

Minutes of the ATA Annual General Meeting – 10 December 2020

From 6.00pm on the Vero Voting, Virtual Meeting platform

1. Attendance, Apologies and Proxies

Members Present: (*Board Members)

Kate Allsopp, Russell Anderson, Sheryl Backhouse, Marcus Barber, Peter Barker, Sue Barker, David Barnes, Don Batson, Robin Belford, Ross Bennett, Vincent Blake, Steve Blume, Matthew Bond, John Bonnett, Lawrence Borle, Steve Bradley, David Bruce-Steer, Jake Bugden, Lorraine Bull, Mark Burford*, Mark Bytheway, Anthony Callinan, Jim Castles*, Wendy Clarke, Jacinta Cleary, Alister Cole, Ian Court, Geoff Cumming, Anna Cumming, Katy Daily, Joan Day, Robyn Deed, Jenny Dibley, Peter Dickson, Shaila Divakarla, Julian Donlen, Jessica Dorney, Daryl Douglass, Grant Downie*, Brett Easton, Denise Eastwood, Susan Edwards, Edward Elcock, Jenita Enevoldsen, Rebel Evans, Doug Ferguson*, Robin Gardner, Bryce Gatton, Gabriela Gauthier, Fotakis Georgiou, Colin Goodwin, Brian Gosley, Oscar Gregory, Mohit Gulati, Glenn Hallion, Michael (Mick) Harris, Tom Hawking, Emma Heyde, Michael Holdway, William Holliday, David Hooke, Ingrid Hornung, Kenneth Hughes, Graham Hunt, Thomas Hunt, Alan Hutchinson, Robyn Jelleff, Meredith Jewson, David Johnson, Paul Josif, M Juntunen, Elizabeth Karol, Norman Kennedy, Tony Kennedy, PETER KENT, James King, Michael Knight, David Koch, Petrice Koelewyn, Dominique La Fontaine*, Susan Langridge, Kevin Lanigan, H Lee Seldon, Sophie Liu, Neville Lockhart, Dean Lombard, Ann Lyons Wright, G Rhys Maddern-Wellington, Lassity Martin, Janet Massey, Susan Mathews, James Maude, Scott McAslan, Gaye McCulloch, Rob McLeod, Stuart McQuire, Jodie Meehan, Knut Menden, Kym Mogridge, Simon Molesworth, Rick Molloy, Chris Moss, Sally Moxham*, Graham Neilson, Zak Nicholson, Ian Noble, Michael Norriss, Thomas Northey, Janine O'Connell, Phillip O'Connor, Michael O'Connell*, Tim Overton, Pasquale Pellegrino, Rob Phillips, Susan Philpott, Caroline Pidcock, Marisa Pizzica, Martin Powell, Keiran Price, John Pyle, Bree Rankin, Andrew Reddaway, Lawrence Reddaway, Gary Richardson, Gary Richter, Graeme Rider, Brett Rix, Mike Roberts, Ian Robertson, Malcolm Robins, Doug Rolfe, Michele Ryan, Gerlinde Scholz*, Louisa Scott*, Celia Sexton, Andrew Silis, Peter Stanley, Eve Stocker, Alan Strickland, Jens Svensson, Kylie Taylor*, Anne-Marie Tenni, Ralf Thesing, Mark Tranter, Simon Troman, Lance Turner, Craig Walters, Sophie Weiner, Stephen Whitworth, Herbert Wildes, Kim Wilkinson, Carrie Wilkinson, Noel Will, David Winterton, Peter Wonfor, Xinxu (Sandy) Xu, Mike Young and Adam Zumbo

ATA Staff:

Paul Bowers, Damien Moyse, Alli Burness, Erin Cummins, Lori Dalton, Ian Robertson, Jacqui Hagen

Non-Members: Tim Drinkall

Apologies: Ewan Ogilvy

Proxies:

The Chair was appointed proxy by:

Pete Allen, Paul Andrew, Claire Bowers, Geoff Bowers, Ana Davy, Brett Dunstone, Anthony Dusan, Leo Gaggl, Alice Gower, Kat Hamakers, Michael Harvey, Stephen Hockey, Milton Howard, Douglas Jardine, Patrick Maslen, Angela McGowan, Darren O'Beirne, Ewan Ogilvy, Richard Plumpton, Pam Smith, Amelia Twiss, Iggy Iggy Van, Sue Veness, Craig Williams and Sid Too

Bryce Gatton, by: Kathleen Davies

Chris Moss, by: Bill Bennett, Lance Collins, Sylph Hawkins and Pauline O'Brien

Don Batson, by: Fiona Bruce

Doug Ferguson, by: John Bailey

Doug Rolfe, by: David Arnold, Gary Callanan, Brian Congues, Jade Kaptein, Gregory Knight, Ian Malkin, Ryan Parsons, Blake Ramsey, Hazel Rolfe, Alan Strickland, Andrew van Slageren and Stephen Whately

