



**NORTHERN AGRICULTURAL CATCHMENTS  
COUNCIL**

**ANNUAL GENERAL MEETING**

**MINUTES**

**Monday 17 October 2016**

**2.00pm to 4.00pm**

**Venue: Batavia Cost Marine Institute  
Willcock Drive, Separation Point, Geraldton**

Signed as a true and correct record of proceedings

A handwritten signature in black ink, which appears to read 'Robert Keogh', is written in a cursive style.

\_\_\_\_\_  
CHAIR

# NACC AGM MINUTES CONTENTS PAGE

|   |    |
|---|----|
| AGM AGENDA.....   | 1  |
| 1.0 Open Meeting (2.00pm).....  | 2  |
| 1.1 Attendance & Apologies.....   | 2  |
| 1.2 Public Questions and Deputations .....                                | 3  |
| 2.0 Previous Meeting Minutes (for Decision) .....                         | 4  |
| 2.1 Amendments to previous Minutes .....                                  | 4  |
| 2.2 Matters arising from previous Minutes .....                           | 4  |
| Resolution 1/NACCAGM/10/16 .....  | 4  |
| 3.0 NACC Annual Reports (for Information/Decision) .....                  | 5  |
| 3.1 Chair's Report.....   | 5  |
| 3.2 Executive Officer's Report.....                                       | 5  |
| 3.3 Treasurer's Report and Audited Financial Statements (2015/2016) ..... | 5  |
| Resolution 2/NACCAGM/10/16 .....  | 5  |
| 4.0 Appointment of an Auditor (for Decision) .....                        | 6  |
| Resolution 3/NACCAGM/10/16 .....  | 6  |
| 5.0 Review of Constitutional changes (for Information).....               | 7  |
| Special Resolution 4/NACCAGM/10/16.....                                   | 9  |
| 6.0 Retiring Director (for Information) .....                             | 10 |
| 7.0 Open Question Time (for Discussion) .....                             | 10 |
| Question 1 by P Logue.....  | 10 |
| Response 1 from J Wilson.....   | 10 |
| Response 2 from R McLellan .....  | 10 |
| Question 2 by P Logue.....  | 10 |
| Response 1 from T Maina .....   | 10 |
| Response 2 from R McLellan .....  | 11 |
| 8.0 Close meeting 3:50pm.....   | 11 |

---

# NORTHERN AGRICULTURAL CATCHMENTS COUNCIL

17 October 2016  
2.00pm to 4.00pm

## AGM AGENDA

- |            |               |   |   |
|------------|---------------|---|---|
| <b>1.0</b> | <b>2.00pm</b> | <b>Open Meeting</b>                           |   |
|            |               | 1.1   | Attendance & Apologies                              |
|            |               | 1.2   | Public questions and deputations                    |
| <b>2.0</b> | <b>2.02pm</b> | <b>Acceptance of Previous Meeting Minutes</b> | <b>(for Decision)</b>                               |
|            |               | 2.1   | Amendments to previous minutes                      |
|            |               | 2.2   | Matters arising from previous minutes               |
| <b>3.0</b> | <b>2.05pm</b> | <b>NACC Annual Reports</b>                    | <b>(for Information/Decision)</b>                   |
|            |               | 3.1   | Chair's Report                                      |
|            |               | 3.2   | CEO Report  |
|            |               | 3.3   | Treasurer's Report and Audited Financial Statements |
| <b>4.0</b> | <b>2.45pm</b> | <b>Appointment of Auditor</b>                 | <b>(for Decision)</b>                               |
| <b>5.0</b> | <b>2.55pm</b> | <b>Review of Constitutional changes</b>       | <b>(for Decision)</b>                               |
| <b>6.0</b> | <b>3.15pm</b> | <b>Retiring Director</b>                      | <b>(for Information)</b>                            |
| <b>7.0</b> | <b>3.25pm</b> | <b>Open Question Time</b>                     | <b>(for Discussion)</b>                             |
| <b>8.0</b> | <b>4.00pm</b> | <b>Close Meeting</b>                          |   |

## 1.0 Open Meeting (2.00pm)

**Title:** Open Meeting  
**Author:** Jill Wilson  
**Position:** Chair  
**Date:** 17 October 2016

The Chair welcomed Dee Margetts who was a former member of the Western Australian parliament and thanked her for all the great work she has done in our region.

