

**FBI Radio**  
**Minutes of Annual General Meeting 2019**  
**Wednesday 4 December 2019**  
**FBI Radio, 44-54 Botany Road, Sydney NSW 2015**



**Committee Members in attendance:**

- Cassandra Wilkinson – President
- Emily Copeland – Vice President
- Selena Shannon – Vice President (Youth)
- James Smith – Treasurer
- Amy Solomon – Secretary
- Nikki Brogan – Managing Director
- Osman Faruqi
- Xavier Fijac
- Adam Herron (Board Observer)

**Apologies:** Michelle Cruz

**Other Association members present:**

As per the attendance book

**Meeting Chair:** Cassandra Wilkinson, President

Item	Description
1	<p><b>Welcome and Introductions</b></p> <ul style="list-style-type: none"> <li>• The meeting was declared open at 6.40pm</li> <li>• Cass acknowledged the traditional custodians of the lands on which we are all meeting today, the Gadigal lands of the Eora nation and paid her respect to elders past, present and emerging.</li> <li>• Welcome to all FBI Radio members who are here tonight</li> <li>• Introduction around the room to the committee members who join us tonight</li> <li>• Vote of thanks to our departing committee members Selena Shannon, Osman Faruqi and Michelle Cruz</li> </ul>
2	<p><b>Apologies</b></p> <p>Michelle Cruz, Committee Member</p>
3	<p><b>Quorum</b></p> <p>Under our constitution we are required to have 20 financial members present. Quorum confirmed, as per attendance book.</p>
4	<p><b>Acceptance of minutes of previous annual general meeting</b></p> <p><i>Proposed resolution: That the minutes of the 2018 Annual General Meeting be accepted.</i></p>

	<p><b>Moved:</b> Emily Copeland  <b>Seconded:</b> Xavier Fijac  No objections recorded  <b>PASSED</b></p>
5	<p><b>President’s Report</b></p> <p>Cass Wilkinson delivered the President’s report, which largely reflected the annual report as circulated and published. In summary:</p> <ul style="list-style-type: none"> <li>• 2018-19 was a year of significant growth for our organisation.</li> <li>• McNair confirmed our combined FM/DAB+ listenership has grown to 580,000, up from 504,000 in the previous survey at the end of 2018. 14% of Sydneysiders now listen to us regularly.</li> <li>• The board is incredibly proud of all the staff and volunteers whose creativity and hard work made this possible.</li> </ul>
6	<p><b>Treasurer’s Report</b></p> <p>James Smith and Emily Copeland delivered the Treasurer’s Report, which largely reflected the annual report as circulated and published. In summary:</p> <ul style="list-style-type: none"> <li>• In FY2019 the board of FBi Radio developed a strong understanding of the complex challenges of our business model. Our mission to be on-air 24x7 championing new and emerging voices is costly, so as a result we must constantly find new sources of revenue.</li> <li>• A very encouraging sign is the continued growth of our membership revenue, in line with our spectacular audience figures from the McNair National Listener Surveys. We have been improving our retention rates and transaction processing, as well as growing our total base of active financial supporters.</li> <li>• Page Harrison have completed their audit of our FY19 accounts. We are commercially solvent and able to continue operations and trading for the foreseeable future. Copies are available for all members to review.</li> </ul>
7	<p><b>Programming Report</b></p> <p>Dan Ahern, Programming Director and Amelia Jenner, Music Director, delivered the Programming Report, which largely reflected the annual report as circulated in published. In summary:</p> <ul style="list-style-type: none"> <li>• In 2019, FBi celebrated 15 years of championing Sydney music, arts and culture</li> <li>• FBi was awarded two CBAA awards and launched on iHeartRadio</li> <li>• We played 59% Australian music, with 31% from Sydney, and the introduction of quotas on how we playlist music: POC, WOC and non-male artists.</li> </ul>
8	<p><b>Election of Office Bearers and Ordinary Committee Members</b></p> <ul style="list-style-type: none"> <li>• Cass thanked all nominees for the open committee positions.</li> <li>• Cass explained that last year Heilan Bolton and Tim Ritchie were elected to the committee. They both had to step during the year for personal reasons, so there</li> </ul>

are two casual vacancies that have two years of the term remaining. Michelle Cruz had stepped in on Helian's behalf and we thanked her for her expertise and contribution.

