



The Wilderness Society Ltd 2019 Annual General Meeting
Minutes (confirmed by Convenor)
Thursday, 28 November 2019, 6.30pm 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: 79 Members were confirmed as attending the meeting around the country (list not for publishing)

Proxies (in attendance): 18 eligible proxies were confirmed for the meeting (list not for publishing)

Apologies: Keith Roberts

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

Minutes: Jo Stephen

Timekeeper: Christine Zangari

Moderator: Ally Murray

In Attendance: Andrew Marks (William Buck Audit, in Melbourne), Chris Clarke (Watson Mangioni Lawyers, in Sydney), Mike Daniel (Resolve Litigation Lawyers, in Sydney) and Catherine Officer (Governance Consultant, in Sydney)

1. Welcome and Meeting Opening

Ally Murray, AGM Moderator (Sydney), addressed the meeting and thanked everyone for attending The Wilderness Society Ltd (TWS Ltd) 2019 Annual General Meeting. Ally confirmed with Matt Brennan, 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 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 6.30pm and apologies received for the meeting noted. 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 Board and Financial reports.

Appointment of Process Team

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

Proposed: Leanne Craze, Seconded: Craig Zanker

Agreed by consensus

2. Minutes of the Previous General Meetings

In accordance with The Wilderness Society Ltd's Constitution, Minutes of the 2018 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, Board Co-Convenor, presented the Director's Report on behalf of The Wilderness Society Ltd Board.

Stuart provided the following points of note from the 2018/19 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.
- ❖ Acknowledgement of Wilderness Society campaigns around Australia: in South Australia the campaign to keep big oil out of the Great Australian Bight; a new National Park in Western Australia covering the Helena Aurora Range; in New South Wales the fight to protect the Pilliga; in Victoria the continued campaign to end native forest logging; and in Tasmania leading the work to challenge the opening up of World Heritage and National Park areas to tourism developments.
- ❖ On a national level the 2019 federal election campaign saw environmental concerns brought to the forefront of the election campaign and on the agenda - and the Wilderness Society campaign was part of making that happen, with nationally coordinated messaging, billboards in capital cities, 28,000 targeted electorate phone calls and 12,000 household doors knocked on by Movement For Life volunteers.
- ❖ This year we have seen an increase in Members voting for Directors and attending the AGM. In late October, the TWS Ltd Board also received questions and proposed motions from Members. Though an AGM is unable to deal with matters outside of the Notice of AGM, or with matters that are not properly within the power of Members, the TWS Ltd Constitution provides for a Members' Forum where members can provide guidance and advice to the Board.
- ❖ The 2019 Members' Forum is scheduled for Monday, 16 December - Members must register to attend.
- ❖ In 2019, The Wilderness Society Board examined the organisation's financial situation and recognised the need to reduce the global budget in order to match income to expenditure and a number of tough and brave decisions have been made.
- ❖ 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 and Compliance Committee (in Melbourne), presented an overview of the 2018/19 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, as were bequestors, whose contributions have enabled the organisation to deliver on its Purpose.
- ❖ Our strong base of financial support, cash donations and regular giving income held steady for the year at \$10.7m - a good result in the current fundraising environment.
- ❖ Bequest income for the year decreased to \$487k, from \$1.98m in the prior year which accounts for the difference in operating income.
- ❖ The Board made the decision to invest the prior year's surplus and run a deficit budget for 2018/19. This investment was both in keeping campaigning expenditure at a high level and with an eye to the future in relationship-based fundraising.
- ❖ This resulted in an operating deficit of \$1.7m for the 2018/19 year - after a surplus of \$0.8m the prior year. Expenditure on our campaigns and programs decreased slightly (\$100k) to \$6.2m this year. Fundraising expenditure was higher - around \$600k. Our other expenditure remained relatively stable. A gain on the revaluation of our assets of \$300k occurred during the year.
- ❖ Cash reserves have decreased by approximately \$1.2m, leaving reserves of just over \$2m.
- ❖ Organisational financial performance and position has been re-analysed with the recognised need to reduce the global budget going forward with the aim of a balanced budget for the current financial year.

