



Continuing Legal Education Association
of Australasia for CPD Professionals

Annual General Meeting

MINUTES

Thursday, 12 October 2017 at 12:30pm (AEST)

The College Of Law, St. James Centre, Level 16, 111 Elizabeth Street Sydney

1	Present
	<p>Meeting opened at 12:36pm</p> <p>27 members in attendance</p> <p>Janet Barnes, Susan Carr-Gregg, Neville Carter, Jan Christie, Sarah Collins, Ann-Mare David, Simone Dixon, Una Doyle, Annie Fenwicke, Rachel Gillott, Sarah Heard, Heather Hibberd, Stephen Hodder, Kate Kelly, Christopher Lemercier, Elizabeth Loftus, Christa Ludlow, John McGill, Terri Mottershead, Ronwyn North, Hellen Papadopoulos, Jacquelyn Simon, Carl White, Graham Jobling, Robyn Howard, Amal Cutler and Francesca Saturno.</p>
	Apologies
	<p>Terri Mottershead noted that no apologies had been received.</p>
2	Proxies
	<p>Terri Mottershead advised the meeting that the CLEAA Constitution was silent on the time required for proxies to be received for an AGM. Terri also advised that for the past few years, CLEAA has proposed a closing a date about one week before the AGM. This year a time of two weeks had been proposed because of intervening holidays. Terri advised that the CLEAA Executive Committee had taken legal advice on this and were advised that the time period that could provide guidance can be found in the Corporations Act that a completed proxy notice must be received at least 48 hours before the meeting – the time period could also be less. The Executive Committee had considered this and declared all proxies received to be valid.</p> <p>Annie Fenwicke reported on behalf of Feona Duncombe for the CLEAA Secretariat.</p>

	<p>Members were advised that seven proxies had been received and, as noted by Terri, all were declared as valid: Aine Whelan (in favour of Ronwyn North), Carolyn White (in favour of Terri Mottershead), Angela Kurtz (in favour of Una Doyle), Andrew Lu (in favour of Ronwyn North), Helen Breene (in favour of Una Doyle), Stephen Bubb (in favour of Ronwyn North) and Carmen Maughan (in favour of Ronwyn North).</p>
3	<p>Minutes from previous AGM meeting held 21 October 2016</p>
	<p>Terri Mottershead advised members that the minutes of the CLEAA last Annual General Meeting on 21 October 2016 had been previously circulated and copies available again in the AGM package of documents.</p> <p>Motion: That the minutes of the last Annual General Meeting on 21 October 2016, previously circulated to members, were confirmed as a true and accurate account of the proceedings of that meeting.</p> <p>Moved: John McGill</p> <p>Seconded: Una Doyle</p> <p>Resolved: Motion carried unanimously</p>
4	<p>Ratify current Executive Committee and Work of that Committee</p>
	<p>Terri Mottershead explained to members that at the 2016 AGM there were sufficient votes to elect a new Executive Committee of CLEAA but, that Office Bearers were not identified and therefore not elected at that meeting. A special election by members was therefore called to nominate and elect Office Bearers in January. The response rate from members for this election was low. Terri Mottershead was voted in as President and Carl White was voted in as Vice President and Treasurer.</p> <p>Both Una Doyle and Ronwyn North commented that not everyone received notification of the special election in January. That may have explained the low response rate.</p> <p>Jan Christie said that she understood that the email had been sent to all members who were financial at that time.</p> <p>Ronwyn North then responded that there had been issues at that time with the emails.</p> <p>Motion: That there being no office bearers elected at the AGM on 21 October</p>

	<p>2016 and there being minimal responses to the special general meeting held on Friday, 20 January 2017 to elect office bearers to the positions of President and Vice-President/Treasurer, then the positions assumed by, and Executive Committee's work undertaken since the last AGM on 21 October 2016 to date be confirmed and ratified respectively by members.</p> <p>Moved: Neville Carter</p> <p>Seconded: Ann-Maree David AMD</p> <p>Resolved: Motion carried unanimously</p>
5	Reports and Budget
	<p>Terri Mottershead proposed a change to the order of items on the AGM Agenda. Terri suggested the order change in section 5, to 5.1, 5.2 + 5.4 and then 5.3 as this would allow the Financial and Budget Reports to be presented together and for the President's Report to be given immediately before the other proposed motions.</p> <p>Motion: That the order of reports to be dealt with and changed as noted above:</p> <p>Moved by Stephen Hodder</p> <p>Seconded by Jan Christie</p> <p>Resolved: Motion carried unanimously</p>
	5.1 Secretariat Report
	<p>Presented by Annie Fenwick on behalf of Feona Duncombe, CLEAA Secretariat.</p> <p>The Report of the Secretariat was circulated at the AGM. Annie Fenwicke took members through the Report and in particular noted the current membership numbers of CLEAA.</p> <p>Annie also noted that the proxy information referred to in the report had been discussed in detail earlier in this meeting.</p> <p>Motion: That the Secretariat Report put before the meeting be received, approved and adopted.</p> <p>Moved by John McGill</p> <p>Seconded by Stephen Hodder</p> <p>Resolved: Motion carried unanimously</p>
	5.2 & 5.4 Treasurer's Report: Financials and Budget 2017-18

