

MINUTES OF AIAM ANNUAL GENERAL MEETING

City of Port Adelaide Enfield Town Hall - 34 Nile Street, Port Adelaide and Zoom

6th October 2022 2.00pm

Committee present: Sharleen Jordan, Nell Thompson, Brenton Thomass, Diana Rayment, Tina Martin, Nishu Ellawalla, Ron Medler, Brooke Rankmore

Members present: Craig McClanahan, Ann Enright, Gavin Scott

The meeting was opened by the President, Brenton Thomass at 2.11pm.

1. Apologies:

Dani Scuteri

2. Proxies received:

None

3. Minutes of the last meeting:

It was resolved that the Minutes of the last Annual General Meeting held by Zoom meetings on 20 October 2021, be confirmed.

Moved by Brooke Rankmore and Carried by Sharleen Jordan. All in favour.

4. Business arising from the previous Minutes:

Nil

5. Committee reports:

5.1 President's Report:

Once again this year has been busier than ever. The AIAM board has been busy behind the scenes working to deliver on webinars, advocacy and research projects, attending conferences in NSW and SA and working to convert to a company limited by guarantee. I am so proud of the work the Board has done and continues to do.

This year we have delivered 8 webinars with 450 attending the webinars. This is huge achievement, so we will continue to deliver regular webinars, as the feedback we have received from our members is that these are valuable.

We have had some amazing presenters on topics including

- Rehoming pets directly to the community with Pet Rescue
- Are we measuring what matters?
- Lessons from the trenches: Pearls of Wisdom from Companion Animal Management in the Pacific Islands

- Mental health and Wellbeing in the Workplace: A guide to flourishing for individuals and teams
- Webinar Presentation from PIA Companion Animal Rescue Awards finalist, City of Ballarat
- Upping your BA game, Behaviour Assessments for Poundies
- Cat management for Local Government
- Improving regulatory compliance and community engagement through animal behaviour

All of these webinars are available on our website under the members area, so if you missed them, you can watch them whenever you want. We have also been hosting the online national Local Government Management Forum.

The Board has been busy behind the scenes advocating for our members in a variety of issues and it is important we have a voice and can drive change and continuous improvement.

Board members have attended conferences at the NSW Rangers Conference and SA Local Government Authorised Persons Association Conference. It has been great to network and listen to our member issues in different states.

We have also progressed with moving from an association to company limited by guarantee, which we will finalise later in the AGM.

So with everything the Board has achieved this year, it is important to note that the Board is run by volunteers, so being able to achieve all this in their spare time is huge and I want to acknowledge the time and effort that they all put in for the love of what we do and what we are trying to achieve.

Thank you to the Board members this year who have done amazing work over the past 12 months which includes Nell, Brooke, Sharleen, Di, Nishu, Dani, Tina and Ron. I could spend all afternoon thanking you and sharing everything you do. A special thank you to Dani, who isn't here today, but after 2 years has decided to step down from the Board to focus on family and work commitments.

Without the whole Board working together, we would not be able to achieve everything we do. I am proud of what we have delivered this year in another year of challenging circumstances, but look forward to the next 12 months and delivering even more to our members and the broader animal management community and having our first workshop in almost 3 years.

5.2 Treasurers Report including Financial Statements of the Association:
Brooke Rankmore, Treasurer, reported that for the 2021/2022 financial year the organisation has finished in a relatively strong cash position, given we haven't held our Workshop for two years. Income has been via memberships only with a new profit position of \$6222.05 and a balance of \$24,065.25.

The organisation continues to receive strong membership numbers, thanks to our online webinars, that have provided support and information to our members during COVID. These webinars will continue to form a part of our ongoing offers for members.

A key focus of the Board over the next 12 months will be to hold a face-to-face workshop and to seek out and apply for grants to assist with projects to deliver a greater range of services to our members.

5.3 Membership Report:
Nishu Ellawalla, Memberships Officer, reported that in the 2021/2022 financial year AIAM had 14 corporate memberships with 153 members listed and 80 individual members.

6. Restructure of organisation:
See report below.

The following was proposed:

To consider and if thought fit, to pass the following as a special resolution:

It was resolved as a special resolution to approve the transfer of the registration of the Association to a company limited by guarantee (being a prescribed body corporate) in accordance with section 110 of the Associations Incorporation Reform Act 2012 (Vic).

To consider and if thought fit, to pass the following as an ordinary resolution:

It was resolved to authorise Norman Waterhouse Lawyers to make an application to the Australian Securities and Investments Commission (ASIC) to facilitate the transfer of registration.

To consider and if thought fit, to pass the following as a special resolution:

It was resolved as a special resolution, subject to the Association receiving approval from ASIC to transfer its registration, to adopt the Constitution as the governing document of the Association on and from the date of the transfer of registration.

Moved by Diana Rayment, Carried by Craig McClanahan. All in favour.



7. Election of AIAM Committee:

Due to change in organisational structure, the Board Members are now titled Directors and executive positions will be appointed at the first meeting after the AGM.

The President announced that the following nominations had been received for Directors.

Directors:

Tina Martin

Nishu Ellawalla

8. Other business:

8.1 AIAM Workshops: Planning for the 2023 AIAM Workshops will commence this afternoon after the AGM.

9. Close meeting

The President thanked everyone for their attendance and declared the meeting closed at 2.25pm.

Restructure of Company Report

Australian Institute of Animal Management Inc (**Association**) is an association incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (**Associations Act**).

Throughout the history of the Association, being governed by the Associations Act has been sufficient for the Association's purposes. However, as the Association expands its operations and intends to provide a greater level of services outside of Victoria, it is no longer appropriate for the Association to be governed by the Associations Act.

