

Friends of the Australian National Botanic Gardens Council Meeting 10 November 2022 Minutes				
Item	Topic	Information	Moved (M) Seconded (S)	Council
1	Approval of Agenda, Attendance & Apologies			
1.1	Agenda	Neville Page opened the meeting and sought any additions/changes to the agenda. The agenda was accepted unchanged.		Noted
1.2	Attendance	Present <u>Council</u> : Neville Page (President, Chair), Linda Beveridge (Vice President), Christianna Cobbold, Alan Henderson, Louise Maher, Kerry Moir, Masumi Robertson <u>Ex-officio</u> : Peter Byron and Megan Menz <u>Invited</u> : Wanda Filsell <u>Apologies</u> : Anne Holmes (Treasurer)		Noted
1.3	Introduction and Welcome to new Members	Neville Page welcomed new Members: Christianna Cobbold, Louise Maher, and Masumi Robertson. Neville then invited all to introduce themselves, including their relevant background and interests in the Friends ANBG.		Noted
1.4	Council vacancy	Neville Page said the position of Secretary was vacant and asked if any members present would be interested in taking on the role. As no one volunteered, he encouraged everyone to ask other Friends to help find someone willing to take on this important position.		Noted
1.5	Public Officer report	Wanda Filsell referred to her paper on Google drive which outlined the notifications required after the AGM. Council then noted the three recommendations relating to Access Canberra, the REO and the Australian Charities and Not-for-Profits Commission for appropriate action.		Noted

		<p>Access Canberra (ACT Government) Recommendation 1: it is recommended that:</p> <ul style="list-style-type: none"> • Council note the proposed covering letter/email which outlines the Constitutional changes • the <i>President and Vice-President</i> sign Page 2 of the <i>Change of Rules or Objects of an Association- Form 8</i> which will be lodged at the same time • Council note that reimbursement for the lodgement fee will be sought. <p><u>Register of Environmental Organisations (within the Department of Climate Change, Energy, the Environment and Water)</u></p> <p>Recommendation 2: it is recommended that:</p> <ul style="list-style-type: none"> • Council note the proposed covering letter/email • the <i>President and Vice-President</i> sign the attached declaration as evidence that the new Constitution was ratified • Council note that the nomination form for Alan Henderson, and the resignation forms for Marg Nicholls and Adrienne Nicotra, will be lodged at the same time. <p><u>Australian Charities and Not-for-profits Commission</u></p> <p>Recommendation 3: it is recommended that: Council note that on 2 and 3 November 2022 the ACNC was notified of changes to Responsible People, and on 2 November of changes to the Constitution.</p> <p>Wanda was thanked for her great work for our Council, including being the Public Officer from October 2021. Resolution: that Christianna Cobbold be Public Officer with effect from the 8 December Council meeting.</p>	<p>M: Linda Beveridge S: Louise Maher</p>	<p>Passed</p>

2	Minutes of Previous Meeting	RESOLUTION: that the minutes of the Council meeting of 13 October be accepted.	M: Kerry Moir S: Alan Henderson	Passed
3	Matters arising from previous minutes	None		
4	General Business			
4.1	Allocation of Council tasks	<p>Public Officer : Christianna Cobbold</p> <p>IT Sub-Committee: Christianna Cobbold will convene a group to draw up the specifications for transition of the Friends Website. The current software is no longer commercially supported.</p> <p>Council Members' links with Special Interest Groups: Alan Henderson: Convenor, Projects sub-committee Barbara Podger (visitor to Council meetings): <i>Fronds</i> newsletter and publications: Christianna Cobbold: Website Team Christianna Cobbold: Convenor, Social Events and Activities sub-committee Kerry Moir: Convenor, Volunteer Guides Linda Beveridge: Thursday Talks, Plant Science Group, Membership/New Members Neville Page: Nature Journaling</p>		Noted
5	Reports			
5.1 and 5.2	ANBG Executive Director and ANBG General Manager	<p>Peter Byron said that the Executive Director position has not yet been advertised and Anthony Whalen was currently acting. Peter would then act for a period until new arrangements were made.</p> <p>He then said that the new Management Plan had been successfully tabled at Parliament and officially accepted. Now rolling it out.</p>		Noted

