



Australian Association of Friends of Botanic Gardens Inc.

Minutes of the 25th Annual General Meeting The Australian National Botanic Gardens Crosbie – Morrison Room

Saturday 20th May 2017 at 10:30am

Welcome Dennis Ayliffe, AAFBG President, and Lesley Jackman, President of the Friends of the Australian Botanic Gardens both welcomed everyone present .

Present Warwick Wright, Patricia Wright, Elizabeth Gilfillan, Tim Gilfillan, Beth Dixon, Raoul Dixon, Lesley Jackman, Helen Elliot, Dennis Ayliffe, Annette Irish, Trish Keller OAM, Alex Smart OAM, Vicki Glover, Murray Fletcher, Tom Gyorffy, Nea Gyorffy, Janet O'Hehir, Robyn Saunders, Peter Hickman, David Coutts, Ian Lawrence, Lisa Tuck, Mark Tuck, Glenys Bishop, Anne Rawson and Max Bourke AM

Apologies Philip Moors AAFBG Patron, John Sandham BGANZ, Kate Heffernan, Janet Thomson, John Bentley, Bodo Jensen, Karen Hulston, Kathy Wright,

- Minutes of the Previous Meeting:** The Minutes of the 24th Annual General Meeting held on 1st May 2016, having been distributed, were confirmed.
Moved: To accept the previous minutes - Warwick Wright
Seconded: Annette Irish Carried
- President's Report** Dennis Ayliffe read the President's report as attached.
Moved: To accept the President's Report for 2017 - Dennis Ayliffe
Seconded: Annette Irish Carried
- Secretary's Report:** Elizabeth Gilfillan read her Secretary's report as attached.
Moved: To accept the Secretary's Report for 2016 - Elizabeth Gilfillan
Seconded: Lesley Jackman Carried
- Financial Statements:** In Kathy Wright's absence, Dennis Ayliffe read Treasurer's Financial Report for 2016/17, as attached. Moved: To accept the Financial Report - Dennis Ayliffe
Seconded: Janet O'Hehir Carried

Membership Subscription Fees for 2017 – 18

Dennis Ayliffe proposed the following membership subscription rates for 2018 – 2019 :

Up to 100 Members - \$50
101 – 250 Members - \$75
251 – 500 Members - \$150
501 – 1000 Members - \$250
1000+ Members - \$400

Seconded by Murray Fletcher. Carried

5. Voting Members

Lisa Tuck read the list of those attending and noted the voting representative from each member group as follows:

Lesley Jackman – Fo Australian National Botanic Gardens

Trish Keller - Fo National Arboretum Canberra

Raoul Dixon – Fo Ballarat Botanic Gardens

Robyn Saunders – Fo Benalla Botanic Gardens

Annette Irish – Fo Brisbane Botanic Gardens & Sherwood Arboretum
 Peter Hickman – Fo Eurobodalla Botanic Gardens
 Janet O’Hehir – Fo Camperdown Botanic Gardens & Arboretum Trust
 Tom Gyorffy – Fo Malmsbury Botanic Gardens
 Murray Fletcher – Fo Orange Botanic Gardens
 Alex Smart OAM – Cranbourne Friends, RBG
 Note: Proxy votes received from: Karen Hulston - Fo Buninyong Botanic Gardens
 Catherine Simpson – Fo Gold Coast Regional Botanic Gardens

6 SPECIAL RESOLUTION TO PROPOSE AMENDMENTS TO THE RULES OF THE ASSOCIATION

Dennis Ayliffe outlined proposed Rules changes which were distributed to members 3 weeks prior to the AGM as a Special Resolution:

- The President, in consultation with the Committee, conducted clause-by-clause review of the Rules that has shown, whilst in large part they remain relevant to the operation of the Association, there is a need to bring them up to date to reflect the changing requirements of the Association and to correct some minor errors.
- In summary the major changes proposed are:
- to confirm the role of the Association as a national peak body for Friends of Botanic Gardens Groups and to clarify the role of the Association in the conduct of the biennial national conference and occasional forums.
- inserting a new rule allowing for the appointment of a Patron.
- to delete the requirement that the Secretary of the Association be a Victorian resident and replace it with a provision that the Secretary be an Australian resident.
- inserting a rule that restricts the number of representatives a Member can have on the Committee to one only. This change results from legal advice received last year from the Friends of Royal Brisbane Botanical Gardens and Sherwood Arboretum.
- to remove the provision for an unsuccessful candidate at an election being offered a general committee position if an election for that committee position has not been held. The purpose of the provision is not clear and no other organization with similar structures consulted had this provision in their rules. It is still open for an unsuccessful candidate for a position to be nominated from the floor of an Annual General Meeting for a committee position.
- The proposed amendments are set out in the Table at Attachment 1.
- A copy of the Rules with amendments highlighted can be found at the Association’s website www.friendsbotanicgardens.org

Recommendation

- **The Committee recommends that Members agree to the proposed amendments to the Rules.**
- Members should note that in accordance with s39 of the Rules a special resolution such as this requires a vote of not less than 75 per cent in favour to be passed.
- Should agreement be forthcoming an amended copy will be sent to Consumer Affairs Victoria for their information and records.

