|  |  |
| --- | --- |
| ANNUAL GENERAL MEETINGMINUTESWebinar | Date: 18.10.2018 |
|  |
| Time: 1.00pm EST |
| **Facilitators:** | Trung Quach | **Note taker:** Karen Rowe-Nurse |  |
| Attendees: | John Botherway, Lucy Brown, Alex Cato, Helen Cluff, Eleni Christofi, Michael Coats, Michele Crozier, Lisa Dunn, Mawghan Elverd, Melanie Faithfull, Lianne Forster Knight, Kate Freedman, David Furler, Robin Gardner, Fiona Gallagher, Michael Gavan, Lucy Goudie, Lisa Gowers, Margaret Hutchinson, Jane Jilbert, Rachael Klesch, Caroline Knaggs, Katherine Lang, Louise Langridge, Krista Lapointe, Georgia Livissianos, Joanna Longley, Kirsty McPhee, Madelein Medlycott, Annette Messell, Leonie Nagle, Jane O’Donnell, Rosemary Patching, Naish Peterson, Trung Quach, Colleen Ricci, Karen Rowe-Nurse, Lisa Sylvester, Amanda Surry, Vanya Taylor, Julie Thiel, Kay Tucker, Richard Vankoningsveld, Christina Ward, Kirsty Wilson, Monika Zygumtowicz,Quorum achieved |
| Apologies: | Petal Kinder, Alice Hewett, Carmel Leahy, Frieda Evans, Elizabeth Langeveldt, Marie Maguire |
| Proxies: | None |

|  |  |  |
| --- | --- | --- |
| **Items** | **Topic** | **Initiator** |
| **1** | **President’s Welcome** | **Trung Quach** |
| * Trung Quach welcomed members to the meeting.
 |
| **2** | **Approval of minutes from previous meeting** | **Trung Quach** |
| * Accepted Michael Gavan, Seconded Lucy Brown
 |
| **3** | **President’s Report** | **Trung Quach** |
| * Noted that the official reports from the President, Treasurer and Membership Coordinator are uploaded to the ALLA website.
* Confirmed that 2019 will be a 50th year celebration of the association.

**Highlights**: * The highlight of the year was the Darwin conference with over 100 delegates attending. It included a wonderful program and dinner at Crocosaurus Cove where the ALLA Awards were presented. The conference was also a financial success and this is due to both our partnership with Shanna Sheldrick of Premier Events and the work put in by the two co-convenors, Frieda Evans and Barbara Keogh. Congratulations and sincere thanks to them and the committee.
* ALLA Ltd has signed a three conference agreement with Shanna to continue managing our conference – this will although us to begin to plan ahead for our conferences.
* The future planning for the 2020 conference is underway with Canberra being chosen as the location with Fiona Gallagher and Margaret Hutchinson undertaking the roles of co-conveners. Additional roles on the committee are available and all are welcome to apply to join the conference committee. Please forward expressions of interest to the secretary.
* The Australian Law Librarian – much work has been undertaken over the past year to finalise any legal and financial issues to bring this under official ownership by ALLA, Thanks to John Botherway, Naish Peterson, Alex Cato, Kirsty McPhee and Michael Gavan for this.

**Challenges:*** Declining membership. At this point we have 475members on our but 76 of those have not renewed. This is a result of many factors including shrinking job availability including options to target other professionals whose work encompasses legal. It is a concern because the association needs numbers to stay viable. This is will be a focus for ALLA into the future.
* ALLA Structure: ALLLA NSW passed a resolution at its 2018 AGM to seek to become a chapter of ALLA and remove its charity status under the ACNC. There are no issues with the structure of ALLA Ltd and the constitution per se but the aim to remove the burden of administering a no-for –profit legal entity.
* In the role of past president, Trung will work on this process with ALLA NSW and it is perhaps the natural evolution of ALLA ltd as an organization, with NSW taking the first steps in the process. There will be quite a long transition period.
* The largest issue for ALLLA (not only in NSW) is a lack of volunteers. We are a volunteer organisation and can only continue to exist with members volunteering at local, divisional and national levels. There is also a need for volunteers to work on our committees e.g. 2020 conference.
 |
| **4** | **Financial Reports** | **Kirsty McPhee** |
| * During the 2017/2018 financial year ALLA Ltd has continued to reduce costs, particularly in relation to bookkeeping and secretariat fees. This will continue to decrease in the future with the introduction of an honorarium payment for bookkeeping services to ALLA Ltd. Rather than monthly fees.
* It is intended to keep our accounts audited by NFPAS in order to maintain complete transparency with arms-length accounting.
* The focus of the treasurer’s role over the past two years has been to ensure that the Association is sustainable financially. The focus will continue to be on the viability of the Association. We will be looking at annual forecasting of income, costs and fees as well as seeking appropriate term bearing accounts in order to cover the administration costs of the association with interest from invested monies.
* In the 2017/18 financial year ALLA Ltd posted a surplus of $40,000 after expenses. Our current financial position is :

