



The Wilderness Society Ltd 2024 Annual General Meeting

Minutes (Confirmed by Meeting Convenor)

Wednesday, 27 November 2024, 6.30pm AEDT

Hosted at 132 Davey Street, Hobart - Member attendance by Vero Voting webinar

Members in attendance: 20 Members live attendees around the country (list not for publishing)

Eligible Proxies (in attendance): 57 eligible proxies confirmed (list not for publishing)

Apologies: 12 Members offered apologies for the meeting (list not for publishing)

Meeting Convenor: Karl Tischler, Convenor, The Wilderness Society Ltd Board

Minutes: Jo Stephen

Timekeeper/Moderator: Christine Zangari

Company Secretary: Matt Brennan

In Attendance by Invitation of the Board: Ross Burt (William Buck Audit)

1. Welcome and Meeting Opening

Matt Brennan, The Wilderness Society CEO, addressed the meeting and thanked everyone for attending The Wilderness Society Ltd (TWS Ltd) 2024 Annual General Meeting. Matt confirmed that there was a sufficient quorum of registered Members for the entire meeting before acknowledging the Traditional Custodians, past and present, of the land at the various sites where the meeting was taking place.

The Wilderness Society had made arrangements consistent with the law for this AGM to be held by webinar, enabling all Members to safely participate in the event remotely. A summary of the meeting's format and the process was provided for attending Members.

Karl Tischler, TWS Ltd Convenor, addressed the meeting in line with Clause 21 of the Constitution and declared the meeting open at 6.32pm, noted 14 apologies received for the meeting, confirmed 57 eligible general proxies were received and noted in attendance at the meeting was Ross Burt of William Buck Auditors (Melbourne).

Meeting Process Overview

Karl then summarised the agenda as advertised by Matt Brennan, Company Secretary, and outlined TWS Ltd's reporting requirements as a charity registered with the Australian Charities and Not-for-profits Commission. As a Public Company Limited by

Guarantee, there is no requirement for Members to vote to approve the TWS Ltd Financial Statements or Directors' Report, however, time was allocated for questions and answers at particular agenda items, with Members able to provide questions online.

2. Minutes of the Previous General Meetings

In accordance with The Wilderness Society Ltd's Constitution, Minutes of the 2023 Annual General Meeting, as confirmed by the meeting's facilitator, were made available on The Wilderness Society website within a month of the meeting.

Those Minutes were provided to Wilderness Society Members for information.

3. Reports from The Wilderness Society Ltd Board

Director's Report

Karl presented the Director's Report on behalf of The Wilderness Society Ltd Board. The full report is included in the Annual Review for the year available on The Wilderness Society website.

Karl provided the following points of note from the 2023/24 Financial Year.

- ❖ The dire state of the environment can be exhausting - how dire do things have to get before something will be done.
- ❖ The Wilderness Society and every member, volunteer and donor matters. Every action taken, no matter how modest, is important and appreciated.
- ❖ You are the source of much inspiration. Whether you are a supporter who gives to an appeal, a member donating regularly, someone who has pledged a gift in your Will or a volunteer that shows up for our community events and rallies or writes to their local politician. Each of you— your time, money and voice—inspire all of us at the Wilderness Society.
- ❖ Without you, there would be no Wilderness Society—there would be no community and campaigning work to protect the places that are now so important for our shared future—and for that, I am profoundly grateful.
- ❖ 'Action is the antidote to despair': amid the many challenges facing our natural world this is exactly the spirit that uplifts so many and it's a message that we simply must heed. It is the very personification of all that the Wilderness Society does, and the basis of all social change.
- ❖ Right now there has never been a more important time to show up, do something and act to protect what we all love.
- ❖ On behalf of the Board I would like to say thanks to the entire team for their commitment and thanks to you for believing in what we are tasked to achieve.

Further highlights from the financial year are outlined in the Annual Review online.

Financial Overview

Andrew Barker, Director and Convenor of the Finance Audit Risk and Compliance Committee, presented an overview of the 2023/24 Financial Statements on behalf of the Board.

Points of note included:

- ❖ For the 2023/2024 financial year, The Wilderness Society delivered an operating deficit of just over \$1.3m. The main drivers of the deficit were budgeted increased expenditure on environmental campaigns and programs and a challenging year for donations.
- ❖ The latter is due partly to the economic circumstances where cost of living and

other social pressures reduced the organisation's ability to acquire new members through our fundraising efforts.

