

Minutes

GCA Annual General Meeting

Wednesday 11 September 2024

Acknowledgment of Country	Date of Meeting: 11 September 2024
Welcome & Open Meeting: Cecily Rogers OAM opened the AGM and welcomed the Life Members and Board Directors present.	Meeting Opened: 10.00am
Venue: Club York, 95-99 York Street, Sydney NSW	
Present: As per the Delegate & Proxy Registration Register - attached	
Apologies: As per the Apology Register - attached	
Confirmation of Previous Minutes: AGM held Wednesday 13 September 2023	Moved: Shirley Haslam Seconded: Lynne Faux
Next Meeting: Albury NSW 2025 – Venue, date and time TBA	Meeting Closed: 2.00pm

ITEM / ISSUE	DISCUSSION/COMMENTS	ACTION	BY WHOM	BY WHEN
BUSINESS ARISING FROM PREVIOUS MINUTES				
	There was no business arising from the Previous Minutes			
REPORTS				
President's Report	Welcomed all attendees, Past President Pat Prior and Life Members and expressed it was an honour and a privilege to represent GCA. 2024 AGM President's Report Summary The report highlights key events and activities from July 2023 to May 2024 for the Garden Clubs of Australia (GCA). • July: President Lorraine attended Camden Garden Club's 75th anniversary and recruited Naomi Landkamp as a zone coordinator. Attended Tallangatta Horticultural Society's 75th celebration. • August: Lorraine also attended celebrations in Concord for a 70th anniversary and in Tuross Heads for a 50th anniversary. • September: The biennial GCA Convention took place at Lake Macquarie, followed by events such as the Kariong Plant Fair, Caringbah's 70th anniversary, and Mosman's 80th. • October: Lorraine took a five-week holiday to the Middle East and India but stayed connected through technology. Upon her return, she attended a significant event unveiling a memorial for Vietnam hero Keith Payne VC at Pheasant's Nest on the Remembrance Driveway. • End of 2023: She attended numerous functions, including Parliament House gatherings and the Royal Horticultural Society Christmas Luncheon. • January/February: Quiet period, but the Board remained available. • March: Lorraine attended Melbourne's International Flower & Garden Show, supported by Director Lynne Turner.	Moved: Lorraine Emerson Seconded: Lynne Turner Carried		

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	• April: Lorraine participated in the Sydney Royal Easter Show and presented the 2023 President's Award to Tom Baker. Supported promotional efforts at the Collector's Fair with the new GCA Marketing Director, John Parsonage. • May: A committee meeting in Brisbane focused on zone coordinator recruitment, which was successfully achieved. The month concluded with Goulburn Argyle's 40th anniversary celebration. The report emphasizes the GCA's role beyond insurance, highlighting community-building efforts through gardening, and closes with a call to continue fostering "Friendship through Gardens" as GCA looks toward the future. Lorraine Emerson President, Garden Clubs of Australia			
GCA Annual Report 2024	President Lorraine presented the GCA Annual Report 2024 which includes all the relevant reports for the previous year.	The GCA Annual Report is available on request to the Secretary and will also be available on the GCA website.		
GCA Calendar 2025	President Lorraine presented the GCA Calendar 2025 and outlined the changes including it is now published by GCA with support of Sponsors with featured advertisements accompanying each month.	The GCA Calendar is available at AGM and then via requests to either the Treasurer or Secretary of GCA. Order Forms are available on the GCA website.		
Financial Report 2024	Mike Abberfield, the new Honorary Treasurer of Garden Clubs of Australia (GCA), presented his first Annual Financial Report, acknowledging Frances Cairns for her four years of service as Treasurer. He highlighted the challenges faced in the past year due to the cost-of-living crisis, affecting both spending habits and investment returns. Mike recommended increasing the Garden Club annual affiliation fee from \$85 to \$90 for 2025, aligning with CPI increases. GCA's income for 2023/24 was \$251,283, an increase of \$7,332 from the previous year, while expenses totalled \$279,567, a decrease of \$3,134. The GCA ended the year with a loss of \$28,382, a reduction from the previous year's loss of \$38,750. Mike noted the need for financial savings to return to a surplus in 2025. The GCA's accounts were audited in accordance with regulations, and the full financial statements are available on the GCA website. Mike expressed optimism for future improvements in GCA's financial position.	Moved: Mike Abberfield Seconded: Penny Whipp Carried The GCA Annual Report 2024 is available on the GCA Website or by requesting a copy from the GCA Secretary.		

