Animal Welfare League of South Australia Inc.
Annual General Meeting Minutes
Tuesday 25 October 2016 6:00pm
‘Peppertree Cottage’, Animal Welfare League South Australia Inc,
1-19 Cormack Road, Wingfield SA 5013

Present: Luci Zwarycz, Julian Carbone, Michelle Williams, Leah Wright, Cate Gaston, Steven Weinert, Olivia Harvey, Phil Reeve, Doreen Dalgleish, Brian Moffatt, Joy Moffatt, Jack Bakkelo, Lena McEachran

In Attendance: Richard Mussell, Colin Roberts, Leanne Page, Lauren Lewis, Sabine Kloss, Geoff Edwards, Sylvana Gugusheff

Minutes: Sue McKay

Animal Welfare League of South Australia Incorporated (AWL) Chairman Luci Zwarycz welcomed all in attendance to the 53rd Annual General Meeting of the AWL and informed the members that a quorum had not been reached. Pursuant to Rule 12 of the AWL Constitution, which stipulates that ‘no business may be transacted at any General Meeting unless a quorum of at least 20 is present at the commencement of such business’, Rule 13.2 applied, whereby:

- The majority of members present determined that the adjourned meeting time would be 6:05pm. A motion to this effect was required.
- If no quorum was present within half an hour of the adjourned meeting time, the members present would constitute a quorum.

The motion was then put.

<table>
<thead>
<tr>
<th>Motion:</th>
<th>That the 53rd Annual General Meeting of the Animal Welfare League of SA be adjourned to 6:05pm, 25 October 2016.</th>
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<tbody>
<tr>
<td>Moved:</td>
<td>Michelle Williams</td>
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<tr>
<td>Seconded:</td>
<td>Brian Moffatt</td>
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</tbody>
</table>

Carried unanimously

The meeting reconvened at 6.05pm when Chairman Luci Zwarycz informed members that a quorum had still not been reached. A thirty minute adjournment was allowed for any late arrivals.

At 6:35pm no further members had arrived and it was determined that those members present constituted a quorum. The Annual General Meeting then proceeded accordingly.
1. **OPENING**

Chairman Luci Zwarycz officially opened the 53\textsuperscript{rd} Annual General Meeting of the Animal Welfare League of South Australia Incorporated and welcomed all present. The Chairman declared that the members present constituted a quorum.

The Chairman introduced board members in attendance, sub-committee members in attendance, and Auditor Geoff Edwards representing AWL Auditors BDO.

Housekeeping matters were addressed and it was said that should there be a fire, people are to gather on the lawn beside the Memorial Garden. Colin Roberts (CR) was identified as the Fire Warden and Sabine Kloss (SK) was identified as the First Aid Officer.

The Chairman announced that Notice of the 2016 AGM had been published in The Advertiser on 27 September 2016 and had been mailed to all members on 23 September 2016, along with the Agenda. The 2015/16 Annual Report was made available to members online from 12 October 2016 and also by mail upon request from that same date.

The Chairman advised that the Agenda, the 2015 AGM draft Minutes and 2015/2016 Annual Report were made available at the point of registration of tonight’s meeting.

2. **APOLOGIES**

The following apologies were received:
- Tom Green
- Penny Hopper
- Dorothy Furness
- Betty Robson
- Leah Wright
- Felicity Brown
- Betty Offe
- Lauren Lewis
- Rebecca Baines

The Chairman asked for any other apologies from the floor. There were none.

3. **MINUTES OF THE PREVIOUS MEETING**

The draft minutes of the previous Annual General Meeting held on Tuesday 27 October 2015 were made available to members online from 12 October and taken as read.

The Chairman asked members whether there were amendments to be noted. There were none and the motion was put.

**Motion:**

That the minutes of the 2015 Annual General Meeting held on Tuesday 27 October 2015 be accepted as a true and accurate record.

Moved: Jack Bakkelo 
Seconded: Julian Carbone

Carried unanimously

The Chairman asked members whether there was any business arising from the 2015 AGM minutes. There was none.
4. ALTERATIONS TO THE CONSTITUTION

The Chairman advised those present that, at its meeting of 30 August 2016, the Animal Welfare League of South Australia Incorporated Board of Management approved amendments to the Constitution of the Animal Welfare League of South Australia Incorporated, and recommended those amendments to members for acceptance.

A summary of these changes was included with the Notice of the Annual General Meeting, issued to all members by mail. A summary of these changes was also made available at the point of registration for tonight’s meeting.

A current version of the Constitution, in full, and a proposed new version of the Constitution, in full, dated 25 October 2016, was made available on the Animal Welfare League’s website from 30 September 2016.