- ❖ Bequests, whilst slightly down on prior year, remained strong. We thank all our donors and bequestors for their generosity, and we are incredibly grateful for this support.
- ❖ Investment income increased to \$0.4m, contributing to an overall Income result of \$11.3m being 8.7% down on the prior year.
- ❖ This income challenge was partly offset by Total Expenditures being less than expected despite a challenging high inflationary environment and a 5.9% increased investment in our core Organisational Campaign Plan (OCP).
- ❖ Total Expenditures increased only slightly (0.2%) to \$12,627,643 from \$12,597,321 in 2023, reflecting careful oversight and reduced fundraising expenses.
- ❖ Prudent financial management over the past five years sees the overall equity position remaining healthy, providing a great foundation for the ongoing work of achieving The Wilderness Society's Purpose.

The meeting was opened for questions from attending Members, with Members invited to submit questions via the online webinar question function. No questions were forthcoming.

4. Chief Executive Officer Report

Matt Brennan presented the CEO Report, reflecting on the 2023-24 financial year. Key points of the presentation included:

- ❖ For almost 50 years the Wilderness Society has been working to protect this continent's natural landscapes and unique wildlife - and it is thanks to all of you who have supported us—our members, donors and volunteers—that we are prepared for the future.
- ❖ As an organisation we have always had to evolve, finding novel ways to stand up and be a voice for the environment and communities.
- ❖ In the late 1970s, the Wilderness Society pioneered mass movement, grassroots environmental protest to ensure the Franklin River remained flowing free.
- ❖ In the 1980s we worked nationally to get legal and legislative changes in place to lock in these protections.
- ❖ Now we are developing strategies to cope with the challenges of today. In the face of Australia's alarming rates of deforestation we have built Watch on Nature. This groundbreaking satellite monitoring technology has enabled allies, First Nations groups and our volunteers to report vegetation destruction, and have analysts confirm and request drone footage to capture it.
- ❖ This type of action shines a light on the flaws and loopholes that exist in state and federal nature laws, including their regulation and enforcement.
- ❖ At the same time, we are delivering corporate campaign strategies to make it untenable for businesses like supermarkets to turn a blind eye to this type of deforestation in their supply chains. This is just one slice of the work happening right now to deliver on our vision.
- ❖ As we look to the future and the challenges ahead, we are supported and propelled by the foundations of our past. Our Lutruwita office, 132 Davey Street, Nipaluna / Hobart, was HQ for the famous Franklin campaign and has been the spiritual home of the Wilderness Society ever since. We are in the process of much-needed renovations and restorations of the property and we will share more on the progress of this (and some of the history uncovered) in the coming year.

- ❖ As a society, people are at the core of everything we do - thanks to our dedicated Members and supporters across the continent, we are primed to deliver on our Purpose to protect the big nature-scapes, crucial to the survival of so many threatened species.

The meeting was opened for questions from attending Members. There were no questions for the Meeting.

Acknowledgement and warm thanks were given for the time and energy offered in all communities around the country to support the Wilderness Society movement. The full CEO Report is included in the 2023/24 Annual Review available on The Wilderness Society website.

Amelia Young, National Campaigns Director, was invited to present a campaign highlights report from the 2023-24 year. Key points of the presentation included:

- ❖ Tributes paid to campaigners all across the country for achieving an array of goals and wins - and extended this to all staff and volunteers right across the organisation.
- ❖ The Wilderness Society continue to work to the OCP, a container in service of our Purpose work.
- ❖ This work involves systems change and icon campaigns - generative and impactful strategy - to mutually reinforce and interplay to provide new opportunities.
- ❖ Numerous milestones, outcomes and goals were achieved across the 2023-24 financial year, characterised by a spirit of excellence in experimentation, such as:
 - Community Rights in Environmental Decision-making (CRED) -is centred on three universal rights and is a great way for our supporters to be able to step into and across our campaigns - a great bridge.
 - Watch on Nature (WoN), our citizen science satellite web-based application tool, which provides a platform for people anywhere in the country to monitor for deforestation, has exposed huge amounts of shocking deforestation and been provided to allies, including Traditional Owners, to monitor and protect Country.
 - Communications and election responses that are demonstrably not business as usual, rather deliberately cutting edge television advertising that seeks to surf above the very entrenched binary politics at play.
- ❖ We continue to celebrate the Wilderness Society niche - an Australia-wide scope and presence - we believe very strongly in one of our Values - the power of people to make change, and continue to hold up proudly the organisation's persistence and style - to hold others to account and deliver great outcomes for nature.
- ❖ We work on both nature and climate, this is because every action to protect nature is by definition an action to mitigate climate change - the reverse is not always true.
- ❖ Our *Deforestation: Following the Money* report was commissioned and launched, exposing the global finance sector's links to forest destruction in Australia - and shows why deforestation should be considered a serious financial risk for investors.
- ❖ Industrial native logging ceased in Victoria after three decades - our organisation has been alongside this campaign since the beginning.