The primary reason for this is that the Associations Act is Victorian legislation. The effect of this is that the Association may not be recognised at law outside of Victoria, which limits the ability of the Association to conduct activities outside of Victoria.

The Board proposes to restructure the Association to allow it to undertake activities nationwide. The restructure will involve the transfer of the registration of the Association to become a company limited by guarantee.

As a company limited by guarantee, the Association will become regulated by the *Corporations Act 2001* (Cth) (**Corporations Act**), which in addition to the ability to be recognised outside of Victoria, will provide the Association with the following additional benefits when compared to the Associations Act:

- companies have broad powers under the Corporations Act that are equivalent to the legal capacity of an individual (see, section 124 of the Corporations Act), in comparison to the more limited and restrictive powers provided under the Associations Act (see, sections 29 and 30 of the Associations Act); and
- the Corporations Act provides a more comprehensive and robust governance framework for the Association that will be more readily recognised and understood by Government agencies and businesses that may deal with the Association from time to time. This may be of particular relevance where the Association deals with Government agencies or businesses located outside Victoria.

The restructure will not create a new legal entity, there will be no change in those persons appointed to the Board and the Association's objects will remain derived from the current objects of the Association. The Association will also retain all relevant tax concessions available to the Association, most notably including income tax exemption.

The Board highlights that, as a result of the restructure, your membership will cease.

THE RESOLUTIONS

The following resolutions will be proposed at the Special General Meeting to give effect to the proposed restructure.

To consider and if thought fit, to pass the following as a special resolution:

It was resolved as a special resolution to approve the transfer of the registration of the Association to a company limited by guarantee (being a prescribed body corporate) in accordance with section 110 of the Associations Incorporation Reform Act 2012 (Vic).

To consider and if thought fit, to pass the following as an ordinary resolution:

It was resolved to authorise Norman Waterhouse Lawyers to make an application to the Australian Securities and Investments Commission (ASIC) to facilitate the transfer of registration.

To consider and if thought fit, to pass the following as a special resolution:

It was resolved as a special resolution, subject to the Association receiving approval from ASIC to transfer its registration, to adopt the Constitution as the governing document of the Association on and from the date of the transfer of registration.

THE TRANSFER OF REGISTRATION

The transfer of registration is recognised under both the Associations Act and the Corporations Act.

Section 110 of the Associations Act provides that an incorporated association may apply to be registered as a prescribed body corporate¹ if a special resolution of the association is passed approving the application.

Section 601BA(1)(d) of the Corporations Act provides that a body corporate may be registered under the Corporations Act as a company limited by guarantee.

Section 601BC(1) of the Corporations Act provides that an application must be lodged with the Australian Securities and Investments Commission (**ASIC**) to register a body corporate as a company.

Section 114 of the Associations Act provides that an association ceases to be incorporated under the Associations Act on the transfer of its incorporation.

The effect of registration under the Corporations Act:

¹ Section 109(a) of the Associations Act provides that a company within the meaning of the Corporations Act is a prescribed body corporate.

- (1) does not:
 - (a) create a new legal entity; or
 - (b) affect the Association's existing property, rights or obligations (except as against the members of the Association in their capacity as members); or
 - (c) render defective any legal proceedings by or against the Association or its members.

- (2) treats the persons who cease to be members of the Association at the time of registration as a company as past members of the company in applying Division 2 of Part 5.6 of the Corporations Act to a winding up of the company. However, those person's liability to contribute to the company's property is further limited by this section to an amount sufficient for the following:
 - (a) payment of debts and liabilities contracted by the company before the day on which the company was registered under the Corporations Act; and
 - (b) payment of the costs, charges and expenses of winding up the company, so far as those costs, charges and expenses relate to those debts and liabilities; and
 - (c) the adjustment of the rights between the contributories, so far as the adjustment relates to those debts and liabilities.

The Association currently has 235 members, whose membership will cease when the transfer of registration takes effect.

Following the restructure, the company will have 9 members (being the members of the Board), each of whom agree to contribute an amount not exceeding \$10 to contribute to the costs of winding up of the Association.

Although the restructure has the effect of extinguishing the rights of the current members, those persons will remain liable to contribute as though they were still members if the Association is wound up within 12 months of the transfer of registration and the Association's cash resources are not sufficient to discharge the Association's costs of winding up.

The Association's current net assets are \$34,034. As a result, the Board is of the view that the Association has sufficient assets to pay the costs associated with its winding up without requiring contributions from any member.

The Board further notes that the Association has no intention of winding up in the foreseeable future.

THE CONSTITUTION

Subject to the passing of the special resolution for the transfer of registration, the Association will become regulated by the Corporations Act as a company limited by guarantee. This will result in many of the provisions of the current constitution of the Association being inappropriate as that governing document has been prepared to comply with the requirements of the Associations Act.

Accordingly, as from the date of the transfer of registration, the Association intends to adopt the constitution set out as Annexure B to this notice of meeting as its governing document.

To the maximum extent possible, the updated constitution has been drafted to provide the same framework as the existing constitution for the Association, including the objects and purposes of the Association.

Upon registration of the Company the initial members are the persons listed on the Register of Members. Under a company, all the benefits and rights of a member will remain unchanged from the current association membership benefits as outlined in the constitution.

CONSEQUENCES OF THE RESTRUCTURE

If passed, and the subsequent application approved by ASIC, the resolutions will result in the:

- Association ceasing to be an association registered under the Associations Act and becoming registered as a company limited by guarantee under the Corporations Act;
- membership of each current member of the Association ceasing;
- constitution of the Association being replaced by the constitution set out at Annexure B.

For these reasons, all of the directors of the Company recommend the resolutions to members.