	<p>Presented by Carl White, CLEAA Vice-President and Treasurer</p> <p>The Report of the Treasurer was circulated at the AGM. Carl White took members through the Report and in particular noted that CLEAA was solvent and had a nest egg. Carl provided a brief overview for members about the origin of CLEAA's funds, noted income has been mainly from membership and conference fees and expenditure curtailed because much of the work undertaken by the Executive Committee of CLEAA was voluntary (not paid for by CLEAA). Carl also noted that in light of the discussion that will come later in this meeting about CLEAA's future, a budget had not been developed or proposed for 2017/18.</p> <p>Motion: That the Financial Report put before the meeting be received, approved and adopted.</p> <p>Moved by Hellen Papadopoulos.</p> <p>Seconded by Stephen Hodder</p> <p>Resolved: Motion carried unanimously</p>
	<p>5.3 President's Report</p>
	<p>Presented by Terri Mottershead, CLEAA President</p> <p>The Report of the President was circulated at the AGM. Terri took members through the Report and in particular:</p> <ul style="list-style-type: none"> • Acknowledgement services provided by members and others to CLEAA the past year including the current Executive Committee, Leo Cussen, and many others; • Discussed the change in Secretariat from Leo Cussen to Fe Be Dee Book Keeping as of 1 July 2017 and expressed thanks to Elizabeth Loftus, Felicity Turner and Leo Cussen for their contribution to CLEAA and assistance with a smooth transition • Discussed website update and maintenance provided by Kindle Vision; • Discussed activities undertaken by CLEAA and in particular the focus on local chapter events in Brisbane, Sydney and Melbourne. Terri also apologies for providing just one newsletter since being elected by President and explained that her personal circumstances had intervened and made it difficult to do more. • Financials – noted that these has been addressed in the Treasurer's Report and noted again that CLEAA was solvent. • Discussed the declining membership of CLEAA across all categories and a number of years. Ronwyn North asked when the 2017/18 membership numbers

	<p>information had been updated. Terri responded it was up to date as at close of business on 11 October 2017.</p> <ul style="list-style-type: none"> • Discussed the attempts to revitalize CLEAA and engage members from reviewing prospective partnerships with other organisations to the focus on local chapter events. • Discussed that CLEAA's future was with members to discuss today at this AGM. <p>Motion: That the President's Report put before the meeting be received, approved and adopted. Moved by Jan Christie. Seconded by John McGill Resolved: Motion carried unanimously</p>
6	CLEAA Winding Up
	<p>Terri Mottershead advised that as the CLEAA Constitution was silent on the requirements for winding up, the current Executive Committee has taken legal advice on it.</p> <p>Terri opened the floor for discussion to members generally about their thoughts, views and comments on CLEAA's future and called on anyone to speak to and discuss the motion that CLEAA be wound up voluntarily.</p> <p>Jan Christie commented that Learning & Development (L&D) groups are active and available in Sydney and aimed at those who are essentially in L&D management roles including corporates and government like ASIC. It is called the Legal Learning Forum (LLF) in Sydney. Meetings take place approximately every six weeks.</p> <p>Terri Mottershead commented that there was a similar group in Melbourne and asked Carl White to expand on this.</p> <p>Carl White noted that he had attended the meetings of the Melbourne group and understood they had events every couple of months and get a good turnout. He also indicated that they did similar work to CLEAA.</p> <p>Ronwyn North commented that it has never been clear how people are invited along to LLF meetings. She also asked enquired as to the demographics of the LLF.</p>