Graham Hunt, by: Kathy Bisits, David Bruce-Steer, Ethan Burns, Dick Clarke, Janet Ellis, Daniel Gardiner, Mathilde Kearny – Kibble, John Kenny, Rob Landau, Robyn McGrath, Christina Sara, John Shiel, Peter Smyth and Wolfgang Spranz

Grant Downie, by: Tristy Fairfield

Jens Svensson, by: Emma Hodgkinson and Adam Jenson

Katy Daily, by: Sarah Robertson

Mark Burford, by: Kulja Coulston and Frank Muller

Michael (Mick) Harris, by: Stephen Downing and Jessica Hamlyn-Harris

Michele Ryan, by: Sandie Rocca

Peter Lyons, by: Trevor Lee

Robin Gardner, by: Lee Blyth and Jayne Malchholm

Robyn Deed, by: Michael Deed and Heidi Marfurt

Sally Moxham, by: Kate McKeand

Wendy Clarke, by: Jason Ashwell, Jennifer Baxter, Mark Bennett, Isobel Crawford, Tim Hamer, Frances Lemckert, Barry Mitchell, Deb Porter and Rob Scholten

2. Welcome

The President of the ATA, Ms Gerlinde Scholz, formally welcomed members and opened the first ever virtual Annual General Meeting just after 6.00 pm AEST, noting that the format provided the opportunity for maximum member engagement, with around 170 members registered to attend in person and more than 80 proxies arranged. Participation was noted from around the country and even internationally with former ATA President Ralf Thesing connecting to the meeting from Germany.

Given that the online format was a first for everyone, it was requested that people be patient and raise any technical queries through the platform for the quickest response.

3. Quorum

The Secretary, Mr Grant Downie, presented the statistics on attendance and read through all the proxy nominations. It was confirmed that a quorum of a minimum of 10 members was present, as required under Clause 12(2) of the Constitution, to permit the meeting to proceed.

4. Disclosure of Interests

No conflicts of interests were disclosed by anyone present, in relation to any items noted on the agenda.

5. Minutes of the Previous Annual General Meeting

The Minutes of the 2019 Annual General Meeting held on Wednesday, 12 November 2019 had been circulated to members prior to the meeting and were presented for confirmation.

Resolution: That the meeting accept the Minutes of the 2019 Annual General Meeting.

Moved: Gerlinde Scholz Seconded: Grant Downie

CARRIED: 92 For, 0 Against, 100 Abstain

6. President, Treasurer and CEO's Reports

The President, Ms Gerlinde Scholz, presented her report highlighting how the challenging conditions of the previous year and COVID pandemic had forced the organisation to address its unsustainable operating model as a matter of urgency. Gerlinde acknowledged the significant impact difficult decisions taken through the year had on staff, volunteers, members and the board. She thanked the whole Renew team, including a number of staff whose positions were made redundant mid-year, for continuing to deliver outstanding work even through difficult times of restructure and working from home in isolation, commending their professionalism and commitment to Renew. Gerlinde also thanked CEO Paul Bowers who had joined Renew less than a month before Melbourne's first lockdown in extraordinary circumstances. Among the many positive achievements of 2020 were the delivery of a very successful Sustainable House Day in a new online format created in record time.

While the decisions taken by the board to move the organisation to a more sustainable operating model were controversial with some stakeholder, they were necessary and appropriate given the situation. The President reassured the meeting that the board was committed to Renew continuing as a member driven, not-for-profit organisation, while also being obliged to act in the best interests of the organisation, safeguarding its ability to continue as a going concern to pursue its mission. The President concluded her presentation by thanking all board members who had served over the past year, and Damien Moyle for serving as interim CEO for the first quarter of 2020.

The Treasurer, Ms Louisa Scott, presented the financial statements of the organisation for the year ended 30 June 2020. She emphasised that the organisation's financial viability had been in decline for some time before the pandemic, as was documented in successive annual reports from prior years. The onset of the pandemic created challenging conditions that exacerbated rather than caused the issue. The Board had sought pro bono expert advice about Renew's precarious financial position and ultimately unanimously supported a plan for recovery developed by the CEO. Implementation of that plan has helped reduce Renew's cost base as the critical element of adjusting the operating model to achieve viability.

While the operating result for the 2019/20 financial year was a surplus of \$113,409 this was only achieved as a result of more than \$230,000 in government stimulus payments and a one-off tax refund of \$128,643. Without these extraordinary items, the result for the year would have been a loss of \$246,134 well exceeding available equity to cover another year of operating loss.

Redundancy payments attributable to the restructure had amounted to \$105,000. Had these costs been avoided, Renew would have still made a loss and ended the year with negative equity on the basis of ordinary operating activities. The weakness of the balance sheet and low cash reserves pointed to an underlying solvency issue that required decisive action. Insolvency was only avoided through extraordinary one-off payments that cannot be the basis for continuing to operate in an unsustainable manner.

