

**Mornington Peninsula and Western Port
Biosphere Reserve Foundation Ltd.**

**MINUTES
2005 ANNUAL GENERAL MEETING**

Saturday 10th December 2005
Tooradin Primary School
Bayview Rd Tooradin

The Chair, Rob Gell, opened the meeting at 1.15pm and welcomed members and visitors.

Present

Directors, Alternate Directors and Members

Max Anderson, Alex Atkins, Neil Beddoe, Ian Bell, Margaret Bell, Robin Borger, El Bruzzese, Aline Bruzzese, Alison Coates, Brian Cuming, Gavin Curnow, Bob Edgar, Glen Ehmke, Mark Fleming, Val Ford, Craig Forster, Grace Fraser, Kate Glenie, Rob Gell, Jim Kerin, Jack Krohn, Alison Kuitert, Loretta Leslie, Kaye MacKay, Patricia MacWhirter, Ray Maino, Rob McNaught, Jan Oliver, Barry Priestley, Helen Priestley, Yvonne Reifenberg, Carolyn Rose, Michonne van Rees, Jillian Verhardt, Lorraine Wakefield, Greg Walker, Helen Ward, Ian Weir, Jeff Weir, Lynette Wilks, Peter Woodgate

Visitors

Margaret Crossley, Jan Dwyer, Alena Forster, Doug Hamilton, David Reid, Bryce Rose, Ian Stevens, Larry Wakefield

Apologies

Patricia Bentley, Rosy Buchanan, Jane Clarke, Gerard Cook, Judith Coultas, Michael Coultas, James Dooley, Bruce Errol, Diana Goetz, Eric Goetz, Peter Greer, Ian Haskins, Jane Hildebrandt, Greg Hunt MP, David Jobe, Michael Kennedy, Anwyn Martin, Jeanette Martin, Heinz Reitmeier, Annabel Richards, Jennifer Seward, Mary Stemp, Gidja Walker, Pat Wallis, Sharon Willoughby, Judy Wachendorfer, Cecelia Witton,

Chair's Report

Rob Gell presented the Chair's Report, as printed in the Foundation's 2005 Annual Report. The Chair recognised the contribution made by inaugural Executive Officer, Amy McDonald, in the Foundation's formative stages and the volunteer work of Yvonne Reifenberg and Greg Walker on the mailing lists.

Financial Report

Treasurer Loretta Leslie reported on the Foundation's financial situation as printed in the Annual Report. Loretta Leslie thanked the Auditor, the Mornington Peninsula Shire Council for the very significant support it has provided in 2004-05 and Jeff Weir for his assistance in setting up the Foundation's MYOB system.

Rob Gell explained that the Board unanimously recommended the 2005 Financial Report to members but a delay in Board processes meant members have not had adequate notice of the Financial Report. It was proposed that, at the conclusion of the day's proceedings, the AGM be adjourned and reconvened in early January.

Motion

That the Annual General meeting be adjourned to reconvene at 11.30am on Friday January 6th 2006 at the Hastings Office of the Mornington Peninsula Shire Council to enable discussion of the Foundation 2005 Financial Report.

Moved Loretta Leslie, seconded Margaret Bell

The motion was carried.

Organisational Review

Jack Krohn, Chair of the Organisational Review Working Party outlined the background and consultation processes of the Review conducted by independent consultant David Risstrom.

Motion

That the Report of the organisational Review be received.

Moved Craig Forster, seconded Barry Priestley

The motion was carried.

Outstanding 2004 AGM Motions

Jack Krohn explained the background to the motions detailed in Attachment 1 to the AGM Agenda. These motions were outstanding from the 2004 AGM when, for technical reasons (regulations) they could not be considered. The Organisational Review has considered and addressed these matters in its recommendations. Rob Gell reported that the Board was clear that the AGM should deal with these motions to remove any uncertainty as to their status.

Motion

This meeting resolves to amend the Constitution of the Mornington Peninsula and Western Port Biosphere Reserve Foundation Ltd (the Constitution) as follows:

- 1) *Point 17.1.2 of the Constitution be amended to read:
"17.1.2 the election and appointment of Directors and the Chairperson;"*
- 2) *Point 22.3.6 of the Constitution be amended to read:
"22.3.6 one independent Director to occupy the office of Chairperson, elected by members at a General Meeting."*
- 3) *There be inserted into the Constitution, immediately following point 22.3.6:
"22.3.6.1 no person who is an employee, office holder or Councillor of a Council Member or of the organisation referred to in 22.3.4 shall be eligible to hold the office of Chairperson."*

Moved Barry Priestley, seconded Greg Walker

The motion was defeated.

Motion

This meeting resolves to amend the Constitution of the Mornington Peninsula and Western Port Biosphere Reserve Foundation Ltd (the Constitution) as follows:

- 1) Sub-clause 22.2 of the Constitution be amended to read:
“The number of Directors comprising the Board will be no less than 8.”
- 2) The definition of Roundtable, contained in sub-clause 2.1 of the Constitution, be amended to read:
“Roundtable means a geographic area, or an interest group, established in accordance with clause 8 and more particularly described in the By-Laws and Rules.”
- 3) Point 22.3.5 be deleted from the Constitution.
- 4) Point 8.1.5 of the Constitution be amended to read:
“8.1.5 French Island Roundtable”
- 5) There be inserted into the Constitution, immediately following point 8.1.6:
8.1.7 Research Group Roundtable; and
8.1.8 Business Group Roundtable”
- 6) Clause 8.2 of the Constitution be amended to read:
“8.2 Variation of Roundtables
8.2.1 The Foundation may from time to time by special resolution at a General Meeting vary the geographic area of any one or more Roundtables and vary the number of Roundtables
8.2.2 The Foundation may from time to time by special resolution at a General Meeting create additional Roundtables to represent special interest groups.
8.2.3 The Foundation may from time to time by special resolution at a General Meeting remove one or more of the special interest group Roundtables or vary the interest group that they represent.”

Moved Jan Oliver, seconded Alison Kuitert

The motion was defeated.

Other Reports

Research Committee Convenor, Peter Woodgate, reported on the Committees activities, as described in the Annual Report.

Frankston Roundtable Convenor, Alison Kuitert, reported on the Roundtable's activities, as described in the Annual Report.

Neil Beddoe reported on the Bass Coast Roundtable activities, as described in the Annual Report.

Mornington Peninsula Roundtable Convenor, Jan Oliver, reported on the Roundtable's activities, as described in the Annual Report.

Announcement of Directors

Second Directors - Known Retirements/Resignations

	<u>Alternate</u>
Michonne van Rees	
Loretta Leslie	Ross Fairhurst
Helen Ward	
Barry Priestley	Suzette Taylor
Ben Clissold	
Neil Beddoe	Phil Westwood
Mary Cole	
Barbara Porter	Greg Walker

Third Directors - Known

	<u>Alternate</u>
Rob Gell	
Jack Krohn	Sue Hadden
Ian Weir	Neil Beddoe
Tom Lloyd	
Jim Kerin	Jeff Weir
Mark Cunningham	Cathy Harper

(Michonne van Rees - awaiting Parks Victoria confirmation)

The Chair adjourned the AGM at 3.05pm, to reconvene at 11.30 am on 6th January 2006, as moved earlier in the meeting.

The AGM reconvened at 11.30am on 6th January 2006 at the Hastings Office of the Mornington Peninsula Shire Council.

There was general discussion of a number of matters including the 2005 Financial report and the Foundation name. The meeting closed at 12.35pm.