*Proposed resolution: That the Returning Officer conduct the ballot for the Election of Committee Members.*

**Moved:** Nikki Brogan

**Seconded:** James Smith

No objections recorded

**PASSED**

Cass Wilkinson handed running of this item to Paul McLeay, Returning Officer.

- Paul explained the process of electing members to the Committee.
- Paul confirmed his perceived conflict of interest as he is married to Cass Wilkinson, who is running unopposed for re-election tonight.
- The positions up for election:
  - President
  - Vice-President – Youth
  - 1 x Ordinary Member (3 year term)
  - 2 x Ordinary Member (2 year term, casual vacancy)
- Paul declared that Cass Wilkinson was re-elected to President unopposed.
- Paul explained the ballot process for the election and called for candidates to make a 1 to 3 minute statement in support of their election.
- Paul asked the candidates to nominate a scrutineer
- Votes were then placed and counted.

Nominees for President

- Cass Wilkinson

Nominees for Vice President, Youth:

- Ilhan Abdi
- Joe Khan

Nominees for Ordinary Member positions

- Stu Buchanan
- Michelle Cruz (nomination withdrawn)
- Johnny Lieu
- Gina McKeon (nomination withdrawn)
- Meg Williams
- Danny Yau

Paul handed carriage of the meeting back to Cass Wilkinson, Chair

**8**

### **Proposed Special Resolutions**

Amy Solomon and Xavier Fijac provided an outline of the proposed special resolutions. The details of each special resolution are annexed to these minutes.

	<p><i>Proposed resolution: In accordance with Clause 29.2 of the Constitution of Free Broadcast Incorporated (the “Constitution”), the following special resolutions were passed by the Association:</i></p> <p><b>Special Resolution 1: Moved:</b> Nikki Brogan <b>Seconded:</b> James Smith All in attendance in favour. No objections record. <b>PASSED</b></p> <p><b>Special Resolution 2: Moved:</b> Meg Williams <b>Seconded:</b> Danny Yau All in attendance in favour. No objections record. <b>PASSED</b></p> <p><b>Special Resolution 3: Moved:</b> Darren Lesaguis <b>Seconded:</b> Tanya Ali All in attendance in favour. No objections record. <b>PASSED</b></p> <p><b>Special Resolution 4: Moved:</b> Adam Herron <b>Seconded:</b> Stu Buchanan All in attendance in favour. No objections record. <b>PASSED</b></p>
<p><b>9</b></p>	<p><b>Acceptance of annual report</b></p> <p><i>Proposed resolution: That the annual report tabled at the annual general meeting be accepted.</i></p> <p><b>Moved:</b> Johnny Lieu <b>Seconded:</b> Amelia Jenner No objections recorded <b>PASSED</b></p>
<p><b>10</b></p>	<p><b>Acceptance of Treasurer’s Report and financial statements</b></p> <p><i>Proposed resolution: That the Treasurer’s Report and financial statements tabled at the annual general meeting be accepted.</i></p> <p><b>Moved:</b> Cass Wilkinson <b>Seconded:</b> Bart Denaro No objections recorded <b>PASSED</b></p>
<p><b>11</b></p>	<p><b>Election of Committee Members</b></p> <p>Paul McLeay declared that the following members were elected to the Committee:</p> <p>Cass Wilkinson elected President for 3 year term Ilhan Abdi elected Vice President (Youth) for 3 year term Stu Buchanan elected Ordinary member for 3 year term Danny Yau elected ordinary member for 2 year term Meg Williams elected ordinary member for 2 year term</p> <p><i>Proposed resolution: This meeting:</i></p> <ul style="list-style-type: none"> <li>a) <i>Accepts the Returning Officer’s Report</i></li> <li>b) <i>Thanks him for conducting the ballot</i></li> <li>c) <i>Gives approval to destroy all voting materials</i></li> <li>d) <i>Appoints Paul McLeay as the Returning Officer for the next 12 months</i></li> </ul>

	<b>Moved:</b> Darren Lesaguis <b>Seconded:</b> Selena Shannon No objections recorded <b>PASSED</b>
<b>12</b>	<b>General Business</b>  No questions asked
<b>13</b>	<b>Adjournment</b>  The meeting was closed at 8.50pm.

