



The Wilderness Society Ltd 2018 Annual General Meeting
Minutes (confirmed by Convenor)
Thursday, 22 November 2018, 7.00pm AEDT

Suite 201, Level 2, 46 Kippax Street, Surry Hills – held simultaneously via videolink in
Hobart, Melbourne, Adelaide, Perth, Brisbane and Newcastle

Members in attendance: Member list not for publication

Proxies (in attendance): Two proxies to Convenor

Apologies: Member list not for publication

Meeting Convenor: Leanne Craze, The Wilderness Society Ltd Board Co-Convenor

Minutes: Jo Stephen

Timekeeper: Christine Zangari

Moderator: Ally Murray

In Attendance: Alison Flakemore (Crowe Horwath, Auditor in Hobart), Andrew Marks
(William Buck Audit, in Hobart)

1. Welcome and Meeting Opening

Ally Murray, AGM Moderator (Sydney), addressed the meeting and thanked everyone for attending The Wilderness Society Ltd (TWS Ltd) 2018 Annual General Meeting. Ally confirmed with David Wanless, Assistant Company Secretary (Hobart), that there was a sufficient quorum of registered Members for the entire meeting.

The meeting was advised that, in line with Clause 21 of the Constitution, Leanne Craze, The Wilderness Society Ltd Board Co-Convenor, would convene the meeting from the Sydney location.

Leanne Craze addressed the meeting, acknowledging the Traditional Custodians, past and present, of the land at the various sites where the meeting was taking place. The meeting was declared open at 7.01pm and apologies received for the meeting noted. Two eligible general proxies were confirmed, as listed above.

Meeting rules

Leanne explained the meeting rules with reference to The Wilderness Society's Modified Consensus Decision Making Policy - then summarised the agenda as advertised by Matt Brennan, Company Secretary, and outlined the process to be used for ascertaining consensus for proposals and questions following presentation of the Financial and Campaign reports, respectively.

Appointment of Process Team

Proposal: That Jo Stephen be appointed minute taker and that Christine Zangari be appointed time keeper.

Proposed: Leanne Craze, Seconded: Caterina Gal

Agreed by consensus

2. Minutes of the Previous General Meetings

In accordance with The Wilderness Society Ltd's Constitution, Minutes of the 2017 Annual General Meeting, as confirmed by the meeting's facilitator, were made available on The Wilderness Society website within a month of the meeting.

The meeting noted that there is no requirement for this meeting to accept those Minutes.

3. Reports from the Board

Director's Report

Stuart Baird, Co-Convenor, presented the Director's Report on behalf of The Wilderness Society Ltd Board.

Stuart provided the following points of note from the 2017/18 Financial Year, further highlights from the financial year are outlined in the Annual Review:

- ❖ Sincere thanks offered to all volunteers, Members, staff, donors, governors and local organising groups - the Board are thankful to all around the country for their contributions.
- ❖ The year advanced our Movement for Life program, as outlined in the presentation at the Member's Forum earlier this evening where huge achievements from around the country were shared with Members.
- ❖ Introduction of our new logo, a representation of the organisation's roots in the Franklin River campaign, in order to reach out further into the Australian community.
- ❖ The coming year is going to be another big year with a Federal Election and The Wilderness Society is well positioned to lead some great changes.
- ❖ The Board owes huge thanks and debt of gratitude to Linda Selvey, our previous Convenor, who has been integral in bringing the Board to where we find ourselves today.
- ❖ Please refer to the Annual Review for more detail on the reflection of the past financial year, and contact the Board via your local office should you have any queries.

Financial Overview

Craig Zanker, Director and Convenor of the Finance Audit Risk & Compliance Committee (in Melbourne), presented an overview of the 2017/18 Financial Statements on behalf of the Finance Audit Risk and Compliance Committee:

- ❖ Donors, Members and families who regularly give to The Wilderness Society were thanked - generosity increasing revenue from \$12m to \$13.4m with cash donations up significantly, in particular bequest income up from \$1m to nearly \$2m.
- ❖ Spend in organisational purpose has increased as a result of these contributions and over \$6.3m expended directly to help meet campaign goals and programs (up around \$800k from previous year).
- ❖ Other expenditure remained relatively stable and a surplus was generated of \$700k for investment into our future programs and campaigns, and to build reserves and resilience for the future.
- ❖ Cash reserves have grown significantly due to these results, increasing by \$1.3m.

- ❖ Tied reserves for expenditure into specific campaigns through specific donations have also increased by \$200k and we are well positioned to continue delivering for our Members and supporters in this coming, important year for the organisation.

Craig concluded that the audit report confirms the accounts present a true and fair view and no audit differences were found during the review, and reported that at 30 June 2018 The Wilderness Society was solvent and can pay debts as and when they fall due.

