

SPECIAL GENERAL MEETING – Minutes

Monday 7 October, 7.30-7.38pm

In person: Royal Society of Victoria, 8 La Trobe Street, Melbourne

Online: Zoom link was emailed to registered attendees

Attendees	<p>In person (13): Peter Mulherin (President), Diana Droog (Treasurer), Rob Youl, Lincoln Kern, Jill Koppel, Barrie Lowe, April Newton, Dean Courtney, Judy Johnson, Peter Johnson, Mick Douglas, Taylor Gundry, Andrej Hohmann.</p> <p>Online (27): Returning Officer (Louise Nicholas), Fiona Murdoch (Secretary), Sarah Patterson, Geoff Serpell, Elizabeth Fraser, Cameron Algie, Libby, Clive Carlyle, Penny Richards, Susan’s iPad, Sue Forward, Bram Mason, Peter Morison, Corey Hague, Euan Moore & Jenny Rolland, Giselle, Jim Phillipson, Jane, Christiane, Jack Katzfey, Susan’s iPad, CC Personal Phone, Cameron Algie, Susan’s iPad, Jim Phillipson, Louise Barton, iPhone.</p>
Proxy	Members may appoint another member as a proxy for the meeting for the purpose of voting on the special resolution. No proxy votes were received.
Apologies	Gavin Wigginton

Opening

- Peter Mulherin welcomed all to the meeting.
- Apologies were noted and no conflicts of interest were declared.
- Quorum for the meeting is 10% of members being 14 attendees - quorum was met.
- Diana Droog gave an Acknowledgement of Country.

Special General Meeting – Overview from Chair

- Purpose: To vote on amended Rules of Incorporation for LCV. This will enable LCV to apply for tax-deductible gift recipient status via the Australian Taxation Office.
- Although we voted on amended Rules for this purpose in April 2022 and May 2023, we have since received advice that further amendments are required due to changes in the requirements from a public fund to a gift fund. We are no longer bound by the more restrictive requirements of a public fund, including maintaining a committee of “Responsible Persons”.
- At their meeting on 3rd June 2024, the LCV Committee agreed the intention that LCV adopt new Rules and resolved that a Special General Meeting be held to consider, and if thought fit, to pass the following as a special resolution:
 - *“That the regulations contained in the document entitled “Rules” submitted to the meeting, and for the purpose of identification endorsed by the Chairperson thereof, be approved and adopted as the Rules of the Association in substitution for, and to the exclusion of, the existing Rules of the Association.”*
- The amendments to the Rules were summarised as follows:
 - Throughout: replace “public fund” with “gift fund”
 - 1.4 **Definitions** - remove definitions for “Responsible person”
 - 6.5 **Establishment and maintenance of the Land Covenantors Victoria Gift Fund**
 - Inserted: Parts 1 and 2 as highlighted yellow

- Deleted: parts struck-through
 - 6.6 **Conduit** - New clause inserted as highlighted yellow
 - 7.5 **Winding up** Part (3) - remove reference to Register of Environmental Organisations and replace with “charity with a similar charitable purpose to which income tax-deductible gifts can be made.”
- Amended Rules: Moved by Diana Droog and seconded by Rob Youl.
- Members were asked to vote on amended Rules. A show of hands indicated that all members in the room raised their hand, and over three quarters of members online raised their hand.
- A resolution was **carried by majority** to accept the Amended Rules.
- As no other business may be conducted at this Special General Meeting, the meeting was closed at 7.38pm.