



Minutes of the BEING Special General Meeting

Held by video conference on 22 December 2020 at 5.00 pm

Present:

Fayez Nour (Chair)
Jennifer Harris (Deputy Chair)
Sunny Hemraj
Samantha Alridge
Simon Craddick
Gwen Challenger-Scotman

Ex Officio:

Irene Gallagher (Chief Executive)
Leonie Fraser (BEING)

Other:

Claire Bibby (Legal Counsel)

Members attending:

Ruah Grace
Hillary Monckton
Kate Ball
Eileen McDonald
Janet Meagher
Mark Tayar
Paul Vonwiller

Apologies: Nil.

1.0 Meeting Open:

The Chair opened the meeting at 5.00pm.

Attendance of members at the meeting was taken.

2.0 Acknowledgement of Country and Lived Experience:

The Chair provided an acknowledgement of country and also acknowledged people living with mental health issues.

3.0 Item of Business 1 - Minutes from the 2019 AGM

The minutes of the AGM on 26 November 2019 were read to those in attendance. It was noted the minutes were available on the BEING website, together with the annual report.

E McDonald advised she was an apology at the AGM.

It was **RESOLVED** to accept the minutes, as amended, from the Being AGM on 26 November 2019.

4.0 Item of Business 2 - Annual Report

The Chair read his statement from the 2019/2020 annual report to the meeting.

The CEO read her statement from the 2019/2020 annual report.

On behalf of members, E McDonald acknowledged the work of the CEO and the Board.

5.0 Item of Business 3 - Annual Financial Report and Auditor's Report

S Hemraj provided an overview highlighting it was an unusual year due to pressure on funding bodies and the rise in funding to BEING. Initiatives to increase BEING's profile have come with added financial responsibility. Two comments from the external auditors were drawn to the attention of the meeting, these being that there had been no contraventions of the auditor's independence under ACNC and no contraventions of any professional code of conduct in relation to the audit. It was noted the comments were available in the annual report.

In addition to the external audit, it was noted the CEO had conducted the role in a transparent manner with relevant matters considered by the Treasurer and accountants.

It was **RESOLVED** to accept the Treasurer's report for 2019/2020.

6.0 Item of Business 4 - Appointment of Auditors

It was **RESOLVED** to appoint Thomas Davis & Co as the auditors for 2020/21.

7.0 Item of Business 5 - Election to the Board and Office Bearers

Marina Yastreboff has withdrawn her nomination.

It was **RESOLVED** to accept Samantha Aldridge's nomination.

8.0 Item of Business 6 - Transfer of Registration

The meeting considered the following:

That in accordance with Section 78 of the Association and Incorporations Act 2009 (AIA) this resolution authorises an application being made by BEING to the Secretary as defined in the AIA for BEING to become limited by guarantee under part 5B.1 of the Corporations Act 2001, subject to this special resolution being lodged by BEING and being determined by the Secretary and the Board being authorised to complete the transfer with the name of the company to BEING – Mental Health Consumers Limited, subject to the name being accepted for registration by the Australian Securities and Investments Commission.

It was noted changes to the constitution would be a separate, but inter related, motion.

The Chair invited Being's legal counsel, Claire Bibby, to address members. C Bibby noted resolutions 6, 7, 8 and 9 are interdependent. Questions received before the meeting, along with responses, were available on BEING's website.

J Meagher submitted that members should have the opportunity to raise questions and be further informed, including with changes to the proposed constitution. Specific concerns she wished to raise included:

1. 12.4 (b) membership automatically expires after five years may disadvantage vulnerable members.
2. 39.5 contained a double negative.
3. The need for consumers to be front and centre.

In response, C Bibby referred (in reverse order) to:

1. Independent legal and taxation advice having been received in relation to clause 6.1 of the constitution given its importance to the tax outcomes being sought and noting the purpose of the organisation is said to focus on consumers. C Bibby added that a constitutional analysis of a range of companies limited by guarantee had been undertaken by BEING when developing its proposed constitution.
2. The constitution was developed using the proforma recommended by the ACNC, but acknowledged the double negative
3. The clause regarding membership expiration has a second sentence stating that an expired member may reapply for membership.

E McDonald submitted that she had concerns with the concepts being considered, specifically noting concerns relating to member involvement in the organisation. The benefit of a webinar to consult with members was suggested.

M Tayar submitted opposition to the proposed constitution and a discussion was held in relation to the number at which the quorum was set, the Chair's powers, members eligibility criteria, director's powers, board composition, and minors. M Tayar also posed operational questions regarding company's limited by guarantee, the name change, DGR status and fees, which were explained.

It was **RESOLVED** as a special resolution to transfer the organisation's registration.

Item of Business 7 – Proposed Name Change - Questions were requested but nil received.

The Chair moved that *the name of the new company BEING – Mental Health Consumers Limited with a change from BEING – Mental Health Consumers Incorporated to apply from and be subject to when the name and company are accepted for registration by the Australian Securities and Investments Corporation.*

It was **RESOLVED** as a special resolution to change the organisation's name.

Item of Business 8 - Repeal existing constitution

Questions were requested and nil received.

The meeting considered the following:

That the constitution of BEING – Mental Health Consumers Incorporated last amended on 4 November 2013 be repealed and no longer apply to BEING – Mental Health Consumers Incorporated with a such repeal be subject to this annual general meeting resolving to transfer registration to a public company limited by guarantee, to adopting a constitution for the company and for application for voluntary transfer of incorporation being made in accordance with section 76 of the Association and Incorporate Act 2009 with that company constitution and the repeal of the current constitution to be effective from then and subject to the Australian Securities and Investment Commission the company.

Resolution not carried.

P Vonwiller left the meeting at 6pm

The Chair then proposed suspending the meeting for 15 minutes to allow the Board to consider the status of the meeting. The proposal received unanimous support and the Zoom room would be closed and members were invited to log back in in 15 minutes.

The meeting adjourned at 6.15pm and recommenced at 6.30pm.

M Tayar and J Meagher re-joined the meeting. E McDonald reported difficulties re-joining the meeting.

The Chair informed the members that given the failure of item of business 8, items 6 and 7 could no longer be carried and there was no need to vote on item 9 (being adopting a constitution for the company).

9. Meeting Close:

There being no further business the meeting closed at 6.39pm.

Signed as a true and correct record:



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Fayez Nour

Chair