

Annual General Meeting minutes (DRAFT)

The 29th Annual General Meeting for the Calendar Year 2017 of Writers Victoria Incorporated (ABN 18 268 487 576) was held on Wednesday 28 March at 6pm (at the Wheeler Centre, 176 Little Lonsdale Street, Melbourne VIC).

Agenda Item, Discussion and Decisions	Motions and Actions
<p>1. Welcome, Attendance and Apologies</p> <p>Nic Brasch declared the meeting open 6.05pm.</p> <p>25 financial members in attendance (with voting rights): Jim Bailey, Ingrid Baring, Joel Becker, Nicolas Brasch, Lyndel Caffrey, Donata Carrazza, Alexandra Coghill, Eddie Creaney, Noè Harsel, Peter Hill, Nada Kirkwood, Hongjun Li, Corey Millard, Tanya Milne, Helen Nikolas, Blair Purvis, Eden Ratnam, Guenter Sahr for Geelong Writers, Michelle Scott Tucker, Victor Sekulov, Justine Sless, Frances Terrett, Christos Tsiolkas, Jacqueline Young, Yuchun Zhong.</p> <p>0 members in attendance without voting rights.</p> <p>24 apologies received from: Lynn Barnett, Howard Birnstihl, Laura Bovey, Jan Braham, Carolyn Eccleston, Astrid Edwards, Kit Fennessy, Joan Healy, Lorna Hendry, Helen Hickson, Clayton Jan, Louise King, Rumi Komonz, Fiona Lynch, Brooke Maggs, Andrew Nette, Susan Osborne, Vikki Petraitis, Stephen Russell, Bernadette Schwerdt, Pamela Sutton-Legaud, Noel Turnbull, Joan Woods, Viki Wright.</p> <p>26 proxy voting forms received from: Laura Bovey, Jan Braham, Terence Campbell, Carolyn Eccleston, Kit Fennessy, Lorna Hendry, Helen Hickson, Ian James, Clayton Jan, May Lam, Martine Lleonart, Fiona Lynch, Magdalena McGuire, Louise Molloy, Helen Morgan, Andrew Nette, Ayana Noble, Susan Osborne, Vikki Petraitis, Diane Plummer, Stephen Russell, Bernadette Schwerdt, Pamela Sutton-Legaud, Chris Thompson, Noel Turnbull, Viki Wright.</p> <p>NB noted that 24 have been allocated to Astrid Edwards as Deputy Chairperson (for all business other than the election.) Of those, 17 proxies have cast their own votes for the committee election.</p> <p>NB noted that 1 proxy has been allocated to him (for all business other than the election).</p> <p>NB noted that 1 proxy has been allocated to Ingrid Baring (for all business other than the election).</p> <p>No proxies were received at the start of the meeting.</p> <p>Staff in attendance (without voting rights): Claire Capel-Stanley, Alexis Drevikovskiy, Alex Fairhill, Harriet Gaffney, Adriane Howell, Emma Mackenzie, Angela Savage, Deanne Sheldon-Collins, Sarah Vincent.</p>	

