

Draft Minutes of 2021 Annual General Meeting

The 2021 Annual General Meeting of the Positive Education Schools Association Ltd (ACN 168 259 096) (**PESA**) was held on **Saturday 2 October 2021 at 8am (AEST)**. As the ongoing COVID pandemic prevented an in-person meeting, this meeting was held via Zoom teleconference.

1. Welcome

Anne Johnstone, Chair, welcomed all to the meeting and noted that in addition to our members, joining us online today are members of the PESA Board. The Chair took a moment to pay tribute to these extraordinary board members who give so generously of their time, expertise and skills to serve the important cause of helping students and whole school communities, everywhere, to flourish. Directors in attendance included:

- Warren Symonds – Deputy Chair
- Leonie Abbott
- David Bott
- Emma Grave
- Simon Martin – Treasurer
- Simon Murray – retired founding Chair
- Professor Lindsay Oades

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 2020 Annual General Meeting - [attached](#)

The Chair called for the 2020 minutes to be accepted.

Moved by Warren Symonds, Seconded by Simon Murray. Accepted.

3. Chair's Report

The Chair delivered her [Chair's report](#).

Moved by Leonie Abbott, Seconded by David Bott. Accepted.

4. Finance Report – [Balance Sheet](#) and [Profit and Loss Statement](#) attached

Simon Martin, Treasurer, delivered the finance report and advised members that, in accordance with legal advice received from Andreyev Lawyers, as PESA's annual revenue is below \$250,000, it is a **small registered entity** for the purposes of the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth) and is therefore not required to submit audited or reviewed accounts under that Act.

Mr Martin acknowledged and congratulated Marita Hayes-Brown for her excellent work in managing PESA's finances over a particularly challenging year.

Mr Martin noted we were fortunate to obtain Jobkeeper income and other government COVID financial supports of approximately \$79,000. He also thanked members who renewed memberships over the year.

The year concluded with a loss of around \$14,000, which was pleasing considering the difficult year. Our bank balance at the end of the year was around \$189,000 which was a very strong result for the organisation.

Moved by Simon Murray, Seconded by Warren Symonds. Accepted.

5. Membership Report

Marita Hayes-Brown, Company Secretary & CEO, delivered the membership report.

Marita advised that at our 2020 AGM memberships were reported as 147 institutional, 56 student and 1011 individual, totalling 1214 members. By comparison, memberships as at yesterday's date totalled 1160, including 136 institutional memberships and 60 student memberships.

This does represent a small decrease in total membership numbers of around 5%, which we believe is attributable primarily to the COVID pandemic which has slowed the discretionary or 'non-essential' spending of some members and their schools, as well as lockdowns preventing some state chapters from running in-person events and state conferences as they did before the pandemic which also attracted new members.

Our annual membership fees are currently:

- \$599 Institutional/annum
- \$99 Individual/annum
- \$29 full-time student/annum

Marita further advised that PESA Board remains 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.

Moved by David Bott, Seconded by Lindsay Oades. Accepted.

6. Election of Member-Elected Directors

The Chair advised that in accordance with PESA's constitution, Warren Symonds retires by rotation at the end of this AGM and therefore his position on the Board falls vacant.

Warren has renominated for this position and as we have only received one nomination for the vacant member-elected board position, Warren was re-elected, with our congratulations.

The Chair, on behalf of the PESA Board, thanked Warren for his continuing support and very valuable ongoing contribution to our Association.

7. Amendments to Constitution – [Proposed Constitution, marked up version](#) (showing amendments), and [Comparison Table](#) attached.

The Chair advised members that we have reviewed our constitution with the assistance of Minter Ellison law firm.

This review was undertaken to ensure the constitution complies with relevant laws, that obsolete sections were removed and/or replaced, and to optimise our chances of attaining DGR (or deductible gift recipient) status – which will enable us to more actively seek philanthropic support as an organisation able to receive tax deductible donations.

The Chair invited questions about the amended constitution, and having received no questions, the Chair proposed the following Special Resolution:

That, in accordance with Article 19.6 of the Constitution of Positive Education Schools Association Ltd (dated March 2018) (the Current Constitution):

- The Current Constitution is repealed effective from the closure of the Meeting; and
- Positive Education Schools Association Ltd adopt the Proposed Constitution (as distributed to Members with the Notice of Meeting) as its new Constitution effective immediately from the repeal of the Current Constitution; and
- That the Secretary notify the Australian Charities and Not-for-Profits Commission of this resolution within the required time frame.

The Chair then called on the members present to vote on the special resolution by show of hands. A vote was taken by show of hands, and the Chair confirmed the special resolution was passed with the required 75%+ majority vote of the membership.

8. **Questions from Members**

The Chair called for questions from members. No questions were received.

9. **Close of Meeting**

The Chair warmly thanked all for attending and for their support of PESA. The Chair closed the meeting at 8.40am.

Marita Hayes-Brown
Company Secretary & CEO
2 October 2021