

# 47th Annual General Meeting

# Saturday, 26th November 2022 12:00pm-1:30pm AEDT

# Held Virtually, via Zoom

# Chaired by Fiona Woods, President

# Welcome

BCA President, Fiona Woods welcomed everyone to the Annual General Meeting. Fiona thanked Vaughn Bennison and Helen Freris for their review of the year. Fiona advised of how to vote in the virtual meeting and provided details on how to contact staff for support during the meeting.

# Acknowledgement of Country

Provided by Stephen Belbin, Vice President, BCA

# Roll Call

Read by Madison Braim

## Members Present

Vaughn Bennison, Deb Deshayes, Tim Haggis, Helen Freris, Nidhi Shekaran, Mark Warrington, Julee-anne Bell, Susan Thompson, John Simpson, Doug McGinn, Fiona Woods, Iris Wilson, Christine Simpson, Emma Bennison, Paul Price, Ramona Mandy, Tiffy Moore, Michael Janes, Barry Chapman, Sally Aurisch, Jennifer Parry, Stephen Belbin, Lynne Davis, Garry Adler, John Machin, Joanne Chua, Mick Baker, Prue Watt, Neale Huth, Peter Rickards, Katrina Taylor, Maree Fenech, Peter Greco, Rebecca Ashenden, Stefan Slucki, John Danesh Krishnan, Phillip Tilley, Joyce Jones, Cynthia Gregory, Duncan Meerding, Bill Jolley, Stephen Jolley, Marie Shang, Brendon Donohue

## Associate Members and Guests (not eligible to vote):

Naomi Barber (staff), Angela Jaeschke (staff), Peta Hogan (staff), Adriana Malavisi (Staff), Madison Braim (Staff), Tony Grant (guest), Sue Cutler (staff), Alison Flakemore (guest)

## Apologies:

Andrew Webster, Yvonnne Huntly, Lyn Lepore, Helen Simon, Illona Trust, Vickie Jolley, Bernadette Jolley, Carmel Jolley, Robert Altamore, Francois Jacobs.

# Declaration of proxies held:

No proxies received.

# Receipt and approval of minutes of the 46th Annual General Meeting held 4th December 2021:

### Questions:

There were no questions.

### Resolution

Motion: That the minutes of the 46th Annual General Meeting held on the 4th December 2021, be accepted as a true and accurate record of the meeting.

Moved: Susan Thompson

Seconded: John Simpson

Objections: None

Resolution carried.

# Annual Review 2021-2022

It was noted that the Annual Review is available on the BCA website and can be provided in a preferred format if requested.

Fiona provided a brief history and an overview of 2021-2022. Fiona highlighted communication with members via New Horizons and the Member update. Fiona recognised the work of the people in new roles and who have taken on new responsibilities and who have supported BCA to achieve its outcomes this year. Fiona formally thanks Emma Bennison and John Simpson for their work for BCA. Noting special thanks to Infoalternatives run by John and Christine Simpson.

## Chief Executive Officer Summary

BCA CEO, Sally Aurisch provided her summary of the Annual Review, which is available from the BCA website or can be provided in alternate formats upon request.

Sally thanked the staff, board, volunteers, and members for their commitment to our values and mission and supporting the many small wins throughout the year.

Sally thanked Emma Bennison for her continued contributions and leadership in the role of Company Secretary for the first 6 months of this financial year.

### Questions:

There were no questions.

### Resolution

Motion: That the Annual Review 2021-2022 be received.

Moved: Emma Bennison

Seconder: Michael Janes

Objections: None

Resolution carried.

# Receipt of Audited Financial Statements and Auditor's Report.

These results are not available.

Alison Flakemore, audit engagement partner from CROW auditors attended the meeting.

Alison advised that the audit is well advanced and is anticipated to be completed in the near future. The reasoning given for this is;

Profession of accountants and resourcing in the Covid environment, there has been significant change which presents challenges.

Its common in the first year of appointment, to navigate through and provide queries through the process. There have been changes to the accounting standards recently, specifically relating to charities and not for profit, relative to recognising revenue. These standards require a lot of interpretation and contract application. The technical teams guide the auditors, and this then is given to the organisations. CROW have made some observations that change processes and BCA has been open to these changes. The ACNC requirements are more principle based on delivering reports to members, which will happen in time.

