

**MINUTE BOOK
MEMBERS**

**HALF THE SKY FOUNDATION AUSTRALIA LIMITED
ABN: 79 137 332 364**

Minutes of ANNUAL GENERAL MEETING of HALF THE SKY FOUNDATION AUSTRALIA LIMITED held in person in Sydney and by conference call at 5pm, 29 November 2017.

<p>MEMBERS AND DIRECTORS PRESENT / MINUTES OF PREVIOUS AGM</p>	<p>Members (and Directors) Present: Stephen Jermyn (chair), Deanne Bevan, Joanne Smith, Daniel Phillips, Guy Russo, Lauren O’Hara Independent Directors Present: Terese Jermyn, Di Banks Auditor Present: Vishal Modi, Hill Roger Spencer Steer Minutes of Previous AGM: No issues arising</p>
<p>1. WELCOME</p>	<p>The chairman welcomed members and directors and the auditor to the meeting and thanked all for coming. He also thanked Gilbert + Tobin for hosting the meeting once again.</p>
<p>2. PROXIES / APOLOGIES</p>	<p>Apologies: Veronica Reich, Andre Reich Proxies: Two proxy forms were received from: Veronica Reich and Andre Reich (in favour of Lauren O’Hara). There were no restrictions placed on how proxies might be voted at the meeting</p>
<p>3. CEO’s REPORT 2016/17</p>	<p>The CEO reported on highlights for the FY 2016/17 summarized as follows:</p> <p>1. Financial Position & Fundraising Activities HTSA had another record year in its fundraising to 30 June, raising over 1.2M, with the single biggest contributor again being the (2nd annual) Melbourne gala held in September, 2016 (848K raised). This signature HTSA event has gained significant momentum in a short period - the 3rd Melbourne gala had also been held by the date of the AGM and was similarly successful in terms of attendance and funds raised. Smaller third-party fundraising events and major gifts from private donors and companies were also important revenue-wise during the year including a substantial matching gift from a corporate foundation donor.</p> <p>Costs were kept to a minimum across the board although with the addition of a second full time employee total fundraising costs increased over previous year (it is hoped this further investment in staff will generate increased revenue growth in future). Outside of direct China project expenses (804K) HTSA’s major expenses now include two paid staff (a Chief Development Officer and Admin. & Events assistant) and Melbourne gala event costs.</p> <p>Net surplus from fundraising for the year: 914K compared to 881K in 2015/16. Cash at bank as at November AGM: AUD 342K (not including pledges in hand) plus USD 777K.</p> <p>2. Expansion of China Project Work Based on the success of existing development projects in China with in-country project partners OneSky, Chunhui, and their national and local government partners, and its success with fundraising and cash flow, HTSA was able to expand its project work in China from January 2017, becoming a major collaborative partner in OneSky’s ongoing National Training effort for 2017-18. The project is an extension of the landmark ‘Rainbow Training’ partnership between OneSky and the Chinese government formally implemented between the parties during 2011 -16 to train all orphanage administrators and caregivers in welfare institutions across the country in best practice methods of nurture and developmental care for orphaned children. While hundreds of thousands of children remain institutionalized in China the need for skills training (including ongoing education, training and professional development) for many thousands of unskilled caregivers remains vast. Through its involvement in this ambitious training project HTSA is extending its impact to orphanages, caregivers and ultimately many thousands more orphaned children across China.</p> <p>At the same time HTSA is also continuing its support through ‘legacy’ funding and ongoing training at its existing Model Children’s Centre projects at Changsha, Hunan province (including two Seed sites in Hunan), and Kunming, Yunnan province.</p>