- ❖ Another highlight during the year was time spent on Country in the Kimberley with peers and colleagues from our partner organisation, the Martuwarra/Fitzroy River Council, to speak and spend time with the Riverkeepers.
- ❖ We continue to work with the West Australian Forest Alliance - standing up a very strong and exciting campaign to wind up forest mining in the Jarrah forests.
- ❖ We continue to work with the Mirning people in pursuit of a World Heritage listing for the Great Australian Bight and the Nullarbor - Members are encouraged to view the powerful imagery of our *Light for the Bight* event - this stunning event won an award and was very positive.
- ❖ A thrilling end to the 2023 calendar year saw the announcement by the Queensland Government of an end to oil and gas exploration in the Channel Country - this Wild Rivers area is home to some of the last free-flowing rivers anywhere on earth. This significant outcome hangs in the balance with the change of government and also has ongoing pressure from critical mineral mining in the region.
- ❖ The Wilderness Society launched a report for the *Southwest Dark Sky Country* sanctuary in Lutruwita/Tasmania - where an absence of light pollution is one of the myriad of reasons that the Tasmanian wilderness and World Heritage area is the highest ranked world heritage site anywhere on the planet.
- ❖ We've also elevated our engagement in Northern Australia with campaigners attending the Environment Centre Northern Territory conference and rolling out a program of work alongside and in complement with the Environment Centre and relevant Traditional Owner groups.
- ❖ There are some key campaign milestones and outcomes that are coupled with other important advances that include progressing our research program.
- ❖ We have also continued to advocate for reform of the EPBC Act and are very clear on what the measures of success of this reform are. The government still have a long way to go in terms of restoring the community's trust and confidence in environmental decisions and making sure we have a fit for purpose EPBC Act.
- ❖ There was an enormous amount of policy work undertaken and a big community mobilization push earlier this year.
- ❖ The Wilderness Society conducted and released the first ever benchmark ranking on company policies in respect of their publicly available commitments to how they are removing deforestation from their supply chains, called *The Uncovered*. This is an Australian first (if not a world first) for ranking companies impacts on forests and their policies to respond to that across jurisdictions and threats.
- ❖ This work has been critical in our campaigning work targeting various different corporates, alongside the *Watch on Nature* (drone) program - which has proven useful for continuing to expose the fact that Australia is a deforestation hotspot in the European Union. This is critical because timber and beef producers are destroying our Icon forests in desperation for new access to European markets.
- ❖ We continue our very successful mindless release of ocean acreage and oil and gas infrastructure decommissioning work which is having material impacts for the fossil fuel industry, both offshore and onshore.
- ❖ It is really clear that Australia has a lot of unfinished business when it comes to protecting, promoting and restoring wilderness and natural ecosystems, and respecting World Heritage areas (creating, funding and defending them).

- ❖ This coming year we have significant work aligned with our Purpose ready to be implemented that includes strengthening and multiplying our relationships with First Peoples. Continuing with a spirit of experimentation which continues to bear so much fruit, pursuing companies and using *Watch on Nature*, particularly in key regions - regions which are often remote, so the ability to travel and meet with people on Country is key.
- ❖ These highlights from the Wilderness Society's campaign work would not have been possible without the support of our Members, donors, supporters, and volunteers, thank you all.

The meeting was opened for questions from attending Members.

- Question from Natalie Warren: How likely is it that the Channel Country decision will be reversed?
 - It is currently unclear, however the new Queensland government have already made poor decisions with regards to the Truth Telling Commission and we hope that is not a sign of things to come.
- Question from Judy Lambert: Although cessation of native forest logging in Victoria is a major achievement, it seems the industry is finding 'work-arounds' (such as hauling from NSW). What is being done to avert this?
 - We are engaging with Coles along the supply chain, Brambles next week.
 - Targeting Coles and Woolworths, including the use of Tasmanian forests for 'chep' pallets.
 - The Wilderness Society also campaigns by targeting certification schemes and pursuing work around European Union.
 - Getting regulations strong will assist domestically and internationally in this space.

There were no other questions from attending Members.

