Jenson, Rhonda Collard, Mick Angeles, Helen Bnads, Aunty Kay King.
3. **Confirmation of Minutes** of 2008 Annual General Meeting (AGM) was unable to proceed due to not having a copy of the minutes. These will be sent around to members for checking with the current AGM minutes.
4. **Receipt of Reports:**
 - **Chair** - gave a verbal update reflecting on the year just passed. Sam Watson talked about the wider changes in the landscape such as in the structure of the Aboriginal Corporation's Act and the positive recognition of community control in the new legal structures. He encouraged members to look at the website and learn about the new ORIC Act. Sam reflected on the organisation's move from Cordelia St, the election of a new board and their visit to KASH in Mt Isa. He talked about the previous year as a period of significant change and how the organisation has been able to maintain its funding, assets and stay solvent and be in a position to hand back the organisation to its members. He acknowledged the funding body's continued support and their interest to see the organisation succeed.
 - **Chief Executive Officer** – The new CEO Dr Melisah Feeney handed out a written report (see Attachment A) and spoke to the key points. Though she wasn't with the organisation during 2007/2008 she had reflected with key people, members, directors, staff, funding agencies and key partners about what the achievements of the year had been, what had worked well in the past and what needed to improve. The CEO report acknowledges the role various people have played during the previous year and their specific achievements.
 - **2009 Financial Report and Auditors' Report** – There was discussion that some members would like to have been sent a paper copy of the financial report prior to the meeting or at least copies made available on the day of the AGM. There was a response that the agenda had noted that the 2009 Financial Report is available on the corporation's website at www.qld.link-up.org.au and that the organisation was trying to be environmentally friendly by not sending out vast amounts of paperwork that many people would not be interested in reading. However to meet the needs of those who don't have computers and internet access it was agreed that next year the corporation would more clearly indicate that paper copies could be sent on upon request and that more than one copy would be available to view at the AGM.

Barry Jameson read out the key points regarding the financial statements and members were given a copy of the Audit Management letter to read.

Motion: Kym Kilroy moved that the above reports provided be accepted.

Seconded: Allan Lui

5. **Appointment of 2009/2010 Auditor:** Barry Jameson highlight that under the Act the appointment of an auditor is to continue for a period of 10 years so Link-Up (Qld) should continue with Pilot Partners next year as their Auditor. It was raised by Allan Lui the Auditor should be in attendance at the AGM to answer questions. Sam highlighted this is an extra cost to the organisation and Melisah responded that they were invited but are very busy at this time of the year so were unable to attend.

Motion: Link-Up (Qld) appoint Pilot Partners as next years Auditor was moved by Sam Watson

Seconded: Kym Kilroy

6. Election of Directors

The Returning Officer declared the election of Directors in accordance with Rule 8.4 of the Corporation's Rulebook as follows:

- 1) Nominations were called for eligible members to be included in the 2009 election of directors in accordance with clause 8.4(a)(i). The Board consists of seven (7) director positions.
- 2) Two (2) existing directors re-standing for election under the rotation rule 8.7 were automatically included.
- 3) Nominations were received in respect of three (3) directors, who duly passed the director eligibility criteria set out in clause 8.2.1.
- 4) The nominee duly completed a "Consent to Act as Director" as required by clause 8.2.3.
- 5) Two (2) director positions remain available to be filled in 2009/10 (as casual vacancies).
- 6) (a) Directors re-standing for office in 2009/10:
 - Kym Kilroy
 - Willie Prince
 - Sam Watson; and
 - Lloyd Kyle.b) Nominations:
 - Prof. Norm Sheehan
- 7) As there are five (5) eligible candidates standing to fill seven (7) available positions, no ballot is necessary to determine election, i.e. all candidates are deemed elected. Two (2) casual vacancies remain to be filled in 2009/10 year.
- 8) Under clause 8.4 (g), I hereby declare the following person elected director in accordance with Rule 8.7:
 - Sam Watson;
 - Lloyd Kyle;
 - Kym, Kilroy;
 - Willie Prince; and
 - Prof. Norm Sheehan.
- 9) The full Board of Directors for the 2009/10 year will therefore be:
 - Sam Watson (2 years – to be eligible for re-election in 2011);
 - Lloyd Kyle (2 years – to be eligible to be re-election in 2011);
 - Kym, Kilroy (1 year - to be eligible to be re-election in 2010);
 - Willie Prince (1 year –to be eligible to be re-election in 2010); and
 - Prof. Norm Sheehan (1 year - to be eligible to be re-election in 2010).
- There was a discussion that efforts should be made to get a Torres Strait Islander person on the board to fill the casual vacancy. Having a representative from Cairns and/or Rockhampton was also mentioned.

7. Special Resolution to amend the Corporation's Rule Book (Constitution) to permit Remuneration of Directors as per Notice of Special Resolution provided with the agenda

As outlined in the paper provided with the agenda, directors recommend members approve the following Special Resolutions to allow the company to remunerate directors for governance services. The resolution was read out and then discussed. Members highlighted the importance of this resolution to attract good quality directors and to be equitable with other organisations that have the capacity to pay board members to compensate for at least some of their time and expertise they contribute and the costs involved in sitting on a board. Sitting fee payment for governance services needed to be distinguished with *per diem* payments for direct costs incurred in attending meetings such as payment for travel. People were in agreement that sitting fee money should only come from self generated income. It was felt that this resolution could serve to motivate directors to develop independent funding streams.

People were invited to vote for or against the resolution noting that 75% need to be in agreement for the resolution to be approved.

Special Resolution No. 1

To delete Rule 10.3(a) and replace it as follows:

"Directors may be paid remuneration for governance services, provided:

- i. Members in general meeting approve such remuneration in advance of its being paid:
- ii. The total of such remuneration paid or payable is not to exceed 2.5% of the total gross income of the company received in the immediate preceding financial year as confirmed in the audited annual financial statements; and
- iii. Such approved remuneration is to be divided equally amongst all directors in respect of that year, adjusted for a pro-rata component where a director serves for less than a full financial year."

Moved: Sam Watson **Seconded:** Allan Lui Unanimously carried.

Special Resolution No. 2

"To delete Rule 10.3(d)(i) and to consequently re-number Rule 10.3(d)(ii)"

Moved: Sam Watson **Seconded:** Kym Kilroy Unanimously carried.

Special Resolution No. 3

To amend Rule 7.1.3 by adding new sub-section (d) and re-numbering the remaining sub-sections:

"(d) approval of remuneration of directors".

Moved: Sam Watson **Seconded:** Prof. Norm Sheehan Unanimously carried.

8. General Business

- Acknowledgement was made of Sam's efforts as chairperson over the year and also Allan Lui for his role in as director.
- There was discussion about the use of Facebook in tracing people and building up family tree information.
- Acknowledgement of the growth of Torres Strait Islander referrals due Caseworker Walter Waia's networks and Allan Lui's previous presence on the board.
- A question was asked about the legal settlements of terminated and redundant staff. An update was given that there had been progress made to settle matters and that the details were confidential.

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Sam Watson
Chairperson
Dated: 28 October 2009