



PERMACULTURE INTERNATIONAL LIMITED
ACN 003 386 258

(trading as Permaculture Australia)
17 Gray Court, Acton Park Tas 7170, AUSTRALIA
<http://www.permacultureaustralia.org.au>

ANNUAL GENERAL MEETING

Saturday 23rd April 2022, 11.00am AEST

at 103 Thomson Crescent, Research, VIC or via Zoom

MINUTES

1. **Welcome and introductions** – Chairperson: Wendy Marchment, Minutes: Virginia Solomon
11.05 Chair declared the meeting open and welcomed attendees in person and on-line

2. **Attendance, Apologies and Proxies**

Present In person: Lucy Chen, Liga Doherty, Debbie Long, Chris Lucas, John McKenzie, Wendy Marchment, Virginia Solomon

Present Online: Terry Avery, Christine Carroll, Robin Clayfield (left at 11.30), Toad Dell, Robyn Francis, Rachelle LeQuesne, Noni McDevitt, Ronni Martin, Donna Morawiak, Meg Mulcahy, Jed Walker

Apologies: LC Haughy

Proxies: none submitted by the due date

3. **Acceptance of minutes of previous annual general meeting (2021 AGM)**

Move: Virginia Solomon **Second:** Robyn Francis Carried

4. **Director's report**

Presentation of the 2021 Directors Report by Wendy Marchment, Secretary.

- Chair not a required position, Secretary and Treasurer are. During this board's term, the Chair role swapped around but mainly Wendy took on this role.
- Heartfelt thanks to Northey Street City Farm for their work with the APC. Have since been hit by the floods which devastated much of the farm. However they have since mounted a very successful fundraising effort. Ronni reported that things are starting to get back to normal.
- Goal of getting to 500 members was almost achieved (increase of 46% but not quite the 500 number).

- Charity with Tax Deductible status hugely valuable and ACNC changes have involved some work. This is an important asset for PA and must be maintained.
- Review of VET Permaculture qualifications is underway.
- Announcement of 2 patrons. We are so pleased and proud that they agreed to be our patrons and look forward to working with them.
- Kym Blechynden has moved on, her work is greatly appreciated, and her help is ongoing. There is a range of volunteers working in various aspects of PA. A lot of work done behind the scenes. Many skills and passions that contribute to that.
- Energies have been a bit challenging during the Covid period and difficult to maintain the momentum with constant disruption and lockdowns. Departing members of the Board are happy to support new Board members as they find their feet. Documentation available to help people who are new to the Board find their feet. "What Board Membership Involves".
- Thanks to the outgoing board.

Questions:

John McKenzie – have changes to the constitution been received? Is that all complete?

WM: apologised for slight delay in uploading the reviewed constitution to the website.

Reporting now goes to the ACNC rather than ASIC. ACNC is updating many of their systems and the changes were taken from an ACNC template.

Robyn Francis – wants to thank the Board for taking PA to the next level. Fantastic benchmark reached with the memberships.

Jed Walker – wishes to acknowledge Wendy for her work getting all our systems up to date.

Motion: That Wendy Marchment be thanked and congratulated on her work to get compliance and governance systems up to date.

Move: Jed Walker Second: Virginia Solomon Carried

5. Treasurer's report

Presentation of the 2021 Treasurer's report by Donna Morawiak, Treasurer

Acknowledged the Gubbi Gubbi, Kabi Kabi peoples on whose lands she resides.

- Membership increase has been a great addition to the P & L
- Fundraising also added to the bottom line.
- Covid safety net helped in 2020 and took us to the next level and enabled us to invest in the Memberships and Marketing Manager role. Expenses were a little bit higher because we chose to invest in people and would like to continue into the future.
- We are in a very safe place, financially and in a position to support our projects.
- Donna also put up her vote of thanks to Wendy.

Questions:

Chris Carroll – question regarding separation of Permafund from PA in the Financial Report..

DM: The whole of the company is a charity and the reporting is made by the company.

General donations are now also possible, not all donations go through to the Permafund for re-distribution. This has been of benefit, for example we received a \$10,000 corporate donation.

Chris Carroll – query regarding the administration fee (10% of Permafund donations received goes to the company for admin costs) accounting

DM – the way Helen (Accountant) chooses to record this line.

John McKenzie – the distinction between DGR received donations and others needs to be highlighted. Question: was the \$10,000 corporate donation receipted with a DGR receipt?

DM – No it was paid as a grant.

Chris Carroll – question regarding location of donations.

DM clarified that the receipts from paypal are identified and separated into the two accounts.

6. Acceptance of the 2021 Annual Report

Motion: To receive and adopt the 2021 Annual Report containing:

- a. The 2021 Directors Report and
- b. Financial Statements, Balance Sheets and Statement of Income and Expenses for 2021

Move: Wendy Marchment Second: Donna Morawiak Carried

7. Permaculture International Public Fund Management Committee

Permaculture International Ltd. is a registered environmental organisation (REO) with deductible gift recipient status. As a registered charity, all donations to Permaculture Australia (PA) are tax deductible. PA accepts donations to Permafund to support overseas micro-grants and general donations to support our activities and initiatives.