 $168,946 (Cash savings) $35,638 (Operating Account) $204,584 (Net worth)* The Australia Law Librarian has been brought under direct management of the Board rather than continuing as a semi-separate entity. The editors will continue to have complete editorial control but the finances will be managed by the Board.
* My thanks to Michael Gavan who has brought the association to this point whilst treasurer. The association is in a good situation and Michael has made this happen. Trung concurs.
 |
| **5** | **Journal Report**  | **Alex Cato** |
| * Thank you to all who have contributed to the ALL over the past year. Alex Cato thanked who have contributed to the journal and she is proud of the output. There have been difficulties in obtaining articles and materials for the journal which has resulted in only 3 issues in this financial period.
* James Butler has retired from the journal as Business Manager and he deserves a great many thanks for the huge amount of work he has put in to the management of the journal. Ale also thanked Kirsty McPhee and the Board for their efforts in ensuing that the financial and legal ownership of the ALL now lies under ALLA Ltd.
* Kirsty McPhee thanked Alex for her work as editor of the journal and she will be retiring from the position after the next issue. She also thanked James and announced that he will be presented with a farewell gift at a Victorian function near the end of the year. Could all Victorian members attend this function if possible for the presentation.
* There will be a call for a new Editor and Business Manage for the journal.
* The journal is financially sustainable and in profit at present.
* The Deed Polls have been created and the divisions have signed them which means that ownership has been transferred officially to the Board.

Question: How many subscribers to ALL? Answer: Approximately 150 subscribers.Questions: Does the Journal money transfer to ALLA Ltd and how? Answer: The journal has approximately $181,000 in assets. ALLA Ltd and the Treasurer are currently working ut the best & least expensive process for the journal moving forward. NFPAS will be advising on the most appropriate way to manage the $361,000 in assets that ALLA Ltd (including the journal) has under its control. We will be examining how the monies will be managed and the way forward in managing the financials and business side of the journal. Currently invoices are produced via word documents and payment is by cheque. This process needs to be better managed as it is time consuming and outdated. |
| **6** | **Membership Report**  | **Richard** **Vankoningsveldt**  |
| * Currently there are 475 paying members and 25 Life members.
* 75 have not renewed for the 2018/19 financial year and will cease after the 28 October 2018 deadline (under the constitution). Membership seems to have stabilised around the 400 members. Please encourage your colleagues to join if they have not.
* The membership survey is open until 28 October so please contribute. A report will be provided to the Board after that.
* Richard will be undertaking membership processing and book-keeping via Zero in ths infial year. Will be continuing to adopt a credit card process for 2019 renewals.
* Any queries about your membership can be sent via the contacts form on the ALLA website or to the email address membership@alla.asn.au
 |
| **7** | **Special Resolutions** | **Trung Quach** |
| * First issue: ALLA Ltd is limited by the Constitution to eight directors. This is an issue from the recruiting point of view and there are many more duties than directors. This change will allow for further duties to be undertaken by the Board.
* Second issue: current terms are one year and it often takes nearly 12 months for new directors to become familiar with their role and to become active. Two year terms would allow better control and the ability to gain traction in the loss of board continuity and corporate knowledge by allowing staggered elections of directors.

Question: Have you taken legal advice about constitutional changes? Answer: There are no obligations under the Corporations Act.Question: Why can’t people take on activities without being on the Board? Answer: members already do this. For example, via the conference committee, ALL editor, the newsletter, email lists.Special Resolution 1: Poll – 97% voted yesSpecial Resolution 2: Poll – 97% voted yesQuestion: If you change role on the Board can your time go past this? Answer: you can take on a directors role for up to 6 years (3 x 2 year terms). You can then change roles and stay on but this would be in situations where members do not volunteer to join the Board in a particular role. |
| **8** |  **Certificates of Appreciation** | **Trung Quach** |
| * Alex Cato (NSW)– current Past president and ALL editor. Alex has taken on many other roles and duties in addition to these major roles.
* Petal Kinder (VIC) – long standing ALLA member and current Director on the Board
* Darwin Conference Committee: Frieda Evans (NT), Barbara Keogh (NT), Michael gavan (VIC), Alex Cato (NSW), Kate Freedman (VIC), Karen Rowe-Nurse (ACT)
* Certificates will be sent to for presentation at divisional functions.

  |
| **9 Election of Board** | **Trung QuachAlex Cato** |
| * Vice President: Kate Freedman
* Treasurer: Kirsty McPhee
* Director: Karen Rowe-Nurse
* Director: Caroline Knaggs
* Director: David Furler
* Director: Monika Zygumtowicz
* As per clause 17.1(d) of the ALLA Constitution, there were no other candidates and the above directors are deemed to be elected.
* As per clause 16.2(c) and 16.2(d) of the ALLA Constitution, Michael Gavan automatically assumes the role of President and trung Quach automatically assumes the role of Past President.
* New ALL Editors: Robin Gardner and Fiona McDowell. Many thanks to all those who applied.
 |
| **91 General Business and Questions**  | **Alex Cato** |
| Question: Are there plans to update the ALLA website? Answer: Trung - there will be a restructure of content and focus. Please send through any ideas for content, scope and technologies, or any offer of assistance.Question: Do members need help with professional development? Please contact Caroline Knaggs with ideas or for assistance. Webinars can now be recorded and accessed on the ALLA website.Questions: What progr has been made on electronic storage of records of state divisions? Answer: David Furler. Happy to assist anyone who wants/needs assistance. He can be contacted through the ALLA Contact Us page.In closing Trung thanked ABL for their pro bono work with ALL and deed polls. Thank you for attending – Trung stated that he was looking forward to working with the new Board in his role as past president. Meeting closed at 1.56pm |

**Dated:**

**Signature of ALLA Ltd President (outgoing)**

**Name of ALLA Ltd President (outgoing)**

Trung Quach

**Signature of ALLA Ltd President (incoming)**

**Name of ALLA Ltd President (incoming)**

Michael Gavan