**Minutes of 2022 PWDA Annual General Meeting**

On 16 November 2022, 6.03pm – 7.28pm

Via Zoom and

Level 8, 418a Elizabeth Street, Surry Hills NSW 2010

**Present:**

Members and PWDA Staff:

Samantha Connor – President and Chair, Clare Gibellini – Vice President, Nicole Lee – Secretary, Suresh Rajan – Treasurer, Marayke Jonkers – Director, Sebastian Zagarella CEO of PWDA (MC), Carolyn Hodge Deputy CEO of PWDA, Adrienne Prazauskas (Minute Taker), Pete Darby, Lindsey Woollard, Indre McGlinn, Giancarlo de Vera, Ben Crompton, Craig Andrews, Samantha French, Craig Wallace, Stephin Hargreave, Suzzy Keene, Rachael Makepeace, Jackie Softly, Kelly Cox, Margot Moxon, Cheryl Landon-Orr, Jarad McLoughlin, Chris Meaney, Tim Morrissey, Johnathan Shar, Arun Barramundi, Michelle Hyde, Nidhi Shekaran, Danielle Lawless, Peter Lane Collett, Richard Hoare, Virginia Brown, Marian Rabuka, Mark Kunach, Belinda Jane, Bronwyn Macdonald, Bruce Collins, Haidi Badawi, Kim Liebeck, Graham Banks, Jen Hamilton, Nick Avery, Shawn Phua, Travas Burns, Stuart Mawbey, Zhila Hasanloo, Bradley Mark, William Crisip, Janine Aitken, Tom Softly

External providers and advisers:

2 Auslan Interpreters - Katherine Wright, Kerrie Christie, Captioner – Melissa Oldfield, Alex Cowell from Purpose Accounting, Justin Pasa and Nathalie Ng from HWL Ebsworth

As a result of COVID-19 the meeting was held via Zoom. The Zoom link had been provided to members prior to the meeting.

**Apologies**:

Nino Fioretti, the Board Election Returning Officer, Janette Cameron Smith, Julie Haraksin, and Kevin Boyce

*The meeting started at 6.03pm*

**Welcome - SC:**

Samantha Connor (SC) – President and Chair acknowledged the interpreters and support available to people in the room.

**Welcome to Country: - CG**

Clare Gibellini (CG), Vice President of Board of PWDA provided the Welcome to Country (remotely).

**Rules of Engagement and Housekeeping: - CG**

Clare Gibellini – Vice President, explained the rules of engagement for members and ran through ‘housekeeping’ items prior to commencement. She made it clear that this was not a public meeting. Only members of PWDA, support people to members, those holding proxies for members, PWDA directors, its auditors, and PWDA staff and advisers were entitled to be in the meeting. She requested attendees to not post about this meeting on social media, including Facebook and Twitter, and asked that people do not record the meeting.

She explained the voting would be undertaken virtually using Zoom. Members would be asked to move and second resolutions. She then explained the voting method for the motions.

1. **Procedural Matters: SC**
	1. **Acceptance of Apologies and Proxies**

The Chair presented the apologies and reported on directed and undirected proxies received. SC advised;

* 5 Members have sent in proxies. Of these:
	+ 5 directed proxies
	+ 0 undirected proxy
	+ 0 abstained
	1. **Notice of Annual General Meeting**

The Chair noted that the Notice of Annual General Meeting convening this meeting was sent to all members and would take this Notice of Meeting as read.

* 1. **Quorum**

The Chair noted that there were at least 30 members present in person or attending as proxies or body corporate representatives, and as such, they declared there was a quorum for the meeting to proceed.

**Motion 1: that the apologies and the proxies for the PWDA AGM be accepted**

**Motion carried.**

Moved: Chris Meaney | Seconded: Jarad McLoughlin | **Motion carried.**

1. **Minutes of the 2021 AGM - SC**

The Chair announced the minutes of the 2021 AGM be adopted as a true and accurate record of the meeting.

NOTE: There were no matters arising.