		David Fredericks, Secretary, and Sean Sullivan, Deputy Secretary, of the Department of Climate Change, Energy, Environment and Water (DCCEEW) visited the ABNG.		
5.3	ANBG Friends Liaison Officer	<p>Megan Menz said that:</p> <ul style="list-style-type: none"> ● The new Finance Officer is Anne Low. ● Great education engagement with a larger number of schools, all but 3 were interstate. ● More than 46,000 visitors came to the gardens in October 2022 ● Sunset Cinema is scheduled for 21 November to 28 February 2023 ● Voluntary Recognition Ceremony will be 10:00am 29 November 2022 at the Friends Lawn. ● The Friends Grant Application for \$20,000 for the large walking puppets event in July has been approved. The puppets will be in conjunction with the annual megafauna statues. Local and interstate marketing is scheduled. A special talk on megafauna will also be held in conjunction with this special event. 		Noted
5.4	President's Report	<p>Neville Page referred to his report on Google drive, including:</p> <ul style="list-style-type: none"> ● Possible future donation by Ella Beer in memory of Don Beer. ● Presentation of gift from Friends at the AGM to Dr Judy West, who is retiring from being Executive Director, ANBG. ● Request from Jeannie Imrie, Council Member of Royal Edinburgh Botanic Gardens, for a meeting; planned for Monday 14 November 2022. 		Noted
5.5	Treasurer's Report	<p>In the Treasurer's absence, Neville Page said that:</p> <p>Friends Projections to end February 23 and end June 23, plus proposed resolution re Term Deposit were uploaded in Google Drive under Friends Council -> Meeting Papers -> 2022-11 November. Recommend that we do not move any additional funds into the Term Deposit at this time.</p>		

		<p>Resolution: That Term Deposit #72 902 3119 for \$106,178.20 (plus accrued interest \$104.94) be reinvested for a new term of 3 months.</p> <p>Neville then proposed that RESOLUTION: That the Treasurer’s Report for October 2022 be accepted.</p>	<p>M: Neville Page S: Alan Henderson</p> <p>M: Neville Page S: Alan Henderson</p>	<p>Passed</p> <p>Passed</p>
5.6	Project Committee	<p>Alan Henderson referred to his report on Google drive. He was glad that Masumi Robertson had joined Council and said that she would make an ideal Friends representative on the Scholarship Project.</p> <p>Resolution: Council endorse the updated Projects Committee Guidelines, (which will be incorporated into <i>Friends of the Australian National Botanic Gardens Council Manual - Part B – Policies and Procedures</i>); and note:</p> <p>a) That the Projects Committee has yet to finalise recommendations on the project for a Visitors Information Centre foyer exhibition.</p> <p>b) That the ANBG had decided not to proceed with the request for Friends support toward an ANBG Horticulture staff visit to Kings Park and Botanic Garden.</p> <p>c) That total uncommitted funds for projects in 2022-23 exceed the likely cost of installing a VIC foyer exhibition.</p> <p>d) The latest FANBG Project Forecasts spreadsheet loaded to Google Drive.</p>	<p>M: Alan Henderson S: Christianna Cobbold</p>	<p>Endorsed.</p> <p>Noted</p>
5.7	Public Fund	<p>Neville Page referred to the move to bring the Public Fund Management Committee closer to Council and said that Alan Henderson was being appointed to the Committee.</p> <p>The Treasurer had done Public Fund Projections to end February 23 and end June 23, and proposed resolution re Term Deposit uploaded in Google</p>		<p>Noted</p>

		<p>Drive under Public Fund -> Meeting Papers -> Out of Session Projection 2022-10 31 October. The Members of the Public Fund present voted on this resolution.</p> <p>Resolution: That Term Deposit #88 034 0395 for \$100,384.56 (plus accrued interest \$99.01) plus an additional amount of \$7,000 (debited from the Public Fund account BSB: 082 902 Account: 55 578 7847) be reinvested for a new term of 3 months.</p>	<p>M: Neville Page S: Alan Henderson</p>	<p>Passed by Public Fund members</p>
5.8	Friends Groups	<p>a. Photographic Group – 11th Annual exhibition, “Illuminate” 24 November to 11 December. Neville Page and Anthony Whalen selected a photograph to be purchased for inclusion in the ANBG art collection.</p> <p>b. Botanic Art Group – Council endorsed the proposal for an exhibition and talk about selected works from the Botanic Art Groups exhibitions over the years that have been purchased by Friends for inclusion in the ANBG art collection.</p> <p>c. Flowers, Fruit and Foliage (FFF) – nothing to report</p> <p>d. Growing Friends (GF) – nothing to report.</p> <p>e. Plant Science Group – An exhibition about pollinators has been suggested by Dr Roger Farrow, convenor of the group.</p> <p>f. Thursday Talks (TT) – Linda Beveridge said that the report for the 2021-2022 Financial Year was on Google Drive before the October meeting. Numbers significantly reduced because of COVID lockdown from 5pm 12 August to 18 October 2021, and then theatre not being available until 1 March 2022; attendance approx 935, donations approx \$1500. During the 2022 calendar year attendance for the March to November was approximately 1500, and more than \$2,000 donations were received. The Talks Program 2023 will start on Thursday 2 February with a fascinating talk by Dr Heidi Zimmer about Orchids on Norfolk Island.</p> <p>g. Social Events and Activities – Christianna Cobbold said butterfly walks would be held in January and advertised in the December edition of <i>Fronde</i>.</p>	<p>Steve Playford.</p> <p>Wendy Antoniak</p> <p>Ben & Rosemary Walcott Maurice Herman Roger Farrow</p> <p>Linda Beveridge</p> <p>Christianna Cobbold</p>	

		<p>h. Nature Journaling – Group met on 7 November 2022</p> <p>i. Membership – The report is on Google Drive and shows 455 renewals and 24 new memberships in October 2022. There have been more than 100 new members since the New Members event last March, and the next New Members event is planned for 18 or 19 March 2023. Please save the date.</p>	Lesley Page Lesley Harland & Linda Beveridge	
5.9	Volunteer Guides	<p>Kerry Moir reported that</p> <ul style="list-style-type: none"> ● 18 Volunteer Guides attended the Australasian Botanic Gardens Guides conference in Melbourne, and thanked the Friends Council for the support. The conference was attended by about 130 guides from not only from Australia, but also international botanic gardens. An article about a participant’s perspective has been written by Lesley King. ● The next conference will be in Adelaide in 2025. ● A group of Guides is working on the Conservatory Guides Handbook, which has included a visit to the work being done in the ANBG greenhouse. 		Noted
5.10	Communications	<p><i>FronDS</i> – Neville Page said the next edition would be out in December and that the cut-off date for articles had already passed.</p> <p>Broadcast email – Wanda Filsell asked for input as soon as possible and no later than COB Tuesday 15th November. Wanda will do the Broadcast email in December, too, and it was suggested that another volunteer be sought for later editions.</p>		Noted Noted
6	Other Business	None		
7	Awards	The Volunteer Recognition Ceremony. Ten of the Friends’ voluntary workers will be recognised at this ceremony, 10:00am Tuesday 29 November 2022, at the Friends Lawn.		Noted

8	Next Meeting	2pm on 8 December 2022 in the Celia Rosser Room		Noted
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NOTIFICATIONS FOLLOWING THE OCTOBER 2022 AGM
Prepared by Wanda Filsell, Public Officer, 7 November 2022

1. Access Canberra

As the Friends are incorporated under the ACT *Associations Incorporation Act 1991*, the Register General needs to be notified of changes to the Constitution. This includes:

- a brief summary of the specific amendments
- completion of the *Change of Rules or Objects of an Association- Form 8* which among other things, provides an assurance that s 70 of the Act was met ie that
 - at least 21 days notice was given of the intention to propose a special resolution to change the Constitution
 - the special resolution was passed by at least $\frac{3}{4}$ of members entitled to vote at the meeting
- payment of a \$45 fee if changes are notified within a month (\$88 otherwise).

Recommendation 1: it is recommended that:

- Council note the proposed covering letter/email which outlines the Constitutional changes
- the *President and Vice-President sign Page 2 of the Change of Rules or Objects of an Association- Form 8* which will be lodged at the same time
- Council note that reimbursement for the lodgement fee will be sought.