### 1.1 Attendance & Apologies

**Title:** Attendance & Apologies  
**Author:** Evelyne Halikis  
**Position:** Executive Assistant  
**Date:** 17 October 2016

#### Present

**NACC Board Members** J Wilson  
K Broad  
B Logue  
Y Marsden  
R Keogh  
D Revell

**Executive Support** R McLellan  
T Maina  
E Halikis

**NACC Members** P Wittwer; P Logue; J Sorgiovanni; N Dunlop; S McAlpine;  
E Jackson; S Fenner; E Halikis; Y Marsden; J Wilson;  
R McLellan; T Maina; R Keogh; K Broad; D Revell; B Logue;  
L White; S Yokwe; C King; C Love; R Deutekom;  
S Samulkiewicz-Taylor; J Wedge; B Penzer;  
A Parenzee; J Stingemore; S Rowe; V McGuinness; P Clayton;

**Apologies:** L King; H Legge; M Payne; S Jeffery; K Jefferies; H Longbottom;  
S Gilleland; J Sutherland; T Bradford; R Walker, S Love

**Observers** Dee Margetts

**Observer Apologies:** J Holley – State NRM office  
C Kajewski – Department of the Environment  
S Goodhand – Department of Agriculture and Water Resources

## 1.2 Public Questions and Deputations

## 2.0 Previous Meeting Minutes

(for Decision)

**Title** Acceptance of Previous Minutes  
**Author** Evelyne Halikis  
**Position:** Executive Assistant  
**Date:** 17 October 2016

### 2.1 Amendments to previous Minutes

There were no amendments to the Minutes of 26 October 2015.

### 2.2 Matters arising from previous Minutes

The Chair clarified the matters arising from last year's AGM regarding changes to the Constitution for which the membership requested clarification of matters which were accepted by the members.

The Board reviewed the conflict and advised that the changes were minor ones which did not warrant changes to the Constitution at this stage but would be included in changes to the Constitution at the 2017 AGM.

There were no other issues arising from the 2015 Minutes.

#### Resolution 1/NACCAGM/10/16

The meeting confirms the previous AGM Minutes of 26 October 2015 as presented.

**MOVED: S Rowe**

**CARRIED: All**

## **3.0 NACC Annual Reports**

**(for Information/Decision)**

### **3.1 Chair's Report**

#### **Introduction**

Reports from the Chair – Jill Wilson; the CEO – Richard McLellan; and the Treasurer – Beverley Logue will be presented on the day.

The Chair advised the meeting that this year's annual report has been produced entirely in a digital format.

The NACC Annual Report including detailed audited financial statements can be viewed at <http://www.nacc.com.au/annual-report-2015-2016/>

The Chair commended the NACC staff on the quality of their reports and funding applications which she believed were of the highest standard.

The NACC staff carry out extensive work through the region and the Chair encouraged them to continue their efforts.

The Chair acknowledged the work of Chris King, former NACC Chair.

### **3.2 Executive Officer's Report**

CEO Richard McLellan presented his report to the meeting, highlighting the activities and successes of NACC throughout 2016.

### **3.3 Treasurer's Report and Audited Financial Statements (2015/2016)**

The Treasurer thanked former Treasurer Claire Sullivan for her efforts during the past twelve months.

Also acknowledged was Director Marsden for her support and mentorship of the NACC Treasurers.

The Treasurer provided an overview of NACC's financial position, details of which are provided in the online NACC Annual Report.

#### **Resolution 2/NACCAGM/10/16**

The meeting approved the reports from the Chair, CEO and Treasurer; and the 2015/2016 Annual Report, including the 2015/2016 Audited Financial Report for the Northern Agricultural Catchments Council.

**MOVED: J Sorgiovanni**

**SECONDED: R Deutekom**

**CARRIED: All**

## 4.0 Appointment of an Auditor

(for Decision)

### Introduction

NACC appoints an auditor on an annual basis.

### Resolution 3/NACCAGM/10/16

AMD Midwest Pty Ltd (formerly Focus Accounting Services) be re-appointed as the independent auditors of Northern Agricultural Catchments Council for a further term of one year.

**MOVED: P Logue**

**CARRIED: All**



## 5.0 Review of Constitutional changes (for Information)

### Introduction

The Department of Commerce has passed new laws which are aimed at helping incorporated associations in WA operate more efficiently by providing them with a clearer framework in which to operate.

The new law will replace the existing *Associations Incorporation Act 1987* and will apply to all existing incorporated associations in Western Australia. Companies have until 2019 to change their constitutions to reflect the new rules. Several minor changes to the NACC Constitution will be prepared and presented to the membership at the 2017 NACC AGM.