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Election of GCA Board Members	As there were no new nominations, the re-election of the following current GCA Board members were ratified: President- Lorraine Emerson Vice President & Qld Director of Zones - Lynne Faux Hon. Treasurer - Mike Abberfield Director Promotions & Events - Lynne Turner South-West Director of Zones - Jan Ball NSW/ACT Director of Zones - Sue Mowle Director of Communications - Paul Sheaffe Note the following are an apology for the meeting today but re-elected: Director of Insurance - Martin Boorer Membership Secretary - Jacqui Bateman Director of Awards - Maureen Lucas Director of Marketing - John Parsonage Board Members Present were called up to stage to receive congratulations and photo.	The re-elected Board Members are able to serve a further 2 years on the GCA Board.		
Presentation of Life Membership Awards	President Lorraine presented Life Membership to: <i>Virginia Fischer</i> On behalf of the Garden Clubs of Australia (GCA) board, it is a great honour to award Life Membership to Virginia Fischer. Virginia joined the Kuringhai Horticultural Society in early 2012 and quickly became an invaluable member. Her focus on benching and judging was evident, and she has been consistently assisting with the preparation and scoring for the monthly meetings. In 2016, Virginia joined the sub-committee of <i>Our Gardens</i> magazine as a proofreader, earning a reputation for her professionalism and attention to detail. Her dedication has significantly contributed to the magazine's high editorial standards. Recently, she completed a two-year degree in Horticulture, further deepening her expertise. Known affectionately by her team as "Mrs. Eagle Eye" for her meticulous work, Virginia has attended numerous GCA conventions, demonstrating her ongoing commitment to the organization. Awarding Life Membership to Virginia is truly well-deserved. Congratulations! Judy Horton OAM, Editor of <i>Our Gardens</i> Magazine accepted the Life Membership Award on behalf of Virginia. Virginia does a fantastic job. She first actually volunteered to Pat Prior when Pat was doing the Magazine. We were so shocked, pleased and surprised that somebody with her background was prepared to do this job, and she's continued doing it and as Lori said, the fact that she's undertaking studies in horticulture which just confirms her commitment, and I hope she keeps on doing it, and thank you Pat for getting her involved.			

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Presentation of GCA 2024 Awards by Lynne Turner	Lynne announced the winners of the GCA Major Annual Awards for 2024, on behalf of Maureen Lucas who was unable to attend due to recovering from major surgery. The awards were judged by a panel of anonymous judges, with nominees also remaining anonymous during the process. The best were chosen regardless of location or club affiliation. Maureen emphasized that all nominees are winners, as their names were put forward due to their excellence. Minor differences often separate winners from other nominees, and some awards have specific criteria, such as the Young Gardener of the Year needing to be under 30. Each award winner was briefly recognized, though their contributions extend far beyond the given comments. Maureen encourages clubs to consider nominating candidates for next year, as a nominee who didn't win this time may succeed in the future.			
Category 1 - <i>The President of The Garden Clubs of Australia Award</i> - Outstanding contribution by an Individual to Gardening and/or Horticulture.	Winner - Mary Davis - Creative Gardeners Club NSW Mary was introduced to gardening as a toddler by her parents who would tie her to the clothesline while she watched them working in their garden. She is now in her 90's and has spent a lifetime in gardening pursuits, volunteering, studying horticulture, being a garden designer, written a garden book, among other things.			
Category 3 - <i>The Margaret Davis Award</i> - Outstanding service by an individual to The Garden Clubs of Australia Inc.	Winner - John Bennett - Twin Towns & District Garden Club NSW For those of you who know John, you will not be surprised that he has won this award. He is an Australian Horticultural Judge, a GCA Zone Coordinator, has been to five GCA conventions, contributes to GCA Facebook pages, wonderful rose grower and exhibitor and the list goes on.			
Category 4 - <i>The Eleanor McLeod Award</i> - Outstanding service by an affiliated Club to the local community	Winner - Bilpin Garden Club Inc. - NSW The Bilpin flower show and spring fair takes place each October and has done so for 61 years. Funds raised support their club activities – bushfire victims, the Bilpin school etc. – a wonderful commitment to any community.			
Category 5 - <i>The Doris Killian Award</i> - Outstanding service by an individual to their local community.	Winner - Edward Page – Doncaster Garden Club Edward, who was born in London in 1932, has devoted his whole life to helping other people, particularly with growing plants, sharing his produce with those worse off and gardening. He lived through the bombing of Britain in world war 11 and after the war moved to Australia. He was a foundation member of Doncaster Garden Club and has held a			

