



## **Australian Breastfeeding Association**

### **2025 Annual General Meeting**

**Thursday, 27 November 2025, 8:00 pm – 9:00 pm AEDT**

**Via Zoom Webinar**

*Zoom registration for voting members opens 5 – 26 November 2025*

#### **Agenda**

1. **Welcome** – Cate Uhe, President
2. **Acknowledgement of Country** – Cate Uhe, President
3. **Attendance, apologies and proxies** – Lynn Ng, Honorary Secretary
4. **Acceptance of the Minutes** – Lynn Ng, Honorary Secretary
  - 4.1. For the Annual General Meeting held on 29 November 2024
  - 4.2. For the Extraordinary General Meeting held on 31 July 2025
5. **President's Report**, as published in Annual Report 2024-25 – Cate Uhe, President

**Ordinary Resolution to accept the:**

  - 5.1 Report of the President
6. **Treasurer's Remarks** – Dominique Bougoure, Honorary Treasurer

**Ordinary Resolution to accept the:**

  - 6.1 Statement of Income and Expenditure, Balance Sheet and reports of the Auditor of the Association for the period ended 30 June 2025
7. **Special Resolutions to accept the Constitutional changes as recommended by the Board of Directors:**
  - 7.1 Accept the Constitutional changes as recommended by the Board of Directors in Special Resolution 1. (see next page)
  - 7.2 Accept the Constitutional changes as recommended by the Board of Directors in Special Resolution 2. (see next page)
  - 7.3 Accept the Constitutional changes as recommended by the Board of Directors in Special Resolution 3. (see next page)

**8. Strategic and Future Directions** – Cate Uhe, President and Victoria Marshall-Cerins, Executive Officer

## **9. General Business**

9.1 Questions on Notice

9.2 Question from the floor

## **10. Meeting Close**

### **Details of Special Resolutions**

**Special resolution 1** is to update the clause related to branch president financial responsibilities with additional wording to clarify that it is the responsibility of the branch president to ensure proper accounts are both maintained and reported on for their branch. This change acknowledges that in practice, branch financial accounts may be prepared by persons other than the Branch President (i.e. the central Finance team), however the overall responsibility remains with the Branch President.

#### **7.1 Special resolution 1:**

Change clause 13.1 d)

from:

*The Branch President must cause proper accounts to be kept of:*

- I. all sums of money received and expended by the Branch;*
- II. all sales and purchases of goods by the Branch; and*
- III. the assets and liabilities of the Branch.*

to:

***The Branch President is responsible for ensuring proper accounts of the Branch are kept and reported on, including:***

- I. all sums of money received and expended by the Branch;*
- II. all sales and purchases of goods by the Branch; and*
- III. the assets and liabilities of the Branch.*

**Special resolution 2** is to remove the clause 13.1e for the following reasons:

- A) Branch presidents no longer provide financial reports to the Honorary Treasurer of the Board. Instead, the Board receives financial reports prepared by the central Finance team and provided to the Board's Finance Committee (of which the Honorary Treasurer is a member) on a monthly basis.
- B) Branch Presidents are not required to provide a record of accounts, as this is automatically sourced centrally by the ABA Finance team via the ABA's chosen accounting software

- C) The Constitution does not need to specifically note that consolidated accounts are subject to external audit as this is an obligation for all companies (including ABA) under the Corporations Act.

## 7.2 Special Resolution 2:

Remove clause 13.1 e)

*'Each Branch President must account to the Honorary Treasurer at regular intervals (but no less often than three monthly) for all moneys received and expended by or on behalf of their Branch. The accounts of each Branch will be incorporated in the accounts of the Association and shall be subject to audit as such.'*

**Special Resolution 3** is to update *Section 15 – Amendments* and ensure it is current and fit for purpose. This section was reviewed to ensure the *Constitution* reflects current expectations on who is to be informed when our *Constitution* is changed.

The bodies noted in the clauses 15.1 and 15.3 were contacted and confirmed they do not require ABA to inform them of constitutional changes. As such, these clauses can be removed as they are obsolete.

The requirements under 15.2 were also reviewed and it was determined that the Companies Act 1961 (VIC) referred to has been repealed. Therefore, it is no longer relevant to refer to in ABA's *Constitution*. It was determined that the Australian Charities and Not-for-profit Commission (ACNC) does require ABA to inform them of any change to the *Constitution*.

Given that government requirements and bodies that the Association may be required to report constitutional changes to may change at any time, it was determined that a more general clause should replace the existing clauses 15.1, 15.2 and 15.3.

## 7.3 Special Resolution 3:

Remove clauses in **Section 15 – Amendments**:

- **15.1 Notice to Commissioner of Taxation**
- **15.2 Licence conditions under the Companies Act 1961**
- **15.3 Notice to ASIC**

and replace these with a single **new clause 15.1**:

*When any changes are made to the Constitution, the Association will inform appropriate bodies as required by compliance and legal obligation.*