



**MINUTES
SYDNEY GAY AND LESBIAN MARDI GRAS LIMITED
ACN 102 451 785
(Company)**

**2017 Annual General Meeting
Saturday 23 September 2017**

**Held at Darlinghurst Theatre Company, Eternity Playhouse
39 Burton Street
Darlinghurst NSW 2010**

**Chair: Michael Woodhouse
Company Secretary: Tai Phan
Returning Officer: Lucas Jones**

**Directors: Silke Bader, Brandon Bear, James Brechney, Kat Dopper,
and Jesse Matheson.**

Auditors: Daniel Cunningham, Audit Partner, Ernst & Young.

Item	Details
1.	Welcome and appointment of Chair Michael Woodhouse took the Chair of the 2017 Annual General Meeting, with the consent of meeting.
2.	Declaration of proxies It was advised that 40 proxies had been received from members entitled to vote. All proxies were verified and validated by the Company Secretary and Returning Officer.
3.	Declaration of quorum Quorum (of more than 50 members) was declared by the Chair based upon the number of members present in person or by proxy.

Item	Details
------	---------

4. Meeting open

The Chair declared the meeting open at 10.00am.

The Chair requested that any members of the media make themselves known.

The media representatives in attendance were **NOTED**.

The Chair acknowledged the presence of the Company's auditor.

5. Apologies

Apologies have been received by the Company Secretary from Alison Fowler, Giovanni Campolo-Arcidiaco, Larry Singer, Jane Marsden and Jenny Mann.

6. Previous minutes

The minutes of meeting of the previous general meeting were tabled. Minor corrections were requested and the Company Secretary advised that the previous minutes of general meeting would be approved at the next general meeting.

7. Directors' report

James Brechney, Director of the Board, thanked the other directors, staff and volunteers for their work and discussed the mission of the Company.

The members **NOTED** the verbal and PowerPoint presentation of James Brechney on the Directors' report, which formed part of the 2017 Annual Report, circulated electronically to the members prior to the meeting, in particular:

- The outstanding financial result of the organisations;
- The development of new endeavours including the Mardi Gras Comedy Festival; and
- The ongoing process of archiving and protecting our legacy and history.

RESOLUTION:

A resolution was proposed by a member and seconded by another member that:

The meeting accept the Director's report.

Note: the Corporations Act requires that the Financial Report (including the financial statements and Directors' Declaration), the Directors' Report and the Auditor's Report be laid before the AGM. There is no requirement for members to approve these documents.

The resolution was **APPROVED** on a show of hands.

8. Finance report

The members **NOTED** the verbal and PowerPoint presentation of Damien Hodgkinson, Member of the Public Fund Committee and former Director and Treasurer, on the Finance report, which formed part of the 2017 Annual Report, circulated electronically to the members prior to the meeting, in particular:

Item	Details
------	---------

- 2017 performance compared to budget and the 2016 year;
- Performance by division (parade, celebration, festival and community);
- Completion of the Company transformation;
- Liquidity and Reserves Management; and
- The Grants and Community Programmes.

RESOLUTION:

A resolution was proposed by a member and seconded by another member that:

That the meeting accept the Finance Report.

Note: the Corporations Act requires that the Financial Report (including the financial statements and Directors' Declaration), the Directors' Report and the Auditor's Report be laid before the AGM. There is no requirement for members to approve these documents.

The resolution was **APPROVED** on a show of hands, with Stephanie Sands abstaining.

CEO's Presentation

The members **NOTED** the verbal presentation of Terese Casu, CEO, in particular:

- The development of the Equality campaign;
- An overview of the 40th anniversary season, including new events such as the Museum of Love and Protest and the Luna Park Family Fun Day;
- Increased partnerships with arts and cultural organisations; and
- The dedication of staff, volunteers and contractors.

Membership Presentation

The members **NOTED** the verbal and Powerpoint presentation of Jesse Matheson, member of the Membership Committee, in particular:

- A snapshot of the Mardi Gras membership base by member type; and
- A graph of total membership numbers.

Questions from Members

The Chair opened the floor to questions from the members on the Company's financial reports, management and of the Company's auditors.

The Chair and Directors responded to various questions from Members.

9. Election of Directors

In accordance with article 7.12 of the Company's Constitution, the Chair introduced the candidates who were nominated for election (by 2 members) (**Candidates**). Noting that there were 12 Candidates for the 4 directorship positions, and the order in which the Candidates appeared on the Ballot Paper, the Chair welcomed the Candidates to present a 2 minute speech.

Item	Details
------	---------

The Candidates in ballot order were:

1. Giovanni Campolo-Arcidiaco (absent)
2. Mark Seymour
3. Russell Weston
4. Peta Miller
5. Alison Fowler (absent)
6. Steven Warren
7. Robyn Kennedy
8. Kate Wickett
9. John Hannaford
10. Silke Bader

All Candidates provided a 2 minute speech (including a written statement delivered by the Chair on behalf of Giovanni Campolo-Arcidiaco), with the exception of Alison Fowler who was an apology.

The meeting adjourned for the collection of Ballot Papers by the Returning Officer.

The Chair announced that the results of the election of directors will be provided by the Returning Officer after the meeting and posted on the Company's website.

The Chair thanked all board members, staff, and volunteers for their efforts.

10. General Business

There was no other general business discussed at the meeting.

11. Motions of Thanks

The Chair proposed and a member seconded a resolution to thank the outgoing Board members.

The proposed resolution was unanimously **APPROVED** by acclamation.

A member proposed and another member seconded a resolution to thank the Chair for his services.

The proposed resolution was unanimously **APPROVED** by acclamation.

12. Meeting Closed

There being no further items of business raised, the Chair declared the meeting closed at approximately **11.55am**.