

Draft Minutes of 2022 Annual General Meeting

The 2021 Annual General Meeting of the Positive Education Schools Association Ltd (ACN 168 259 096) (**PESA**) was held on **Wednesday 30 March 2022 at 5pm (AEST)**. This meeting was held via Zoom teleconference.

1. **Welcome**

Anne Johnstone, Chair, welcomed all to the meeting, and acknowledged the traditional custodians of the many lands that we meet on today, and paid her respects to elders past, present and emerging.

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 2021 Annual General Meeting - [attached](#)**

The Chair called for the 2021 minutes to be accepted.

Moved by Emma Grave, Seconded by Lisa Murray. Accepted.

3. **Chair's Report**

The Chair delivered her Chair's report .

As part of the Chair's Report, the Chair made special mention of the outstanding contributions to PESA made by Simon Murray who is retiring from the Board today, and Marita Hayes-Brown, the outgoing CEO.

Simon Murray responded with thanks, and made special mention of the contributions made by Anne Johnstone and Marita Hayes-Brown.

The Chair also acknowledged the Board in attendance today (with the exception of Warren Symonds, who was an apology for this meeting) and thanked all directors for their excellent support of PESA.

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.

The Treasurer acknowledged and thanked Marita Hayes-Brown for her excellent work in managing PESA's finances over another particularly challenging year.

The Treasurer noted that the pandemic continued to affect our financial situation, and government supports were significantly decreased over 2021. We were fortunate to run our 2021 conference which assisted with revenue.

The year concluded with a loss of around \$22,000, which was pleasing considering the difficult circumstances brought about by the ongoing pandemic.

The Treasurer also noted our operating expenses were slightly lower in 2021 than 2020, which was pleasing. Our bank balance at the end of the period was around \$190,000.

Moved by Leonie Abbott, Seconded by Emma Burgess. Accepted.

5. **Membership Report**

Marita Hayes-Brown, Company Secretary & CEO, took a moment to formally thank Anne, Simon Murray and Simon Martin for their kind words, and reflected on her time with PESA with gratitude for the wonderful support of the board, PESA members, and PESA Chapter committee members.

Marita Hayes-Brown then delivered the membership report.

Marita advised that at our 2021 AGM memberships were reported as totalling 1160 members, including 136 institutional, 60 student members. By comparison, memberships as at today's date totalled 1145, including 125 institutional memberships and 57 student memberships.

We are pleased that membership numbers have remained quite steady throughout another challenging year.

Membership numbers have not increased over the past year, and we believe this is attributable primarily to the COVID pandemic which has slowed the discretionary or 'non-essential' spending of some members and their schools. Lockdowns, state border closures and remote learning protocols did continue to prevent some of our state chapters from running in-person events and state conferences as they would have before the pandemic, and those events also usually attract 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 Simon Martin, Seconded by Jane Callinan. Accepted.

6. **Member-Elected Directors**

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

We have received no nominations for the role of member-elected director, and therefore in accordance with the PESA Constitution, at the Board's discretion this position may be treated as a casual vacancy and filled in accordance with the provisions of the constitution; or may be reserved until such time as the Governance Nominations Committee or the Board identifies a suitable Co-opted Director nominee.

The board has not yet had the opportunity to make a decision on this matter at present, and this vacancy will be held over for the time being.

7. **Questions from Members**

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

8. **Close of Meeting**

The Chair warmly thanked all for attending and for their support of PESA. The Chair closed the meeting at 5.45pm.

Marita Hayes-Brown
Company Secretary & CEO
30 March 2022

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