Craig concluded that the audit report confirms the accounts present a true and fair view of financial performance and position as at 30 June 2019. The Wilderness Society is solvent and can pay debts as and when they fall due. The Auditors, William Buck, were thanked for their work during a tough year.

The floor was opened for questions around the country.

- Q1 Sydney - what has been done to address financial issues?
 - The Wilderness Society Ltd has made a number of structural changes and reviewed fundraising programs to provide sustainable income going forward. Budgets have been cut back across all areas of The Wilderness Society to make sure we are raising and spending money the right way. It has been a very difficult year and has an impact on all of us.
 - This was major change and decisions were not made lightly by The Wilderness Society Board.
- Q2 Hobart - expressed concerns about the reduced surplus over two years - queried how much was spent on the Federal Election campaign and specifically with communications agency, Collins Gartrell?
 - This was a \$2.5m turnaround from the previous year - a \$1.7m loss in the 2018/19 year and \$800k surplus in 2017/18 which makes up this difference.
 - The difference was a \$1.5m drop in bequest income and a \$600k increase in fundraising expenditure which accounts for most of the turnaround. The rest was spread across other income and other expenditure.
 - Question in relation to spending on the Federal Election campaign and specifically for Collins Gartrell was taken on notice.
- Q3 Sydney - how much is The Wilderness Society contributing to each campaign across Australia?
 - This information is not available on hand, however each area and campaign is broken down in the financials.

- Funding to individual Campaign Centres is difficult to answer due to complexities in funding.
- Question taken on notice.
- Q4 Newcastle - queried how this meeting can receive the audited financials if financial questions are taken on notice.
 - The 2018-19 financial year is what we are reporting on, this high level reporting is in line with accounting standards.
 - What is being requested is additional detail to what has been provided in the audited annual accounts.
- Further clarification from Matt Brennan to the meeting:
 - Federal election expenditure has been reported to the AEC and is on public record as \$450k for the 2019 Federal Election campaign across the board.
 - Advised the need to check this and how much was specifically paid to Collins Gartrell.
 - A reasonable time to provide responses to questions on notice via the AGM webpage is 7 days.

Matt thanked TWS Ltd Board for their support and advice during the year.

There were no further questions or comments noted within the allocated time for this item. The following proposal was put

Proposal: That The Wilderness Society Ltd audited Financial Report, including Audit Report, for the 2018/19 financial year be received by the Members

Proposal not agreed by consensus

Proposal: That the above motion be moved to modified consensus

The proposal was not approved by 75% of the Members at the Meeting.

4. Campaign Report

Damian Ogden, Acting National Campaigns Director, presented the Campaigns Report.

The meeting noted in particular:

- ❖ The 2019 Federal election New National Nature Laws campaign was a truly national campaign with a core focus to build a national debate around Australia's terrible extinction rates and habitat loss to drive the political impetus for change, and provided the opportunity for the Wilderness Society to create discussion around nature protection and demand much-needed political leadership.
- ❖ The 2019 Wilderness Society election campaign was the biggest and most ambitious federal election campaign the organisation has ever run, with over 15 staff working full-time on implementing the strategy and a remarkable show of our reach and capacity across the country.
- ❖ Thank you to the many volunteers who knocked on doors and made phone calls - you helped change the debate about nature and your efforts were noticed by the decision makers in Canberra.
- ❖ The Wilderness Society remains committed to being an effective data driven, evidence-based campaigning organisation and this campaign continues with the once-in-a-decade opportunity to review the EPBC Act. Submissions are now open and this is the next opportunity to highlight the inadequacy of these failed laws and need for reform. Hundreds of our supporters are now holding submission writing parties.
- ❖ We face significant challenges and celebrate recent inspiring victories:

- In Tasmania there was the successful Lake Malbena Federal Court challenge and local government opposition to the proposed tourism development in the World Heritage Area.
- The Victorian Government announced an end to native logging in the state, with 90,000 hectares to be protected immediately, an incredible achievement and a testament to the lifelong commitment of many fighting to protect these beautiful and precious places.
- ❖ Movement For Life, our community organising program, continues to connect people - many of whom have never been involved in environmental issues before or do not consider themselves activists - to take action and build an unstoppable grassroots movement. Since its inception in 2016, 36 local groups have formed.
- ❖ Acknowledgement and thanks was given for the time and energy offered in all communities around the country to support our movement.

