



## 2016 Annual General Meeting Minutes

Wednesday, 28<sup>th</sup> May 2016

Held at the Charles Hawker Conference Centre, Waite Institute

**Welcome:** Meeting opened at 2:05pm by Peter Clements

**Speaker:** Michael Swinbourne (PhD student, University of Adelaide)  
"Hairy-nosed Wombats: When, where, why, how and what", a talk that included his work using ground penetrating radar as a non-invasive tool to map southern hairy-nosed wombat warrens.

**BUSINESS** 3:00pm

**Attendees\*:** Barbara Bray, Peter Clements (11), Adrian Clements (3), Mike Swinbourne, Alyce Swinbourne, Johan Ramerman, Janet Ellis, Kevin Stead (3), Glen Taylor (3), Chris O'Loughlin, Matt Gaughwin, David Hansman, Adrian Jones, Peter Jones (3), Barb Endersby, Alister Smith, Graham Nye, Bill Breed, Keith Seear, Karen Collins (7), Penny Harper, Wendy Clements, Ray Wallis (2), Simon Seear, and Gary Taylor (3)  
\*25 attendees. Number of votes carried by each person with proxies (total: 27).

**Apologies:** Anne Collins, Anne Mackenzie, Barbara Hardy, Barry Powell, Brigitte Stevens, Clare Jans, Colin Green, Enid Jones, Ian Brett, Jessica Strauss, Jill Millhouse, Ken Henry, Kerrie Davies, Lidia Rozman, Liz Cousins, Margaret Clements, Margaret Taylor, Margot Clements, Mark Clements, Michael Brindley, Michael Collins, Nanette Hill, Naomi Henry, Narelle Taylor, Patricia Taylor, Rebecca Beer Smith, Silvija Wallis, Suzanne Zhao, and Vince Wang.

### 1. Minutes

Motion to adopt the Minutes of the Annual General Meeting of 23<sup>rd</sup> May 2015 with input from those who attended.

Moved – Ray Wallis; seconded – Penny Harper; motion carried as amended.

### 2. President's Report – Peter Clements

Motion that we accept the President's Report.

Moved – Peter Clements; seconded – Ray Wallis; motion carried.

### 3. Financial Report – Peter Clements

3.1. A summary of the Society's major financial events and Auditor's Report for 2015.

3.2. Motion to receive the Auditor's Report and Financial Reports for the year ending 31 December 2015 be accepted.

Moved – Ray Wallis; seconded – Peter Jones; motion carried.

### 4. Appointment of Auditor for 2016

Motion to appoint Bruce Evans as the Society's Auditor for the 2016 financial year.

Moved – Peter Clements; seconded – Barbara Bray; motion carried.

### 5. Election of Management Committee Members

5.1. Peter Clements turned meeting over to Ray Wallis to conduct elections.

5.2. Ten persons nominated for election to the ten positions on the Management Committee as follows:

- Gary Taylor
- Glen Taylor
- Janet Ellis
- Jessica Strauss
- Johan Ramerman
- Karen Collins
- Kevin Stead
- Peter Clements
- Peter Jones
- Ray Wallis

5.3. Because there are the same number of nominations as positions, motion to vote to accept all nominations by a show of hands.

Moved – Ray Wallis; seconded – Peter Clements; motion carried.

## 6. Special Resolutions: Alterations to the Constitution

### 6.1. Definitions

6.1.1. Constitution point 2.1.(a): change the definition of “natural environment”.

Moved that we defer the decision on a new definition until the Committee has given it more consideration.

Move – Ray Wallis; seconded – Adrian Jones; motion carried.

6.1.2. Constitution point 2.1.(b): change the definition of “Society”.

Moved that the definition in 2.1.(b) be changed to read:

*“Society” means the “Natural History Society of South Australia Incorporated” and/or “Wombats SA”.*

Moved – Barbara Bray; seconded – Ray Wallis; carried.

### 6.2. Register of Members

6.2.1. Constitution point 9.1.: Register of Members

Moved that the first sentence of point 9.1. be changed to read:

*9.1. Register of Members*

*The Secretary, or delegate, must keep and maintain a Register of Members of the Society which contains:*

Move – Ray Wallis; seconded – Penny Harper; carried.

6.2.2. Constitution point 9.2.: Inspection and copying

Moved that point 9.2. be changed to read:

*9.2. Use of the Register of Members*

*The Register may only be used by the Management Committee to further the Objects as the Society considers appropriate and gives explicit permission for such use.*

Moved – Penny Harper; seconded – Peter Jones.

For (present) – 14, for (proxies) – 27, for (total) – 41. Against – 3. Carried.

6.2.3. Constitution point 9.3.

Moved that point 9.3. be added to the Constitution reading:

*9.3. Inspection of Register*

*The register of members' names only may be open for inspection by any Registered Member of the Society and allowing members the ability to opt out of their names being so inspected. “Inspection” is defined as a visual sight of the Register and no copy by any means is to be taken without the written approval of the Management Committee.*

Moved – Ray Wallis; seconded – Penny Harper. Carried, 3 against.

### 6.3. Funds

Move that Constitution point 17.1.2. be added to the Constitution reading:

*17.1.2. The Committee shall appoint signatories to the Society's bank accounts and two (2) signatures shall be required for all debit transactions exceeding a defined amount as determined by the Committee. The Committee may set, amend, change or delete this defined amount with this decision recorded in the minutes where the change was*

approved.

Moved – Gary Taylor; seconded – Barbara Bray; carried.

## 7. Special Business: Notices of Motion

7.1. Motion One: Move that the NHSSA Management Committee be required to inform the general members of the Society at the earliest communication, when more than one member of the NHSSA Management Committee resigns with unresolved complaints with the committee within two weeks.

Moved – Barb Endersby; seconded – Alister Smith.

For – 4. Against (present) – 12, against (proxies) – 27, against (total) – 39.

Motion not carried.

7.2. Motion Two: Move that in the case of disciplining a member that the Disciplinary Committee be comprised of members without a conflict of interest [NHSSA Constitution 12.8.1 (b)] – that is, to be judged by people with no known prior prejudice.

Moved – Barb Endersby; seconded – Alister Smith.

For – 7. Against (present) – 8, against (proxies) – 27, against (total) – 35.

Motion not carried.

7.3. Motion Three: Move that the NHSSA Management Committee be banned from exposing the Society to legal action due to slanderous/defamatory 'open letters' being posted on the website [giving maximum public exposure] and that the NHSSA Management Committee be required to seek permission from the general membership before placing the Society at risk in this way.

Moved – Barb Endersby; seconded – Alister Smith.

For – 4. Against (present) – 8, against (proxies) – 27, against (total) – 35.

Motion not carried.

7.4. Motion Four: Move that the Committee abandons its draconian editorial practices and allows publication of articles representing a range of opinion on any given topic relevant to the wellbeing of habitat and fauna on the Reserves, thus allowing the membership to be truthfully informed and fully informed.

Moved – Barb Endersby; seconded – Alister Smith.

For – 4. Against (present) – 8, against (proxies) – 27, against (total) – 35.

Motion not carried.

## 8. Poll

8.1. Request a Poll be taken on the question of the validity of the cancellation of John Endersby's Membership.

Requested by Barbara Endersby, Graham Nye and Alister Smith.

Request for the poll was withdrawn by Barbara Endersby because the matter is now before the magistrate's court.

## 9. Meeting Closure – 5:01pm

Signed:\_\_\_\_\_ Date\_\_\_\_\_

Signed:\_\_\_\_\_ Date\_\_\_\_\_