



Royal United Services Institute for Defence and Security Studies - Australia
Promoting national security awareness
ABN 83 657 442 244

**ANNUAL GENERAL MEETING
19 NOVEMBER 2021 AT 1700h AEDT
BY VIDEOCONFERENCE**

MINUTES

Present:

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| Paul Willee | Chairman |
| Robert Atkinson | Director |
| Robert O'Donnell | Director |
| James Braid | Director |
| Peter Hodge | Director |
| Kerry Gallagher | Member representative (Qld) |
| Michael O'Brien | Member representative (Vic) |
| David Stoba | Member representative (SA) |
| Michael Hough | Member representative (NSW) |
| Bill Henman | Member representative (ACT) |
| Charles Hill | Member representative (TAS) |

Apologies:

Lance Scott (WA)

Observers:

| | |
|---------------|-----------------------------|
| Allan Dixon | Auditor |
| Kim Turner | Member representative (NSW) |
| Paul Irving | Member representative (NSW) |
| Michael Flynn | Member representative (NSW) |

Meeting opened at 1715 h

Opening Remarks

Paul Willee discussed the rights of members and directors in the AGM and that the directors had no voting rights as per the Constitution.

Paul Willee noted David Stoba's question regarding the audit and stated that this would be covered in other business.

Declaration of interests

Nil.

Minutes of previous meeting

A motion was put to the members to accept the minutes of the previous AGM.

Moved: Michael O'Brien

Seconded: Michael Hough

Approved unanimously

Directors' Report

A motion was put to the members that the Directors' Report circulated prior to the AGM be considered read and accepted.

Moved: Bill Henman

Seconded: Michael Hough

Approved unanimously

Selection of Chair

A motion was put to the members that Paul Willee be selected as Chairman.

Moved: Bill Henman

Seconded: Michael Hough

Approved unanimously

Finances

The Financial Reports were tabled and discussed at length by the Treasurer (Robert O'Donnell). Michael Hough indicated that they had been discussed in NSW, particularly regarding solvency and as noted by Robert that we had not considered increasing the levy or proposing a levy for the current financial year.

It was discussed that re-evaluation by the new Board would be the most appropriate way forward with options to raise income to be explored.

The Treasurer stated that the proposed budgets for Financial Years 21-22 and 22-23 were deliberately provocative to highlight the need for business reform and administrative support. He stated that many of the costed requirements may be able to be provided by volunteers from the CBs. He also stated that without administrative support, it would be difficult for RUSIDSS-A to have the capacity to undertake income-generating activities, such as submitting grant applications and sponsorship proposals.

David Stoba asked what a virtual assistant was. The Treasurer indicated that this was a third party who was contracted to provide administrative support. The Chair said that a paid employee would be important but did incur expenses, insurance and risk. Administration from the ACT would be helpful or from any CB. Michael Hough indicated he would explore the provision of support in NSW.

Moved by Michael Hough to defer the budget for consideration by the new Board:

Seconded: Mike O'Brien
Approved unanimously.

Michael Hough indicated that the vote was a positive vote and not in any way downplaying all the work that had been done. Paul Willee noted that as helpful. Robert O'Donnell emphasised that help from the CBs would be useful and would support RUSIDSS-A's value proposition and thus increase our income.

The Auditor (Allan Dixon) was asked of the situation regarding the capitation fee. The Treasurer stated that three CBs had paid. David Stoba indicated that SA had paid that day and Bill Henman sought to clarify the situation with his Treasurer. Kerry Gallagher had wanted evidence of our situation and would take to the AGM in Queensland on 1 December, where he would support payment of the capitation fee.

Paul Willee explained that the planned capitation fee was \$15 per member but that the total to be paid was to be calculated by the CBs in line with upon the numbers and member categorisations made them eligible to contribute to the pool. In this the National Board trusted the CBs and did not seek to question the result.

David Stoba asked regarding a \$2000 audit fee in 2021 as the Annual General Meeting in 2019 had voted a proposal against this. Paul Willee explained that the Directors had to focus on what was good for the company depending on its financial circumstances these had driven the decision for an audit. We were audited in 2020 and as the members were dissatisfied with the state of the finances as presented and the financial circumstances had remained problematic, a second audit was performed in 2021. Michael Hough supported the reasons for the audit; however, he was of the view that no payment for audit should be necessary from now on. David Stoba disapproved of the audit and hoped a better audit would be forthcoming.

Allan Dixon explained that the audit figures were as accurate as could be achieved and noted the efforts of the National Support Manager, Herbert Michaelis, who had put in a very fair effort. The MYOB format had unresolved issues which he had tried to resolve with MYOB over several years.

A motion was put to the members that the Treasurer's reports (except for the budgets) be accepted.

Moved: Paul Willee

Seconded: Michael Hough

Approved unanimously

Constitutional amendment (Special Resolution)

The motion was put by Paul Willee to delete section 39.4.(e) of the RUSIDSS-A Constitution.

Michael O'Brien spoke to the motion supporting it but cautioned that the ADF may see things differently and there was a slight risk particularly for those CBs who were on Defence estate. David Stoba indicated there was no reason to advise Defence as we were not a department of Defence.

Moved: Michael Hough
Seconded by Bill Henman
Approved unanimously

Election of Directors

The election of the new board members and the positions of President and Vice President were discussed.

The following Directors resigned:

- 1) Jim Braid
- 2) Andrew Butler

One member (Bill Henman) required a nominee and seconder

Nominated: Kerry Gallagher

Seconded: Michael O'Brien

The following persons were proposed as new Directors:

- 1) Paul Irving
- 2) Bill Henman
- 3) Kerry Gallagher
- 4) Lance Scott
- 5) Michael O'Brien

Moved: Kerry Gallagher

Seconded: Michael O'Brien

Approved unanimously

The positions of Chairman and Vice Chairman were discussed. David Stoba indicated that the Board should be able to select its own Chairman and Vice-Chairman but as the Constitution stood, these positions had to be selected by Members.

Paul Willee was proposed as Chairman.

Moved: Kerry Gallagher

Seconded: Mike O'Brien

Approved (David Stoba opposing)

The Vice President position was declared open and Rob Atkinson indicated he did not wish to stand.

Paul Irving was proposed as Vice-Chairman.

Nominated: Kerry Gallagher

Seconded: Bill Henman

Approved unanimously

Other Business:

Nil (David Stoba's questions regarding the audit were previously addressed).

Next Meeting

The next meeting was discussed and it was agreed that it would be beneficial to conduct a Board meeting on 13 December 2021.

A vote of thanks was given to Jim Braid and Rob Atkinson as previous Vice Chairman.

Moved: Paul Willee

Seconded: Mike O'Brien

Approved unanimously

Meeting closed at 1817h

Post-script

Michael Flynn indicated it was the anniversary of the sinking of HMAS Sydney in WW2. As noted in the media, the remains of one sailor were discovered who had been identified. He was initially from Queensland and joined HMAS Sydney in Sydney. The ceremony was in the ACT and his grave is in Western Australia. It was a national event noting the significance of this day and reflective of the potential high value of RUSI to the nation.

Signed:

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Paul Willee
Chairman
November 2021

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Robert Atkinson
Vice-Chairman
November 2021