

ANNUAL GENERAL MEETING - MINUTES

Date: **Thursday 30th November 2023**

Time: **1.15pm (ASCT) Adelaide 2.15pm**

Location: **Pipalyatjara TAFE**

ATTENDEES

Directors:

David Miller – Chair
Imitjala Pollard – Proxy for Marita Baker
Josephine Mick – Director
Maureen Williams - Director

Present:

Melissa Juhanson CEO
Pearl Berry, Admin Coordinator
Leeanne Bloomfield, Operations Manager
Serena Guntha – Ceduna Arts Manager
Lisa Phillips, Arts Programs Manager
Sheriee Jones – Ceduna Arts

Translator: Beth Sometimes

Apologies: Alison Milyika Carroll – Anangu Mayatja
Lavene Ngatokorua -Director, Marita Baker - Deputy
Chair, Ernabella Arts, Ninuku Arts,

Meeting started: 9:45AM (ACST)

1.	<p>Welcome & apologies:</p> <p>1.1 David Miller was confirmed as the Chair of the AGM. He welcomed the members of the corporation who were attending in person and online via Zoom.</p> <p>1.2 The list of people in attendance is listed above.</p> <p>1.3 Apologies: Alison Milyika Carroll – Anangu Mayatja Lavene Ngatokorua -Director, Marita Baker - Deputy Chair, Ernabella Arts, Ninuku Arts</p> <p>1.4 The Chair noted that there was a quorum.</p>
2.	<p>Imitjala Pollard appointed proxy for Marita Baker who was unavailable because of APY Council commitments.</p>
3.	<p>Minutes of the previous AGM:</p> <p>3.1 Confirmation of Minutes</p> <p>The minutes of previous Annual General Meeting held on 4th November 2022 were tabled – Melissa Juhanson spoke to the minutes outlining significant items and actions.</p>

Motion: That the minutes of the Annual General Meeting held on 4th November 2022 are approved.

Moved: David Miller

Seconded: Maureen Williamson

Unanimously approved.

3.2 Matters arising:

APYCC investigation ongoing matter affecting Ku Arts board of directors.

Josephine expressed that she would like to see a meeting of just Anangu to come together and talk about this issue.

Mr Miller's reply to Josephine:

"I have recently said that it is important that we all come together and talk about this issue so that we can move forward and work together, that we can be friends again and share our stories. Like it has been in the old days.

Let's leave it for now and come back together to talk about it soon, we can come together after the investigation and talk about this story – that's my family, that's my people my relations. So, wait because they are looking around now and after we will get together again." – David Miller

Action:

Danna suggested that Ku Arts set up a separate meeting to discuss this matter. To give directors a chance to discuss this issue in more detail and how to move forward from the matter. It was suggested that the meeting be between only APY Lands members.

"It's important that the boards get together – we will help the Ku Arts boards to meet (just Anangu), we would like to support this once the investigation is finished. I will be led by what the board wants."
 Melissa - Ku Arts CEO

4. Corporation reports:

Melissa Juhanson presented the financial position for Ku Arts as at EOY Nov 2023. Melissa spoke to the visual financial report.

Motion:

That the corporation reports are approved by the members.

Moved: David Miller

Seconded: Maureen Williamson

Agreed unanimously.

5. Election of Officers:

There were no Officers requiring re-election.

6.	<p>Appointment of an auditor for the next financial year and authorise the directors to set the fee.</p> <p>Motion:</p> <ul style="list-style-type: none"> a) That Galpin's be appointed as the Auditor for Ananguku Arts and Cultural Aboriginal Corporation for the financial year ending 30 June 2024. b) The 2023 Audit Engagement letter be signed by the Ananguku Arts and Cultural Aboriginal Corporation CEO. c) The 2023 financial Statements be signed by the Ananguku Arts and Cultural Aboriginal Corporation CEO. <p>Moved: Maureen Williamson Seconded: David Miller Unanimously agreed.</p>
7.	<p>Special Resolution:</p> <p>The special resolutions in the attachment to this notice shall be put to members to amend the rule book of the corporation.</p> <p>Rule book changes to:</p> <p>6.14 Payment <i>A Director cannot be paid a salary for their work as directors, they can however be paid a sitting fee of up to \$200.00 per day for attending general meetings as set in the meeting agenda.</i></p> <p><i>Directors may be paid otherwise only if they have a contract to provide goods or services to the Corporation (so long as the director has fulfilled their duty to disclose a conflict as required by this rule book (6.13) and the payment is fair and reasonable to the Corporation. All payments must be reported to the board.</i></p> <p><i>The Corporation may pay the directors' travelling and other expenses for attending meetings or to do with other Corporation business.</i></p> <p>After discussion the members agreed to amend the rule book of the corporation as per the below wording (new wording noted in bold):</p> <p><i>Directors may be paid fees for attending meetings of the Board and its Committees. The amount of such fees will be established and reviewed by the Board from time to time.</i></p> <p><i>Directors may be paid otherwise only if they have a contract to provide goods or services to the Corporation (so long as the director has fulfilled their duty to disclose a conflict as required by this rule book (6.13) and the payment is fair and reasonable to the Corporation. All payments must be reported to the board.</i></p> <p><i>The Corporation may pay the directors' travelling and other expenses for attending meetings or to do with other Corporation business.</i></p>

	<p>Moved: Josephine Mick Seconded: David Miller Unanimously agreed.</p> <p>6.2 Independent Non-Member Directors <i>There shall be a minimum of 5 directors and no more than 10 directors, comprising up to 4 from APY Lands, up to 4 from SA regions (state-wide), and up to 2 independent non-members.</i></p> <p>Moved: Josephine Mick Seconded: Maureen Williamson Unanimously agreed.</p>
<p>8.</p>	<p>Any other business:</p> <p>David Miller would like to step down as Ku Arts Chairperson because of ongoing health issues.</p> <p>Members of the board were shocked; many people spoke to the time they had shared on the board or worked together with Mr Miller inc. Dana Shen, Josephine Mick, Maureen Williamson, Catherin Baldwin and Selina Guntha. Everybody spoke highly of Mr Miller as a kind leader a teacher and his commitment to keeping culture strong.</p> <p>Action: The CEO will check the rule book for the correct process going forward to select a new Chairperson for the Ku Arts Board.</p>
	<p>Close meeting – 3.44pm (ASCT) Adelaide 2.44pm</p>

Accepted as a true and correct record of the meeting:

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SIGNED

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DATE