The appointment of a **Public Fund Management Committee** comprising responsible persons is required as per the REO rules and guidelines. The 2021 REO responsible persons were:

- Christine Carroll (Permafund team)
- John Champagne (Permafund team)
- John McKenzie (Permafund team)
- Helen Cowhan (Accountant)

All four are continuing as responsible persons. Their contributions as responsible persons are appreciated and acknowledged.

Questions:

John McKenzie – speaking for the Permafund Team. Has been a great group to work with and it has been wonderful to have the support of the Board to drive the Permafund action. A number of people on the Permafund committee are trying to reconcile the two reporting options : REO commitment and ACNC. John suggests that over the next few months we review these reporting obligations to ensure both are on the same page.

WM – To clarify this. Already transition activities happening where the ACNC will become the only reporting channel. However, due to the Federal Government's intervention to increase the requirements and draconian laws regarding protests etc. which meant that the legislation did not go through. It is anticipated that it will and that it will simplify the processes and reporting channels. The concern expressed by John may have been

superseded obviating the need for an audit. Accountant's advice made it very clear that audits are not a requirement. Audits cost a lot so no need to do one unless requested to do so.

8. **Election of Board of Directors*** - Returning Officer – Stephen Solomon

Board positions declared vacant.

Nominations for the Board. The following 2 nominations for the Board were received before the meeting:

John McKenzie

Nominated: Jed Walker Seconded: Ronni Martin

Donna Morawiak

Nominated: Wendy Marchment Seconded: Jed Walker

Debbie Long wishes to nominate **Toad Dell** – co-founder of Permaqueer. Toad accepted his nomination and spoke in its regard: Toad would like to make permaculture more accessible to marginalised communities.

Nominated: Self Seconded: Debbie Long

John McKenzie query regarding specific actions (to elaborate on his introduction).

Partnered with TedX Permaqueer and SavGen (indigenous group) raised funds for these organisations. Partnering with Transgender Victoria re housing and farming for food security, financial literacy and permaculture education. Focussing on younger people getting involved when land access is not available.

Support from Debbie Long – Deb works in the indigenous space and Permaqueer (Toad and Guy) have been doing an amazing job in translating permaculture into new spaces.

Jed Walker – returning board member

Nominated: Self Seconded: Wendy Marchment

Toad Dell would like to nominated **Debbie Long**, Virginia Solomon seconded. Deb is an anthropologist and works with indigenous communities. She is interested in how we work ethically in the land tenure space. Nomination accepted.

Nominated: Toad Dell Seconded: Virginia Solomon

Liga Doherty was nudged by Deb, but declined. Would like to get involved but not this year. Chris Carroll commented that coming in via a Team is a great way to get involved. This supported by John and Virginia. Current Teams are: Education, Finance, Fundraising & Supporters (FaST), and Permafund.

Returning officer called for final nominations. The minimum of 5 has been reached, but a board of 7 would be ideal if possible.

Toad – clarification of whether nominations had to be confirmed today during the AGM.

WM – having received the minimum of 5 we will have a functioning board, but there is nothing to stop people joining the board later. Board can appoint additional people up to the maximum of 7.

Toad Dell wanted to nominated Guy Ritani after the meeting and Deb would second this nomination if the nominee agrees. John, room for offering him a week or a month to decide.

WM: critical that people read the document “What does Board Membership involve”.

Returning officer called for final nominations. **5 nominations are accepted and congratulations to the new board: Toad Dell, Debbie Long, John McKenzie, Donna Morawiak and Jed Walker**

9. Appointment of Auditor for 2022

PA is required to have an auditor identified

Motion: That Tony Ager of TST Audit and Assurance Services, St Kilda Road Melbourne, be appointed auditor

Move: Robyn Francis Second: Wendy Marchment Carried.

10. Meeting close

12.10 meeting closed. Chair thanked the returning officer and the departing board, and congratulated the new board. Office-bearers will be decided at first meeting of the new board scheduled for Monday, May 16th at 7pm AEST. Donna Morawiak happy to continue as Treasurer, Secretary role must be filled, Team Liaisons and Chairperson not required by law but can be useful to the company if the board deems them so.

***Notes on the election of the Board of Directors for 2022-23:**

Current directors that are prepared to serve again on the board if nominated/elected are Donna Morawiak and Jed Walker.

Under the Articles of the Company, a minimum of 5 and a maximum of 7 Directors shall be elected. The current Board have expressed a strong desire to maintain diversity of representation and to achieve the full number of 7 Directors. The required roles of Secretary and Treasurer must be filled, from within the elected Directors at the first meeting of the new Board. If renominated, Donna has agreed to continue as Treasurer.

All nominees must be current financial members and nominated by two other current financial members. If you cannot attend the AGM, you may use the proxy form to assign your vote.