

**MINUTES OF ANNUAL GENERAL MEETING 2009**  
**Annual General Meeting of the Members of the**  
**Australian International Documentary Conference Limited**

**Date: Friday 20 February 2009**

**Time: 12:45pm**

**Location: AIDC 2009 Conference site.**

**Adelaide Hilton Hotel, Adelaide, S.A. Red Room.**

PRESENT: Andrew Ogilvie; John Moore; Helen Leake; Sharyn Prentice; Christine Newman; Julia Overton; Philippa Campey; Britt Arthur; Judith Cockburn Campbell; Stephen Oliver; Trevor Graham; Penelope McDonald; Mitzi Goldman; Alison Wotherspoon; Jessical Douglas-Henry; Tom Zubrycki; Pat Fiske; AIDC Staff: Joost den Hartog; Victoria Raywood; AIDC Management; Lee-Anne Donnelly

**INTRODUCTION AND WELCOME FROM AIDC CHAIR**

Chair, Andrew Ogilvie advised that the session is being recorded. Asked if there were any objections. None.

**A. ORDINARY BUSINESS**

**1. AIDC AGM 2008 Minutes**

The minutes of the preceding Annual General Meeting held on Friday, 22 February 2008 passed as true and correct.

Moved: Sharyn Prentice

Second: Helen Leake

A show of hands to approve minutes was unanimous. There were no objections.

**2. Report from the Chair**

The Chair reported he will be stepping down as a director after this meeting. This is because he has served his maximum of two terms.

The Chair reported he has enjoyed his time as a director and as Chair of AIDC (since 2007). He believes AIDC is in very positive position. He views AIDC as an extremely professional organisation, well led by conference director, Joost den Hartog.

**3. Financial Statements**

John Moore (treasurer) delivered the report.

Directors' Report, the Profit and Loss Account and Balance Sheet of the Company were tabled for the year ended 30 June 2008.

The treasurer reported AIDC is in a good position financially.

At financial year end 30 June 2008 there was a surplus of nearly \$80,000 and this year AIDC is also on track for a surplus (though a lesser amount).

John gave members the opportunity to raise any issues or ask questions concerning the financial statements or the business and operations of the Company.

No questions arising.

Resolution to accept the finance report.

Moved: Christine Newman

Second: Julia Overton.

A show of hands to approve financial report was a clear majority. There were no objections.

#### 4. ELECTION OF DIRECTORS TO THE BOARD

The Chair advised members of the following:

##### **Relevant Provisions of the Company Constitution**

Section 30 of the Constitution provides that there shall be at **least seven** and **no more than eleven Directors on the Board**.

**Section 36** of the Constitution provides that **one third of the Directors must retire at each Annual General Meeting**.

**Section 36(b)** of the Constitution provides that a Director must retire or submit himself/herself for reappointment after serving on the Board for three years.

**Section 37(a)** of the Constitution provides that a retiring Director is immediately eligible for re-election for an additional term of three years.

**Section 37(b)** of the Constitution provides that no Director may serve more than two consecutive terms on the Board.

##### **Indigenous Screen Culture Practitioner as a Director to the Board**

At the AIDC 2003 Annual General Meeting, the Members discussed and agreed on a policy that the AIDC Board should always comprise one Director who is an Indigenous documentary screen culture practitioner.

**There are currently 11 Directors**, comprising:

Andrew Ogilvie: Chair

Helen Leake: Deputy Chair

John Moore: Treasurer

Christine Newman: Secretary

Darren Dale: Indigenous Representative

Alan Erson

Mitzi Goldman

Trevor Graham

Claire Jager

Julia Overton

Sharyn Prentice

##### **B.2 Retiring and Renominating Directors**

In accordance with section 36(b) of the Constitution, **Andrew Ogilvie** is retiring from the Board and as he has served two consecutive terms on the Board, pursuant to section 37(b) of the Constitution he **may not nominate for reappointment**.

In accordance with section 36(b) of the Constitution, **Julia Overton** is retiring from the Board. As Julia has only served one term on the Board she is eligible for reappointment and **has re-nominated for appointment**.

**Claire Jager and Darren Dale** are retiring from the Board and **have not nominated for re-appointment**.

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There are thus **four (4) vacancies** on the board at this AGM.

The secretary Christine Newman has received **three (3) Nominations** (which were submitted prior to the closing date for nominations which was 5 February)

Nominations are:

- **JULIA OVERTON** – this is a nomination for re-appointment for a second term of the board.
- **LORI FLEKSER** – not present at AIDC this year
- **PHILIPPA CAMPEY**

As there are **four vacancies and only three nominations** - the election is therefore uncontested. The Chair asked for show of hands of the members present to agree to elect the three nominated members to the AIDC Board of Directors. .  
There was a unanimous show of hands to elect the nominated members.

The Chair declared the new board has been formed.

They are:

**Continuing directors:**

1. Helen Leake
2. John Moore
3. Christine Newman
4. Alan Erson
5. Mitzi Goldman
6. Trevor Graham
7. Sharyn Prentice
8. Julia Overton

**Newly appointed members:**

9. Lori Flekser
10. Philippa Campey

There are now 10 members of the board of directors with one position vacant. The Chair noted this position can be filled as a casual vacancy during the year and the appointee would be required to re-nominate at next years AGM.

Julia Overton suggested that members be notified of the vacancy and to request expressions of interest.

## **B. SPECIAL BUSINESS**

### **Amendment to the Constitution**

The Chair requested the membership to consider amending the Constitution by adding the following sub-Clause 34(g) i.e. an additional ground for the office of director to be vacated.

The office of Director will be vacated if a Director:

“(g) shall for be absent from more than 3 consecutive meetings of the Board without permission of the Board and the Board resolves that his or her office be vacated. “

The Chair asked for show of hands of the members present to pass a special resolution (requires 75% of votes) to amend the constitution as above.  
There was a unanimous show of hands to adopt the stated sub-clause.

Constitutional change approved and passed.

### C. OTHER BUSINESS

*The Chair called for any other business.*

AIDC member raised issue of attracting more academics to the conference and utilising the academics to facilitate such issues.

Mitzi Goldman (AIDC Board member) stated that in her position as a Board member, she made a great personal effort to attract academics to the conference. Despite this effort the response was incredibly poor.

Joost den Hartog stated that the needs of academics are not necessarily served by AIDC.

Joost den Hartog thanked departing board members Andrew Ogilvie and Claire Jager for their contribution and work on the board.

AIDC member voiced concern that master-classes (particularly Australian led) had disappeared from the program. Joost den Hartog denied the criticism and responded that there are four masterclasses in the program including Australian, Rachel Perkins.

AIDC member also asked AIDC board and management to consider whether there could be a documentary screening program at the conference venue. Joost den Hartog responded that AIDC is looking at forming a program in off years of Adelaide Film Festival. Andrew warned of financial implications in presenting a screening program. Member suggested a scaled down program eg 4-5 docs /lunchtime screenings in one of the existing conference rooms. "Nothing too high tech."

The Chair stated the matter of a screening program would be brought before the board for ongoing discussion.

Member suggested there be a session re: philanthropic support for documentary industry Mitzi Goldman responded. This is being addressed.

No other business

**Meeting Closed at 1:40pm**

**CONCLUSION OF AGM**