Signed:

Name: Cassandra Wilkinson, President  
Date: 4 December 2019

Signed:

Name: Nikki Brogan, Managing Director  
Date: 4 December 2019

## **Special Resolutions for 2019 FBi Radio Annual General Meeting**

In accordance with Clause 29.2 of the Constitution of Free Broadcast Incorporated (the “Constitution”), the following special resolutions were passed by the Association at the 2019 Annual General Meeting as recorded in the minutes.

### **Programming Adviser**

#### **Special Resolution 1**

##### *Background*

It was proposed to remove the Programming Adviser position on the Management Committee, making that role an ordinary member position.

##### *Resolution*

The Association resolved that the Constitution be amended as follows:

- At Clause 18.1, the words “(including the Programming Adviser)” be deleted
- Clause 18.3 be deleted
- Clause 18.5 be amended to read “Secretary and three ordinary members”

### **ACNC Registration**

FBi Radio operates with Deductible Gift Recipient status (DGR1), however it does not appear on the Australian Charities and Not For Profits Commission (ACNC) register.

As a registered charity, FBi Radio will be able to accept online giving via emerging social media APIs. FBi Radio will also be eligible for specific ad grants through Google NFP programs.

We have received advice from the ACNC that the following special resolutions are proposed to amend our Constitution so that we comply with their guidelines for registration.

#### **Special Resolution 2: Public Fund Winding Up Clause**

##### *Background*

The ACNC has advised that we amend current clause 47 so that upon winding-up or dissolution of our Public Fund, we are required to distribute assets to another organisation that is charitable at law.

##### *Resolution*

The Association resolved that the Constitution be amended as follows:

- Clause 47 updated to include the following bold and underlined amendment:

#### 47. Distribution Of Surplus Assets (**Public Fund**)

47.1 If, upon the winding-up or dissolution of the Public Fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property the property shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution **that is charitable at law** having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution is to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

### Special Resolution 3

#### Background

To be registered as a charity with the ACNC, FBI Radio must meet charity registration requirements as set out in the [ACNC legislation](#). These registration requirements require an organisation to demonstrate that it is not-for-profit. One way an entity can demonstrate that it is not-for-profit is through the inclusion of suitable not-for-profit clause and dissolution clauses in our governing document.

The ACNC suggests that FBI adopt a winding up clause (in addition to existing clauses 46.1 and 47.1) as well as a not-for-profit clause, to demonstrate that the Applicant's funds will be applied for charitable purposes and to a not-for-profit entity with similar purposes upon winding up or dissolution.

#### Resolution

The Association resolved that the Constitution be amended as follows:

- Insert new Clause 46.2:

*The Public Fund shall be wound up if a resolution to that effect is carried by a vote of a three-quarter majority of the financial members present at a general meeting convened to consider the resolution.*

- Insert new Clause 47.2:

#### 47.2.

*In the event of the Association being wound up, all assets that remain after such winding up and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.*

- Insert new Clause 48:

#### 48. Not For Profit

*The assets and income of the Association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the Association except as genuine compensation for services rendered or expenses incurred on behalf of the Association.*

#### **Special Resolution 4**

As FBi Radio has Deductible Gift Recipient (DGR) status, the ACNC has advised that our Constitution should contain a DGR revocation clause as this allows an organisation to demonstrate that any surplus gifts or property, deductible contributions and money received because of such gifts and contributions will be transferred to another DGR upon dissolution or if DGR endorsement is revoked.

#### *Resolution*

The Association resolved that the Constitution be amended as follows:

- Insert new Clause 49:

#### *49. Deductible Gift Recipient Revocation*

*If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:*

- (a) gifts of money or property for the principal purpose of the Association;*
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and*
- (c) money received by the Association because of such gifts and contributions.*