RULE	EXISTING WORDING	PROPOSED AMENDMENT
PRELIMINARY Purposes Clause 2	To support these purposes the association will endeavour to:	Delete and Insert: As the peak national body representing the interests of Friends groups and garden support groups, the purposes of the Association are to:
PRELIMINARY	Coordinate national conferences or	Delete and Insert:

Purposes Clause 2	arrange seminars, forums or any other events.	Collaborate with members to encourage and assist in holding biennial national conferences. Coordinate forums that promote the purposes of the Association.
PART 3 Division 9 Application for membership	(1) To apply to become a member a person must submit a written application to a committee member, stating that the group.	Delete and Insert: (1) To apply to become a member of the Association, a group must submit a written application to the Secretary of the Committee of the Association, stating that it:
	(2) The application- (a) must be signed by the applicant; and (b) may be accompanied by the joining fee. Note The joining fee is the fee (if any) determined by the Association under rule 12(3)	Delete and insert: (2) The application— (a) must be signed by the senior officeholder of the applicant group; and (b) must be accompanied by the membership fee Change: Note The membership fee is the fee (if any) determined by the Association under rule 12(3).
	11 (2)(b) joining Fee	11 (2)(b) Delete 'joining fee' and insert 'membership fee'.
	14 (1)(a) living	Delete 'living' and insert 'located'.
Part 5 – Committee Division 1-Powers of the Committee of Management		Insert 3(d) Appoint a Patron for the purposes of advancing the objectives of the Association.
Division 2 – Composition of the Committee and duties of members	47 Secretary (1) The Secretary must be a resident of Victoria and perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.	47 Secretary Delete and insert: (1) The Secretary must be an Australian resident and perform any duty or function required under the Act to be performed by the secretary of an incorporated Association, stating that it:
	49	Insert:

		(d) A member of the Association may have only one representative on the Committee.
--	--	--

	51 (3) A candidate who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.	51 (3) Delete and insert: At the discretion of the Chair, if positions for the committee remain vacant, nominations maybe accepted from the floor.
--	---	---

Dennis Ayliffe moved that these outlined proposed changes be accepted.

Seconded - Lesley Jackman All voting members agreed unanimously.

7. Election of AAFBG Committee for 2017 – 2018

Dennis Ayliffe declared all positions vacant.

No formal committee resignations were received for 2017-2018.

The chair was vacated and David Coutts was invited to conduct the Election of Officers of the Committee of Management for 2017-18.

The following nominations were received and read:

Dennis Ayliffe - FoANBG	President
Elizabeth Gilfillan - FoBBG	Secretary
Kathy Wright. - FoRBG, Melb.	Treasurer

Without other nominations for Officers of the Committee, David Coutts declared the AAFBG Committee Officers for 2017 –18 as follows:

Dennis Ayliffe - FoANBG	President
Elizabeth Gilfillan - FoBBG	Secretary
Kathy Wright. - FoRBG, Melb.	Treasurer

David Coutts continued to conduct the election of AAFBG Ordinary Members of Committee.

The following nominations were received and read:

John Bentley. FoMBG.	Ordinary member
Max Bourke AM FoNAC	Ordinary member
Bodo Jensen. FoBGA	Ordinary member
Murray Fletcher FoOBG.	Ordinary member
Annette Irish FoBBG&SA	Ordinary member
Robyn Saunders FoBBG	Ordinary Member

Without other nominations for Ordinary Members of Committee or nominations from the floor, David Coutts declared the AAFBG Ordinary Members of Committee for 2017 –18 as follows:

John Bentley. FoMBG.	Ordinary member
Max Bourke AM FoNAC	Ordinary member
Bodo Jensen. FoBGA	Ordinary member
Murray Fletcher FoOBG.	Ordinary member
Annette Irish FoBBG&SA	Ordinary member
Robyn Saunders FoBBG	Ordinary Member

Dennis Ayliffe thanked David Coutts then continued to conduct the AGM as President for 2017/18,.

9. **General Business**

- Anne Rawson, Eucalypt Editor, encouraged members to circulate the E-News to their members networks. Dennis Ayliffe also emphasized the importance of visiting other Botanic Gardens to spread the word
- Tom Gyorffy offered the Association help with DGR status by providing a contact which they have found useful. Max Bourke stated that the larger gardens were keen on Trust structures and Elizabeth Gilfillan outlined the difficulties as a Peak Body.

Meeting Closed

Minutes Confirmed:

President: Dennis Ayliffe

Date

Secretary: Elizabeth Gilfillan

Date: