

NOTICE OF ANNUAL GENERAL MEETING

**The Australian Festival of Chamber Music – North Queensland Limited
Trading as Australian Festival of Chamber Music (AFCM)
ABN 35 050 418 730**

**to be held on Tuesday 5 March 2019 at 5.30 PM (doors open 5:20pm)
at The Ville Resort-Casino, Coral Sea Room
Sir Lesley Thiess Dr, Townsville.**

**To be followed by the AFCM 2019 Program Launch at 6:30pm
at The Ville Resort-Casino Quarterdeck**

Attached are:

- the agenda for this meeting
- the minutes of the last annual general meeting.
- a proxy form
- a copy of AFCM's Constitution is available [here](#).

At the meeting, members will have the opportunity to:

- find out about AFCM's operations and finances
- ask questions about the operations and finances of AFCM
- speak about any items on the agenda
- vote on any resolutions proposed.

At the meeting, members will be asked to vote to:

- accept the minutes of the last annual general meeting
- accept the annual report
- accept the auditor's report
- accept the annual financial statements
- appoint an auditor
- elect directors.

BY ORDER OF THE BOARD

Gavin Findlay
Company Secretary
11 February 2019

ANNUAL GENERAL MEETING

The Australian Festival of Chamber Music – North Queensland Limited
Trading as Australian Festival of Chamber Music (AFCM)
ABN 35 050 418 730

AGENDA

1. Welcome	Chair														
2. Apologies and Proxies	Company Secretary														
4. Review and acceptance of Minutes of the previous Annual General Meeting held on Tuesday 17 April 2018	Chair														
5. Matters arising from the Minutes	Chair														
6. Chair's Address and acceptance of 2018 Annual Report *	Chair														
7. Review and acceptance of Auditor's Report and Annual Financial Statements for the year ended 31 December 2018 *	Chair														
8. Election of Directors * For 3-year terms – 3 vacancies: <table><tr><td><i>Candidate</i></td><td><i>Proposer</i></td></tr><tr><td>Capps, AM, Mary Jo</td><td>Sandra Yates</td></tr><tr><td>Nicholas, OAM, Marjorie</td><td>Sandra Yates</td></tr><tr><td>Seawright, Jane</td><td>Sandra Yates</td></tr></table> For 2-year terms, to fill casual vacancies – 2 vacancies: <table><tr><td><i>Candidate</i></td><td><i>Proposer</i></td></tr><tr><td>Higgins-Olsen, Judith</td><td>Sandra Yates</td></tr><tr><td>Kelly, Timothy</td><td>Sandra Yates</td></tr></table>	<i>Candidate</i>	<i>Proposer</i>	Capps, AM, Mary Jo	Sandra Yates	Nicholas, OAM, Marjorie	Sandra Yates	Seawright, Jane	Sandra Yates	<i>Candidate</i>	<i>Proposer</i>	Higgins-Olsen, Judith	Sandra Yates	Kelly, Timothy	Sandra Yates	Company Secretary
<i>Candidate</i>	<i>Proposer</i>														
Capps, AM, Mary Jo	Sandra Yates														
Nicholas, OAM, Marjorie	Sandra Yates														
Seawright, Jane	Sandra Yates														
<i>Candidate</i>	<i>Proposer</i>														
Higgins-Olsen, Judith	Sandra Yates														
Kelly, Timothy	Sandra Yates														
9. Appointment of auditor * Resolution: that Crowe Horwath be removed as auditor of the company. Proposer: Terry Dodd Resolution: that Grant Thornton be appointed as auditor of the company. Proposer: Terry Dodd	Chair														

* Please see **ADVICE TO MEMBERS** following

ADVICE TO MEMBERS – AFCM ANNUAL GENERAL MEETING 2019

6&7. 2018 Annual Report and Annual Financial Statements

These reports are being finalised and will be emailed to all financial members prior to the meeting. A limited number of paper copies will be available at the meeting.

8. Election of Directors

In accordance with the provisions of Rule 10.3(d)(v) of the Company's Constitution, as the number of eligible candidates is equal to the number of available positions it is not necessary to hold a vote and the nominated candidates will be deemed duly elected.

3-year terms:

Pursuant to Rule 10.3(b) of the Constitution, the number of Directors to be elected at the Annual General Meeting (AGM) in each year will correspond with the number of vacancies in the position of Director.

Directors Terry Dodd, Marjorie Nicholas OAM and Jane Seawright's 3-year terms expire at the conclusion of the 2019 AGM.

Pursuant to Rule 10.4, Director Terry Dodd having served the maximum time permitted as a Director is ineligible for re-election and retires from the Board.