	<p>Jan Christie said that the LLF was originally formed for L&D management in firms, which expanded into big law firms who had an L&D Manager, and then their teams. Who was invited was based around what specific topics the event was on. However, it is for those who put their hand up as an L&D Manager. It is completely voluntary.</p> <p>Chris Lemercier asked whether the viability of CLEAA would be different if those organisations did not exist or engage. He also asked if it was a budgetary issue leading to the winding up motion.</p> <p>Terri Mottershead replied that the winding up motion was being put because of the changed legal marketplace for CLEAA, all associations and the legal industry generally, declining membership numbers over a number of years, declining membership engagement over a number of years, and that in its current form, CLEAA was not viable. As the depth and breadth of change required of CLEAA at this point was significant, the current Executive Committee were of the collective view that the matter needed to be brought to CLEAA members in general meeting hence the reason it has been brought to the AGM.</p> <p>Ronwyn North replied that the free members of CLEAA were in her view from law firms. Ronwyn noted there was a level interest as long as members do not have to pay.</p> <p>Chris Lemercier asked if CLEAA should be lobbying the government and involved in this sort of advocacy role.</p> <p>Jan Christie reminded members that she has been invited to and appeared before the NSW FLIP enquiry as the then President of CLEAA so CLEAA had fulfilled this type of role.</p> <p>Ronwyn North commented that CLEAA was the only place for legal professionals to obtain professional development. She believes that CLEAA should try to stay open. CLEAA can afford to stay open. She stated that one email and one invitation to an event is not the best that CLEAA can do.</p> <p>Terri Mottershead commented that the current Executive Committee had not come to their decision lightly. Terri also advised that she has reached out personally to long standing members of CLEAA to ensure they had the opportunity to ask questions of her. The current Executive Committee had been very mindful and respectful of CLEAA's legacy and remains so. But the fact was that there was declining membership and interest in</p>
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	<p>CLEAA. The marketplace had changed from when CLEAA first formed. Efforts over the years to engage members in special interest groups, taskforces and local chapter events had been meet with limited response. Last AGM, CLEAA was barely able to find sufficient people to form an Executive Committee and no one as prepared to serve as an office bearer. If there was sufficient interest from members at the AGM to carry CLEAA forward, then that motion could be put.</p> <p>Jan Christie said that the LLF is a casual organisation – people move in and out of events and events are organised ad hoc. Jan commented that the part that is not working for CLEAA is who is going to resource it.</p> <p>Neville Carter commented that he felt the time for general discussion should be drawn to a close and the motion put and formally discussed.</p> <p>Una Doyle commented that she wanted to note that Terri Mottershead reached out personally to members and explained the situation to them, including her. As immediate past president of ACLEA, she understood the issues organisations like CLEAA faced, and that some of their issue were that members weren't engaged. CLEAA could reach out to other organisations, and members could think more about the future of CLEAA before making a final decision. She noted that she thought there had been some systems faults in getting emails out to CLEAA members.</p> <p>Francesca Saturno said that an email with no context was not enough and that there should have been more information published about this.</p> <p>Terri Mottershead advised that information about this AGM had gone out to past and current members (financial or not) from 2011 to date. There had been two emails and all AGM documents has been posted on the CLEAA website, and noted in Twitter, LinkedIn and Facebook posts.</p> <p>Motion: That CLEAA be wound up voluntarily as soon as practicable after the conclusion of the Annual General Meeting.</p> <p>Moved by Neville Carter</p> <p>Seconded by John McGill</p> <p>Terri Mottershead opened the floor for discussion of the motion.</p> <p>Christa Ludlow said that she joined CLEAA six months ago and works as a consultant. She understands the difficulty of what Terri Mottershead has said but is not sure what sort of</p>
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	<p>relationship that CLEAA and ALPMA have. She asked to hear more about the about the relationship in regards to the motion.</p> <p>Terri Mottershead replied that any relationship or partnership to be pursued with ALPMA would need to be something taken up by the new CLEAA Executive committee is one was elected today.</p> <p>Jacquelyn Simon noted she felt there needed to be more time and more discussion about CLEAA's future for members to make a decision. She felt the decline in CLEAA membership and its formalities of operation should not at this point result in CLEAA being wound up. She felt that a new Executive Committee could focus on developing a series of points for discussion and conversations throughout the next 12-18 months and that at this point, CLEAA had moved to a proposal to wind up too far too fast using the decline as the reason to wind up. Jacquelyn suggested that the motion to wind up should be defeated.</p> <p>Terri Mottershead replied that the motion to wind up was being put by the current Executive Committee but it did not preclude other motions being put if it was defeated.</p> <p>Francesca Saturno replied that people do not know what the role of the Executive Committee is in CLEAA. She said that she likes receiving newsletters and has not been as engaged as she could be.</p> <p>Terri Mottershead said that passive membership is not what is needed for CLEAA right now, engagement by members was critical.</p> <p>Ronwyn North stated that she had stepped back from the Executive Committee, but that she would be happy to put her hand back up to join again. She felt there may be a concern that CLEAA would not elect an Executive Committee at this meeting but that would not be clear until there was a vote.</p> <p>Motion: That CLEAA be wound up voluntarily as soon as practicable after the conclusion of the Annual General Meeting.</p> <p>Moved by Neville Carter</p> <p>Seconded by John McGill</p>
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	<p>Resolved:</p> <p>11 in favour</p> <p>17 defeated</p> <p>6 abstains</p> <p>Motion is defeated.</p>
7	<p>Appointment of CLEAA Executive Committee and Office Bearers</p>
	<p>Terri Mottershead asked the current CLEAA Executive Committee and Officer Bearers to confirm their status to members.</p> <p>The current CLEAA Executive Committee and Officer Bearers formally resigned their positions to be effective at the end of this AGM:</p> <p>Annie Fenwicke, Carl White (Vice-President and Treasurer), Hellen Papadopoulos, Jan Christie, Janet Barnes, Simone Dixon and Terri Mottershead (President) resigned.</p> <p>Jan Christie advised as immediate past President of CLEAA she was an ex officio member of the current CLEAA Executive Committee and so was not required to formally resign but also did not seek re-election.</p> <p>Terri Mottershead also advised members that she would not be taking up the option offered under the CLEAA Constitution to remain an ex officio member of the new CLEAA Executive Committee.</p> <p>Neville Carter congratulated Terri and the Executive Committee on the way that the AGM has been conducted.</p> <p>As no nominations for the Executive Committee had been received prior to the AGM, Terri Mottershead called for nominations from the floor for the Executive Committee for 2017/18.</p> <p>The following nominations were received and voted on by members:</p> <p>Motion: That Jacquelyn Simon be elected to the CLEAA Executive Committee</p> <p>Moved by John McGill</p> <p>Seconded by Chris Lemerrier</p> <p>Resolved: Motion carried unanimously</p> <p>Motion: That Ronwyn North be elected to the CLEAA Executive Committee</p> <p>Moved by John McGill</p> <p>Seconded by Ann-Maree David</p> <p>Resolved: Motion carried unanimously</p>

	<p>Motion: That Una Doyle be elected to the CLEAA Executive Committee</p> <p>Moved by John McGill</p> <p>Seconded by Ann-Maree David</p> <p>Resolved: Motion carried unanimously</p> <p>Motion: That Francesca Saturno be elected to the CLEAA Executive Committee</p> <p>Moved by John McGill</p> <p>Seconded by Jan Christie</p> <p>Resolved: Motion carried unanimously</p> <p>Motion: That Sarah Collins be elected to the CLEAA Executive Committee</p> <p>Moved by John McGill</p> <p>Seconded by Elizabeth Loftus</p> <p>Resolved: Motion carried unanimously</p> <p>Motion: That Chris Lemercier be elected to the CLEAA Executive Committee</p> <p>Moved by John McGill</p> <p>Seconded by Jan Christie</p> <p>Resolved: Motion carried unanimously</p> <p>Motion: That Amal Cutler be elected to the CLEAA Executive Committee</p> <p>Moved by John McGill</p> <p>Seconded by Jan Christie</p> <p>Resolved: Motion carried unanimously</p> <p>Terri Mottershead called for nominations from the floor for CLEAA Office Bearers from the newly elected Executive Committee for 2017/18 – office to take effect at the end of the AGM.</p> <p>The following nominations were received and Officer Bearers elected:</p> <p>Motion: That Ronwyn North be elected as President of CLEAA</p> <p>Resolved: Elected unanimously and unopposed</p> <p>Motion: That Jacquelyn Simon be elected as Vice President and Treasurer of CLEAA</p> <p>Resolved: Elected unanimously and unopposed.</p>
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	Terri Mottershead congratulated the newly elected CLEAA Executive Committee and Office Bearers. Terri thanked members for the opportunity to serve as CLEAA President and noted it had been a privilege to do so.
8	Date and Location – 2018 AGM
	<p>Terri Mottershead asked for member to suggest a venue and date for the 2018 CLEAA AGM.</p> <p>Motion: In accordance with Article 7 of the Constitution, that the next Annual General Meeting (2018) will be held at University of New South Wales at a date to be determined by the newly elected CLEAA Executive Committee.</p> <p>Moved by Chris Lemercier</p> <p>Seconded by Janet Barnes</p> <p>Resolved: Motion carried unanimously</p>
9	Other Business
	Terri Mottershead asked members if there was any other business for discussion, and there being none, closed the AGM at 1.45pm.