The Chairman asked for any questions from those present in relation to any of the categories of changes, or alternatively, whether those present were happy to accept them all.

There were no questions and the motion was put.

Motion:

That the amendments to the Constitution of the Animal Welfare League of South Australia Incorporated, as summarised in the Notice of the Annual General Meeting to members, be accepted AND that members accept the Constitution of the Animal Welfare League of South Australia Incorporated dated 25 October 2016.

Moved: Phil Reeve Seconded: Lena McEachran

Carried unanimously

5. CHAIRMAN’S ANNUAL REPORT

The Chairman presented her 2016 Annual Report. Highlights included:

- Emphasis on Governance and due diligence responsibilities and obligations of the Board with the introduction of ‘in Boardroom’ governance training and a Board skills assessment process to identify skills ‘gaps’ on the Board.
- Retirement announcement from long standing Board members, Claire Lowe and Dr Pam Scanlon and appointment of three new board members Leah Wright (Lawyer), Cate Gaston (Strategic Marketing) and Steven Weinert (Strategic Accounting).
- A welcome to Olivia Harvey (Risk & Governance Sub-committee), and Rebecca Baines (Finance & Audit Sub-committee).
- Updating the Constitution to include terms for Board members and as an opportunity to simplify membership categories and align the ‘language’ of the Constitution with where the AWL is today.
- A board-level strategic review in February to ensure the focus and process of reviewing and updating policies, both organisational and animal welfare related, remained aligned. Also, approval of a number of recommendations from the Committees, notably the Cattery upgrade, to support and meet an increased demand for services as well as the Volunteer Management Plan, a new risk management plan and the appointment of new investment advisors.
- Master planning for the Wingfield and Edinburgh North sites. This has identified some immediate projects to free up space at Wingfield for animal services. Also, the Board reviewed the pet cremations business and approved the investment in new equipment and the relocation of the cremations operation to Edinburgh North.

The Chairman referred to the responsibility and privilege which AWL holds as Trustee of the May Hodge Estate. May Annie Sarah Hodge provided a legacy that helped establish the facility at Wingfield in 1976. Australian Executor Trustee Ltd transferred their obligation as trustee of the
Estate to the AWL because, after near 40 years, AWL’s objects were firmly in accordance with May’s wishes in her Will. AWL will continue to honour May’s legacy with the development of new animal facilities.

On behalf of the Board, the Chairman said that the last 12 months have been challenging with planning for the future and the introduction of new programs which has sometimes not progressed as quickly as planned, but the rewards in seeing AWL continue to improve, both organisationally and in the delivery of animal welfare outcomes, is incredibly satisfying.

In closing the Chairman thanked the Board, CEO, management team, staff and volunteers, members and the public for their support which assists AWL to continue to be an organisation committed to connecting people, pets, and community.

The Chairman asked whether there were any questions of the Chairman’s Report. There being none the motion was put.

**Motion:**

That the Chairman’s Annual Report for 2016 be accepted.

Moved: Brian Moffatt

Seconded: Michelle Williams

Carried unanimously

The Chairman handed over to CEO Richard Mussell to present his Annual Report to the meeting.

6. **CEO’s ANNUAL REPORT**

The CEO presented his 2016 Annual Report. Highlights included:

- This was another busy year at the AWL; one of planning, transition and development.
- To support the new strategic plan and the vision to connect people, pets and community, the management team developed a new operational plan centred on AWL’s mission and underpinned by AWL’s business services, community support and foundation activities. A priority has been placed on the programs and facilities encompassing animal care.
- Progress was made with the property master plan through the initiation of some building projects. The refurbishment of the Wingfield cattery facilities began, planning commenced to free up space for dog housing and rehabilitation, and traffic safety issues on Cormack Road were addressed.
- AWL has expanded its footprint with two new shop leases in Port Adelaide; one for a new thrift shop and the other for AWL’s first off-site pet adoption shop.
- New activities for AWL during the year, including:
  - Edinburgh North Shelter reopened for adoptions on 14 September, adding a new lawn and play equipment for dogs;
  - Introduction of adoption follow-up phone calls and adoption assistants, with the aim to help customers and to help match up requirements;
  - The appointment of a Pet Education Specialist – AWL’s external advocate for companion animal welfare - responsible for the ongoing development and implementation of AWL’s pet education program;
  - Participation in the Lost Pets of SA ‘Great SA Microchip blitz’ – contributing to over 2000 new microchipped pets;
  - Success in obtaining a ‘Fund-My-Community’ grant for the AWL Connect and Protect project, a mobile microchipping facility to target areas of the state with little access to pet microchipping services;
  - The AWL Heroes game app, a fun way to create awareness and support the work of the AWL;
  - A new user-friendly and efficient rostering and timekeeping system for staff and volunteers, and;
  - The first employee engagement (satisfaction) survey.
• Wide ranging training was also a focus during the year, with an emphasis on developing valuable workplace and life skills for our people, such as resilience building, safety and customer service, health and wellbeing.
• Collaboration to achieve successful outcomes of animal welfare in the community via participation with the RSPCA and State Government in the Citizens Jury to discuss strategies to reduce the euthanasia of unwanted dogs and cats.
• Loyalty awards presentation to the staff and volunteers. Notably there are 5 staff and 7 volunteers having given the AWL over 20 years’ of service each.