**Motion 2: that the minutes of the 2021 AGM be adopted as a true and accurate record of that meeting.**

Moved: Marayke Jonkers | Seconded: Tim Morrisey | **Motion carried.**

* 1. **Presentation of Annual Report**

SC as President and Chair presented the President’s Report

**Motion 3.1: that the President’s report be accepted.**

Moved: Jarad McLoughlin | Seconded: Haidi Badawi | **Motion carried.**

**3.2.** **Treasurers Report - SR**

The Treasurer’s Report was presented by Suresh Rajan (SR) - Treasurer

***Question from Member Tim Morrisey:*** How much money received is for PWDA and how much to run programs?

***Answer from Suresh Rajan (Treasurer):*** The total funding we received from the various sources, Tim, during the year was $8.4 million. So that's quite a bit higher than we've had before. It's about 20% more than it was the previous year. And all that money is going to services and various programs that we run. So roughly you can take it as, yeah, $8.4 million seems to be our total turnover and that seems to be the optimal level that we reach in most years.

**Motion 3.2: that the Treasurer’s Report be accepted.**

Moved: Chris Meaney | Seconded: Nidhi Shekaran | Motion **carried.**

**3.3. Audited Financial Statements - SR**

The Audited Financial Statements were presented by Suresh Rajan – Treasurer.

**Motion 3.3: that the Audited Financial Statements be accepted.**

Moved: Suzzy Keane | Seconded: Haidi Badawi | Motion **carried.**

1. **Appointment of Auditors - SC**

The Chair reported that PWDA would like to thank our current auditors ESV Business Advice and Accounting have been PWDA’s auditors for one year and the Board have proposed that we continue with their service as auditors for the financial year 2022/23.

***Question from Member Tim Morrisey:*** How long do the Auditors remain auditing?

***Answer from Suresh Rajan (Treasurer):*** ESV have been the auditors for the first time this year, and we are now reappointing them for the year 2022 2023. It's customary that we bring to the AGM each year the appointment of the auditor for the next year, Tim. All we're doing at this stage is up to the AGM of next year we will reappoint ESV, and then at that time we will come again to the AGM and ask members to vote in respect of the reappointment for another year. We only do it one year at a time.

**Motion 4: that ESV Business Advice and Accounting be appointed as auditors for the financial year 2022/23.**

Moved: Cheryl Langdon Orr | Seconded: Jarad McLoughlin | **Motion carried.**

1. **Report from Returning Officer**

The Chair presented the Returning Officer’s report on behalf of Nino Fioretti who was unable to attend this evening. The Board engaged GoVote to independently conduct the election for 7 Director positions on the PWDA board.

There were 17 candidates for 7 Director roles. With one candidate, Andrew Fairbairn withdrawing from nomination for a Director role during the election process. Thank you so much to Andrew for all his hard work.

Andrew Fairbairn's 33 primary votes were distributed as per the single transferrable vote counting method, advocated by the proportional representation society of Australia when conducting preferential elections. When a candidate is excluded their votes are distributed in accordance with the second preference of the remaining candidates.

For any member wishing any more information on preferential elections this is available at [www.prsa.org.au/rule1977.htm](https://www.prsa.org.au/rule1977.htm).

Nino reported that 10 valid phone votes and 296 formal online ballots were received by the close of the polls. In relation to the position of board directors, the Returning Officer reported that the following 7 candidates were selected. These will be read out in first name alphabetical order: Aaron, Haidi Badawi, Marayke Jonkers, Michelle Hyde, Nicole Lee, Suresh Rajan and Zhila Hasanloo.

Does anybody have a question they would like to ask in relation to motion 5.1 approval and adoption of report from returning officer? If so, can you please raise your virtual hand?

***Question from Member Peter Lane Collett:*** I'm wondering why, unlike normal elections, we don't get to see the full spectrum of how the votes turned out. We only get to see the 7 who basically got the positions rather than where the other candidates fell?

***Answer from Sebastian Zagarella (CEO):*** we actually asked Nino that question. It was raised by a couple of other members prior to tonight. We've just been told that part of the process for GoVote and Nino's is that they don't release more information more broadly. That's not available. That's as far as the information we were given.