<p>2. Minutes of the 2017 Annual General Meeting</p> <p>Nic Brasch presented the minutes of the 2017 Annual General Meeting. There were no comments or corrections.</p>	<p>MOTION: The minutes of the 28th Annual General Meeting of Writers Victoria were accepted as a true and correct record of that meeting</p> <p>MOVED: Victor Seklov.</p> <p>SECONDED: Peter Hill.</p> <p>CARRIED with a clear majority.</p>
<p>3. Election of auditor for 2018 Financial Year</p> <p>NB noted that Writers Victoria has had a positive experience with Eric Townshend for the audit for the 2017 financial year, and recommend that he be appointed as Auditor for the 2018 financial year.</p>	<p>MOTION: Eric Townsend was appointed auditor for the 2018 Financial Year.</p> <p>MOVED: Victor Sekulov.</p> <p>SECONDED: Ingrid Barring.</p> <p>CARRIED with a clear majority.</p>
<p>4. 2017 Reports (from Annual Report)</p> <ul style="list-style-type: none"> • Angela Savage delivered the Director’s Report for 2017 <p>Angela Savage referred members to her Director’s Report:</p> <p>As writers, our words can make a difference. The 2017 Writers Victoria program, ‘Words in the World’, was designed to celebrate the value of our words, in terms of the social, cultural, environmental, economic and political impact that our literary community can make.</p> <p>Over the course of the year, thousands of writers found a place for themselves and their work in our program, publications, literary services and community. The size and diversity of our membership continued to grow, in no small part due to the success of a number of new initiatives, including our Write-ability Goes Regional and Online program and our Touring Victoria program; our ongoing initiatives in support of women writers of colour and writers with disability; and our growing regional and online programs.</p> <p>As a major employer of Australian writers and sector experts, we were privileged to work alongside 227 talented tutors, writers, mentors and manuscript assessors in 2017.</p> <p>It was my particular privilege to step into the role of Director of Writers Victoria following the departure, in September, of Kate Larsen after four-and-a-half years in the role. Kate leaves the organisation with a strong membership and in good financial health, a satisfied staff team and Committee of Management, and a strategic and inclusive vision to take Writers Victoria forward. I have been struck by how much Writers Victoria achieves with a relatively small team, in an increasingly tight funding environment. This work is made possible by the support and passion of our members and the hard work and dedication of the extraordinary Writers Victoria staff, volunteers and interns. My thanks to you all.</p> <ul style="list-style-type: none"> • Nic Brasch delivered the Chair’s Report for 2017 <p>Nic Brasch referred members to his Chair’s Report:</p> <p>Almost every year, reports of this nature begin with, ‘such and such a year was a huge year’. I’ve started past reports this way, and there’s no doubt that, at the time, it did</p>	<p>MOTION: The 2017 Annual Report (including the audited financial accounts) were accepted:</p> <p>MOVED: Victor Sekulov.</p> <p>SECONDED:</p> <p>Donatta Carrazza.</p> <p>CARRIED with a clear majority.</p>

seem that way. Then a year comes along that makes one wish that such hyperbole had been avoided in the past because ... 2017 really was a mammoth year.

Three things in particular stand out. First, was the need to recruit a new director, following the resignation of Kate Larsen. Kate was good enough to provide plenty of notice and, as it happened, every bit of that notice – and a bit more – was required to take us to the point of appointing Angela Savage as the new director. I would like to thank all of those who applied for the position, those who were interviewed, and those who accepted my phone calls and meeting appointments to gauge their interest. Thanks also to my fellow Committee of Management (CoM) members who made up the Recruitment Working Group and assisted in the process. It was a delight to be able to appoint someone from within the Victorian writing community who also had the necessary background and skills to put into the role. Welcome Angela.

The second issue that required attention was the move toward changing the legal structure of Writers Victoria. An update will be provided at the Annual General Meeting, and information sent to members afterwards. We envisage holding a Special General Meeting mid-year to vote on the proposal. Thank you to the members of the Governance Sub-committee and to Holding Redlich for advice and steering of this change.

In 2017, Noel Turnbull stood down from the position of patron of Writers Victoria. He had been our patron for many years and had generously provided the organisation with strategic advice, particularly in the areas of business and communications. His counsel was greatly appreciated, and I thank him for the time and effort he put in over the years – and wish him all the very best for the future. The process of selecting a new patron was less arduous than finding a new director but was still a matter that needed the utmost consideration. Thank you to the CoM for the initial suggestions that included the person who accepted the position, Christos Tsiolkas. Thank you, Christos, I look forward to implementing some of the grand plans we have already discussed.

So all that on top of the usual CoM business – and helping the organisation continue on a financially sustainable, creatively exciting path. Many associated activities are outlined elsewhere in this report. I would like to thank all of the staff for their endeavours in 2017, particularly in the transition process. General Manager Alexis Drevikovskiy deserves special mention for her outstanding contribution during this period. I also wish to acknowledge the enormous contribution Kate Larsen made to Writers Victoria in her time as Director, and thank her particularly for the help she gave me in my role as Chair. Thanks also to our wonderful volunteers and interns without whom we would not be able to do half of what we do. Thank you to the generous departments, organisations and individuals that provide funding to Writers Victoria – all of whom are mentioned elsewhere within this report.

Finally, my gratitude to the members of the Committee of Management who continued to provide their views and expertise with passion (and on a voluntary basis). We have had a stable CoM the past year, with the only departures taking place before last year's AGM. Of those who left, I would particularly like to acknowledge Eddie Creaney's long service to Writers Victoria. The CoM members who helped steer the strategic direction of Writers Victoria in 2017 were Deputy Chair Astrid Edwards, Treasurer Victor Sekulov, Secretary Peter Hill, Michelle Scott Tucker, Donata Carrazza, Nada Kirkwood, Ingrid Baring, Bernadette Schwerdt, Eddie Creaney (resigned), Trent Gillam (resigned), and Pippa McKee (resigned). Thank you for your efforts and support.