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	number of committee positions, including vice president for many years.			
Category 7 - The Joan O'Brien Award - Achieving excellence by an individual in Floral Art.	Winner – Michael Cordeiro – NSW Floral Art Association Michael has competed and won many wonderful awards for his amazing floral art work, including 2nd prize at the World Association of Floral Art in Oman. He regularly demonstrates his skill to various groups and gives of his time freely to deserving causes, particularly to fellow floral artists, whether students, novices, or the more experienced designers. His work is astonishing.			
	Without exception, all nominees, whether award winners or not are to be congratulated for the outstanding amount of work they have done for the community and horticulture in particular. As an organisation, it is our pleasure to recognise their achievements. Please congratulate them, one and all. Maureen Lucas, Director of Awards			
General Business:	Motion presented by Kenneth Willes, Treasurer, Bilpin Garden Club Inc. Motion: <i>The Bilpin Garden Club urges the GCA Executive to urgently seek expert legal, tax and corporate advice on behalf of all affiliated garden clubs to clarify the implications of these ATO changes. Furthermore, we request that the GCA, as our representative body, advocate to the ATO for the exemption of garden clubs from these new reporting obligations. A unified, centralised approach is essential to address these changes efficiently, rather than requiring each individual club to seek advice independently. Should there be any costs, we propose that these be equitably shared among the garden clubs through a levy.</i> Moved: Nicholas Soudakoff, President, Bilpin Garden Club Inc. Seconded: Kenneth Willes, Treasurer, Bilpin Garden Club Inc. Address to the Motion by Ken Willes: About April, I think, we had a Garden Club meeting. And the secretary, or the public office at the time, gave me a bit of paper saying, this just come from the tax office. What do you think we should do about it? I said, oh, yes. Then I had a look at it and read it in more detail, and it horrified me. So fellow members, thank you for the opportunity of addressing important recent changes introduced by the Australian tax office that affect incorporated not -for -profit clubs with an ABN, including Garden Clubs like ours. I should emphasize here; these are only clubs at the moment who have an ABN. It doesn't affect you if you don't have an ABN. But I think a lot of Garden Clubs perhaps do have an ABN. Starting from the 2023 -24 financial year, so it's not going back earlier than 2023, all not -for -profits with an active ABN must submit an annual not -for -profit return to maintain their income tax exemption.			

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	This process requires us to verify that our organization of details, addresses, key associates are accurate, and to review our governance documents to ensure our club's purpose aligns with ATO guidelines. However, the ATO guidelines or criteria for tax exempt not-for-profits are very narrow. There are only eight recognized categories which are tax exempt according to the Tax Office, and garden clubs are not included. To qualify, an organization must primarily serve the wider community rather than the direct benefit of its members. For many Garden Clubs like ours, this is a grey area that may lead to additional scrutiny. So, the problem there is that the tax office doesn't see us as being a community organization, they see us existing for the benefit of our members, not for the wider community. One of the problems is the principal authority of a club, that's the public officer or the treasurer, must now have a MyGov ID linked to the Australian business number to access ATO online services. This adds a layer of personal responsibility for volunteers, many of whom may not be comfortable linking their private MyGov ID to club business. As our committees typically change every year, linking a personal MyGov ID to the club's ABN presents further complication. Key committee members would need to re-link their MyGov ID, creating unnecessary administrative hurdles, and it's likely that this requirement might discourage volunteers from stepping into leadership roles. Even if Garden Clubs can demonstrate they don't generate taxable profits, the paperwork burden is significant. Clubs may be required to maintain two sets of financial records. One for member-related transactions, which are neither accessible nor tax deductible, and another for non-member transactions, which could be accessible and deductible on a pro-rata basis. This added complexity is especially challenging for smaller clubs that might rely on simple bookkeeping methods such as spreadsheets and petty cash tins. Whilst we know there are approximately 800 affiliated Garden Clubs, we don't yet know how many are affected by these changes. However, it's clear that not only Garden Clubs, but tens of thousands of associations nationwide, may be facing similar challenges. It is simply unreasonable to expect each club to			