**Motion 5.1: That the Returning Officer’s Report be accepted and adopted.**

Moved: Suzy Keene | Seconded: Jarad McLoughlin | **Motion carried.**

**Motion 5.2: That the appointment of Arun Barramundi to the PWDA Board be approved.**

Director - Arun Barramundi

Moved: Renee Hinton | Seconded: Clare Gibellini | **Motion carried.**

**Motion 5.3: That the appointment of Haidi Badawi to the PWDA Board be approved.**

Director – Haidi Badawi

Moved: Zhila Hasanloo | Seconded: Jonathan Shar | **Motion carried**

**Motion 5.4: That the appointment of Marayke Jonkers to the PWDA Board be approved.**

Director - Marayke Jonkers

Moved: Suzy Keene | Seconded: Jarad McLoughlin | **Motion carried**

**Motion 5.5: That the appointment of Michelle Hyde to the PWDA Board be approved.**

Director - Michelle Hyde

Moved: Peter Lane Collett | Seconded: Renee Heaton | Motion carried

**Motion 5.6: That the appointment of Nicole Lee to the PWDA Board be approved.**

Director – Nicole Lee

Moved: Peter Lane Collett | Seconded: Clare Gibellini | Motion carried

**Motion 5.7: That the appointment of Suresh Rajan to the PWDA Board be approved.**

Director – Suresh Rajan

Moved: Kelly Cox | Seconded: Marayke Jonkers | Motion carried

**Motion 5.8: That the appointment of Zhila Hasanloo to the PWDA Board be approved.**

Director – Zhila Hasanloo

Moved: Suzy Keene | Seconded: Jarad McLoughlin | Motion carried

1. **Amendment of Constitution**

6.1 Approval of the following special resolution:

“*That the Company’s constitution be amended as set out in Annexure A to the Explanatory Statement accompanying this Notice of Meeting.*”

PWDA is proposing that the following amendments be made to PWDA's constitution: rule 6.1, calling general meetings updated, the company's constitution shall be updated to expressly permit members of meetings to be held at one or more physical venues using virtual meeting technology or through virtual meeting technology only.

To make that in easier language, we want to make sure we change our internal rules to make sure that we can use Zoom and other virtual technology to make sure that it's accessible to members.

The second is rule 6.9, use of virtual meeting technology, which is new, the company's constitution shall be updated to confirm that a member who uses virtual meeting technology to attend a meeting and vote at a meeting is taken to be present and voting in person at the meeting.

If any technical difficulties arise which result in a member being unable to access the meeting, participate in a meeting, the Chair may allow the meeting to continue or adjourn the meeting. The inability of one or more members to access or continue to access the meeting through technology will not affect the validity of the meeting providing that quorum requirements are met. In addition, the directors will be allowed to make policies and procedures relating to the conduct of meetings using virtual meeting technology.

Rule 8.14 is, President and Vice Presidents, the company's constitution shall be updated so there may be up to two Vice Presidents instead of only up to one Vice President.

Rule 13.2, also new, the company's constitution shall be updated to clarify the timing of when notice is taken to be given, including when a notice is served electronically.

The timing will be as follows: a notice served personally is taken to be served when delivered. A notice sent by post is taken to be served on the day after the date that it is posted. A notice sent by electronic communication is taken to be served at the time that it is sent, and a notice given to a member by other means relating to the giving of notices and electronic means of accessing is taken to be served on the day after the date on which the member is notified that the notice is available. Other matters that minor typographical corrections as well as edits to ensure consistency with the changes noted above are also proposed.

The full text of the amendments is set out in annexure A to this explanatory statement. In your AGM pack you should have received a copy of PWDA's constitution which include these proposed changes. You would also have received the explanatory statement I have just read out and an easy read version of the proposed changes.

Does anybody have a question they would like to ask in relation to motion 6.1, approval of the special resolution that this company's constitution be amended as set out in annexure A to the explanatory statement accompanying this notice of meeting?

**Motion 6.1: Approval of ALL special resolutions mentioned above be accepted and adopted.**

Moved: Suzy Keene | Seconded: Peter Lane Collett | **Motion carried.**

1. **Other Business**

**CEO of PWDA – Sebastian Zagarella**

I just wanted to take some time to personally acknowledge and thank the members of our advisory groups for their valuable engagement and feedback and advice over the past 12 months. The membership engagement advisory, governance advisory and strategic direction advisory groups have been an integral part to the success of the past 12 months for the operational team. The membership engagement board advisory group made up of 6 of our members and led by board Director Marayke Jonkers, helped develop a membership engagement strategy which will look which we're going to be looking to implement in the coming financial year.