The floor was opened for questions around the country, noting Matt Brennan (Chief Operating Officer in Sydney) was also available to answer questions.

There was one query about whether The Wilderness Society has interest or involvement in overseas campaigns - the response was that the organisation's focus remains within Australia.

There were no further questions or comments noted.

Proposal: That The Wilderness Society Ltd audited Financial Report, including Audit Report, for the 2017/18 financial year be received by the Members

Proposed: Brian Mason, Seconded: David Wanless

Agreed by consensus

4. Campaign Report

Lyndon Schneiders, National Campaigns Director, presented the Campaigns Report.

The meeting noted in particular:

- ❖ Much work has been undertaken to support the work of Organising and Campaigns and that there are many achievements to be proud of from the past year.
- ❖ Deforestation crisis was spoken of at last year's AGM - this was a huge feature of 2017/18, in Queensland we saw strong laws brought into parliament, an extraordinary campaign on the ground resulting in great and profound success:
 - Land Restoration Fund - rebuilding a market for trees, a carbon farming initiative to build a market for growing and retaining forest.
 - Renewed emphasis on protection of forest from industry.
- ❖ Last AGM celebrated BP abandoning drilling in the Great Australian Bight - this fight is not over, and a remarkable network has been built in South Australia, from Councils to tuna fisherman - and an incredible depth of knowledge has been built with alliance partners such as Sea Shepherd.
- ❖ In Tasmania, the fight for the protection of wilderness and forest continues with consistent pressure on the need to fulfill the promises of the Tasmanian Forest Agreement.
- ❖ Western Australia achieved commitment to a national park over the Helena Aurora Range and a moratorium on gas fracking in the Kimberley.
- ❖ The Places You Love Alliance - continues unabated with 55 groups now involved - the Alliance is working to secure real laws to create accountability and a voice for the environment.
- ❖ The organisation has been reaching out via a successful Guardian news series over the past 12 months.
- ❖ The Movement for Life program is building an army of leaders and supporters, placing The Wilderness Society in the best position we have ever been in to gain the change we need.

Lyndon concluded by thanking Directors and staff throughout the organisation as well as all volunteers, Members and supporters for their support, particularly over the past year.

The floor was opened for questions around the country, summary:

Q: With Equinor (Norway) now looking to the Great Australia Bight, how is this campaign looking? A: We are feeling confident that they will not be anywhere near drilling in the next 12 months, they are so far from getting approvals and/or social license and this is an unviable development.

Q: Ten years for the New Laws campaign, is that the length of time required to embed them? A: Decisions take time to become embedded within a system which is uncontroversial and this is just as important as getting a decision made - this campaign is not a small vision or debate.

Q: How will the New Laws campaign affect climate policy in general? A: The pathway to getting to the Australian context would require us to build carbon sinks on a scale we have not yet considered, and to reforest the country to draw down emissions - not just stopping emissions being released - however, we have to continue advocating across all fronts, not only focussing on one area - and make sure no new fossil fuel industry is developed in the country.

There were no other questions from any location.

5. Honorary Life Members

The meeting noted and congratulated the following Honorary Life Member nominations, endorsed by The Wilderness Society Ltd Board and confirmed for 2018, as:

- ❖ Kathy Isherwood, active with The Wilderness Society since 1982 - nominated by The Wilderness Society Newcastle; and
- ❖ Scott Gordon, volunteer and activist since 1992 - nominated by The Wilderness Society Queensland (no longer incorporated)

The meeting offered congratulations to recipients, both of whom have contributed significantly to our organisation over many years.

6. The Wilderness Society Ltd Board of Directors

Matt Brennan, Company Secretary (Sydney) provided an explanation of transitional provisions for the Board, as provided for under the Constitution, explaining that Directors this year were elected by direct ballot in a process leading up to this Annual General Meeting. The nomination and election process was designed to ensure broad geographic representation with elected Directors coming from at least four of the following six regions: Australian Capital Territory and New South Wales; Queensland; Northern Territory and South Australia; Tasmania; Victoria; and Western Australia.

Transitional provisions in the Constitution required that all remaining existing Directors at the date the Constitution became effective must retire at the this Annual General Meeting. Those Directors are: Leanne Craze and Coral Robinson from ACT/New South Wales; Stuart Baird, Tasmania; Craig Zanker, Victoria; and Linda Selvey from Queensland.

This is the final transitional provision provided in the Constitution.

Results Declaration | 2018 Election of Directors

The following eligible nominees for election were thanked for supporting the process:

- Leanne Craze from the region of ACT/New South Wales;
- Amanda Branley from the region of Western Australia;
- Stuart Baird from the region of Tasmania;
- Tim Lo Surdo from the region of Victoria;
- Coral Robinson from the region of ACT/New South Wales; and
- Craig Zanker from the region of Victoria.

