

# **MINUTES OF THE SPECIAL GENERAL MEETING OF NATURE FOUNDATION SA Inc.**

**Held on Monday 14<sup>th</sup> October at 6:00 pm**

**in the Goodwood Institute, 166 Goodwood Rd Goodwood.**

## **1. Welcome**

The President Jan Ferguson OAM welcomed members and supporters to the Special General Meeting of Nature Foundation SA and acknowledged that the Nature Foundation was meeting on the land of the Kurna people. The President introduced to members CEO Hugo Hopton, Legal Adviser Jenni Lightowlers and Returning Officer Anne Clark and all Council Members.

## **2. Attendees, Apologies and Proxy Votes.**

The CEO Hugo Hopton read the apologies. (Refer Attachment 1)

Attendees and members sending proxy votes are listed in Attachment 1.

## **3 Background to the Motion**

The President Jan Ferguson OAM advised attendees of the process leading up to the adoption of the motion being put to the members, referring to:

- The Council Governance Review held in 2018;
- Advice on potential structures by pro bono legal adviser Jenni Lightowlers of FAL Lawyers and Dean of Law at Deakin University;
- Six months of review of the proposal by Council Members;
- Review and expansion of all Policies and Procedures for the Nature Foundation;
- Review of all Contracts and commitments to ensure legal compliance;
- Preparation of the Strategic Plan;
- Revision of the Council "Governance Manual" to a "Board Charter";
- Consultation leading to support from auditors, pro-bono legal panel and corporate partners;
- Consultation with Nature Foundation members.

The President thanked all staff, volunteers and Council Members who had assisted in the review of the proposals being put to members before opening the meeting for discussion and questions.

Questions were put by Alison Hastings, Bob Lott, Nicholas Newland AM and David Moyle AM.

In responding to the questions, the President and Legal Adviser Jenni Lightowlers advised that in reference to the proposed Constitution:

- Some wording was required by the governance requirements of the Corporations Act;
- The CEO could not currently be appointed to the Board;
- There were no gender specifications of members in the proposed Constitution and they would be addressed in the Board Charter;
- There was no provision for Directors to be paid sitting fees;
- The transitional provisions would require some current Council Members to step down from the Board in 2020;

- The decision not to change the Nature Foundation's objects was made to maintain the Nature Foundation's Charitable and Deductible Gift Recipient status;
- There was no real difference between roles of a President and a Chair;
- Specific information such as who could speak on behalf of the Nature Foundation would be addressed in the Board Charter;
- Minor errors would be corrected and presented to Members at a future General Meeting in a years' time.

When there were no further questions, Prof Phil Weinstein put the motion:

**That Nature Foundation SA transitions to a Company Limited by Guarantee and adopts the constitution for the Company Limited by Guarantee which is attached to the agenda.**

The motion was seconded by Dr Baden Teague.

In proposing this motion, Professor Weinstein advised that this change would position the Nature Foundation well for the future and encourage improved governance. He advised that Council was acting for its members in making this recommendation to the members.

In seconding the motion, Dr Teague commended the Council for its advice to and consultation with members and advised that he believed all questions and concerns had been answered factually and clearly and members could be satisfied that the intent of the new Constitution was clear.

The vote was then put.

Following counting, the Returning Officer Anne Clark advised that the vote for the motion was **carried unanimously**.

The President thanked all present for their attendance at the Special General Meeting and their confidence in the direction proposed by the Nature Foundation Council.

The Meeting closed at 7:10 pm.

## Attachment 1

### **Attendees (65)**

Sue Barker, Christine Bates-Brownsword, Harold Bates-Brownsword, Carol Blesing, Rebecca Clark, Anne Clark, Phil Cole, Peter Collins, Valerie Collins, Colleen Cross, Chris Daniels, Julie Doddridge, Tony Everett, Jan Ferguson OAM, Chris Ferguson, Georgie Fiedler, Geoff Gibbons, Inma Gonzalez Segura, Alison Hastings, Angela Hazebroek OAM, Susie Herzberg OAM, Jennifer Hiscock, Hugo Hopton, Leah Hopton, Amy Ide, Daniel Jardine, Ron Kelertas, Gretta Koch, Barton Lewis, Merv Lewis OAM, Jenni Lightowlers, Bob Lott, Jan Madely, Rob Marshall, Bronwyn Mart, Rosalie McCarthy, Patrick Mentzel, David Moyle AM, Kathleen Muirhead-Kern, Alex Nankivell, Caroline Nefiodovas, Nicholas Newland AM, Millie Nicholls, Sandra Orgeig, John Ovenden, Dianne Pearce, Tony Pearce, Inara Powell, Lange Powell, Doug Ransom, Chris Reed, Maria Reed, Suzanne Ridding, Melanie Sjoberg, Natalie Stalenberg, Sharon Starick, Baden Teague, Bruce Trebilcock, Brian Ward, June Ward, Phil Weinstein, Rod Wells, Trevor Whitelaw, Sandra Wood, Tim Wood.

### **Apologies (32)**

Frances Bedford MP, Stroma Buttrose, Kathleen Cain, Jan Clarke, David Clegg, Pauline Curnow, Di Davidson AM, Megan Dyson, Bruce Eastick AM, Karen Foale, Bronwyn Forward, Peter Forward, Bill Fuller, Jo Fuller, Harry Greet, Natasha Harper, Jack Hazebroek, Chris Herapath, Pat James, Andrew Johnson, Margie Killick, Jill Lewis, Stephen Marlow, Katie Perry, Elizabeth Joy Robbins, Peter Roodhouse, Angela Roodhouse, Dorothy Short, Jenny Steele Scott OAM, Kathy Teague, Fred van der Heiden, Petra van der Heiden.

### **Proxy Votes (64)**

Proxy votes had been received from Martin Andrew, Nanette Arnold, Brenton Arnold, Greg Bannon, Kent Beard, John Burford, Stroma Buttrose, Graham Chilman, David Clegg, Andrew Clucas, Pauline Curnow, Natasha Davis, Nicholas Edwards, Stanley Fereday, Margaret Fereday, Christine Ferguson, Rosemary Ferguson, Bronwyn Forward, Peter Forward, Christine Franklin, Anne Gilfillan, Harry Greet, Dianne Gray, Tom Gray, Marilyn Hardy, William Hardy, Jack Hazebroek, Chris Herapath, Bruce Herraman, Zenon Herzberg, Pauline Hoopman, Michael Jaensch, Patrick James, Andrew Johnson, Anne Kirk, David Macklin, Leo Mahar, David McCullough, Suzanne McCullough, Amanda Milne, Frank Nicholls, Graeme Oats, Dorothy Palmer, Anna Pannell, Nick Pannell, Bunty Parsons, John Peace, Betty Pederick, Janice Pleydell, Robin Pleydell, Geoffrey Pollard, Elizabeth Joy Robins, Mary Lou Simpson, Antony Simpson, Kathy Teague, Graeme Tonkin, Sally Tonkin, Janet Thomas, Petra van der Heiden, Fred van der Heiden, Agnes Weinstein, Sue Williams, Richard Williams, David Wyness.