

Draft Minutes - 2020 Annual General Meeting

Date: Tuesday 20 October 2020 at 4pm (AEST)

Venue: Zoom Teleconference

1. **Welcome**

Anne Johnstone, Chair, officially opened the meeting at 4pm AEST, and welcomed all in attendance to the PESA 2020 Annual General Meeting.

The Chair commenced by acknowledging the traditional custodians of the many lands that we meet on today across Australia, and paid her respects to elders past, present and emerging. She extended that respect to any Aboriginal and Torres Strait Islander people joining us today.

The Chair noted that our AGM was originally scheduled for April this year but the Coronavirus pandemic led us to postpone, and we're grateful for members' patience and understanding.

The Chair advised that joining us online today are members of the PESA Board: Simon Murray, our recently retired founding Chair, Leonie Abbott, our treasurer, Joanne Alford, Simon Martin, Warren Symonds, Lindsay Oades and Robert Easton. Charlie Scudamore is unfortunately unable to join us owing to another appointment.

Clause 10.10 of the PESA Constitution requires our Annual General Meeting to have a minimum of 5 members in attendance, and the Chair confirmed we have a quorum today.

2. **Acceptance of Minutes from 2019 Annual General Meeting - [attached](#)**

The Chair tabled the 2019 minutes and called for their acceptance.

Moved: Leonie Abbott
Seconded: Warren Symonds
ACCEPTED

3. **Chair's Report - [attached](#)**

Anne Johnstone delivered the Chair's report and called for its acceptance.

Moved: Simon Murray
Seconded: Joanne Alford
ACCEPTED

4. **Finance Report - [attached](#)**

Leonie Abbott, Treasurer, delivered the Finance report and the Reviewer's report.

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Leonie also advised members that, in accordance with legal advice received from Andreyev Lawyers, as PESA's annual revenue is over \$250,000 and under \$1,000,000, it is a **medium registered entity** for the purposes of the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth). Under section 60.20 of the Act and Article 17 of the current Constitution, the Board elected to have the 2019 financial report **reviewed**.

Leonie Abbott then called for the acceptance of the finance report and the Reviewer's report.

Moved: Simon Martin
Seconded: David Bott
ACCEPTED

5. **Reviewer's Report – [attached](#)**

As above, item 4.

6. **Membership Report - [attached](#)**

Marita Hayes-Brown, Company Secretary & CEO, tabled the Membership report.

She advised that PESA annual membership fees have not increased for almost two years, with the last increase in January 2019. The Board has resolved that there will be a small fee increase from 1 January 2021.

In accordance with articles 6.4 and 11.1 of the PESA Constitution, the 2021 membership fees will be:

\$599 Institutional/annum – \$49 increase
\$99 Individual/annum – which represents a \$19 increase
\$29 student/annum – \$4 increase

Members were also advised that the Board has also resolved that all members will from 1 January be given free access to the online PESA Positive Education Guide, which currently costs \$29.95 for an annual subscription. We believe this is a significant benefit to our members.

The PESA Board is committed to ensuring our fees are reasonable to ensure affordability and diversity within our membership base from across the independent, government and faith-based school sectors.

Marita Hayes-Brown then called for the acceptance of the Membership Report.

Moved: Leonie Abbott
Seconded: Joanne Alford
ACCEPTED

7. **Election of Member-Elected Directors**

The Chair advised members that in accordance with the Company's constitution, the following Member-Elected Directors will retire by rotation at the end of this AGM and therefore their positions on the Board fall vacant:

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 **Mrs Anne Johnstone** (current PESA Chair)

 **Ms Leonie Abbott**

 **Ms Joanne Alford**

All three have sought reappointment.

In addition, Charlie Scudamore advised the Chair that he will retire from the PESA Board from today's date, so his Member-Elected position is also now vacant.

Accordingly, 4 vacancies for Member-Elected positions in total are available.

Nominations were received by Marita Hayes-Brown, PESA secretary, for these positions from Leonie Abbott, Joanne Alford, David Bott, Emma Grave and Anne Johnstone. Members have received copies of the nominee's statements via email last week.

As we have more nominations than vacancies available, the Chair advised members that article 12.3 of our constitution requires a ballot to be held. Marita Hayes-Brown was called on by the Chair to run the online ballot via Zoom ballot.

Marita Hayes-Brown conducted the Zoom ballot and advised the Chair that Anne Johnstone and Leonie Abbott had been re-appointed to the board, and David Bott and Emma Grave had been appointed to the board.

The Chair congratulated Leonie Abbott on her re-appointment to the board, and David Bott and Emma Grave on their appointment, and thanked Joanne Alford for her extraordinary contribution to PESA and her devotion to positive education.

8. Close of Meeting

The Chair thanked all for their attendance and their support of PESA, and closed the meeting at 4.45pm AEST.

Accompanying attachments:

- [Minutes of 2019 AGM](#)
- [Chair's Report](#)
- [2019 Financial Reports](#) and [Reviewer's Report](#)
- [Membership Report](#)

Marita Hayes-Brown
Company Secretary & CEO
20 October 2020