

**MINUTES OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE WAR WIDOWS GUILD OF  
AUSTRALIA NSW LIMITED ('Company')  
HELD ON 23<sup>RD</sup> DAY OF SEPTEMBER 2021 AT 10 a.m.  
VIA ZOOM**

**PRESENT:**

Ms. Jennifer Collins (Appointed Director and Chair)  
Ms. Rhondda Vanzella OAM (Elected Director and State President)  
Mr. Stuart Clark AM (Appointed Director and Deputy Chair)  
Ms. Kath Arthur (Elected Director)  
Ms. Barbara Jeanes (Elected Director)  
Ms Dianne Vogt (Elected Director)  
Ms Queen Dunbar (Elected Director)  
Ms. Lynne Boyd (Elected Director)  
Ms. Tricia Hobson (Appointed Director)

***Also in attendance;***

Mr. Radlee Moller, Company Auditor, CIB Accountants  
Ms. Renee Wilson, Chief Executive Officer and Company Secretary  
Mr. Greg Mitchell, Vero Voting.

Meeting opened at **10:00am**.

**APOLOGIES**

There were no apologies formally recorded.

**1. WELCOME AND MOTTO**

The Chair of the Board opened the meeting with an Acknowledgement of Country. The Chair welcomed the Directors, Life Members, former State Presidents and members. The Chair noted that the meeting was being held online due to the ongoing pandemic and provided instruction on how members could participate and vote. The Chair noted that the meeting would be recorded to which no objections were raised.

The Chair advised the members that a wreath was laid at the Kokoda Track Memorial Walkway on behalf of members gathering online.

Noting the significance of the year for the Company, a video message from the Patron, Her Excellency the Honourable Margaret Beazley AC QC, Governor of NSW was shared with the members.

In accordance with clause 7.6(b) of the constitution, it was noted that a quorum had been established.

The State President led members in the reciting of the War Widows motto, and a moments silence was observed in remembrance of members deceased.

## 2. GENERAL BUSINESS

The Chair confirmed that the following documents were made available on the Vero portal and Company website for members to review prior to the AGM:

- Notice of AGM
- Agenda
- Minutes from the 2020 AGM; and
- Audited Financial Report.

Minutes from the 2020 AGM were tabled and endorsed by the members, with no objections, comments or amendments recorded.

- Mover: **MS. BARBARA JEANES**
- Seconder: **MS. LYNNE BOYD**

The Chair declared the minutes of the 2020 AGM as endorsed, and that she would sign them directly following the meeting.

## 3. FINANCIAL STATEMENTS

The Deputy Chair and Chair of the Finance, Risk and Audit Committee, Mr Stuart Clark AM presented the accounts for the year ending 31 March 2021. Pursuant to s317 of the Corporations Act 2001, the Company's accounts were audited by CIB Accounting. The Deputy Chair tabled the audited financial report and the independent audit report.

The Company's Audited Financial Statements and Reports were considered and received by the members, with no questions, comments or objections recorded.

#### **4. ELECTION OF DIRECTORS**

In accordance with clause 8.2 of the constitution, the Chair confirmed the appointment of three elected Directors to the Board. The Chair reported that as the number of nominations received was equal to the number of available positions, no vote was necessary, and those candidates were automatically appointed to the positions for which they have nominated.

On behalf of the Board and members, the Chair congratulated Ms Lynne Boyd who was reappointed for a second term; MAJGEN Susan Coyle who was appointed for her first term, and Ms Queen Dunbar was appointed for her first term following filling a casual vacancy on the Board.

#### **5. DIRECTOR'S REPORT**

The Chair presented her report to the members. In her report, the Chair confirmed the role of the Board and provided an overview of the Strategic Plan for the Company for 2021-2025. The Chair spoke of the ongoing impacts of the pandemic throughout the previous and current financial years. The Chair provided an overview of the Board meetings held throughout the 12 months prior to the AGM and paid tribute to retiring directors. The Chair also recognised the work of the Deputy Chair, the State President and the Finance Risk and Audit Committee. The Chair confirmed the appointment of Ms Renee Wilson as CEO and Company Secretary on an interim basis, until March 2022. Members received the report of the Chair.

