



## Annual General Meeting (AGM 2019)

### MINUTES

The Annual General Meeting of SA Police Legacy Inc. was held in the SA Police Legacy office, 50/81 Carrington St, Adelaide and commenced at 4:30pm on Monday 18<sup>th</sup> November 2019.

1. Welcome

2. **Attended:** Mr Mark Willing (CHAIR)  
Ms Jodi-Lee Black  
Ms Jane O'Connor  
Mr Mitch Manning  
Mr Kieran Baggoley  
Mrs Karen Cucchiarelli  
Mrs Terella Rosen  
Mr Jeffrey McDonald  
Mr Costa Anastasiou  
Mr Glenn Thomson

- Apology:** Mrs Bernadette Sahb  
Mr Mark Walker-Roberts  
Mrs Sam Attard

*Chair, Mark Willing, welcomed everyone to the 30<sup>th</sup> Annual General Meeting of SA Police Legacy and opened the meeting at 4:32pm. The Chair acknowledged the apologies received prior to the meeting.*

*The Chair explained the voting process to those in attendance, highlighting that special resolutions require a 75% or greater 'in-favour' vote, whilst resolutions require 50% or greater.*

3. **Confirmation of Minutes from previous AGM held 19<sup>th</sup> November 2018**

**Motion:** *That the minutes written at the AGM on 19<sup>th</sup> November 2018 are a true and accurate reflection of the meeting held.*

**MOVED: J. Black**

**SECONDED: M. Willing**

**In Favour: 6**

4. **REPORTS**

4.1 **Presidents Report.**

*The President's Report was presented at the meeting and circulated with the minutes.*

**Motion:** *That the President's Report be accepted*

**MOVED: M. Manning**

**SECONDED: G. Thomson**

**In Favour: 6**

**4.2 Treasurers Report.**

*The Financial Statement, received from auditors from Accru Harris Orchard, was presented at the meeting by Manager, Karen Cucchiarelli and circulated with the minutes. FY1819 was forecast to end at a loss of \$14,000 however ended with a loss of \$3,128.*

*Motion: That the Treasurer's Report be accepted*

**MOVED: M. Manning**

**SECONDED: J. Black**

**In Favour: 6**

**4.3 Liaison Officer's Report**

*Liaison Officer's Report was presented by Terella Rosen, Liaison Officer (Legatees) and circulated with the minutes.*

*Motion: That the Liaison Officer's Report be accepted*

**MOVED: M. Manning**

**SECONDED: G. Thomson**

**In Favour: 6**

**4.4 Appointment of Auditors**

*Recommendation was put forward that next year's audit remain with the current Auditor, Accru Harris Orchard.*

*Motion: That Accru Harris Orchard be appointed as Auditors for FY2021*

**MOVED: M. Manning**

**SECONDED: J. Black**

**In Favour: 6**

**4.5 Appointment of Life Members**

*No Life Member nominations were received*

**5. Elections** Three (3) elected board member roles are vacant. The Manager will announce the election results.

*Members were advised that 4 nominations were received for 3 board positions, however prior to moving to a ballot process, Barry Lewis tendered his resignation from his elected position. Therefore, in accordance with the constitution, the Secretary formally declared that the 3 nominees, Mark Willing, Mark Walker-Roberts and Jeffrey McDonald were successful in their applications.*

*The Chair congratulated those elected and acknowledged Barry Lewis' services over the years on the Board.*

**6. Other Business**

**6.1 Special Resolution #1 Rule 2.35 is to be amended to read:**

2.35 "Special Resolution" means a resolution of Members passed:

2.35.1 at a duly convened General Meeting of which at least forty-five days (45) days' written notice specifying the intention to propose the resolution has been given to all Members;

**Motion:** That Special Resolution 1 be accepted with effect immediately after the end of this AGM of SA Police Legacy Inc.

**MOVER:** K. Baggoley

**SECONDER:** G. Thomson

**FOR:** 6

**AGAINST:** 0

**ABSTAIN:** 0

**6.2 Special Resolution #2 Rule 13 Amendment “Removal of Life Membership”**

13.1 Subject to giving a Life Member an opportunity to be heard or to make a written submission, the Board may resolve to remove Life Membership from a Life Member in any way the Board deems fit or necessary. Removal of a Life Membership may be warranted by actions consisting of, but not limited to, unacceptable, inappropriate or improper conduct, criminal actions (whether they are pending, anticipated or finalised) or any conduct which could be seen to be detrimental to the interests of SA Police Legacy SA or conduct that may, is likely to or has brought SA Police Legacy SA into disrepute.

**Motion:** That Special Resolution 2 be accepted with effect immediately after the end of this AGM of SA Police Legacy Inc.

