



## 2024 ANNUAL GENERAL MEETING | MINUTES of the Agricultural Societies Council of New South Wales Ltd

ACN 150 951 670

<b>Time &amp; Date:</b>	5:00pm AEST; Saturday 1 June 2024
<b>Place:</b>	Jacaranda Room, Dubbo RSL Memorial Club, 178 Brisbane St, Dubbo

### ITEM

#### 1. Welcome and introductions

The President J Chapman welcomed the members to the 2024 AGM.

#### 2. Apologies

Helen Kirton – Group 4 Cumberland/Director  
Nicola DiBona – Group 15 Next Generation/Director  
Ian Henderson – Life Member/Director  
Bianca Williams – Group 12/Director  
Jacqueline Thompson – Group 6/Director  
Felicity Rodd – Mungindi  
James Thompson – Nowra  
Joanna Tait – Carcoar  
Peter Gooch – Castle Hill  
Rosemary Reid – Crookwell  
Isabel Hawken – Group 15 Next Generation/Director  
Lauren Schottelius – Kyogle  
Hayley Parkinson – Upper Hunter  
Courtney Taylor – Grenfell  
Carl Schubert – Wingham/Director  
Rebecca Cope – Group 14/Director  
Louise Monk – Mendooran  
Bronwyn Liebich - Grenfell

**Motion:** To accept the apologies.

**Moved:** S Hatty

**Seconded:** B Munn

**CARRIED**

#### List of Delegates

The list of delegates representing Show Societies and Groups was read by the Hon. Secretary D Peters.

There were two Proxys received – Danielle McKay (Group 6) and Lyndal Horne (Berrigan)

### Delegates

Andrea Roth	Hawkesbury
Andrew Hall	Parkes
Betty Fenning	Weethalle
Bob Robertson	Bungendore
Briony Looker	Armidale
Brendan Munn	Moree
Brett Kenworthy	Bathurst
Caroline Halpern-Gibbs	Bega
Catriona McAuliffe	Group 7
David Williams OAM	Group 3
David Peters	Group 12
Gail Commens	Junee
Gypsy Marshall	Group 15
Heather Bush	Cootamundra
Heather Lattimore	Wauchope
Heather Stiboy	Temora
Hugh Southwell	Camden
Jacki Waugh	Goulburn
Jody Nelson-Gleeson	Group 2
John Baxter	Lithgow
Judy Michell	Narrabri
Justin Rumore	Morisset-Lake Macquarie
Karen Noonan	Trunk Creek
Kelso Looker	Group 13
Kim Rhodes OAM	Tenterfield
Lauren Amor	Dubbo
Lauren Elkins	Penrith
Lindsay Boyton	Eurobodalla
Mitchell Scott	Group 10
Nicole Cowling	Group 1
Peter Commens	Group 8
Robert McAuliffe	Yass
Robyn Nelson	Nowra
Sammi Cormie-Smith	Coonabarabran
Stephen Hatty	Ganmain
Stuart Gibbs	Cobargo
Sue Sharpe	Group 5
Susan Hood	Group 11
Tanja Branson	Alstonville
Timothy Capp	Gresford
Veronica Cudmore	Griffith
William Harris	Stroud
Will Kember OAM	Life Member
Yvonne Young	Milton
Danielle Mackay (Proxy)	Group 6
Lyndall Horne (Proxy)	Berrigan

**Guests**

Anthony Pearson	Stroud
Jason Williams	Camden
Jill Chapman	Hay/President
Laura Craig	Taralga
Mikayla Keith	Taralga
Wendy Woodward OAM	Nowra
Zoi O'Neil	Griffith
Heather Kember	Ganmain
John Bennett OAM	RAS President
Phil Lemieux	PSC Insurance
Vanetta Renshaw	Lithgow
Andrew Carroll	Wauchope
Penny Edgerton	Temora
Michelle Hatty	Ganmain

**Motion: To accept the delegates****Moved:** B Robertson**Seconded:** T Branson**CARRIED****3. Acceptance of minutes of previous annual general meeting****Motion:** The 2023 AGM Minutes as circulated were approved.**Moved:** B Kenworthy**Seconded:** A Hall**CARRIED****4. Review of actions of previous annual general meeting**

No action items

**5. President's Report**

Welcome Ladies and gentlemen. I stand before you to present the President's Report of Agricultural Societies Council of NSW, reflecting on the significant events and milestones of 2023.

