|  |  |
| --- | --- |
| QDN ANNUAL GENERAL MEETING2020  | QLD-W TAGLINE Logo FINAL-medium **ACN 161 701 944**  |

Date: Saturday, 17 October 2020

Venue: Parliament House

2A George Street at Gardens Point, Brisbane

Time: 10:00 am to 12:30 pm

**ANNUAL GENERAL MEETING OPENED AT 10:10 AM**

Members Present: as registered/signed in

Guests, Observers and Meeting Support Present:

* QDN CEO, Paige Armstrong
* Personal Care Workers - Christopher Chirnside and Maree Fairbanks
* QDN staff: Michelle Moss, Miles Tollan, Margaret Micale, Natalia Freitas
* Company Secretary – Colleen Papadopoulos
* Christos Papadopoulos, Photographer
* Sandy Clark, Real-time captioning
* Peter Gesch, Haywards Chartered Accountants
* Geoff Rowe, CEO Aged and Disability Advocacy (ADA), Australia
* Candidates from parties standing for state election on 31 October to join us for lunch following the AGM.

**Apologies – Invited Guests:**

* The Honorable Coralee O’Rourke MP
* Dr Christian Rowan MP

**Apologies – Members**

Ted Jones

Adrian Pooley

Peter Gurr

Des Ryan

Shawn Pua

David Swift

Rowan Lymbry

Judy Richardson

Alexander Cole

Charmaine Idris

Tina Moore

Wesley Walker

Sharon Boyce

John O’Shea

Sharon O’Shea

Josie McMahon

Margaret Ropdgers

Di Toohey

Michelle O’Flynn

Warwick Best

Nick Darby

Estelle Walker

Paul O’Dea

Peter Yeo

Quorum Achieved.

**OPENING FORMALITIES**

Nigel Webb, Chair QDN Board declared AGM open at 10.15

**Acknowledgement of Country – by Willie Prince**  Observed.

1**. Conflict of Interest Disclosures**

 None disclosed.

2**. Minutes of previous AGM** – tabled to the meeting. Minutes were read by

 Company Secretary, Colleen Papadopoulos QDN Board of Directors

*Resolution:* The Minutes of the AGM of Queenslanders with Disability Network Inc held on 9 November 2019 be accepted as a true and fair record of the meeting as amended.

Moved: John MacPherson Seconded: Noel Muller

Opposed: None Abstaining: Carried by Show of Hands

**3.**  **Business Arising – none**

**ORDINARY BUSINESS – REPORTS FOR THE 2020-21 FINANCIAL YEAR**

**4. Chair and Directors Report: Nigel Webb**

The Chair presented his written report, reviewing the year’s successes and challenges in a time of COVID 19 – it’s meant a lot of hard added work and innovation, and dealing with the unexpected as it happens.

QDN has continued to grow and mature this year, and QDN has been agile and responsive, responded to our strengths and delivered on work that aligns with our vision and mission. The year 2020 has also been a monumental time in our history. We saw the start of the Disability Royal Commission (DRC) this year which has been the culmination of decades of advocacy calling for an end to violence and abuse of people with disability. We have seen people lose their lives this year and I acknowledge them. It is our intention to make a difference for others in the future

Thank you to members to make sure we have a strong sphere of influence, our peer support groups, group convenors for your work and dedication. Thank you to Paige and staff who never let an opportunity go to make real change in the lives of people with disability.

As we move to the next year and the new normal, it’s important that as we move to state election – we let people know that disability matters and that our voice matters and that its nothing about us without us.

**5. CEO’s Report: Paige Armstrong**

It has been a year of immense challenge. We have had feedback around challenges people with disability have had in the COVID environment in getting access to devices, data and knowing how to use these to access services on-line rather than by face-to-face, including essential groceries, medicines, and health services. Feedback has also indicated a lack of clear communication about what is happening in the evolving and changing COVID space. It has also been a year where we have seen our members rise to levels of high achievement. Our groups have moved to online technology so they can not only connect with their peers, but also with their doctor or specialist.

QDN has also pulled together an election platform document where we were able to get five of the seven parties to pledge a commitment towards the platform. We have won a state award for QDN’s PCEP COVID-19 tool, and our health advocacy toolkit has been getting rave reviews. All these key pieces of work have been co-designed with members. The Board set clear direction in these uncertain times and provided representative leadership. I want to thank everyone – QDN Board directors, peer leaders, members, and staff - in what has been a very challenging year.