The CEO, Mr Paul Bowers, presented his first report as CEO on how the organisation had fared during the past year. Drawing on his professional background as a science communicator in museum settings, Paul noted how the best museums guide people to look both backward and

forward. He believes that Renew has enormous potential to bring more people on the sustainable living journey, building on its history, deep expertise and member engagement. Paul referred members to the annual report available online and on the meeting platform for a comprehensive overview of Renew activities and achievements in 20219/20. He highlighted recent legislation changes in New South Wales and Victoria regarding housing energy efficiency and renters' rights. These changes would not have been achieved without the advocacy of Renew in partnership with other not-for-profits over many years.

Paul acknowledged that the recent restructure had been difficult for all concerned. He expressed his intention to guide the organisation to greater stability after the upheavals of the previous year and to build on the foundation of the first 40 years for even greater success in the future.

More than 30 minutes of questions and answers followed the reports. Questions submitted through the Vero platform were published so that all attendees were able to read the questions being raised. The Secretary facilitated for the President, Treasurer and CEO to answer as many questions as possible during this part of the meeting.

The following resolution was then put to the meeting:

That the members receive the Financial Statements and the Annual Report for the year ended 30 June 2020 of The Alternative Technology Association Incorporated (trading as Renew) as provided to members with the Notice of the Annual General Meeting, including the Statement by Members of the Board that the accounts present a true and fair view of the Association's financial position.

Moved: Michael O'Connell

Seconded: Mark Burford

CARRIED: 157 For, 7 Against, 49 Abstain

7. Election of Board Members

In accordance with Clause 22(3) of the Constitution, three Board members – Timothy Drinkall, Louisa Scott and Kylie Taylor - were retiring by rotation at this AGM. All three were eligible for reappointment. Tim Drinkall did not stand for re-election.

The following additional candidates nominated for election to the board in accordance with Clause 22(4) of the Constitution: Shaila Divakarla, Michael Harris and Rick Molloy.

All nominees had recorded a brief video presentation on their proposed candidature. The five short videos were played through the meeting platform.

Members then voted to fill three board vacancies with preferred candidates from a field of five nominees. Voting was conducted through the meeting platform with Greg Mitchell of Vero Voting serving as returning officer. Votes were cast as below:

Louisa Scott	89	13.71%	
Kylie Taylor	82	12.63%	
Shaila Divakarla	158	24.35%	
Rick Molloy	130	20.03%	
Michael Harris	190	29.28%	
	649		

Based on the voting, the following **Resolutions** were then declared as the outcome of the election:

1. In accordance with Clause 22(1) of the Constitution, that **Ms Shaila Divakarla** be elected to the Board for a term of two years commencing at the end of this AGM on approval by the members.
2. In accordance with Clause 22(1) of the Constitution, that **Mr Michael Harris** be elected to the Board for a term of two years commencing at the end of this AGM on approval by the members.
3. In accordance with Clause 22(1) of the Constitution, that **Mr Rick Molloy** be elected to the Board for a term of two years commencing at the end of this AGM on approval by the members.

CARRIED as per the votes cast.

The President congratulated newly elected board members.

She also thanked Louisa Scott and Kylie Taylor for their invaluable contributions as members of the Renew board, noting that Louisa Scott had served for four years including the last two years as Treasurer, and Kylie Taylor had served for one term of two years contributing her professional communications expertise.

8. Special Business

An item of special business had been submitted in accordance with Clause 10 and Clause 30 of the Constitution.

The item presented four resolutions calling for removal of individual board members. Two of the resolutions, calling for removal of Louisa Scott and Tim Drinkall, were contingent on the outcome of the prior item of business, the election of board members.

Of the remaining two resolutions, one proposed that the President, Gerlinde Scholz, be removed as a board member. Gerlinde declared her conflict of interest in the matter and relinquished the chair of the meeting in favour of Sally Moxham as Deputy President for this item of business.

The Secretary explained how the four resolutions were now to be interpreted given the participation in and the result of the election, including the fact that only two of the resolutions remained valid.

Robin Gardner spoke in favour of the two remaining resolutions of special business, seconded by Wendy Clarke.

A response to the special business item on behalf of the current board was presented by Mark Burford and seconded by Michael O'Connell, both strongly arguing against the motions presented.

Following the motions for and against the special business resolutions, members present voted as follows:

Resolution 1- Removal of Gerlinde Scholz

NOT CARRIED: 100 For, 102 Against, 14 Abstain

Resolution 2 – Removal of Dominique LaFontaine

NOT CARRIED: 97 For, 104 Against, 13 Abstain

At the conclusion of the item of special business, Gerlinde Scholz resumed chairing of the meeting, thanking Sally Moxham.

9. Other Business

There was no other business presented.

The President thanked members for the high level of engagement and commitment. She also acknowledged with thanks the work of Grant Downie as Secretary and of the Vero Voting team in facilitating a successful first online AGM for Renew.

Gerlinde closed the meeting at 7.48pm quoting with reference to the climate crisis Denis Moriarty's closing remark at the recent Communities in Control conference:

“Go change the world and do it fast; we’re running out of time.”

DRAFT