### Questions:

Emma Bennison: When are reports expected to be available?

Will members be advised of the report's availability in the interest of transparency?

Fiona Woods: We were hoping to receive these reports on Wednesday 23 November 2022.

A process will enable members to look at these documents before the adjourned meeting to discuss.

Susan Thompson: Sought clarification that the financial statements relate to the year ending 30 June 2022.

Alison Flakemore: Yes, confirmed.

John Simpson: Auditors approved by Board in February 2022. When did BCA submit the documents to the auditors? John noted that in BCA history the finance reports have not been unavailable.

Fiona Woods: There are 3 reasons for lack of audit documents.

1. Details in previous audits meant that the figures couldn't be demonstrated as reconciled. Finance manager undertook considerable work to do this which delayed the process.

2. During the audit process, the auditor requires proof, in some cases it was difficult to locate these documents, processes weren't in place and some processes required policy to support them.

3. Supervisor auditor advised we had a mixed accounting system, both accrual and cash, we have implemented new systems. However, the auditor has requested we provide this process now.

All these reasons related to accounting processes and will necessitate new processes. The board has welcomed this thoroughness, and we need robust accounting, so this situation won't occur again in the future.

Sue Cutler: Fiona provided a good summary, auditors have worked well to get the reports to the meeting but there was late work that needed to be done that meant it wasn’t deliverable on time.

Fiona Woods: There is a plan in place to rectify the situation, discussed with ACNC and Graeme Innes. Paragraph 13d of the Constitution of BCA requires the AGM to receive these reports but sub section 15.4 permits a general meeting to be adjourned, the only business to be transacted at the adjourned meeting is the adjourned item.

Resolution:

Motion: Receipt of the Audited Financial Statements and the Auditor's report on the state of the organisations financial affairs be adjourned to a meeting on 13 December 7:30pm AEDT, and confirm the appointment of auditor for 2022-2023.

Question: John Simpson, AGM needs to deal with a recommendation for appointment of an auditor.

Moved: Susan Thompson

Second: Cynthia Gregory

Objections: None

Resolution carried

# Confirmation/appointment of Auditor

Due to the retirement of the previous auditor, in accordance with the ACNC requirement and BCA Constitution, BCA is required to appoint a new auditor.

Resolution:

Move that BCA appoints CROW as auditor for 2021-2022.

Moved: Emma Bennison

Seconder: Stephen Belbin

Objections: None

Carried

# Reports

## Jeffrey Blyth Foundation Update, incorporating the Shirley Fund

Bill Jolley provided an overview of the Jeffrey Blyth Foundation.

For the year ending 30 June 2022, the Foundation received $240 531 of income, however after revaluations reported a net reduction from investments of $453 329. Which compared to last year's surplus of $638 365. Its operating costs were $59 299, donations of $14 300 received, this resulted in a net deficit of $498 328 which compared with a surplus of $584 000 last year.

This amount was allocated between funds, 32% from the general fund and 68% from the Shirley fund. A total of $172 800 was granted to BCA, at 30 June 2022 the Foundation was holding $3.398m down $671 000 from $4.07m last year. 2/3rds of the foundation's assets are held in shares, with the remainder taken up by fixed interest securities, The average decrease in shares for the year was around 10.5% on the Australian Stock Exchange. An operating deficit for the year of $498k is a reasonable result.

The Jeffrey Blyth foundation is a public ancillary fund and donations are tax deductible. And must disperse a minimum of 4% of its net assets to its beneficiary each year, During the year the trustee developed a fundraising policy and approved a fund raising plan, they key is a closer engagement with BCA and its members. BCA and JBF are commencing implementation of this plan in 2023.

Bill reminded members and friends that donations to the JBF are welcomed through the BCA office or contacting Bill Jolley directly.

The Foundation has determined its grants for 2022-2023 financial year. Each grant being paid in 2 installments. The general fund is $43 326 down from $51 800 last year. This year the grant from Shirley fund is $92 606 down from $111k last year. Total grants are $135 932.