In 2023, our organisation continued the journey in search of a CEO with Nicky Seeto continuing to provide the leadership for the team as she did in 2022. Brooke Beales accepted the position of CEO in December and has brought a wealth of experience with member-based organisations and has already made her mark on the ASC. Welcome Brooke.

This time last year, we witnessed a convergence of tradition and innovation with the inaugural Celebrating AgShows conference here in Dubbo. This event amalgamated the annual General meeting of the Agricultural Societies Council of NSW with the state seminar, resulting in a resounding success. The Gala dinner & awards not only celebrated individual and show excellence but also served as a testament to the dedication of our office team.

In the journal you will find a summary of events including the AgShows NSW Wheat dinner, The Land Sydney Royal AgShows NSW Young Woman Zone Finals culminating in the Final at the Sydney Royal Easter Show along with the State Finals of the Young Judges & Parader competitions.

Education through competition remains a cornerstone of our mission and these competitions not only foster individual growth but also strengthen our ties with local Show Societies.

The Agricultural Shows Australia (ASA) conference was held in August with a contingent from NSW making the journey to Adelaide. The conference provided a platform for collaboration and learning with many valuable connections created and insights to enhance our knowledge and enthusiasm for the show movement.

The Board adopted a new committee structure in 2022 and this was enacted late in 2023. This involved the forming of four outward focussed committees being Education & Innovation (chaired by Kelso Looker), Compliance (chaired by Andrew Hall), Commercial (chaired by Wendy Woodward OAM) and Competitions (chaired by Jody Nelson-Gleeson). At this meeting today we will continue with the change as the Board seeks the support of our members to address the constitution and introduce a Governance committee to replace the Executive and Advisory committees.

At this time, I would like to acknowledge our retiring Directors David Williams OAM (2017-2024), Dave Herbert (2013-2024) Peter Gooch (2012 – 2024) Peter Commens (2019 – 2024). Isabel Hawken has advised that she will be resigning as a director following the ASC Next Gen Annual General Meeting later this month. I would also like to acknowledge Director Helen Kirton from Group 4 who has been with organisation since 1999 and celebrates 25 years this year.

At the Board election of Office Bearers, I was honoured to assume the role of President, succeeding Peter Gooch. I would like to thank Vice President's Jody Nelson-Gleeson and Kelso Looker, Honorary Secretary David Peters, and Honorary Treasurer Brett Kenworthy for their support and respective roles as we move to become a more agile business by embracing change and being able to adapt to meet the needs of our members.

Throughout the challenges of 2023, our dedicated staff—Nicky Seeto, Katie Stanley, Sarah McGregor, and Lyndy Cornwell—demonstrated unwavering resilience and commitment to serving our members and I offer my sincere thanks to them all.

As I conclude my report, I would like to assure you that the AgShows NSW Board of Directors and staff are focused on the future of all Shows of all sizes. There are many projects to focus on in 2024 including embedding a new Strategic Plan which will steer us forward to deliver more benefits to members and ensure the continued success of Agricultural Shows all over NSW.

**Motion: To accept the President's Report presented by J Chapman.**

**Moved:** J Chapman

**Seconded:** S Hood

**CARRIED**

#### 6. **Treasurer's Report**

Before I present the financial statements, I want to note the work done by Kelly Partners, our management reporting & accounting partner, by Minchin Moore our financial advisor and funds manager and of our Auditors, Grant Thornton. Their collective efforts and assistance during the year are evident in the results and the enhanced detail of information provided in the statements.

I also want to personally and on behalf of the company thank my predecessor Mr David Williams OAM for his time as Honorary Treasurer and his sage advice I will

certainly miss his presence at our meetings; to our VP, Jody Nelson-Gleeson for her practical assistance over the past few years in assisting in keeping the wheels moving, our CEO Brooke Beales for rapidly getting up to speed and especially our financial coordinator Sarah McGregor for stepping up to keep the engine running over the past year and for her champion cat-herding skills.

The audited financial statements for the year ended 31 December 2023 were available online since 1 May and are included in our annual Journal available today, from page 29.

I am confident you have all reviewed the detail however, in summary, we can report Total Revenue for 2023 of \$2.164M with that being almost equally split between investment income and revenue from provision of services.

Total Expenditure of \$2.23M up \$375,000 on 2022. This was due in the main to the writing down of the balance of application development costs of \$191,000, an increase of some \$90,000 in employee benefits expenses and of \$40,000 in legals expense.

At year end changes in net fair value of equity investments such as shares are reported as Other Comprehensive Income/(Deficit), any changes in value are only realised when they are sold. This is reported as a growth in value of \$311,000 a change of some \$1.2M on 2022.

Therefore, for the financial year of 2023 our total comprehensive surplus of \$139,387.

As at 31 December there were Total Assets of \$14.28M offset by Total Liabilities of \$1.8M which are made up of the \$1.168M liability to the Rain Protection Fund and \$542,000 to contract liabilities.

Therefore, the Total Funds or net assets are reported as \$12.468M, with the increase on the prior year mainly due to the changes in net fair value of equity investments.

The detailed financial statements for the Rain Protection Scheme are included as page 19 of the consolidated financial statements (p.47 of the journal). The Net Restricted Assets of the Rain Protection Scheme of \$1.168M as at 31 December 2023.

This year there were expenses of \$18,738 and total income of \$96,993 therefore a surplus of \$78,255 for year. The assets are sufficient for the foreseeable future.

**Motion:** To accept the Hon. Treasurer's Report presented by B Kenworthy

**Moved:** B Kenworthy      **Seconded:** K Looker      **CARRIED**

#### 7. **Acceptance of Audit Report & Financial Statements**

**Motion:** To accept the Audit Report presented by Grant Thornton for the fiscal year ending 2023.

**Moved:** B Kenworthy      **Seconded:** K Looker      **CARRIED**

#### 8. **Appointment of the Auditor**

Recommend that Grant Thornton be appointed as the 2024 Auditor.

**Motion:** To appoint Grant Thornton as the 2024 Auditor.

**Moved:** B Kenworthy      **Seconded:** J Nelson-Gleeson      **CARRIED**

#### 9. **Directors Report**

The following is the Report on Director Activity for 2024 for the Members of The Agricultural Societies Council of NSW. I remind you that the ASC is the registered company name and that Agshows NSW is the public face of the company.

Principal Activities:

- Continued management of the financial resources.
- Review industry standards in Agriculture and company operations to improve our operation and function.
- Review the legislative requirements for the operation of a company both state and federal.
- Supporting the Young Woman, Rural Achiever and Young Judges/Paraders competitions at Group, State and National levels.
- Maintain working relationship with Show related bodies.
- Supporting state final competitions held at the Sydney Royal Easter Show, Rich Fruit Cake and Woolen Article competitions for example.
- Provide training and support to members as required.
- Support for the RAS Foundation scholarship program that provides much needed financial support to students.
- Holding the ASC Wheat competition that highlights and recognised the innovation within the Australian Wheat Industry.
- Preparation for the ASC Date List book and the annual Journal.
- Advocacy for Show Societies on crown land grounds administered by both Local Councils and Community management boards.