**MOVER:** M. Manning

**SECONDER:** J. Black

**FOR:** 6

**AGAINST:**

**ABSTAIN:**

**6.3 Resolution #3 Rule 15 “Composition of the Board” is to be amended to read:**

15.1 The Board shall comprise:

15.1.1 a minimum of five and a maximum of seven Board Members who are duly elected under rule 16;

15.1.2 1 Board Member appointed by the Commissioner of Police;

15.1.3 1 Board Member appointed by the Police Association of South Australia;

15.1.4 1 Board Member appointed by the Police Credit Union;

15.1.5 1 Board Member appointed at the discretion of the board. The appointment of the Board Member under this section is not contingent on the Board Member being a member of the association.

15.2 The Board Members appointed respectively by the Commissioner of Police, the Police Association of South Australia, the Police Credit Union and by the discretion of the board shall each hold office for such time as their appointor decides and in the event that such office becomes vacant, the appointor may appoint a Member to such office.

15.3 Is to be removed, meaning 15.4 moves to 15.3 and will read:

15.4 The office bearers of the Association shall be the President and the Vice-President who shall be elected by the Board in accordance with rule

18.7 provided that such office bearers shall at the time of such election be Police Officers.

**Motion:** That Special Resolution 3 be accepted with effect immediately after the end of this AGM of SA Police Legacy Inc.

**MOVER: M. Manning**

**SECONDER: K. Baggoley**

**FOR: 6**

**AGAINST:**

**ABSTAIN: 0**

**6.4 Special Resolution #4 Rule 16 Amendment “Election of Board Members”**

16.4 Subject to rule 16.3, a person seeking election as a Board Member must be nominated by 2 Members. The nomination in writing must be delivered to the Manager at least 30 days before the Annual General Meeting at which the election is to take place. The nomination must be signed by the proposers and by the nominee to signify a willingness to stand for election.

16.5 Notice of all persons seeking election to the Board shall be given to all Members no sooner than 14 days prior to the Annual General Meeting. This notice includes notice given by way of a proxy form.

**Motion:** That Special Resolution 4 be accepted with effect immediately after the end of this AGM of SA Police Legacy Inc.

**MOVER: G. Thomson**

**SECONDER: M. Manning**

**FOR: 6**

**AGAINST:**

**ABSTAIN:**

**6.5 Special Resolution #5 Rule 20 Amendment “Convening General Meetings”**

20.1 The Board may call a Special General Meeting at any time, and shall call an Annual General Meeting in accordance with the Act.

20.1.1 The board will provide members notice of a Special General Meeting in accordance with paragraph 20.1.1 no later than 14 days prior to the meeting.

20.7 Notice of a General Meeting at which a Special Resolution is to be proposed shall be given at least 45 days prior to the date of the meeting.

20.8 A notice may be given by the Association to any Member by:

20.8.1 serving the Member with the notice personally;

20.8.2 by sending it by post to the address appearing in the Register; or

20.8.3 by putting a notice in the South Australia Police Gazette or;

20.8.4 by any other way the Board deems fit.

**Motion:** That Special Resolution 5 be accepted with effect immediately after the end of this AGM of SA Police Legacy Inc.

**MOVER: J. Black**

**SECONDER: K. Baggoley**

**FOR: 6**

**AGAINST:**

**ABSTAIN:**

**6.6 Special Resolution #6 Rule 31 Amendment "Funds"**

31.1 The funds of the Association shall be derived from donations, grants and such other sources as the Board determines.

31.2 All monies coming to the Association shall be deposited at such financial institutions as shall be determined by the Board from time to time.

**Motion:** That Special Resolution 6 be accepted with effect immediately after the end of this AGM of SA Police Legacy Inc.

**MOVER: M. Manning**

**SECONDER: G. Thomson**

**FOR: 6**

**AGAINST:**

**ABSTAIN:**

**6.7 Special Resolution #7 Rule 32 Amendment "Manager"**

32.3 All moneys coming into the hands of the Manager shall be deposited at such financial institutions as shall be determined by the Board from time to time. All payments shall be made by crossed cheque, signed by the Manager and one other Board Member or by any other means (including use of credit/debit cards and any electronic means) approved by the Board from time to time subject however to any restrictions or limitations imposed by the Board in respect of such means of payment.

**Motion:** That Special Resolution 7 be accepted with effect immediately after the end of this AGM of SA Police Legacy Inc.

**MOVER: M. Manning**

**SECONDER: J. Black**

**FOR: 6**

**AGAINST:**

**ABSTAIN:**

**6.8 Special Resolution #8 Rule 33 Added**

**33. POLICIES**

33.1 All Board Members, Members and Employees are bound by all policies engaged or enacted by SA Police Legacy Inc.

33.2 The policies of SA Police Legacy Inc. are to be reviewed periodically at the discretion of the Board.

**Motion:** That Special Resolution 8 be accepted with effect immediately after the end of this AGM of SA Police Legacy Inc.

**MOVER: K. Baggoley**

**SECONDER: J. Black**

**FOR: 6**

**AGAINST:**

**ABSTAIN:**

**7. Close.** *The AGM for 2019 was declared closed by the Chair at 5:02pm*