Directors Marjorie Nicholas OAM and Jane Seawright, each having served one 3-year term, are eligible and having been nominated for re-election.

Member Mary Jo Capps, AM, has been nominated for a 3-year term and is eligible for election.

Biographies of candidates:

Capps AM, Mary Jo

MusBach, MA Musicology (Toronto), Doctor VPA (hons caus. Melbourne)
Mary Jo has held senior management roles in the Australian cultural industry for 40 years, beginning as Manager of the WA Symphony Orchestra after leaving her native Canada. She has been a consultant to major Australian arts companies such as the Sydney Symphony Orchestra, Company B Belvoir Theatre, Bangarra Dance Theatre and the Museum of Contemporary Art as well as serving on a number of business and pro bono boards. She recently stepped down after nearly 20 years as CEO of Musica Viva Australia and is now managing a portfolio of board roles and leadership consultancies with a particular focus on mentoring emerging female leaders.

She was awarded the first Creative Partnerships Australia Arts Leadership Award in 2016, an honorary Doctor of Visual and Performing Arts from the University of Melbourne in 2017, and Member of the Order of Australia in 2019 in recognition of her services to the arts and to business.

Nicholas OAM, Marjorie

LL.B (University of Melbourne)

Mrs Nicholas practised as a Barrister and Solicitor of the Supreme Court of Victoria and the High Court of Australia in a Melbourne-based legal career spanning 39 years. She has extensive experience in corporate governance, the not for profit sector and philanthropy. For some 22 years she was also a managing owner/partner in a large-scale cropping and beef cattle enterprise in the NSW Southern Riverina.

Mrs Nicholas has most recently served as a board member of Methodist Ladies' College, Kew, Victoria (2013-18), and Howlong Country Golf Club Limited (2010-2018) and has previously held a number of other board directorships. She chairs the MLC Foundation.

Classically trained as a pianist, singer and clarinettist, and more recently playing as a cellist with the Murray Conservatorium Orchestra and the North East Victoria Occasional String Orchestra, she maintains a keen interest in music.

Seawright, Jane

BA.LLB (Hons) M.Bus (Marketing) FAICD

An experienced non-executive director and professional company secretary with a background as a corporate and commercial lawyer, knowledge and information professional and business development leader. She has substantial board and senior executive experience in a range of environments, including the not for profit sector, specifically in the arts, mining, health and research sectors. She has advised listed and unlisted companies in corporate governance, capital raising, financing, commercial agreements and arrangements, intellectual property and commercialisation. Jane is currently a director of the Residential Tenancies Authority and is Chair of Netball Queensland.

Casual vacancies:

Under the provisions of Rule 11.5(a) of the Constitution the Board has the power to appoint an eligible person as a Director to fill a casual vacancy. Pursuant to Rule 11.5(b) a person appointed under Rule 11.5(a) holds office until the conclusion of the next general meeting of the Company. Further, pursuant to Rule 11.5(c) the Members may at a general meeting elect an eligible person as a Director to occupy the vacant position for the balance of the original term.

Since the 2018 AGM Directors Judith Higgins-Olsen and Timothy Kelly have been appointed by the Board to fill casual vacancies. Accordingly, they currently hold office until the conclusion of the 2019 AGM. Both of these Directors, being eligible, have been nominated for election under the provisions of Rule 11.5(c) to hold office for the balance of the original term which in each case will expire at the conclusion of the 2021 AGM.

Biographies of nominees:**Higgins-Olsen, Judith**

Bachelor Sport & Exercise Science, James Cook University Townsville. Worked in allied health practice assisting and treating patients. General Manager of Townsville Fire (Women's National Basketball League). Current General Manager of Townsville Hospital Foundation.

Previous Board Director of North Queensland United Football Club. Active member of North Queensland Opera & Music Theatre and Townsville Choral Society.

Kelly, Timothy

BEcon (UQ), BBus(Acc) (QUT), GDipEd, MEdSt (UQ), MACE, MACEL. Mr Kelly commenced as the Principal of Townsville Grammar School in 2018. Prior to his appointment at TGS, he was the Deputy Headmaster of Toowoomba Grammar School and the Head of the Business Faculty at Anglican Church Grammar School in Brisbane. Before commencing his career in education, Mr Kelly worked in banking located in Australia and the United Kingdom.

9. Proposed change of auditor

The Board of AFCM has endorsed the recommendation of the AFCM Compliance, Audit and Risk Management Committee that the company appoint Brisbane-based firm Grant Thornton as the company's auditor in 2019.

The CARM Committee had previously advised that it is considered appropriate to rotate auditors from time to time under contemporary best practice in corporate governance. Proposals were solicited from two accounting firms and Grant Thornton provided the strongest proposal and best value for money.