**6. Financial and Auditor’s Report:** Haywards Chartered Accountants

The Auditor, Peter Gesch, Haywards Chartered Accountants, presented the Auditor Report for the 2019-20 Financial Year, stating opinion the financial report of QDN has been prepared in accordance with Division 60 of the ACNC Act 2012 including given a true and fair view of the QDN’s financial position as of 30 June 2019 and of its financial performance and cash flows for the year ended on that date.

Auditor Peter Gesch declared an Unqualified report.

Presenters remained in front and standing to field questions from Members about their reports. These included largely questions of content and detail, particularly regarding financial outcomes.

**MOTION TO ACCEPT AND APPROVE REPORTS AS PRESENTED**

*Motion:* To Accept and Approve the Chair’s Report, the CEO’s Report

Moved: Rachel Matthews Seconded: Joan Collins and Noel Muller

Carried by Show of Hands None Against. None Abstaining.

*Motion:* To Accept Auditor’s Report as presented, and to continue with the current auditor (Haywards Chartered Accountants) for the FY 2020-21

Moved: Gary Matthews Seconded: Donna Best

Carried by Show of Hands None Against. None Abstaining.

**RECOGNITION OF SERVICE AND RESOLUTIONS**

Three experienced Directors are up for rotation this year in order to allow the Board to be renewed. Each of these three has indicated that they will be standing for re-election for another term, having successfully completed their current term.

Directors John MacPherson, Sharon Boyce (in absentee) and Nigel Webb were recognized and thanked for their service, having successfully completed their current term. Nigel Webb resigned the Chair, taking time to review his successes over the 10 years of his leadership on the board, and then handing the meeting over to the Company Secretary.

The Company Secretary reported that a total of 105 ballots were returned, seven of which were not valid as they were returned by individuals who could not be established on the record as ordinary members, leaving a total of 98 valid returned ballots. The Company Secretary called the Returning Officer and Independent Auditor, Peter Gesch and Scrutineer, Rebecca Bellis to the front to report results of their independent count and scrutiny of the resolutions and elections.

**7. Special Resolution to Change the QDN Constitution**

*THAT, with the close of this Annual General Meeting, it is proposed to amend*

*the QDN constitution of the company to make changes that permit the adoption of contemporary governance practices, technologies, and terminology, and to update and expand upon the objects of the corporation*

The Returning Officer and Independent Auditor reported that out of a total of 98 votes, an overwhelming majority of 88 votes were returned FOR, with only 1 vote Against and 9 Abstaining.

The Company Secretary stated that in accordance Section 9 of the Corporations Act (Cth) 2001, a SPECIAL RESOLUTION must be passed by a majority of 75% by members and observed that this result was 90%, the Special Resolution may be declared as PASSED. A motion to accept the result was put and carried with no abstentions and none against.

**8. Election of Directors by Secret Ballot / Ordinary Resolution**

The members were advised that the election of directors is by a simple majority of 50% or more, consistent with the rules for ordinary resolutions of Sec 9 in the Corporations Act (Cth) 2001. The Returning Officer and Scrutineer announced the top four nominees receiving the highest number of votes.

1. **Ordinary Resolution 1 – election of Elected Director Position 1**  The Independent Auditor and Scrutineer declared **Peter Tully** as Elected Director for a 4 year term commencing on this day, 17 October 2020, receiving 59 votes by secret ballot
2. **Ordinary Resolution 2 – election of Elected Director Position 2**

The Independent Auditor and Scrutineer declared **Sharon Boyce** as Elected Director for a 4 year term commencing on this day, 17 October 2020, receiving 58 votes by secret ballot

1. **Ordinary Resolution 3 – election of Elected Director Position 3**

The Independent Auditor and Scrutineer declared **John MacPherson** as Elected Director for a 4 year term commencing on this day, 17 October 2020, receiving 51 votes by secret ballot

1. **Ordinary Resolution 4 – election of Elected Director Position 4**

The Independent Auditor and Scrutineer declared **Jane Britt** as Elected Director for a 4 year term commencing on this day, 17 October 2020, receiving 44 votes by secret ballot

1. **Ordinary Resolution 5 – extension of term of Appointed Director**

The Independent Auditor declared the Ordinary Resolution to extend the term of Appointed Director **Stacy Miller**, continuing until the 2021 AGM, as PASSED by an overwhelming majority of 83 FOR, with 5 Against, and 10 Abstaining.