The CEO told of how AWL sadly farewelled its longest serving volunteer Marion Gammon who passed away 1 July 2016. Marion had dedicated more than 45 years to the AWL, having started in 1970. For twelve of these years Marion was on the board. The CEO said it was humbling to have spoken at her funeral.

The CEO made comment that on a positive note, it was exciting to achieve over 3000 adoptions for the financial year. This was despite a decrease in the number of animals available for adoption.

In closing the CEO expressed his gratitude for the support AWL receives from corporates, partners, donors, those leaving a legacy in their will, AWL’s amazing volunteers, the staff who go above and beyond and of course all those people who have given an animal a home.

The Chairman asked members present whether there were questions of the CEO’s Report. There were none and the motion was put.

Motion:
That the CEO’s Annual Report for 2016 be accepted.

Moved: Phil Reeve 
Seconded: Lena McEachran
Carried unanimously

7. **ANNUAL FINANCIAL STATEMENT**

Chief Financial Officer Colin Roberts welcomed AWL Auditors BDO, represented at the meeting by Geoff Edwards.

Mr Roberts advised that the Financial Report and Statements for the 2015/2016 financial year had been audited and accepted by the board. Mr Roberts said that the full financial report was made available to members at the point of registration of tonight’s meeting.

Mr Roberts summarised the key elements of the financial report, and made mention of programs in which AWL has invested and also waste disposal costs being more expensive than originally anticipated. Regardless, AWL is ahead of the budgeted forecast. In closing, Mr Roberts thanked the Auditors and the Finance and Administration team for their hard work.

Mr Roberts invited any comment from Geoff Edwards or questions from the floor. Mr Edwards simply thanked the AWL team for its assistance through the audit process. There were no questions from the floor and Mr Roberts presented the Audit Report for acceptance by the members. The Chairman thanked Mr Roberts for his report and the motion was put.

Motion:
That the financial report for the financial year ending 30 June 2016 be accepted.

Moved: Jack Bakkelo 
Seconded: Brian Moffatt
Carried unanimously
8. **APPOINTMENT OF RETURNING OFFICER**
   The Chairman advised that no election was necessary and therefore, there was no need for the appointment of a Returning Officer.

9. **ELECTION OF BOARD MANAGEMENT**
   The Chairman advised that the changes to the Constitution presented and approved at Item 4 of tonight’s meeting included new, three (3) year terms for board members, and transitional rules for current board members. These changes become effective immediately.

   The Chairman advised that as no election was necessary, the 5 persons who had nominated were automatically elected to the Board of Management, those being:
   - Luci Zwarycz 3 years to serve
   - Julian Carbone 3 years to serve
   - Leah Wright 3 years to serve
   - Steven Weinert 3 years to serve
   - Cate Gaston 3 years to serve

   The remaining Board Members with 1 year to serve are:
   - Phil Reeve 1 year to serve
   - Tom Green 1 year to serve
   - Michelle Williams 1 year to serve

   The Chairman advised that there was 1 vacant position with a 3 year term.
   The Chairman also advised that the Chairman and Deputy Chairman for the coming year would be confirmed at the next meeting of the Board of Directors.

10. **APPOINTMENT OF AUDITOR**
    The Chairman advised that the board had passed a motion on 30 August 2016 to recommend the appointment of current auditors BDO Audit (SA). Consequently the Chairman put forward the following motion.

    **Motion:**
    
    That BDO Audit (SA) Pty Ltd is appointed as auditors of the Animal Welfare League of South Australia Incorporated, for the year ending 30 June 2017.

    **Moved:** Steven Weinert  
    **Seconded:** Michelle Williams

    Carried unanimously

11. **CLOSURE**
    The Chairman asked if there were any other comments or questions from members. There were none.

    The Chairman thanked all for attending and declared the meeting closed at 7:00pm.