How these activities assisted in achieving the Companies objectives:

- Involvement of youth via competition and Next Gen.
- Interaction with Royal Agricultural Society of NSW, other state bodies for shows, Agricultural Shows Australia (the Federal body) and Royal Agricultural Societies of the Commonwealth (the international body).
- Interaction with the Showman's Guild of Australasia.
- Provide support while encouraging and educating show societies.
- Arrange publications and events.
- Making representations to Government at all levels. Maintaining regular contact through meetings with Crown Lands NSW to advocate for NSW shows held in part or wholly on Crown Land.
- Arranging for a range of Insurance covers for members
- Operate the Adverse Weather Scheme.

The company now reports to ACNC (Australian Charities and Not for profit Commission) instead of ASIC (Australian Securities and investments Commission). We continue to support the Young Judges program at Show, Group, State and National levels by providing workshops for guidance and education of competitors, plus financial assistance.

As you are aware the ASC has employed a new Executive Officer, Brooke Beals. If you have not yet met and spoken to Brooke, I urge you to do so. Brooke came to us with experience in Governance and Board management her input into the board operation has already improved information dissemination and provided invaluable guidance for the board and staff.

The ASC has, as always, the service to NSW Country shows as it's priority and reason for being. We will be presenting for the company's approval 4 constitutional changes later in the meeting as the first stage in major constitutional structural and operational changes to the company. A second round of changes will be presented to the AGM in 2025 for ratification by you the members. The changes are and will be designed to improve our function and the service to our members plus satisfy our governance obligations and fulfill the requirements of our charitable status under the ACNC rules.

In this last year we have created a new Committee Structure to manage the business of the ASC. The new committees are part of the modernisation of the operation of the company. We continue to review how we operate with the goal of providing the best outcome for our members.

**Motion: To accept the Directors Report presented by D Peters**

**Moved:** D Peters

**Seconded:** B Munn

**CARRIED**

#### 10. Questions to the Board

- **From Brendan Munn**

Is there a reason why some show societies were invoice twice in one financial year for affiliation? Is this an error or was it missed in previous year?

B Kenworthy, Honorary Treasurer responded that our Membership invoices are issued once in a calendar year (as opposed to financial year). We are currently working on clarifying the timing and the definition for the membership year. The timing of the invoicing within the calendar year is based on several factors, including administrative demands, and provision of information from Shows. If any Shows have an issue with the payment timing of the Membership invoice they should contact the Office.

#### 11. Election of Directors

- a. **Motion 1:** That the members of the Agricultural Societies Council of NSW, by ordinary resolution consistent with rule 11.1(b) of the Constitution, approve a joint election of Directors.

**Moved:** D Peters

**Seconded:** B Kenworthy

**CARRIED**

- b. **Motion 2:** That the members of the Agricultural Societies Council of NSW, by ordinary resolution consistent with rule 11.1(b) of the Constitution, elect the following Directors to serve until the conclusion of the next Annual General Meeting.

Director Name	
Lindsay William Boyton	Kelso Charles Looker
Tanja Branson	Catriona McAuliffe
Heather Bush	Brendon Clive Munn
Jillian Claire Chapman	Jody Lea Nelson-Gleeson
Rebecca Wendy Cope	David Alan Peters AFSM
Veronica Cudmore	Kim Margaret Rhodes OAM
Nicole Cowling	Robert George Robertson
Nicola Anne DiBona	Andrea Roth
Andrew Sinclair Hall	Justin Rumore

William James Harris	Mitchell Scott
Stephen James Hatty	Carl Danny Schubert
Isabel Anne Hawken	Susan Margaret Sharpe
Susan Margaret Hood	Jacqueline Thompson
Brett David Kenworthy	Bianca Williams
Helen Margaret Kirton	Wendy Joyce Woodward OAM

**Moved:** D Peters**Seconded:** J Nelson-Gleeson**CARRIED**

D Peters advised the company that Kim Margaret Rhodes OAM has not been able to supply her Director ID. The ACNC will be advised of the full list excluding Kim Margaret Rhodes OAM. When her director ID is supplied the ACNC will be notified.