Unfortunately, that’s down by $26k or 17%. However, in addition to these grants the foundation confirms its support for the Hugh Jeffrey scholarship program, over the past 12 months $2k per scholarship has been granted, totaling $28k for the current program.

Through the contribution from the Commonwealth Government the program has granted 14 scholarships each worth $5k. Congratulations to all scholarship holders and we wish them enjoyment and success in their future endeavours.

The Trustee confirms ongoing support for a BCA scholarship program into the future. Company Secretary Tim Murton and Funds manager Shaw and Partners, thanked for their support throughout the year. The trustee of the JBF has 6 members on its board. David Blythe, Ashley Blythe, Marianne Diamond, Graeme Innes, Donna Purcell and Bill Jolley. Bill thanked the directors for support throughout the year.

This report will be available on the BCA website.

Fiona Woods: Thanked the Blythe, Jeffrey and other families for their support. BCA looks forward to working more closely with the Foundation in the next year.

### Questions

Nil

## Election Report – Company Secretary

Provided by Sally Aurisch, Company Secretary BCA

Board of Directors

Doug McGinn was reappointed to the Board for a 3-year term

NSW/ACT State Division

Mark Scofield was elected to serve a 2 year term.

No further nominations for 2 vacancies.

Call for EOIS were sent to members and the following were received;

Phillip Tilley will serve 2 year term

1 vacancy remains

Sally congratulated Mark and Phillip and thanked Susie Hudson and Ben Clare for their contribution over the past 12 months.

National Policy Council

No nominations for the 4 positions were received. After a call for EOIs the following were received;

Stefan Slucki (VIC), Nicola Stowe (NSW), Mark Warrington (TAS) all to service 2 year terms.

1 vacancy remaining.

Sally thanked Lynne Davis, Sean McLaughlin and John Danesh Krishnan for their work on the NPC.

Fiona thanked Lynne Davis for reinvigorating the NPC and for all the purpose, insight and intellect to the role.

### Questions:

Michael Janes: Asked for repeat of the successful nominees.

Sally Aurisch: Re-read the nominations.

Tiffy Moore: Asked about receiving donations from donors and if these are going through.

Fiona Woods: Asked a member of the staff to follow up Tiffy's donations.

Emma Bennison: Where is the remaining vacancy for NPC?

Fiona: We have a new system this year that welcomes people from states other than where the vacancies are from. We welcome interest from SA or WA or any other state to fill a casual vacancy.

### Resolution:

Motion: That the Election Report be received.

Moved: Stephen Belbin

Seconded: Prue Watt

Objections: None

Resolution carried

Membership Fees

The Resolution to be put to the Annual General Meeting reads:

“Clause 8.1 of the BCA Constitution provides that the once only joining fee for Full, Associate and Junior Members is determined by the BCA Board, subject to ratification by members at an Annual General Meeting. This meeting endorses the decision of the Board to set the joining fee at $20.00.”

In 2020 the amout was set at $0.

Questions:

John Simpson: Requested more information on why this decision was made. Membership numbers grew when the fee was removed. Can BCA provide more information on the philosophy behind the reintroduction?

Fiona Woods: The board feels strongly that a small contribution demonstrates a commitment to BCA. During the pandemic this was set at $0 to support people. People value something that they pay for, and as a pledge to BCA.

Sally Aurisch: Provided membership numbers 2017-2019 numbers between 3 and 45 members joined for each quarter of the year. In 2020 numbers varied greatly from 12-84. When 84 joined we released the first round of the Scholarships program which required membership.

Barry Chapman: Introducing a fee will only produce minimal income and may discourage people from joining.
Emma Bennison: Echoed Barry Chapmans comments, with the diminishing of project funding it wouldn’t be advantageous to deincentivise membership. The reason the fee was removed was due to the environmental changes.

Fiona Woods: Would anyone like to speak in favour of the resolution?

Nehdi: Opposed the motion.

Neale Huth: Requested clarification on the fee amount.

Fiona Woods: $20

Michael Janes: Paid $10 in 1981, not doubting the board but am hesitant as not seeing the point.

Fiona Woods: The board had a view but also the members have discussed this as a result of this motion.

Stephen Jolley: I support the motion from the board, I think it indicates commitment to the organisation, we benefit from the services and it’s sound and not unusual.