In closing, Damian thanked Lyndon Schneiders for his 25 plus years of service to The Wilderness Society with the last 10 years as National Campaigns Director, whose contribution over this period has been immense and inspiring for those who have supported this organisation.

5. **The Wilderness Society Ltd Board of Directors**

Matt Brennan, Company Secretary (Hobart) provided an explanation of the direct ballot election of Directors process, 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.

For 2019 the elected Directors retiring were Larissa Zimmerman from Queensland and Sam Rando from Northern Territory and South Australia, opening two positions for election.

Results Declaration | 2019 Election of Directors

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

- Sam Rando from the region of Northern Territory and South Australia;
- Carlos Schafer from the region of Victoria;
- Lisa Roberts from the region of Victoria; and
- Bob Graham from the region of Tasmania.

With thanks to the 303 Members who participated, Matt declared the results of the election as follows:

- ❖ 195 votes, 32.8% - Sam Rando
- ❖ 181 votes, 30.4% - Lisa Roberts
- ❖ 157 votes, 26.4% - Bob Graham
- ❖ 62 votes, 10.4% - Carlos Schafer

Andrew Marks (in Melbourne), Scrutineer for this year's Election as appointed by the Board, confirmed the counting of votes as correct and nothing further to report.

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 new Director, Lisa Roberts, and Sam Rando, who was returned to the Wilderness Society Ltd Board.

These Directors join continuing Elected Directors, Leanne Craze and Coral Robinson from NSW, Craig Zanker from Victoria, Stuart Baird from Tasmania, Amanda Branley from WA, and one appointed Director, Ben Holgate, on the Board.

Larissa Zimmerman, outgoing Director for this financial year, was thanked for her contribution to The Wilderness Society. Larissa first became involved with the Wilderness Society having sponsored a Wilderness Society Giant as a teenager and more recently attended Movement For Life training and has participated in door knocking and phone banking, being an active member of the Wilderness Society Brisbane Metro North team.

During Larissa's two years on the Board, she contributed her financial expertise, ability to stimulate conversation through robust questions, and championing Movement For Life by ensuring the completion of the Movement For Life Charter, supporting and enabling community action on behalf of The Wilderness Society.

Larissa was unable to renominate this year due to relocating to NSW where no vacancies were available, she 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
- Amanda Branley - Western Australia
- Lisa Roberts - Victoria
- Ben Holgate (Appointed) - Victoria

Matt moved the following formal vote of thanks:

Proposal: That a vote of thanks be given to all 2019 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: Matt Brennan, Seconded: Cherrie Wilson

Proposal not agreed by consensus

Proposal: That the above motion be moved to modified consensus.

The proposal was not approved by 75% of the Members at the Meeting.

6. Honorary Life Members

The meeting noted and congratulated the following Honorary Life Member nominations, endorsed by The Wilderness Society Ltd Board and confirmed for 2019, as:

- ❖ Annie Fowles - nominated by TWS Tasmania for long-term volunteer dedication to TWS Tas and TWS Ltd;
- ❖ Matt Small - nominated by TWS Ltd for outstanding leadership of the Wilderness Defender team since May 2008;
- ❖ Melissa McQuillan - nominated by TWS Ltd for volunteer activist and governance contributions since 1992;
- ❖ Susanna van Essen - nominated by TWS Ltd for dedication to and support for the Environment Award for Children's Literature; and
- ❖ Lyndon Schneiders - nominated by TWS Ltd for exceptional contributions to The Wilderness Society for more than 25 years!

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

7. The Wilderness Society Ltd Auditors

William Buck Audit (Vic) Pty Ltd were appointed at the 2018 Annual General Meeting and they continue as auditors. Appointment and removal of auditors is subject to the provisions of the Corporations Act 2001 (Cth).

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.

Members were warmly invited to join the Board at the 2019 Wilderness Society Members' Forum on Monday, 16 December 8pm AEDT.

The meeting closed at 7.42pm AEDT.