5. **The Wilderness Society Ltd Board of Directors**

Matt Brennan, Company Secretary, provided an explanation of the direct ballot Election of Directors process, as provided for under the Constitution, explaining that Directors this year were elected by direct ballot in a process leading up to the Annual General Meeting. The nomination and election process are designed to ensure broad geographic representation with elected Directors coming from at least four of the following six regions: Australian Capital Territory and New South Wales; Queensland; Northern Territory and South Australia; Tasmania; Victoria; and Western Australia.

During the year, Paul McDonnell from the Queensland region resigned as Elected Director creating one casual vacancy which was casually filled by Bill Doyle from South Australia. In 2024, the Elected Director retiring was Amanda Branley from Western Australia, with Amanda eligible to renominate.

Continuing Elected Directors were Lisa Roberts; Andrew Barker, Natalie Warren, Michael Gillam, the Board currently has two skills-based appointed Directors, Assoc Prof Jen Martin and Karl Tischler.

Therefore, in 2024, three (3) Director positions were open for election.

Results Declaration | 2024 Election of Directors

The following eligible nominees offered themselves for election in 2024:

- Amanda Branley from Western Australia
- Bill Doyle from Northern Territory/South Australia
- Bettina Pidcock from Tasmania

All candidates received ballots in the Election of Directors, allowing them to fill the available positions. With thanks to the 174 Members who participated, the results of the election were: 147 votes - Bill Doyle; 137 votes - Bettina Pidcock; and 132 votes - Amanda Branley.

Ross Burt, Scrutineer for the Election as appointed by the Board, confirmed the counting of votes as correct and that there was nothing further to report.

Congratulations were offered to the newly elected Directors of the Wilderness Society Ltd Board, declared as Bettina Pidcock, Bill Doyle and Amanda Branley.

These Directors join our continuing Directors Lisa Roberts, Andrew Barker, Michael Gillam, Jen Martin and Karl Tischler on the Board. All were thanked for their commitment to the governance and processes of The Wilderness Society.

The entire complement of the Board of The Wilderness Society Ltd was noted as

- Amanda Branley - Western Australia
- Andrew Barker - Victoria
- Karl Tischler (Appointed) - New South Wales
- Jen Martin (Appointed) - Victoria
- Lisa Roberts - Victoria
- Natalie Warren - New South Wales
- Michael Gillam - Queensland
- Bill Doyle - South Australia
- Bettina Pidcock - Tasmania

Congratulations to the newly elected Directors was noted. Thanks was given to all Directors for their voluntary contributions to The Wilderness Society.

6. Honorary Life Membership Award

The meeting noted that one Honorary Life Member nomination was received in 2024, endorsed by The Wilderness Society Ltd Board and confirmed as:

- **Katelijan Hullegie** -- TWS Newcastle, Katelijan's long term commitment to the purpose and values of the Wilderness Society has been amply demonstrated through contributing to a strong and healthy organisation in TWS Newcastle as well as to cross-organisational projects in the roles of TWS Newcastle Administration Coordinator and TWS Newcastle Business Manager (ceasing September 2019). Following this and without a break, as Public Officer and Board member on the TWS Newcastle Board.

The Wilderness Society Newcastle sought to acknowledge Katelijan's efforts as an Honorary Life Member of the Wilderness Society, endorsed by The Wilderness Society Ltd Board in October 2024.

The meeting offered congratulations to Katelijan's significant contributions to the organisation over many years.

7. The Wilderness Society Ltd Constitutional Amendments

The Board of The Wilderness Society Ltd recommended some changes to The Wilderness Society Ltd Constitution, these changes are based on governance advice

and align the organisation's Constitution with recent legislative changes to Deductible Gift Recipient endorsement.

The floor was opened for questions from attending Members, there were no questions for the Meeting on the proposed constitutional amendments.

Members were invited to consider and, if thought fit, pass the following as a special resolution:

Special Resolution: That the Constitution of The Wilderness Society Ltd be amended as detailed in Attachment A with the change to apply from the conclusion of this 2024 Annual General Meeting.

Proposed: Karl Tischler, Seconded: Andrew Barker

Vote result = 66 For / 0 Against / 0 Abstain: 100%

Resolution agreed by consensus

8. Meeting Close

In closing, Karl thanked the process team, all Members, volunteers and staff for their attendance and contributions around the country, and for being involved in the governance of The Wilderness Society. Thanks were also given to Vero Voting for supporting The Wilderness Society Ltd AGM governance processes again in 2024.

Members were reminded of the annual Wilderness Society Members' Forum providing the opportunity for Member discussion with the Board, the most recent having been held in September, another will be scheduled for 2025.

The meeting closed at 7.16pm AEDT.