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	individually seek legal, tax, or corporate advice on these matters. For these reasons, I propose that we request the GCA executive to urgently seek comprehensive legal, tax, and corporate advice on behalf of all affiliated Garden Clubs. A coordinated approach is not only more efficient but will also relieve clubs of the financial and logistical strain of managing these issues alone. If costs are incurred, I think they could be fairly shared amongst the clubs via a levy. Remember, divided we are conquered, united we stand. To my view, a practical solution that Garden Clubs of Australia might propose to the ATO, this wouldn't cost anything, on our behalf, is to request an exemption for all incorporated not-for-profit clubs, whether they have an ABN or not, where the annual turnover is less than, say, \$10 ,000. This would eliminate unnecessary paperwork and save time for public servants by avoiding the review of returns where there is no prospect of tax revenue. However, I feel such a bold and simple initiative might be too much to hope for. In closing, I urge you to support the motion. By doing so, we can protect the smooth operation of our Garden Clubs, avoiding the burden of excessive bureaucracy, and ensuring we remain focused on what we do best, building community and sharing our love of gardening. Thank you Kenneth Willes			
	Hon. Treasurer, Mike Abberfield Address to the Motion on behalf of GCA New Not-for-Profit Taxation Reporting Requirements: Changes to NFP taxation reporting obligations require certain NFPs to lodge an annual self-assessment of tax exemption commencing from the 2023-24 financial year. The only relevant NFPs required to lodge are “Tax Exempt NFPs holding an active ABN” Insofar as individual Garden Clubs and Societies are concerned, to be classed as a tax-exempt entity it would need to have been established with its main objectives and purposes complying with the requirements of one of the eight categories of tax-exempt organisations specified in the taxation legislation. These legislative NFP taxation provisions have been in place for many years and are highly likely to have applied to most clubs and societies already. The only exempt category that a garden club may fit into would be the Community Services organisation category. However, to qualify for this classification the club’s main objectives and purpose, as stipulated in their constitution			

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	documents, must be to provide support and services for the community in general, not just its members. GCA has approximately 800 affiliated members with approximately only 20% of whom may be able to fit into the Community Service organisation category, the remainder would most likely not be able to meet the requirements of this category. Consequently, they would be regarded as a taxable NFP and would not need to submit an annual self-assessment return. However, as a taxable NFP, it would need to assess whether it makes a profit greater than the applicable income threshold (currently \$416pa) and if necessary, submit an annual taxation return. It should be noted that, under the doctrine of Mutuality, member subscriptions are not included as income for taxation assessment purposes. As garden clubs and societies operations are determined autonomously and will differ significantly across the nation, it is outside the scope of the GCA's responsibilities to offer tax advice to individual clubs but rather it is recommended that they consult a tax expert/agent to confirm or otherwise whether they are a taxable NFP and therefore not obliged to comply with the new reporting requirements. Summary: New Not-for-Profit (NFP) Taxation Reporting Requirements From the 2023/24 financial year, certain NFPs must lodge an annual self-assessment of their tax exemption status. Only "Tax Exempt NFPs holding an active ABN" need to submit this self-assessment. Garden clubs or societies can only be tax-exempt if they qualify under one of eight categories, with the "Community Services" category being the most relevant. To qualify, the club's main objective must be providing services to the general community, not just its members. Approximately 20% of Garden Clubs of Australia (GCA) affiliates may qualify under this category, with the rest likely classified as taxable NFPs. These taxable NFPs only need to file a tax return if their profit exceeds \$416 per year, but member subscriptions are excluded from taxable income under the doctrine of Mutuality. The GCA advises clubs to seek tax expert advice to determine their status and obligations. Questions from the floor: Q - Judy Horton OAM: <i>Is there any reason a club needs an ABN?</i> <u>Response:</u> ABN is required if a Club is applying for Grants, set up a Square or Bank Terminal, Invest Funds in Term Deposits etc. with some financial institutions.			

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	President, Lorraine Emerson Address to the Motion on behalf of GCA: Before proceeding with this motion, I would like to direct your attention to clause 16.1 of the GCA constitution, which outlines the powers and responsibilities of the board. This clause grants the board the authority to oversee and manage the affairs of the GCA. This motion seeks to override a board management decision which took into consideration the issues outlined previously by the GCA Treasurer, not to provide individual clubs with taxation advice in respect of the new non -for -profit self -assessment reporting requirements, but rather advise them to seek their own advice and considered necessary given their individual circumstances. There is ample legal precedent on courts holding that the power vested by the constitution of boards and their directors cannot be controlled or interfered with by a resolution of members in general meeting. Any motion seeking to override such powers would have needed to have been submitted as a change to the GCA constitution and passed by special resolution in general meeting. Accordingly, as this matter was not submitted as a special resolution, I must rule that it's out of order and cannot be dealt with at this meeting. I'm very sorry, but it has not come as a Special Resolution. Jennifer Rosewood commented: <i>At the Toronto Club, we are very much involved in the community. We've always donated at least \$1 ,000 to either the local botanic garden or the local tree growing. And this year for National Garden Week, we're donating, we're dividing \$1 ,000 between five schools. I'm surprised that other garden clubs don't come under this community side of things.</i> Ken Willes commented: <i>It's a great shame that this wasn't advised, but I wouldn't put the motion forward if it was out of order, but we're not asking for tax advice from the Garden Clubs of Australia, what we're asking is they advocate, on our behalf, as an umbrella group to the tax office to explain that we're the umbrella group of 800 clubs who are struggling to understand the scope of this particular new legislation and surely a letter to say, can you exempt Garden Clubs who have an annual turnover of less than \$10 ,000, that shouldn't breach any constitutional.</i>			

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	Lorraine acknowledged that this is a significant matter, and it was not presented as a Special Resolution. Clause 16.1 is clear, and this decision was made by the committee with an 8-4 vote. Unfortunately, it would need to be presented as a Special Resolution at a special meeting. John Bennett commented: <i>Could we at least give some advice, in some way, to the clubs. Because a lot of them are tearing their hair out over this.</i> We have sent out information advising Clubs how to manage it, you know, but the interesting part is that the larger groups, I'm speaking of groups such as the Orchid Society New South Wales Flora Art, all the larger organisations are taking the same stance as us, unfortunately, it's very difficult to give advice on this sort of thing, and if we gave them wrong advice, as I said, there are many different cases. We had a meeting, we had a vote, and this is seeking to override what we believe is the right stance to take. So, I guess that's where we sit now. We will look at it further, Mike. You and I will sit down and see if we can work something through. But unfortunately for this meeting, we can't do anymore. So, thank you, Mike. Thank you, Ken, and thank you, Nick, for presenting this matter.	Request to review the outcomes of this matter to be completed by LE & MA to ensure a satisfactory outcome is achieved.	LE/MA	29/11/24
Guest Speaker – Csilla Swain, Sydney Royal Botanic Gardens	Csilla gave an informative presentation - <i>'For the Love of Gardens'</i> Csilla, the volunteer coordinator at Foundation and Friends of the Sydney Royal Botanic Gardens, outlined the organization's role in supporting the gardens through fundraising and volunteer efforts. With 355 volunteers and 4,500 members, their goal is to raise \$1 million annually within five years. Key contributions include funding projects like a herb garden, irrigation systems, and scientific research. Volunteers help with events and horticulture, playing a crucial role in the gardens' success. Csilla also spoke about the revitalization of the Speakers' Bureau post-COVID and highlighted the Growing Friends, a 150-volunteer group that raises funds by propagating rare plants. She shared her own background in horticulture and community gardening, emphasizing the importance of connecting with nature, promoting sustainability, and building community. She emphasized the mental, physical, and social benefits of community gardening, particularly during COVID, and encouraged experimenting with gardening techniques while sharing knowledge. Despite challenges like pest management and theft, the collaborative experience and connection to nature made it rewarding. The talk wrapped up with a			

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	reminder to enjoy the process and share the joy of gardening with others.			
Meeting Closure	President Lorraine Emerson congratulated all the GCA Award winners, thanked all Delegates, Life Members and Attendees for their attendance. On behalf of everyone, I would like to extend my heartfelt thanks to all who attended this AGM, especially those who travelled from near and far to be with us. Your presence has made this event truly special. Wishing you all safe travels on your journey home, and we look forward to seeing you again soon.			
	Cecily Rogers OAM closed the AGM 2024			



The Garden Clubs of Australia Inc

Attendees, Proxies and Apologies for the GCA AGM

Wednesday 11 September 2024

Represented by Attendance or Proxy:

GCA Board Members:

Lorraine Emerson, President
Lynne Faux, VP & Director of Zones QLD
Mike Abberfield, Treasurer
Shirley Haslam, Secretary
Paul Sheaffe, Director of Communication
Sue Mowle, Director of Zones NSW
Jan Ball, Director of Zones SW
Lynne Turner, Director of Promotions & Events

Life Members:

Judy Horton OAM
David Lambert
Pat Prior
John Sowden
Judith Williamson

Special Guests:

Cecily Rogers OAM
Csilla Swain

Affiliates Represented:

Concord Garden Club
Goulburn Argyle Garden Club
Townsville & D GC
Newcastle Orchid Society
Ku-Ring-Gai HS
Kurrajong Heights GC
Lake Macquarie Garden Club
Murwillumbah & D GC

Attendees Representing Affiliates:

Colleen Abberfield, Hunter C & S
John Bennett, ZC & Murwillumbah & D GC
Barbara Connolly, Vaucluse GC
Carol Dephoff, NSW Floral Art
Val Kennedy, Revesby Workers GC
Margo Lambert, St Matthews Peakhurst GC
Margaret Neyle, Hills Shire GC
Libby Rattan, Goulburn GC
Jennifer Rosewood, Toronto GC
Marilyn Swan, Adamstown Kotara GC
Maureen Thackeray, RHS NSW
Penny Whipp, The Graduates GC
Kenneth Willes, Bilpin GC

Other Attendees:

Mary Davis, Creative Gardeners Club
Tracey Fleischner,
Ester Ronco,
Chris Slade,
Lesley Bobridge, RHS NSW
Glennis Clark, ZC Sydney North Shore
Michael Cordeiro, NSW Floral Art Assn
Robyn East, RHS NSW
Kim Hamilton, NSW Floral Art Assn
Glenda Hewitt, Artarman CG
Jenny Swan, Berry GC
Deidre McLoughlin
Carol Griffiths, Reversby Workers GC
Nick Soubkof, President, Bilpin GC



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Apologies:

Martin Boorer, GCA Director of Insurance
Jacqui Bateman, Membership Secretary
Maureen Lucas, Director of Awards
John Parsonage, Director of Marketing
Virginia Fischer
Mary Benn, Murrurundi GC
Sharon Boyce, Launceston Bonsai Society
Kim Brincat, Oakland Street CG
Jacy Burgess, Bridgetown GC
Bec Care, Toowoomba Bonsai Club
Jenny Cronan, ZC Northern Beaches
Brenda Davies, Christmas Bush GC
Joy Hurren, Belconnen GC
Wendy Lippiatt, Beecroft GC
Lynne McLean, Echuca HS
Cacti & Succulent Society NSW
Carolyn Dawes
Janine Allen-Jordon, Camden GC

Proxies:

Sharon Place, NSW Floral Art Assn
Anita Poddar, Lilum & Bulb Society SA
Helen McAllister, Finley GC
Heather Curtis, Port Lincoln GC
Sally Kalina, Life Member
Melanie McClounan, Greenacres CG
Sheryl Lockhart, Coal River Valley GC
Kathy Koutsoukis, Five Dock RSL OS
Pauline Webb, Doncaster GC
Stefica Bikes, NSW Rose Society
Angela Gaqigut, Derby Russell CG