Doug McGinn: Conversation is great and the board recognised that if people couldn’t afford the fee we would look at ways of waiving the fee.

John Machin: Not totally in favour of the motion. It might be better to have no joining fee but an annual fee.

Martin Stewart: Cited there is a big difference between paying and not paying. There will be some members that have paid a fee and some that didn’t. This could cause irritation. It does discourage the grace of the organisation.

Susan Thompson: We have had a token membership fee for a long time.

Moved: Cynthia Gregory

Seconded: Doug McGinn

In favour:18

Objections:19

Declare motion not carried.

Comment: Doug McGinn, no intention for anyone retrospectively to pay a fee.

## Closing Comments

President, Fiona Woods advised members that the meeting is unable to be closed and is now adjourned until 13 December 2022.

Stephen Jolley noted a story about audible tactile traffic signals. The introduction of these signals are used in Australia and around the work due to an Australian initiative. Radio National has a program that covered this story and the work of people associated with BCA.

Video from the Eye to the Future Project was played showcasing the work of the project team and an internship outcome.

# Meeting adjourned to 13 December 2022 at 7:30pm AEDT.

# 47th Annual General Meeting Resumed

# Tuesday 13th December 2022 7:30pm AEDT

# Held Virtually, via Zoom

# Chaired by Fiona Woods, President

# Acknowledgement of Country

Provided by Stephen Belbin, Vice President, BCA

# Welcome

BCA President, Fiona Woods welcomed everyone to the Annual General Meeting. Fiona thanked staff and members for attending this adjourned portion of the meeting. Fiona provided contact details for support during the meeting. All full members can vote, non BCA members, guests or associate members can not vote.

# Roll Call

Read by Christina Micallef

## Members Present

Tiffy Moore, Fiona Woods, Sally Aurisch, Ramona Mandy, Samantha Marsh, Stephen Belbin, Helen Freris, Neale Huth, Maree Fenech, Janene Sadhu, Marie Shang, Graeme Innes, Mick Baker, Cynthia Gregory, Janene Sahdu, John Simpson, Julee-Anne Bell, Emma Bennison, Maryanne Diamond, Rocco Cutri, Doug McGinn, Francois Jacobs, Katrina Taylor, Andrew Webster, John Machin, Prue Watt, Bill Jolley, Erika Webb, Michael Janes, Jennifer Parry, Stephen Jolley, Pari Ismael, Phillip Curley, Karen Knight, Martin Stewart, Paul Price, Roz Sargent, Vaughn Bennison, Joyce Jones, Michael Sahdu, Christine Simpson, Phillip Tilley, Garry Adler, Joanne Chua, John Danesh Krishnan, Susan Thompson, Brendon Donohue, Nidhi Shekaran,

## Associate Members and Guests (not eligible to vote):

Naomi Barber (staff), Angela Jaeschke (staff), Peta Hogan (staff), Sue Cutler (staff), Christina Micallef (Staff), Jackson Reynolds-Ryan (staff), Alison Flakemore (guest) left the meeting at 8:02pm before the resolution regarding the auditor appointment.

## Apologies:

Illona Trost, Barry Chapman, Stormy Meiying Liu.

# Declaration of proxies held:

No proxies received.

# Receipt of Audited Financial Statements and Auditor's Report.

Statement is available on the BCA website and in the format of your choice on request.

Welcome to Alison Flakemore Senior partner from Crowe Australasia.

Andrew Webster Chair Finance Audit Risk Management.

Andrew welcomed Alison Flakemore, thanked Rocco Cutri and Mick Baker for their work on the Finance Audit and Risk Management committee. Thanked Sue Cutler in the role of Finance Manager, who has provided significant work on the finance reports.

Thanked David Wells and Shaw and partners who provide investment advice.

Thanked John Simpson and Emma Bennison, former President and CEO who offered insights, guidance, and support in working through the statements. Thanked Bill Jolley who provided finance conversations.