To comply with changes to the Associations Incorporation Act 2015 NACC has made the following changes to the NACC Constitution which is available on the NACC website [www.nacc.com.au](http://www.nacc.com.au) :-

### Rule 22 – Annual General and Special Meetings of the Association

#### Object 22.2 (New)

An AGM of the Association will be held within **six** months of the end of the financial year.

#### Object 22.2 (Old)

An AGM of the Association will be held within **four** months of the end of the financial year.

### Rule 31 – Resolving Disputes (New Rule)

#### 31.1. Disputes Arising under the Rules

- (a) This rule applies to:
  - (i) Disputes between Members; and
  - (ii) Disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association.
- (b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties, and details of, the dispute.
- (e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 31.1(d) for the Committee to determine the dispute.
- (f) At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.

- (g) The Secretary must inform the parties to the dispute of the Committee's decision and the reasons for the decision within 7 days after the Committee Meeting referred to in rule 31.1 (e).
- (h) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rule

### 31.2. **Mediation**

- (a) This rule applies:
  - (i) Where a person is dissatisfied with a decision made by the Committee under rule 31.1; or
  - (ii) Where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 7.3 (Associations Incorporation Act 2015) in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 31.1 (c), or a party to the dispute is dissatisfied with a decision made by the Committee under the rule 30.1 (g) a party to a dispute may:
  - (i) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
  - (ii) Agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
  - (i) A person chosen by agreement between the parties; or
  - (ii) In the absence of agreement:
    - A. if the dispute is between a Member and another Member – a person appointed by the Committee; or
    - B. if the dispute is between a Member or more than one Member and the Association, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow all parties to consider any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

**31.3. Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

**Special Resolution 4/NACCAGM/10/16**

That the NACC members acknowledge that they were advised of the changes to the Constitution in line with the new Associations Incorporation Act 2015.

**Moved: C King**

**Carried: All**

## 6.0 Retiring Director

(for Information)

On behalf of the NACC Board the Chair acknowledged retiring director Claire Sullivan's role for her excellent service on the NACC Board as Director for three years and as Treasurer and Audit Committee Chair over the past year.

The CEO praised Claire and thanked her for the integral contribution she made to the Board during her time on the NACC Board.

Claire was presented with a gift from NACC.

## 7.0 Open Question Time

(for Discussion)

### Question 1 by P Logue

*With the regard to the selection of new directors, I believe that last time a selection panel reduced the applications to a certain number of people. I am wondering if it is possible to change that in order to have a broader range of people for the members to vote for.*

### Response 1 from J Wilson

*The Board discussed this issue at this morning's board meeting and made a resolution for the next steps in the process. There is a casual vacancy at the moment and the Board will decide what action to take within the next two months.*

*When we have a full election in 2017 it will be for 3 people, who will either stand down or resign. A person must be a member of NACC who must apply to have their name put forward to the Independent Selection Panel (ISP). The ISP will select names from the applicants which will be put forward to the voting members. There was some concern that at the last election, the ISP could have put more names forward for election.*

### Response 2 from R McLellan

*We do want to make sure we have a good selection of candidates for people to vote for but as it is an independent selection process, we are constrained by that independent committee saying, based on the criteria for a board director, that these certain elements stay in there. The Board has discussed the results of the last election round after the event; and who nominated and who became eligible for voting and they thought that the ISP had been a bit too hard in their adjudication.*

### Question 2 by P Logue

*Last year some people complained about not receiving voting papers for last year's AGM and the response was that NACC would see how that happened and didn't happen. Was anything done about that? There were two active members in particular who did not receive a ballot pack. What are you going to do about that?*

### Response 1 from T Maina

*Without getting into the specifics there was a problem about the list developed from an address list instead of each specific member. The voting pack was sent to each address without considering that there could be two members at that address. Two voting packs should have been received at each address instead only one was sent.*

### **Response 2 from R McLellan**

*A lot of the problems we had last year were typical of transferring from an old paper-based system to an electronic system and using a mail merge provider to use that. We have had teething problems which we are working through, as well as with members who are not receiving NACC Notes.*

*We are considering carrying out focus group work where we will ring a number of members after we have sent out the voting packs and asking whether or not these have been received by them. We will also circulate in NACC Notes that the AGM is approaching and that members who have not yet received their ballot papers are to contact the NACC office. We will try to use older forms of communication instead of solely relying on the database work.*

## **8.0 Close meeting 3:50pm**