AFCM's current auditor, Crowe Horwath, has been in the role for several years and the Board thanks them for their services, including the preparation of the Annual Financial Statements and Auditors Report in 2018. Crowe Horwath were duly advised prior to the meeting and have been invited to attend the AGM if they wish to make any comment on the report, or make representations about the decision.

MINUTES OF ANNUAL GENERAL MEETING

held on Tuesday 17 April 2018 at 5.30pm

in the Mayoral Reception Room, Townsville City Council, Walker Street, Townsville.

Chair:	Sandra Yates, AO (Director)
Present:	Samuel Blanch, Joan Brown, Paul Brown, Gai Copeman, Lorraine Gray-McConnell, Chris Dall Osto, Carol Dall Osto, Michael Fellows (Director), Simon McConnell, David North, Christine Ross, Bronwyn Smalley, Chris Smalley, Jane Seawright (Director).
In Attendance:	Justin Ankus (Company Secretary)
Apologies:	As per Appendix "A"
Proxies Recorded:	Sue Hackett to the Chair
Opening of meeting:	Meeting opened 5.29PM The Chair thanked the members for their attendance.
Minute of previous meeting:	Motion to accept the minutes of the Annual General Meeting held on Wednesday 5 April 2017 as a correct record. Moved: Michael Fellows, Seconded: Chris Smalley. Carried.
Chair's Report:	<p>The Chair noted her report in the AFCM Annual Report. The Chair also noted the following updates since the report was written:</p> <p>a) The transition to the new Artistic Director is progressing well and the program for 2018 has been well received.</p> <p>b) The commissioning, by Townsville City Council, of a report from AECOM on the feasibility of the Central Park site as the potential location for a new concert hall.</p> <p>Michael Fellows enquired about the refurbishment of the Civic Theatre. The Chair advised that to her knowledge the refurbishment is on track and will provide welcome improvements. The Chair also noted the new facilities at The Ville, which the AFCM will be using in 2018 for Concert Conversations.</p> <p>Sam Blanch addressed the meeting to advise that he had written to the Federal Minister for the Arts lamenting the lack of funding from the Federal Government. Mr Blanch advised that he had recently received a response advising that funding decisions were made by the Australia Council which is at arm's length from Government and that funding of over \$500K has been received over the years.</p> <p>The Chair responded that caution was required when engaging with the Federal Government in so far as the government had its machinery to make these awards. However, that this should not</p>

	<p>dissuade members from writing as individuals to their respective representatives.</p> <p>The Chair advised the members of the board's decision to appoint a Philanthropy Manager in 2018 to refocus funding for the festival based on a report that it had commissioned. The Chair advised the meeting that arts organisations need to become more self-reliant.</p> <p>Motion that the Chair's report be adopted. Moved: Michael Fellows Seconded: Jane Seawright. Carried</p>
Financial Report:	<p>Company Secretary, Justin Ankus, read the Finance Report from the Chair of the Audit Compliance and Risk Management Committee, Professor David Low.</p> <p>Professor Low's report highlighted:</p> <p>a) A surplus for the 2017 financial year as per the financial reports driven by increased earnings across the board.</p> <p>b) The surplus included \$31K attributable to the Future Fund, including a significant donation from the Estate of the Late Hilton Nicholas. Professor Low thanked his widow, Marjorie Nicholas OAM and the Nicholas family for the gift.</p> <p>c) That the Future Fund reserves now stood at \$313K.</p> <p>d) That contracts with Government Funding partners were in place for 2018. Also, that this was the last year for the current contract with Tourism and Events Queensland.</p> <p>Moved that the report be adopted. Moved: Jane Seawright, Seconded Bronwyn Smalley. Carried.</p>
Election of Directors:	<p>The Chair of the meeting declared that there being an equal number of positions vacant and nominations duly received the nominees; Russell Mitchell and Professor David Low are duly elected.</p>
Closure of Meeting:	<p>Meeting closed 5.54PM</p>
Minute taker:	<p>Justin Ankus</p>

Appendix "A"

Australian Festival of
Chamber Music – North
Queensland Limited
Annual General Meeting
2018 – Apologies

John Adams
Michael Allott
Jill Anwyl
Janet Askern
Ben Bacon
Ruth Bailey
Winston Bailey
David Ball
Patricia Ball
Irmgard Bauer
Jessica Begun
Monica Bell
Sara Bennett
Helen Biddle
Dr Ioana Bowden
Bruce Bowman
Lyn Bowman
Kate Bradbury
Margot Breidahl
Beth Brown
June Brown
Paul Brown
Catherine Brown-Watt
Tom Bruce, AM
Margaret Callan
Peter Callan
Elizabeth Clark
Richard Clarke
Pip Clarke
Dr Peter Clayton
Hilary Cook
Geoff Cope
Julie Cope
Trevor Cowling
Elizabeth Cox
Colleen Crampton
Cyril Curtain
Christine Dagworthy
Robert Dagworthy AM