- **Victor Sekulov delivered the Treasurer's Report and audited financial accounts for 2017**

<p>Victor Sekulov referred members to his Treasurer’s report and noted a number of key points:</p> <p>Writers Victoria continued on its solid financial performance from 2016 into this financial year as revenues continued to grow and operational activity was well managed. The change of senior management in 2017 resulted in minimal disruption and the smooth transition saw Writers Victoria perform above our budget expectations.</p> <p>We reported a deficit of \$6,906 for the year, after depreciation of \$14,447 for the ongoing Amortisation of website development. New funding programs were received from Creative Victoria, The Australia Council and the Myer Foundation that enabled us to create new and exciting writing support services for our members.</p> <p>Diligent control on expenditure and emphasis on strong cash flow monitoring by the management team and the Committee of Management ensured Writers Victoria continues to have a healthy financial position and can look forward to 2018 with much confidence.</p> <p>The most exciting news was the significant growth in both our manuscript assessments and mentorship programs, a 21 per cent increase on last year, reflecting a positive buzz of activity in the writing field. This was further supported by an increase in attendance across our workshop program lines as more emerging writers took up the services we provide.</p> <p>Once again it was most pleasing to see the level of engagement by our members and the Victorian public at large, particularly regional Victoria, in taking up our provision of services.</p> <p>It is clear that Writers Victoria continues to be a vital source of information and assistance to established and emerging writers. 2018 will see us continue to grow in being a reliable support for our members and the general writing public via promising new developments, knowing we have a strong financial base that bolsters our vision for the future.</p>	
<p>5. Discussion of proposed changes to the legal structure of Writers Victoria</p> <p>The Chair discussed with the AGM, the proposal to become a company limited by guarantee.</p> <p>The Chair noted, membership has outgrown its corporation status, which is usually associated with small community groups. The current structure is no longer suitable as Writers Victoria now employs a number of staff and provides a variety of services; limits access to Writers Victoria’s register and privacy issues have been raised within the existng structure.</p> <p>The Chair noted the changes are appropriate for the professional profile of the organisation.</p> <p>The Chair also noted, there will be no change to Writers Victoria non-for-profit status and will continue to be a tax concession charity.</p> <p>The Chair noted, during 2017 the Committee and lawyers (Holding Redlich) who donated their services; drafted a proposed constitution which reflects Writers Victoria’s current objectives, to retain similar representative structures, such as Board of Directors’ elected at the AGM.</p>	

The Chair noted to the AGM, the proposal is to be approved by special resolution, at least three quarters of the members must be present for voting and or voting by proxy. The information regarding the changes will be sent out in approximately a month. Then a special meeting will be convened for June 2018. If the the constitution is passed, it will come into effect in July 2018.

Chair opened discussion with AGM – any concerns

Member Christos Tsoilkas raised his concerns regarding any changes to the terms of membership.

Nada Kirkwood from the Governance Sub-committee, noted to the AGM, the lawyers (Holding Redlich) and the CoM, state no specific changes. The only noticeable difference, will be the terms the public and members will be more familiar with, such as the Director Angela Savage will be known as the CEO and the Committee of Management will be known as Directors instead of Committee members.

Member Eddie Creanie, questioned whether the constitution will be required to be approved by corporate affairs.

NK noted to Eddie Creanie and the AGM, once the constitution is approved, the corporation will no longer be regulated by corporate affairs it will be then registered and regulated by ASIC.

NK also noted, Writers Victoria members will approve the changes not ASIC.

6. Life membership

The Committee of Management is honoured to award Life and Honorary Memberships to people who have made a significant contribution to the Writers Victoria community.

The Committee was delighted to offer a Life Membership to Joel Becker.

The Chair delivered a speech on behalf of Writers Victoria and their members.

Being awarded life membership of any organisation is quite an honour – and it is not something that the Writers Victoria Committee of Management takes lightly. We have the opportunity to award life membership each year, though there is no obligation to do so.

Joel Becker was a long-term director of the Victorian Writers Centre (Writers Victoria) but it was his involvement (while in that capacity) in the creation of the Wheeler Centre for which he is receiving life membership.

Before the Wheeler Centre was established (as the Centre for Books, Writing and Ideas), Victoria’s main writing-related organisations were spread throughout the city. One issue they faced, particularly Writers Victoria, was the need to find new premises every few years. By the time Writers Victoria was in the Nicholas Building – it’s third home in a relatively short time – Joel was proactive in seeking a solution.