#### **6. STATE PRESIDENT'S REPORT**

The State President provided her report to the members. In her report, the State President addressed the ongoing impacts of the pandemic. The State President reflected on key events and commemorations throughout the year including the Field of Remembrance. The State President recognised the Guild and Social Clubs for their ongoing work and connection to the members and noted her attendance at key events prior to the NSW lockdown. The State President also acknowledged members of the Company who had received Australia Day Honours and Awards. The State President closed her report by sharing her views on the future of the Company and noted the need to become more inclusive, broaden horizons while at the same time always honouring our women from previous conflicts.

Members received the report of the State President.

## **7. CEO'S REPORT**

The interim CEO provided a report on the operations of the Company over the previous 12 months. In her report, the interim CEO also highlighted key achievements during this period. The interim CEO provided the members with current member data and a report on the programs and services delivered by the Company. The interim CEO provided information to the members on the number and value of grants received over the last 12 months and the expansion and improvements to the communications products.

The interim CEO provided an overview of key advocacy efforts and priorities over the coming year. The interim CEO shared the results of the member survey and thanked the 600+ members who responded. The interim CEO shared her priorities for the coming year before closing her report.

Members received the report of the interim CEO.

## **SPECIAL BUSINESS**

The Chair noted that in accordance with section 136(b) of the Corporations Act 2001 (Cth) and clause 2.1(a) of the constitution, a special resolution will be passed if notice of the resolution is given pursuant with clause 7.3(b)(iii) of the constitution and it is approved by at least 75% of the votes cast by members at the meeting in person and eligible to vote.

### ***8. Special Resolution One***

The Chair introduced the first of two special resolutions proposed by the Board to the members. The State President presented the special resolution noting that over the last 75 years the Company had benefited immensely from its members, and it is important to ensure the service of its members is recognised and rewarded.

The State President noted that on review of the constitution, the Board identified that there is no definition of Life Members. As the governing document for the Company, the Board considered it vital that Life Members be recognised and eligibility for this status is preserved.

The Board therefore recommended to the members that the constitution be amended to include the definition and eligibility requirements of Life Members in clause 4. This addition to the constitution formalises a practice that has occurred over many years and will ensure it continues. For current members of the organisation, this resolution safeguards and honours a legacy of recognising and showing gratitude for those on whose shoulders this organisation stands.

The State President moved that clause 4 of the constitution be amended to include the express definition of Life Members, introducing a new clause as follows:

**4.11 Life Membership:**

*(a) The Board may admit a member as a Life Member who has:*

- i) been a member for a continuous period of for 50 years;*
- ii) served as the State President;*
- iii) reached the age of 100 years; or*
- iv) in the opinion of the board, has given meritorious service to the company as a volunteer or director.*

*(b) A Life Member is entitled to all the rights and privileges of a member of the company.*

*(c) A Life Member is not required to pay any annual membership fee or subscription.*

The proposal of this special resolution was seconded by Ms Tricia Hobson, who noted the importance of recognising those members who have given so much to the Company.

The Chair invited members to speak for and against the special resolution. With there being no further speakers, the Chair invited members to vote on the special resolution which passed with a 97.47% majority. A total of 158 votes were cast with 154 being in favour of the special resolution, 2 abstained from the vote and 2 were against.

- Moved: **MS. RHONDDA VANZELLA, OAM**
- Seconded: **MS. TRICIA HOBSON**

**9. Special Resolution Two**

The Deputy Chair presented the second special resolution to the members. In his presentation, the Deputy Chair reported the need for the Company's charitable purpose to be aligned with providing a public benefit, where he also noted:

- The Company is both a not-for-profit company limited by guarantee and a charity.
- The Company's charitable purpose aligns with advancing social or public welfare.
- The Company holds direct grant recipient and public benevolent institute status by virtue of being a charity.
- These 'statuses' enable the Company to qualify for tax concessions, charitable grants and funding.
- The charitable nature of the organisation also means that members can access the programs and services offered by the organisation. Generally, members of a not-for-profit company cannot benefit from their membership, however where the benefits provided by an

organisation are incidental or ancillary to the purpose, then the provision of services and support to members is allowed.