Gary Want
Derek Watt
Fran Whitford

Penny Davis
Beverley Kay de Jersey
Peter de Jersey
Daphne Dobbyn
Fiona Douglas
Brian Doyle
Janice (Jan) Doyle
Alan Duncan
Neil Dwyer
Helen Earlam
Kathy Elton
David Endean
Don England
Sally Frewen-Lord
Dr Ofra Fried
Gudrun Genee
Janie E Gibson
Bruce Gibson-Wilde
Janet Grant
Dianne Gray
Susan Green
Eleanor Grove
Betty Hancock
Sue Hackett
Daniel Hardie
Robyn Hardie
Annie Hawker
David Hay
Gordon Hobday
Peter Horan
Ralph Hunt
David Ikin
Joan Ikin
Andrew Johnston
Anne Keen
John Kershaw
Garry Kinnane
David Kippin
Olga Lipsky
Jos Luck
Susan Lurie
Marie-France Mack
Trevor Mack
Donald Magarey
Kathryn Magarey
Kay Martinez
Virginia May
Jeffrey Whitford
Heather Williams
Janet Williams

Warwick McEwan
Catherine McPherson
Edward Meagher
Robert Mills
Barbara Mitton
Senator Claire Moore
Muriel Morillon
Prof Alec Morley
Peter Moylan
Marjorie Nicholas OAM
Murray Noble
Patricia Nordine
Doreen Norman
Jennifer O'Connor
Teresa O'Connor
Ruth O'Dea
Cynthia O'Keefe
Dianne O'Toole
David Payne
Sue Quinlan
Steve Quinlan
Betty Rankin
Noel Renouf
Deborah Robertson
Frank Robertson
Jan Robinson
David Robinson
Anne Roebuck
Alison Ross
John Saboisky
Margaret Saboisky
Roger Salkeld
Helen Salkeld
Jill Scheetz
Jenny Sebba
Michael Skinner
Moya Smith
Arn Sprogis
Dr Robert Steele
Jill Steele
Rosalind Strong
Wendy Taylor
Jocelyn Thompson
Margaret Treadwell
Dr Nita Vasilescu
Derris Vernon

Dr Margot Woods
Sue Yeo

PROXY FORM

SECTION A: Appointment of Proxy

I, _____ (Full name), of
_____, (Address)

being a financial member of The Australian Festival of Chamber Music - North Queensland Limited (the Company), and entitled to attend and vote at a general meeting of the Company **HEREBY APPOINT**

_____, of
(Full name of Proxy, who must be a Member of the Company)
_____, (Address)

OR failing him or her _____, of
(Full name of alternative Proxy, who must also be a Member of the Company)
_____, (Address)

OR failing him or her, **OR IF NO PERSON IS NAMED**, the Chair of the Meeting

as my Proxy to act generally at the meeting for me and to vote on my behalf in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 5:30pm on Tuesday 5 March 2019 and at any adjournment thereof in the manner indicated below or in the absence of indication as he or she thinks.

SECTION B: Voting Directions

Please mark X in the box to indicate your voting directions to your Proxy. The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution.

	FOR	AGAINST	ABSTAIN
Adoption of Minutes 2018 AGM			
Adoption of Financial Report			
Appointment of Auditor			

If no directions are given my proxy may vote as he or she thinks fit, or may abstain. **Note:** If you mark the Abstain box for a particular item you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

SECTION C: Signature of Member

Date: _____

For compliance with the Company's Constitution, a document appointing a proxy must be:

(a) presented at the meeting to which it relates; or

(b) alternatively, either:

- delivered to the Office, Level 1, Breakwater Terminal, Sir Leslie Thiess Drive, Townsville, QLD 4810; or
- sent by prepaid post to Company Secretary, Australian Festival of Chamber Music, PO Box 5871, Townsville QLD 4810; or
- faxed to the Company Secretary, Fax Number +61 7 4771 4122; or
- sent by electronic mail to: rsvp@afcm.com.au (please put "Proxy" in the Subject line)

in any of these cases so as to be received before the time for holding the meeting or adjourned meeting or poll at which the Member proposes to vote by proxy.

If in doubt as to how to deal with this Form, please contact the AFCM Office (Telephone +61 7 4771 4144).