## 12. Proposed Constitution Changes

The members were asked whether they had any questions about the proposed changes to the Constitution of the ASC of NSW?

### a. Amendment to the Constitution of the ASC of NSW – Governance Committee

**Motion:** That the members of the Agricultural Societies Council of NSW approve the following amendments to the Constitution of the ASC of NSW regarding the formation of a Governance Committee:

**Moved:** D Peters**Seconded:** J Harris**CARRIED**

### b. Amendment to the Constitution of the ASC of NSW – Group Member

**Motion:** That the members of the Agricultural Societies Council of NSW approve the following amendments to the Constitution of the ASC of NSW regarding membership categories and voting rights.

**Moved:** D Peters**Seconded:** J Harris

D Peters mentioned feedback received from Goulburn Show Society alerting to wording that can be interpreted to be ambiguous. D Peters thanked Nestor Ellinopoulos from Goulburn for his input and interest and contacting us.

#### Amended Motion:

At the end of 5.2 (b) an amendment to change “and” to “or” to remove the ambiguity.

**Moved:** J Waugh**Seconded:** J Harris**CARRIED**

The amendment becomes an addition to the motion.

The motion including the amendment was put to the meeting.

**CARRIED**

**Motion:** That the members of the Agricultural Societies Council of NSW approve the following amendments to the Constitution of the ASC of NSW regarding membership categories and voting rights.

**Moved:** D Peters**Seconded:** J Harris**CARRIED**

*"5.2 Ordinary members*

*All legal and natural persons who:*



*(a) have paid the membership fee;*

*(b) have been admitted by the board to membership of the company as members after making an application for membership and satisfying any eligibility criteria adopted by the board; or*

*(c) are current directors except for directors appointed under clause 11.1 (d).*

**c. Amendment to the Constitution of the ASC of NSW – Removal of the transition of association to company references.**

**Motion:** That the members of the Agricultural Societies Council of NSW approve the following amendments to the Constitution of the ASC of NSW regarding the removal of outdated references:

**Moved:** D Peters

**Seconded:** V Cudmore

**CARRIED**

**d. Amendment to the Constitution of the ASC of NSW – remove ambiguity in language.**

**Motion:** That the members of the Agricultural Societies Council of NSW approve the changes to address ambiguity in the Constitution of the ASC of NSW:

**Moved:** D Peters

**Seconded:** T Branson

**CARRIED**

D Peters explained that the current Constitution contains language that may be ambiguous or unclear, leading to potential misinterpretations. This generic change is to correct gender ambiguity throughout the whole document.

**Resolution:**

1. The Secretary is directed to:
  - a. Update the official Constitution of the ASC of NSW to reflect the approved changes
  - b. Ensure all members are duly informed of these modifications.
2. Conflicting Provisions: Any previous provisions in the constitution conflicting with these amendments are hereby null and void.

J Chapman thanked the Constitution Committee for their hard work.

**13. Any other business pertaining to the annual general meeting**

None

**Life Membership of the ASC**

Robert (Bob) Robertson | Group 7 | Director since 2006- Long-standing commitment to the Southern Highlands group, including many years as Group President- Valued judge at many Showgirl/Young Woman Zone finals, providing considered feedback and enthusiasm for the young woman and the organising Show committees- Considerable experience and knowledge in the areas of financial reporting and the understanding of financial processes. During the past eighteen years he has been a member of the Strategic Planning Committee as well as being a member of the Disciplinary Panel. - Well prepared and his contribution to debate is highly regarded and appreciated.

B Robertson graciously accepted the award from J Chapman. He praised the organisation and acknowledged how hard the directors work for shows.

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**14. Meeting Closed:** 5.47pm

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