

Final Minutes
Minutes of The Special General Meeting
The Southern Highlands Artisans Collective
Sunday 18 September 2022 at 10.00am

1. Opening

Secretary Chris McCann Chaired the meeting

Attendance and Apologies:

Attendance

Jane Cush – President
Jeremy Perrott – Vice President
Chris McCann - Secretary
Doug Spahn -Treasurer
Annabel Baxter
Ric Abel
James Kerr
Graham Ormsby
Scott Dunstan

There were 39 members in total who signed the attendance register and 5 members including a committee member who dialed in through a Teams meeting.

2. Approval of the Southern Highlands Artisans Collective (the SHAC Inc.) Constitution

The SHAC Constitution was circulated to members three weeks prior to the meeting and a call for comments was made. A Special General Meeting (SGM) was called in accordance with the NSW Office of Fair Trading Model Constitution which sets out that only financial members can vote at an SGM or Annual General Meeting (AGM).

Chris McCann set out the following information to members present:

What is a Constitution?

A constitution is the governing document that contains the rules of the incorporated association

Why does the SHAC need to change its Constitution?

It is important our association's constitution accurately reflects how the association operates in practice. The current Constitution allows members who are tenants and are deriving an income from operating their own business at the SHAC, to influence how money is directed, spent or how the SHAC operates thereby creating an actual, potential or perceived conflict. An independent committee, is not compromised by such conflict, and governs without fear nor favour and for the betterment of the SHAC, its' membership and the in-house SHAC artists.

A tenant artist can be engaged on sub-committees and artists encouraged to form their own committee and make representations to the SHAC committee as they need.

Since the SHAC was incorporated in 2018, the SHAC has derived 95% of its' income from sales at Exhibitions in the Galleries and 5% from other means, such as Makers Markets and a much smaller portion from some tenants (not all). The SHAC has grown despite the financial pressures placed on it during the COVID period, and remains in a very strong financial position.

A large proportion of Office-Bearers' volunteer time and effort is taken up with dealing with issues raised by a small number of tenants who are constantly dissatisfied with the management of the SHAC. It is estimated 60-80 hours per week of Office-bearers volunteer time is taken up with complaints, negative feedback and building issues. Those same tenants who have continually criticised the management of the SHAC, have targeted the founding President and current President, leading to one resigning and the other considering resigning.

For these reasons the current SHAC Committee voted, by majority, to make changes to the Constitution and put this to the membership for their vote.

What are the changes recommended to the Constitution and what you should know?

- Any member having a pecuniary conflict of interest, meaning a member who has a financial interest in the SHAC by deriving a financial benefit from operating a business at The SHAC as a tenant artist or business, that may be affected by the resolution or treatment of a matter before the committee, is conflicted and can not hold a position of an Office Bearer or ordinary committee member.
- Deliver on the vision, purpose and objects as articulated in the Constitution.
- Our prime focus will continue to be providing quality, contemporary exhibitions within our three professional gallery spaces, and to provide engaging, relevant associated events. We do this to ensure our valued members and visitors enjoy the best experiences possible.
- The SHAC will continue with 'business' as usual except that now the Landlord is responsible for all rent collection and building issues.
- The SHAC organisation will continue to promote and encourage visitation to the tenant artists' studios.
- Ensure the members receive the best possible user experience (via exceptional exhibitions and access to all that the SHAC has to offer).
- Effectively lead a relevant and sustainable organisation into the future for the benefit of the members and broader community.

There was a discussion about the changes to the Constituion and the reasons for the changes and the purpose of those changes as set out by Chris McCann and Jane Cush.

Three members spoke up and said they had concerns about the changes.

Chris asked for the members to vote on whether to adopt the changes as set out in the notice and as explained in the meeting.

40 members voted in favour of adopting the new Constitution and 4 members voted against.

Action:

That:

1. That the members of The Southern Highlands Artisans Collective approve the replacement of the 2019 SHAC Constitution v1.0 with The Southern Highlands Artisans Collective (The SHAC) Incorporated Constitution dated September 2022 v2.0 and the members move the SHAC Committee to make a submission to the NSW Office of Fair Trading within 28 days of the passing of this special resolution to register the request for such change.

Moved: Jane

Second: Jeremy

CLOSE

There being no further business, the SGM closed at 10.37am

Signed: *Jane Cush*

Title (President) The Southern Highlands Artisans Collective

Date: 24 / 09 / 2022 at the AGM