Overall result for 2022

Revenue $1,863,364

Expenses $1,947,968

Operating result was a deficit $84,604

2021 Deficit $82,358

Investments

Capital loss $208,322

Overall result was a deficit $292,926

2021 was a surplus $69,488

Operating deficits

FARM and Board manages to achieve a balanced budget

a. 2021

FS $82,000

Covid Tax benefits totaled about $70k (in note 3 in the financial statements). Due to accounting standards, that income was non operating income, which means our actual result in 2021 was a deficit of -$12 000 or 1% of revenue.

b. 2022

FS $85,000

Interim EOFY result $12,000. When we consider the audit adjustments and implement full accrual accounting of wages $60,000 and employee provisions relating to LSL and annual leave of $37,000, that brings a result of -$97 000.

These are one-off adjustments which are necessary improvements to meet Australian accounting standards. The Board and FARM are actively monitoring costs and income.

The Board and CEO are actively looking for new sources of funds through New grants, Fee for service and Fundraising

Investments

Investment results, in 2021-2022 there was a loss of $208 322 of value. In previous years we have made gains on the investments, but if all amalgamated there is a smaller loss. Dividends paid on our shares are income that we receive and use, in 2022 $36 802. Over 3 year period 2020-2022 more than $57k. This means the loss is offset by the dividend returns. Don’t look at the 1 year result, consider the long terms investment results and the future gains, take dividends into account on the return on investment and very importantly BCA relies on investment advise from Shaw and partners on the investments.

2022 result was - $208,322

Over the 3 years between 2020-22 result was -$53,000

Dividends in 2022 were $36,802

Over 2020-22 dividends were more than $57,000

The key points are to not look at one year in isolation. We can expect our share portfolio to increase in value over the long term. We continue to take advice from Shaw and Partners.

BCA’s equity or net assets fell from 2021 total of $787,506 to 2022 total of $494,579.

Managing our operating budget, and investment performance will assist in the balance of assets in future.

Acknowledged the sources of funding, partner agencies in the financial statement, state and commonwealth government. Particularly noting the recent Information Linkages and Capacity Building grant (ILC) due to end in February 23, has been extended for 16 months at a lower rate. That funding continuing will allow us to provide Life Ready and Eye to the Future projects with confidence.

Donations in 2022 totaled $35 608. Andrew thanked all members who contributed financially and BCA backers who are regular donors.

Jefferey Blythe Foundation who provided around $182k funding.

This money combined with dividends enable BCA to undertake our core value activities such as advocacy, policy development and peer support. Those funds are not tied to the expectations of grant providers but we can use them to meet member needs that we identify as most important.

This is the first Audit with Crowe, the board acknowledged Crowe Australasia who were very thorough.

Members can take confidence from the audit, our finances are accurate, reports have been tested, implements standards, we are in a sound financial position. Expect to have sufficient income to meet our expenses when they are due.

### Resolution:

Move the receipt of the audited financial report

Moved: Andrew Webster

Seconder: Graeme Innes

Objections: Nil

Carried.

### Questions:

Susan Thompson thanked Andrew for his presentation

# Confirmation/appointment of Auditor

Due to the retirement of the previous auditor, in accordance with the ACNC requirement and BCA Constitution, BCA is required to appoint a new auditor.

Resolution:

Move that BCA appoints Crowe Australasia as auditor for 2022-2023.

Moved: Bill Jolley

Seconder: Michael Janes

Objections: Nil

Carried

Questions:

Susan Thompson asked about reviewing auditor periodically. Bill Jolley - It’s a good governance standard but there is no over arching standard to change auditors. 5-6 yearly the auditor should be reviewed, if retained the partner from the company should be changed on a 5-6 yearly basis.

John Simpson: there is an ACNC requirement that you cant end an appointed auditor without satisfying the ACNC as to why you're changing auditor.

Martin Stewart: share market has been unpredictable. What shares do we have? Fiona responded that Shaw and Partners manage our investments but a conversation with Andrew can be facilitated to learn more. The board has an investment strategy that is followed and with a longer term goal in mind.

Andrew Webster: last AGM Emma Bennison provided the financial report and gave information about the blue chip Australian shares, how they are managed, 2 portfolios, growth and hybrid or bank derivative, most information provided at the time is still current. Which can be found in the minutes from 2020-2021 AGM minutes.

Fiona thanked everyone for attending and support to achieve our mission.

Meeting closed at 8:12pm.