- Under the law, activities of an organisation like AWWNSW must be directed toward advancing the charitable purpose as opposed to advancing members' interests. Not-for-profit companies must keep their membership open to all of those who support the objects of the Company and not restrict it to just those who receive services.
- The Board and Management are concerned about the continuing reduction in the number of war widows and the impacts this will have on the organisation and its ability to continue to support its members.
- In a short amount of time, it will become more difficult for the organisation to continue to demonstrate its public benefit given the rapid decline in the numbers of war widows.
- For the Company to retain its charitable status into the future and continue to provide for its members, it is important to have a broad charitable purpose. Expanding the purpose will facilitate the improvement and expansion of programs and services; the strengthening of the voices of members; and continue the legacy of this enduring and well-respected organisation. For current members of the organisation, the expansion to the objects does not affect services and support available through the Company.
- The expansion will allow the Company to continue to operate and serve war widows.
- The special resolution proposed by the Board seeks to protect the organisation, the support provided to members and invest in its future.

The Deputy Chair moved that clause 2 of the constitution of the Company be deleted and replaced with the following:

- (a) *The company is a public benevolent institution established to provide support for all members of the veteran community (including war widows, veterans of the Australian Defence Force, their spouses, parents, grandparents, children and siblings) who are disadvantaged or in need due to poverty, distress, suffering, misfortune or helplessness (Veteran Community). The company will achieve its objective by:*
- (i) *providing various forms of support and advice via qualified community services workers to the Veteran Community to relieve their destitution, distress and suffering;*
  - (ii) *arranging opportunities for the Veteran Community to interact with other people who have similar life experiences, so that they can provide each other with emotional and other support to relieve the distress experienced by the Veteran Community;*
  - (iii) *supporting, promoting and encouraging active participation in the*

*Veteran Community to overcome social isolation;*

- (iv) *advocating and representing the Veteran Community at all levels of Government and across the sector for support and services to address social, financial, mental and health issues arising from being a member of the Veteran Community; and*

*anything ancillary to the objects referred to in clauses 2.1(a)(i) to 2.1(a)(iv)."*

The special resolution was seconded by Ms Meg Green, AM. In seconding the special resolution, Ms Green noted that by members voting in favour of expanding the Company's membership at the 2020 AGM the members chose not to close down. Rather, the members chose to continue the work of Jessie Vasey. Ms Green further noted that members chose to welcome new generations of women into the organisation; particularly women who do not belong anywhere else in the broader veteran system and it was only natural that they find their home with us.

Ms Green noted that war widows have been through a lot, as has the Company, and indicated that it was time now for the Company to live by its values, to live by the vision Jessie Vasey had for the organisation 75 years ago and finalise the changes that commenced in 2020.

The Chair invited members to speak for and against the special resolution.

With there being no further speakers, the Chair invited members to vote on the special resolution which passed with 96.25% majority. A total of 160 votes were cast with 154 being in favour of the special resolution, 2 abstained from the vote and 4 were against.

- Moved: **MR. STUART CLARK, AM**
- Seconded: **MS. MEG GREEN, AM**

## **10. MEMBER AWARD AND RECOGNITION**

The Chair noted that following the passing of the first special resolution, the criteria for life membership will be added to the constitution. The Board will meet again in October and at that meeting more than 50 members, who now meet the criteria, will be proposed for life membership.

In addition, the Chair noted that the Board will nominate another two members for life membership. Ms Dawn Welfare, a member of almost 20 years and a volunteer and coordinator of the Petersham Social Club; and outgoing Director, Ms Kath Arthur, a member of 14 years and a wonderful ambassador of the country widows.

**11. MEMBER QUESTIONS**

The Chair invited members to ask questions of the Board and Management.

There were no questions or comments.

**12. CHAIR'S CLOSING REMARKS**

In closing the meeting, the Chair advised members of the 75<sup>th</sup> anniversary afternoon tea being planned at Government House in Sydney later in the year.

Members were also advised that at the 2022 AGM another 2 Directors are due to retire from the Board - Ms Rhondda Vanzella OAM and Ms Barbara Jeanes. The Chair noted that the Company Secretary will call for nominations to fill these positions early 2022.

The Chair closed the meeting by thanking all members for their ongoing commitment and support during these challenging times. The Chair also thanked the Board of Directors for their contribution over the past 12 months, the Auditor from CIB Accountants Radlee Moller, and the staff.

**The meeting closed at 11.55am**