With thanks to the 182 Members who participated, Matt declared the results of the election as follows:

- ❖ 161 Votes | 20.2% - Leanne Craze
- ❖ 151 Votes | 18.9% - Coral Robinson
- ❖ 149 Votes | 18.7% - Stuart Baird
- ❖ 127 Votes | 15.9% - Amanda Branley
- ❖ 127 Votes | 15.9% - Craig Zanker
- ❖ 83 Votes | 10.4% - Timothy Lo Surdo

Andrew Marks (in Melbourne), Scrutineer for this year's Election as appointed by the Board, confirmed the counting of votes as correct.

The result of the ballot was determined by the candidate who received the highest number of ballots filling the first available position and the candidate with the next highest number of ballots filling the next available position.

Congratulations was offered to the newly elected Directors to the Wilderness Society Ltd Board, declared as Amanda Branley who joins the Board from The Wilderness Society WA Management Committee, having variously held positions of Treasurer, Secretary and, since 2015, Convenor; four Directors returning to the Wilderness Society Ltd Board: Leanne Craze, Coral Robinson, Stuart Baird and Craig Zanker.

These five Directors join two continuing Elected Directors, Larissa Zimmerman from Queensland; and Sam Rando of the Northern Territory & South Australia region, and one appointed Director, Ben Holgate, on the Board.

Matt thanked the 2018 Election of Directors and AGM process team, in particular Christine Zangari and Jo Stephen.

Linda Selvey, outgoing Director for this financial year, was thanked for her contributions to the Wilderness Society, over many years, having first becoming involved with the Wilderness Society in Queensland in 1987, where she helped facilitate national meetings, fundraising activities and a component of the Vote for the Forest Campaign - she was very active in the Tully-Millstream campaign.

Linda brought a wealth of skills and experience in environmental campaigning, meeting facilitation, policy development, communications, finance, research and human resources. She came to the Wilderness Society Board from the Wilderness Society WA Management Committee in 2015 and was Convenor of the Board for more than two years. Linda was unable to renominate this year due to work and family commitments and will be missed by all her Wilderness Society friends and colleagues.

The entire complement of the Board of The Wilderness Society was noted as:

- Leanne Craze - ACT/New South Wales
- Stuart Baird - Tasmania
- Coral Robinson - ACT/New South Wales
- Craig Zanker - Victoria
- Sam Rando - Northern Territory/South Australia

- Larissa Zimmerman - Queensland
- Amanda Branley - Western Australia
- Ben Holgate (Appointed) - Victoria

Matt moved the following formal vote of thanks:

Proposal: That a vote of thanks be given to all 2018 Directors of The Wilderness Society Ltd for their immense contribution to the work of The Wilderness Society and whose valuable time, commitment and energy is greatly appreciated.

Proposed: Brian Mason, Seconded: David Wanless

Agreed by acclamation

7. The Wilderness Society Ltd Auditors

The Meeting noted The Wilderness Society Ltd Board, following recommendation by the Finance Audit Risk and Compliance Committee of the Board, initiated a change of auditor as per the provisions of the *Corporations Act 2001 (Cth) (section 329(1A))*, and sought resolution endorsement by Members at the meeting in two parts.

i. Removal of Auditor

The Wilderness Society Ltd Board thanked Crowe Horwath Tasmania, appointed auditors at the first Annual General Meeting following registration of The Wilderness Society as a Public Company Limited by Guarantee. The Board requested that this Meeting consider and, if thought fit, pass the resolution that Crowe Horwath be removed as auditor of the organisation.

Proposal (Ordinary Resolution): That Crowe Horwath Tasmania be removed as auditor of The Wilderness Society Ltd.

Proposed: Craig Zanker

The Wilderness Society Ltd Director

Convenor of Finance Audit Risk and Compliance Committee

Seconded: Brian Mason

Agreed by consensus

ii. Appointment of Auditor

The Wilderness Society Ltd Board requested that this Meeting consider and, if thought fit, pass the resolution that William Buck Audit (Vic) be appointed as replacement auditor of the organisation.

Proposal (Special Resolution): That The Wilderness Society Ltd appoint William Buck Audit (Vic) Pty Ltd as auditor of the organisation.

Proposed: Craig Zanker

The Wilderness Society Ltd Director

Convenor of Finance Audit Risk and Compliance Committee

Seconded: Alexander Jablonski

Agreed by consensus

8. Meeting Close

Leanne thanked the process team, all Members, volunteers and staff for their attendance and contributions around the country, and for being involved in the governance of The Wilderness Society.

The meeting closed at 7.59pm AEDT.