The strategy provides a number of key recommendations: to grow our membership and its diversity, to ensure we continue to represent the voices of all people in our community. The governance advisory group which was made up of 5 of our members and led by then Board Director Craig Andrews, helped with the review of our organisational risk matrix, and have also supported the board with a review of our policies.

To date, 32 policies have been reviewed and completed and we have more policies currently in train. I also wanted to sorry, just to add to that, the review of the policies are to ensure that they're accessible, up to date with legislation, and best practice. They're also helping to guide the operational team with decisionmaking and streamlining some processes.

Finally, I would also like to thank the strategic direction advisory which was led by board directors, Andrew Fairbairn and Clare Gibellini, and six of our members who provided timely and important advice in tandem with members and staff consultations on the development and direction of PWDA's new three year strategy.

I really encourage members to consider nominating for the position on one of the advisories as they come up in 2023. All of our advisory groups include members from diverse, disability, CALD backgrounds and it ensures your lived experience of disability and your knowledge of PWDA continues to be knowledge and meaningful.

I would like to take the opportunity to remind members who are interested in being part of next year's Mardi Gras and world pride event to register. It will be a wonderful opportunity to represent to the world the diversity that is our community.

The Chair asked if there were any further business or questions:

***Question from Member Craig Wallace:*** It's great to see so many familiar and beloved faces from the PWDA family. It's a pity we can't get together in person but these are the times we're in.

It just seemed a good opportunity off the back of Seb's remarks about member engagement to have perhaps, introduce a point of reflection on that. As I've said earlier and a number of members have said, congratulations to the Board on such a busy year. I know we say this every year but it's hard to think of a time in disability where there's been more going on.

Like, there's the Royal Commission coming to a close, there's been the change of government, there's multiple NDIS reviews, there's the review of the National Disability Advocacy Framework. We're aware things are enormously busy. If there's one thing as a member, I would probably want to see a bit more of, it would be on that member engagement side. Perhaps having a few more forums where we could all come together as members and find out what PWDA is doing and share thoughts and reflections and feedback on key issues.

I'm with Advocacy for Inclusion these days. I'm in the odd position of also seeing what AFDO are doing at the same time. They hold regular member engagement opportunities. There was one around what their members wanted to see in the final submission to the Disability Royal Commission that we took part in, and I think for PWDA, it's important that we remain connected with members, outside of AGMs, some big forums that look like this. I know they're a lot of work to put together but perhaps one where we get to meet the new Minister, Bill Shorten, and share with him what our priorities are, one on budget, there might be one on what we want coming out of what is likely to be an active period of reform around the NDIS and the Australian Disability Strategy.

I am seeing a few nods around the room, but others might want to chip in a bit. One thing I would probably want to see a bit more across the next 12 to 24 months is more opportunities for us as members to interact with you, remembering that we're all pretty isolated and kind of closed in in this terrible time that we find ourselves in, and it would be good to connect with more of you and not just at meeting time.

***Answer from Samantha Connor (President):*** Completely agree. Apologies for not being as engaged as we could have been. And absolutely agree a thousand per cent.

Really looking forward to making sure that our members have an opportunity to meet with new board members as well and to understand how members can be actively involved in making sure that we get it right when it's, you know, talking about our voices being represented to government and to the broader community.

You’re right about the workload. Ask me how many interviews I've done over the past week about sex work in the NDIS. These are the issues that I think we really need to make sure we get right so we're accurately reflecting member voices and concerns, and also stories to help people understand what our lives are like, totally agree.

***Answer from Sebastian Zagarella (CEO of PWDA):*** Could I also add we've just and this is to the 18-month point, we've just finished developing an 18-month operational plan, and a lot of that is around engaging with members and Craig Andrews who was a board Director, now works as Senior Manager of Media and Comms for PWDA, is putting together quite a robust schedule of engagement activity over the next 12 months.

**No further business had been notified to the meeting.**

*The meeting closed at 7:30pm.*

**Signed as a true and accurate record:**

**Nicole Lee**

President

People with Disability Australia Ltd

Date: