



Playgroup  
NSW

# Playgroup NSW

Playgroup NSW Inc.

ABN 97 616 861 198

2020 Annual General Meeting Minutes

4 November 2020





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## 2020 Annual General Meeting MINUTES

Playgroup NSW Inc.

held on **Wednesday 4 November 2020** via technology

### PRESENT

#### Playgroup NSW Board / Association Members

<a href="#">Annette Ruhotas Morgan</a> , Chairperson / Member	<a href="#">Janine Ferris</a> , Board Member / Member
<a href="#">Tracey Watts</a> , Treasurer / Member	<a href="#">Jessica Gibson</a> , Board Member / Member (Elected)
<a href="#">Tamera Lang</a> , Board Member / Member	<a href="#">Karen Lui</a> , Board Member / Member
<a href="#">Karen Lu</a> , Board Member / Member (term ending)	<a href="#">Siobhan King</a> , Board Member / Member
<a href="#">Angela Burrill</a> (Board Member / Member (Elected as a result of the external call for nominations, with the term to commence from the conclusion of the AGM)	

#### Playgroup NSW Inc. Members

Alice Duff	Amber Reddy	Tamara Blayney	Michelle Lam
Ben Ramsey	Tammy Collins	Sarah Porter	Lisa Anderson
Danielle Johnson	Lily Jian	Therese Kenny	Lakshmi Taraporeddi
Hau Joe Lew	Neveen Gendy	Shengya Sissins	Veronica Colbran
Hiral Heena	Achu Ratish	Talissa Simpson	Alissa Volpe
Kim Younghee	Danielle Munky	Teagan Nguyen	Neha Baber
Fiona McNeil	Dulani Fernando	Steffie Ferns	Suhaan Hassan
Kim Baldon	Felicity Carlson	Filip & Julie	Alice
Elke Bolan	Fran Masri	Zee	Chie Hirayama
Simon & Lucy Carlton	Catharine Wong	Maria Bifulco	Pin Xin Chew
Savannah Bao	Jade Baker	Andrea Barrios	Angela
Grace & Roland Carey-Salt	Nicole Azzopardi	Dharsni	Shairali Srivastava
Lisa Anderson	Muthulakshmi Rajendran	Rae Terry	Zoe Zhao
Raiya Sohail	Ramya Soundarya	Riyaa Rithsna Rajeev	Neree RBG
Madiha	Eva Chiang	Amanda	Aishwarya Pavan
Gina & Ella Gibson	Vanessa Rosa	Rae Laggsears	Kopal shylajaatta
Robyn Berkovits	Sherine Singh	Tammie Mackay	Saalesah Paruli
Adam & Rachael Wells	Maria	Maria Bartolo	Muthu Neha
Rouba Ghazzawi	Sabine Hsu	Sarah Smith	Scarlett
Sejal Gosar	Vedhika Bandari	K Taylor	Kepal
Kavin Rethik	Neree RBG	Pat Clarino	Flair Owens

Marian Vassos	Shaakerah Paruk	Maria Kristina Yu	George Liu
Tamara Blayney	Elise Lai	Jenny & Tristan Chuang	Mary Frances
Eden Tekste	Michelle So	Shreyansh Shylaja	Dana Zammo
Anne Marie Lia	Arwa Hussainali	Renee Forsbach	Melissa Burley
Mazyar Ghaffari	Sara Otero	Dr Shaili Param	Komathi Nantha
Stephanie Teng	Kimberley Hupalo	Sissi	Amelia Sobbi
Carrie Cameron	Karem Un Nisa	Judy Huynh Wong	Rebecca Savatdy
Sherman Pilot-Dipsy	Valerie Mae Panganiban	Mable Meipo	Michelle W
Tiffany Ramsey	Shanti Pithani	Emily Asgarkopal	Ishitha Gayathri
Shylaja Velpula	Naomi Moore	Laura Brindle	Jackie Hobson
Vivienne Hqy	Snehaa Khasgiwale	Crystal Juan	Claire Hardy
Theresa Nguyen	Arwa Ali	Rabail Irshad	Shaheen
Therese Nguyen	Haya Abbasi	Anupama Muralidharan	Namita Bansal
Sunny Police	Sofia Dutta Mukherjee	Lize Ejesterhuizen	Dips Rathod
Kathy Bu	Karen Drummond	Sri Mythili	Harley
Angela Hayward	Sharon Petrovic	Crystal Duriavig	E'hve Goh

### Playgroup NSW Staff / Members

Nadene Lee	Kim Gracey	Vanessa Gasiewski	Sharon Durham
Crystal Sun	Karen Spellman	Carly Wheeler	Pam Amour
Kim Roberts	Louise Sufferini	Mel Hill	Erika Smith
Saadia Usman	Fiona Eyres	Victoria Carlson	Kellie Murray
Tammy Collins	Francesca Pace	Rebecca Pragnell	Sarah Parkhouse
Ali Jilani			

### RETURNING OFFICER & MINUTE TAKER

[Leanne Smith](#), Governance House Pty Ltd (Minutes) [Steven Miller](#), Governance House Pty Ltd (Returning Officer)

### APOLOGIES

None tabled.

## 1. CEO'S WELCOME

### Nadene Lee

Welcomed all Members and guests to the 2020 Annual General Meeting (AGM) of Playgroup NSW Inc (PGNSW / the Association) at **10.09 am**,

Discussed the change to a virtual event due to COVID-19 restrictions and highlighted inclusion of virtual performances together with the compliance aspects of the meeting.

Noted the challenges of 2020 in relation to the lockdown and inability to proceed with face to face playgroups, resulting in the transition to a virtual offering, representing an opportunity to stay connected.

Expressed appreciation for the Members patience and understanding, with the situation highlighting the value of social connection and continued interaction.

## 2. ACKNOWLEDGEMENT OF COUNTRY

### Kellie Murray

Acknowledged the traditional owners of the lands on which the virtual meeting takes place and paid respect to Elders past, present and emerging. Noted the traditional owners' unique cultural relationship to land, waters and seas and significant contribution to our society.

### 3. INTRODUCTIONS, WELCOME & DECLARATION OF MEETING CHORUM

- Nadene Lee** Introduced Annette Ruhotas Morgan (Board Chairperson) to the meeting to conduct the formal proceedings.
- Annette Ruhotas Morgan** Welcomed all attendees and panelists to the first virtual Annual General Meeting of PGNSW noting that a quorum of more than 25 Members was present in accordance with Clause 37.4 of the Constitution, and therefore, that the 2020 Annual General Meeting (AGM) was able to transact business.
- Declared formal proceedings open at **10.13 am**.

### 4. NOTICE OF MEETING, QUESTIONS ON NOTICE AND APOLOGIES

- Annette Ruhotas Morgan** Referred to the Notice of Meeting of the Annual General Meeting (AGM) circulated on 21 October 2020. Reported that there were no questions on notice lodged in advance of the meeting, encouraging participants to use the Q&A or chat facility should questions arise during the meeting.
- There were no formal apologies tabled.

### 5. UPDATE ON ASSOCIATION ACTIVITIES

- Annette Ruhotas Morgan** Reported that despite COVID-19, Playgroup NSW reported a strong performance for the year, progressing well against its strategic plan.
- Highlighted the organisation's 37,000 Members at financial year end.
- Noted that all major funding programs have been renewed, with a healthy surplus for the 2020 Financial Year of \$350,000, being reinvested into activities for the benefit of the Members.
- Discussed future expansion of services particularly in the areas of disability, culturally and linguistically diverse (CALD) communities and first nations people across the State.
- Welcomed Steven Miller from Governance House Pty Ltd as the Returning Officer for the AGM and the scrutineers Ali Jilani, Tammy Collins, Sarah Parkhouse, and Vanessa Gasiewski.

### 6. APPOINTMENTS & CALL FOR NOMINATIONS

- Steven Miller (Returning Officer)** Thanked the Members for participating in the AGM.
- Discussed his primary role as Returning Officer to oversee the conduct of the election of Board Members.
- Discussed the nine current Board Members and Board composition prescribed by the Constitution, including five elected Board Members and four Appointed Board Members (appointed by the Board of Management based on their skills and experience)<sup>1</sup>.
- Reported the current Appointed Board Members as Annette Ruhotas Morgan, Tamera Lang, Karen Lui and Tracey Watts.
- Noted that Janine Ferris and Siobhan King continue their terms as Elected Board Members.
- Indicated that currently Elected Board Member Xin Yin Ooi is standing down at the conclusion of the AGM, with Karen Lu's term as an Elected Board Member also coming to an end (noting that she is eligible to stand for re-election). Reported that Jessica Gibson was appointed to fill a Casual Vacancy during the year and was therefore required to nominate for election.
- Discussed the Call for Nominations published on 11 September 2020, with only two validly completed nominations for the three vacant positions, received at close of nominations on 23 September 2020.
- Reported that in accordance with the provisions of Clause 20.5 of the Constitution<sup>2</sup> (where insufficient nominations are received to fill all vacancies, the nominees are taken to be elected) that Jessica Gibson and Angela Burrill having been duly nominated, are automatically taken to be elected to fill two of the three vacant positions (noting that a person must be a Member of the Association for at least six months in order to be elected, with both nominees satisfying this requirement).

<sup>1</sup> Refer to Clause 19 of the Constitution for Board Composition and Terms

<sup>2</sup> Clause 20.5 provides that "If there are insufficient nominations received to fill all vacancies of elected Board Members, the candidates nominated are taken to be elected as Elected Board Members and further nominations are to be received at the Annual General Meeting".

Reported his great pleasure in announcing the elections of Jessica Gibson and Angela Burrill to the Board of Management.

Highlighted that Jessica Gibson, as one of the Elected Board Members, satisfies the requirement of the Constitution for at least one Board Member to reside in regional area<sup>3</sup> (with continuing Board Member Siobhan King also meeting this criterion).

Indicated that also under Clause 20.5 of the Constitution, where insufficient candidates are nominated to fill all vacancies, then further nominations are to be received at the Annual General Meeting.

Noted that the Board has determined that the requirements of the Constitution in relation to the nominating and seconding of a candidate (together with receipt of the candidate's consent) should apply to the call for nominations from the floor.

*Therefore, he opened the meeting to request nominations for candidates to fill the remaining available Board position, with nominations to be tabled via online functionality.*

## 7. CONFIRMATION OF MINUTES FROM PREVIOUS AGM

**Annette Ruhotas Morgan** Referred to the draft Minutes of the 2019 AGM held on **6 November 2019**, tabled with the Members for approval.

Noted use of the polling functionality for voting on tabled motions, with a simple resolution requiring a majority of votes.

**RESOLUTION # 1** The Members resolved that in accordance with Clause 34.1 (a) of the Playgroup NSW Inc. Constitution, the Minutes of the 2019 Annual General Meeting of the Association, held on **6 November 2019**, be adopted by the Members as signed a true and correct record of matters raised.

## 8. PRESENTATION OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

**Annette Ruhotas Morgan** Referred to the tabled Audited Financial Statements for the year ended 30 June 2020 and asked for any questions or comments from the Members?

**RESOLUTION # 2** The Members resolved to approve the Audited Financial Statements of Playgroup NSW Inc. for the financial year ended 30 June 2020 in accordance with section 44 of the *Associations Incorporation Act*.

## 9. APPOINTMENT OF AUDITOR

**Annette Ruhotas Morgan** Noted that as part of the day's proceedings, the Association is required to appoint an Auditor for the ensuing year, noting the Board's recommendation that the Members reappoint StewartBrown (the incumbent Auditor).

**RESOLUTION # 3** The Members resolved to reappoint StewartBrown as Auditors of the Association effective from the date of the meeting until the conclusion of the next Playgroup NSW Inc. Annual General Meeting at which the accounts are submitted to the Members, and authorises the Board of Management to determine the Auditor's remuneration.

## 10. RESULT OF THE CALL FOR NOMINATIONS FROM THE FLOOR

**Steven Miller** Declared the call for nominations closed.

Reported that four Members had self-nominated (with implied consent) for appointment to the vacant Board position: Alice Duff, Ben Ramsey, Karen Lu and Felicity Carlson.

Called for a nominator (supporter) and seconder for each candidate.

Alice Duff was nominated by Fran Masri but did not receive a seconder during the open period.

Ben Ramsey was nominated by Adam Wells and seconded by Vanessa Rosa.

Karen Lu was nominated by Tracey Watts and seconded by Janine Ferris.

Felicity Carlson was nominated by K. Taylor but did not receive a seconder during the open period.

Confirmed two nominations satisfying process requirements: Ben Ramsey and Karen Lu (noting confirmation by the scrutineers present).

Reported requirement for each candidate to present a one-minute talk on their suitability for the role.

<sup>3</sup> Clause 19.1 (c) requires that at least one elected Board Member must reside in an area designated by the Board as a regional area

Lots were drawn for the order of these presentations (in the presence of the Chair and a scrutineer), with Karen Lu drawn to present first.

#### **Karen Lu**

Presented to the meeting highlighting:

- Membership since 2016;
- Visiting of multiple playgroup centres, interacting with many families and volunteers through various play session.;
- Role on the PGNSW Board from 2017, and contributions to the Risk Management Working Group, Board & Leadership Effectiveness Committee and as Secretary;
- Strong advocacy for technology and education;
- Current role in the Westpac Group as a Tech Enterprise and Strategy team member in a senior solution architect;
- Role as a former committee member of Women in Technology International Australia (Sydney Chapter).

#### **Ben Ramsey**

Presented to the meeting highlighting:

- His role as the father of three young boys;
- Parental leave taken in 2017 leading to his association with PGNSW through playgroup participation at Oatley West;
- His background as an Accountant and in various strategic positions;
- Qualification through the Australian Institute of Company Directors;
- Various roles held as a Director and Secretary within Australia.

#### **Annette Ruhotas Morgan**

Thanked the nominees for standing for election to the Board of Management, expressing gratitude for their willingness to be involved in the governance of the Association.

Reported that the chat function includes a link to a Jot Form that will allow members to vote for their preferred candidate, highlighting that the voter will be asked to provide various information including contact details.

Noted that the voting period would be open for approximately five minutes, with Erika Smith to host a virtual playgroup featuring The Beanies and the Tip Toe Giants while processing and validation of the votes occurs by the Returning Officer.

### **11. VIRTUAL PLAYGROUP & GUEST PERFORMERS**

*Erika Smith hosted a virtual playgroup including performances by The Beanies and the Tip Toe Giants.*

### **12. ELECTION OUTCOMES**

#### **Steven Miller**

Reported that 71 valid votes had been cast.

Declared Ben Ramsey as having received the most votes and therefore duly elected as a Board Member of Playgroup NSW Inc. with his term to commence from the conclusion of the AGM.

#### **Annette Ruhotas Morgan**

Thanked all nominees for their interest and extended congratulations to the elected candidate, Ben Ramsey.

Thanked Steven Miller for acting as Returning Officer, the little ones for singing and playing along, the PGNSW volunteers for their ongoing support (noting that the organisation was indebted to them), Nadene Lee and the entire PGNSW Team, and the Board of Management for their continued support and guidance.

Thanked Xin Yin Ooi and Karen Lu for their invaluable contribution and service as Board Members, expressing sadness that they are leaving the Board, and wishing them well.

Noted that due to the requirements of the Constitution, there will be a number of vacancies for Elected Board Members each year, recommending that the candidates who were not successful this time around, consider standing again in a future year.

### **13. SUMMARY OF MEMBER QUESTIONS RECEIVED DURING THE MEETING**

The Chair responded to a number of questions tabled during the meeting including:

- Confirmation that the formal proceedings of the AGM would include a virtual playgroup session for children and carers (Item 11);
- Details of responding to proposed Motions via the polling functionality;
- Requirement to vote for the selected Board candidates using the Jot Form link provided;
- Confirmation of the wording of the Motion regarding the audited Financial Statements and the distinction between receiving and approving tabled document;

- Confirmation that the meeting would conclude following announcement of the outcomes of the election process.

**15. ANY OTHER BUSINESS**

*No other Business was tabled.*

**16. NEXT ANNUAL GENERAL MEETING**

The next Annual General Meeting of the Association will be held within six months after the expiration of the 2021 Financial Year, with the date to be determined by the Board.

**17. MEETING CLOSE**

**Annette Ruhotas  
Morgan**

Thanked all present for their attendance and participation.

Declared the Playgroup NSW Inc. 2020 Annual General Meeting closed at **11.40 am**.

Signed as a true and correct record:

**CHAIR**

Dated ..... /..... /....