Along with others in the arts sector, in government, and other domains, Joel lobbied for a new home for many writing-related organisations. His focus was on ensuring that the various organisations that would eventually be tenanted in the building be considered in all discussions about how the Centre would operate. He wanted to encourage collaboration in ways that had not occurred before. He fought to make sure that the new facility would benefit Writers Victoria. As one person interviewed as part of this process said, ‘It’s not an accident that Writers Victoria has the space and place in the Wheeler Centre that it does – and it’s not just because they had more numbers than anyone else.’

While the creation and development of the Wheeler Centre involved many people, Writers Victoria can be proud of the part it played, and there is no doubt that the person

<p>responsible for acting in Writers Victoria’s interests, indeed the sector as whole, was Joel Becker.</p> <p>It is for that reason I am delighted to present Joel Becker with life membership of Writers Victoria.</p>	
<p>7. Election of new members to the Committee of Management</p> <p>The Committee is made up of 7 places elected from the membership and 3 appointed members that the Committee chooses itself to ensure we have the mix and balance skills and expertise we need.</p> <p>We received 15 nominations for the 3 Committee of Management positions that have become available at this meeting.</p> <p>James Aitchison and Prue Bon have since had to withdraw their nominations. Your voting forms include the names of the 13 remaining nominees.</p> <p>For the members who have completed a proxy voting form, only votes for eligible nominees will be counted.</p> <p>Prior to the election, Nic Brasch was nominated for the Chair position. He handed the Chair to Michelle Scott Tucker.</p> <p>Candidates were asked to make a short statement on why they nominated and what they thought they could bring to the CoM.</p> <p>The following Candidates read out a short statement: Ingrid Baring, Nic Brasch, Noè Harsel, Peter Hill, Tanya Milne, Helen Nikolas, Victor Sekulov and Yuchun Zhong.</p> <p>MST read out a short statement on behalf of: Lorna Hendry, Helen Hickson, Bernadette Schwerdt, Pamela Sutton-Legaud and Viki Wright.</p> <p>MST thanked all nominees and welcomed them to consider volunteering to a subcommittee if unsuccessful.</p> <p>Voting was undertaken by an anonymous ballot by returning officer Angela Savage and two Writers Victoria staff.</p>	<p>OUTCOME: The following members were elected to the Committee of Management (in alphabetical order):</p> <ul style="list-style-type: none"> • Nic Brasch • Peter Hill • Victor Sekulov
<p>8. Acknowledgements and thanks</p> <p>The Chair acknowledged and thanked all staff and Committee members and Sub-committee members for their contributions to Writers Victoria in 2017.</p> <p>The Chair also acknowledged and thanked all the volunteers and interns for their endeavours and valuable contributions in 2017.</p> <p>Kate Larsen, stepped down as Director this year. The Chair also acknowledged Kate Larsen’s enormous contribution to Writers Victoria and thanked her for her assistance in his role as Chair.</p> <p>The Chair thanked all the people who applied for the position of Director.</p> <p>The Chair welcomed and thanked Angela Savage for accepting the role of Director.</p> <p>The Chair also thanked, the Recruitment Working Group for their assistance in appointing Angela Savage for Director and their support during her transition into the role.</p> <p>The Director thanked the Committee and all the staff for their support in her transition into her role and special thanks to Nic Brasch for his assistance.</p> <p>The Director also acknowledged Kate Larsen’s exemplary contributions as the former Director during her four-and-a-half years with Writers Victoria.</p> <p>The Chair thanked the members of the Governance Sub-committee and Holding Redlich for their advice towards changing the legal structure of Writers Victoria.</p> <p>Noel Turnbull, stepped down as Patron in 2017 and the Chair thanked him for several years of strategic advice.</p>	

<p>The Chair also thanked the Committee for suggesting Christos Tsiolkas as the new Patron and thanked him for accepting the position.</p>	
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<p>The Chair gave special thanks to General Manager Alexis Drevikovsky, for her effortless transition into her role and her outstanding contribution to the organisation.</p>	
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<p>The Chair particularly acknowledged and thanked Eddie Creaney for his long service and contributions to the organisation.</p>	
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<p>Close of meeting</p>	
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<p>The meeting was closed at 7.30pm.</p>	
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These Minutes were accepted by Writers Victoria members as a true and accurate record of the Annual General Meeting held on **Wednesday 28 March 2018**.

Chair: Nicolas Brasch

Committee of Management

Writers Victoria

Signed: _____