**Resolution** to accept the election results and confirm Board Directors as elected (Peter Tully, Sharon Boyce, John MacPherson, Jane Britt) and appointed (Stacy Miller) to terms commencing or continuing on this day, 17 October 2020

Moved: Noel Muller and Karin Swift

Seconded: Wayne Maitland and Rachel Matthews

Carried by Show of Hands None Against. None Abstaining

**QUESTIONS FROM MEMBERS**

The Returning Officer, Scrutineer and Company Secretary remained standing to field questions from Members in regard to the voting process and outcomes. There were some contending views, but the majority felt that the doubling of return ballots from previous years indicated that the pre-AGM voting process widened and encouraged greater member participation.

The Company Secretary responded to a question as to whether the votes would be destroyed, indicating that the ballots themselves, with all identifying information removed, would be kept in the Registered Office for five years. She explained that the purpose of identifying information (member name/signature) was to verify eligibility to vote and ensure only one ballot per ordinary member. Once verified, the names and signatures were cut from the ballots leaving only the record of the vote to be tallied independently. The Scrutineer verified that no identifying information was on the ballots at the time that she and the Returning Officer counted the votes and scrutinized every ballot.

An independent review of the process was called for and agreed to, as improvement to the process depends upon a clear understanding of what went well and what did not.

Former Chair, Nigel Webb, left podium.

Willie Prince asked a question about the recent Federal Budget and any commitment to additional NDIS funding for disability. Michelle Moss responded with the NDIS funding being what was promised through existing arrangements; two one-off payments for people on disability support pensions of $250 each; some changes to disability employment services and extensions of mental health care plans from 10 to 20 sessions.

Nadia Brady identified the issue of inclusion for people with disability from LGBTIQA+ communities and the need for greater consideration. This was supported by John MacPherson along with the need for representation and amplification of issues. The CEO responded that QDN would explore ways this group can be better included in future QDN activities.

**9. Closing Remarks and Acknowledgements**

TheCEO assumed the role of Chair and thanked all the local conveners and co-conveners, all the members who took time in their day to come to our meeting.

The CEO thanked our board directors for the role they have played, with a special thank you to our past chair, Nigel Webb for the work he has done, and welcome to the newly elected directors. The CEO also thanked the thirteen endorsed nominees who stood for election this year, regretting we could not have them all but promising to find other ways to engage their skills and enthusiasm. She thanked Peter Gesch and Rebecca Bellis for acting as Returning Officer and Scrutineer, and the QDN staff who have worked very hard to make sure this was a smooth process. Finally, the CEO offered thanks to ‘everyone in this room’, stating ‘You are QDN members and without you and without your engagement we would not be the strong organisation we are’.

The CEO announced that it is now time for lunch, and advised the members, that as the AGM was this year in the Parliament, only weeks before state elections, we invited all candidates and parties standing for election to join us at lunch and to say a few words. The CEO invited Tony Scrimshaw, Pauline Hanson’s One Nation Candidate for Nanango, and Carolina, representing Amy MacMahon, Queensland Greens Candidate for South Brisbane to the microphone. The CEO then read a message to members from Coralee O’Rourke, Minister for Communities, Disability Services and Seniors, who had tendered her apology and who will be retiring from office at this election.

Newly elected directors and Board are reminded there is a short meeting directly following the AGM to decide upon the appointments of Chair, Deputy Chair as well as appointments to the Board’s two committees.

**The QDN Annual General Meeting was declared closed at 12.40 PM**

Confirmed as a true record

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_/\_\_\_\_/\_\_\_\_\_\_\_

Chair QDN Board of Directors Date

**ANNEXURE A - SPECIAL RESOLUTION**

**Corporation: Queenslanders with Disability Network Limited**

 **ABN 26 364 844 700**

**Background: Australian Public Company**

ACNC Registered Charity

***Resolution:*** That the corporation make changes to the QDN constitution that permit the adoption of contemporary governance practices, technologies, and terminology and to update and expand upon the objects of the corporation

# The Company Secretary declared the Special Resolution as PASSED, having received out of a total of 98 votes, an overwhelming majority of 88 FOR, with 1 Against, and 9 Abstaining.

Motion to accept the result as PASSED carried with none against and none abstaining.

***Ordered:*** To replace and adopt the QDN Constitution as amended this day 17 October 2020 (v4-17102020)