2. Register of Environmental Organisations (within the Department of Climate Change, Energy, the Environment and Water)

As our Public Fund is listed on the REO, the Administrator needs to be advised of changes to both the Constitution (plus supply evidence of its ratification) and the Public Fund Management Committee. Ideally this would be done as soon as possible.

Recommendation 2: it is recommended that:

- Council note the proposed covering letter/email
- the *President and Vice-President sign the attached declaration* as evidence that the new Constitution was ratified
- Council note that the nomination form for Alan Henderson, and the resignation forms for Marg Nicholls and Adrienne Nicotra, will be lodged at the same time.

3. Australian Charities and Not-for-Profits Commission (ACNC)

The Friends are registered as a charity and must notify the ACNC:

- when Responsible People (people who are members of the charity's governing body including directors or committee members, or its trustees) commence or resign
- when changes are made to the governing document (such as its constitution, rules or trust deed).

Recommendation 3: it is recommended Council note that on 2 and 3 November 2022 the ACNC was notified of changes to Responsible People, and on 2 November of changes to the Constitution.

In addition, an annual information statement needs to be lodged - usually by 31 December each year but this year the due date is 31 January 2023. Work has started on this matter.

Email: citl@act.gov.au

Subject: Friends of the Australian National Botanic Gardens Inc (Association Number A02026)

Registrar-General
Access Canberra
GPO Box 158
CANBERRA ACT 2601

Revised Constitution

At the 20 October 2022 Annual General Meeting of the Friends, a special resolution to adopt the revised draft Constitution dated July 2022 was unanimously passed by all those members present and entitled to vote. More than 21 days notice of the special resolution was provided.

The changes were considered appropriate as the Constitution had not been amended since 2015, and there had been changes to relevant legislation and best practice over those years.

The two major changes are:

- inclusion of new provisions to allow proxy voting (subclause 7.2.6 and 7.2.7) and consequential changes (clause 5.8 and 7.2.3), and
- clarification of provisions relating to the Public Fund to better align with the principal purpose specified in the Guidelines for the Register of Environmental Organisations (clause 6.1 and clause 11) .

The opportunity was also taken to:

- remove outdated provisions such as those relating to the Common Seal (subclause 1.2.1 and clause 13.2)
- clarify some definitions (subclause 1.2.1, 5.3.1, 7.2.2 and 7.2.5) and procedures (clause 5.5, 6.4.1 and 6.8), and
- change outdated language (subclause 6.7.2 .and clause 9.4) including making references throughout the Constitution gender neutral (clauses 6.7, 7.1, 9.4 and .10.4).

Attached are the:

- new October 2022 Constitution
- completed *Change of Rules or Objects of an Association – Form A8*, and
- receipt for the \$45 lodgement fee.

Please contact me if you require further information on 0437707791.

Wanda Filsell
Public Officer
Friends of the Australian National Botanic Gardens Inc

November 2022

Email: reo@awe.gov.au

Subject: Friends of the Australian National Botanic Gardens Inc

The Administrator
Register of Environmental Organisations
Department of Climate Change, Energy, the Environment and Water
GPO Box 858
CANBERRA ACT 2601

Changes to Constitution and Public Fund Management Committee

I wish to advise you of changes following the 20 October 2022 Annual General Meeting (AGM) of the Friends of the Australian National Botanic Gardens Inc.

Constitution

A special resolution to adopt a revised Constitution was unanimously passed by those members present and entitled to vote.

- As the Constitution had not been amended since 2015, several administrative and procedural changes were necessary to reflect changes to relevant legislation and best practice over those years.
- In particular, the provisions relating to the Public Fund have been modified to better align with the principal purpose specified in the Guidelines for the Register of Environmental Organisations (see clause 6.1 and 11).

Attached is the new October 2022 Constitution, and a declaration by two members of the Friends Council verifying that the special resolution was duly passed.

Public Fund Management Committee

Changes were also made to our Public Fund Management Committee following our AGM.

- One new member was added (Alan Henderson) and two members retired (Marg Nicholls and Adrienne Nicotra).
- Attached are the relevant nomination form and resignation forms.

Please contact me if you require further information on 0437707791.

Wanda Filsell
Public Officer
Friends of the Australian National Botanic Gardens Inc

November 2022