	<p>3. New China Charity Laws In 2017, HTSA’s in-country NGO project partners, Half the Sky Foundation (now also doing business as OneSky), and Chunhui, became some of the first organizations to be registered under China’s new charity laws, which became effective January, 2017, regulating both foreign and domestic charities undertaking activities in Mainland China. Based on advice, HTSA was not required to register as it is its in-country project partners that undertake activities in China under the new laws.</p> <p>4. Public Benevolent Institution (PBI) status / work outside China in future / OneSky name As a result of the changes to its Constitution at the AGM in 2016 and subsequent application to the ACNC, HTSA has become a PBI (effective December, 2016). Minor further amendments to the Constitution are also required by the 2017 AGM (see item 5. below) to comply with the ACNC’s requirements in this regard. The ATO also endorsed HTSA as a PBI and granted the related Deductible Gift Recipient (DGR) status from the same effective date. HTSA remains enormously grateful for the generous advice and assistance of Gilbert + Tobin Lawyers leading to success with its PBI application.</p> <p>HTSA amended its constitution and sought PBI status for reasons including to better reflect its PBI character, and to provide flexibility to potentially expand its work outside China into other developing countries in future - as resources and support may allow and as the board may determine. The board also recently decided that HTSA may begin using the trading name, ‘<i>OneSky Australia for all children</i>’ ... in future, to better align with the global OneSky network (and HTSA’s existing project partners), now becoming more widely known internationally. If and when HTSA begins ‘trading as’ OneSky Australia it will also (at least for the foreseeable future) maintain its current constitutional name and existing registrations as Half The Sky Foundation Australia Limited.</p>
<p>4. PRESENTATION OF ANNUAL REPORTS AND AUDITED FINANCIAL STATEMENTS 2016 – 2017</p>	<p>It was noted that the company auditor, Mr Vishal Modi of Hill Roger Spencer Steer, was present at the AGM to assist the meeting. On behalf of the meeting the chairman thanked Mr Modi for his attendance. There were no concerns raised by the auditor in relation to the audit process.</p> <p>The annual reports and audited financial statements, as made available by internet hyperlinked within the notice calling this meeting or such other format as may have otherwise been requested, were tabled at the meeting.</p> <p>The Hon. Treasurer and the Audit & Finance Committee reported that they had worked closely with HTSA’s Finance Officer and the auditor in 2017 in the preparation and review of the annual financial reports.</p> <p>The prepared financial statements, auditor’s report and directors’ reports were provided to all directors for review and comment and approved for signing by resolutions of directors at the board meeting held by circular email, effective 13th October, 2017.</p> <p>The audited & signed 2016-17 Financial Reports (as with all previous years audited financials) shall be kept on the company register and on the HTSA website for the information of all members, supporters and interested parties in the wider community. There were no issues arising in relation to the annual reports.</p>
<p>5. SPECIAL RESOLUTION TO AMEND THE CONSTITUTION</p>	<p>Full details of the proposed changes to the constitution were made available to members with notice of the meeting.</p> <p>The CEO summarized the proposed changes to the constitution as being technical in nature and necessary to comply with ACNC requirements for PBI status. The CEO invited discussion in relation to the proposed changes. There were no issues arising and the meeting voted unanimously in favour of the following special resolution:</p> <p>Moved: Joanne Smith Seconded: Lauren O’Hara RESOLVED BY SPECIAL RESOLUTION that the constitution of the Company be amended at clause 16.5(a), to: a) add the word ‘charitable’ before the word ‘fund’; and b) to amend the word ‘Company’ to the word ‘company’, for reasons of consistency.”</p>

	<p>(Note: Based on the passing of the special resolution above, 16.5(a) of the constitution will now read: "If the endorsement of the company as a deductible gift recipient is revoked, the following assets remaining after the payment of the company's liabilities shall be transferred to a charitable fund, authority or institution to which deductible gifts can be made:...".)</p> <p>Members were also asked to vote on the following ordinary resolution; there were no issues arising for discussion and the meeting voted unanimously in favour as follows:</p> <p>Moved: Joanne Smith Seconded: Lauren O'Hara RESOLVED BY ORDINARY RESOLUTION that each director, and the company secretary, their attorney, and authorised representatives be authorised to do all things necessary to give effect to the above special resolution, including completing and lodging all forms with the required regulators such as the Australian Charities and Not-for-profits Commission."</p>
6. ANNUAL RESIGNATION AND ELECTION OF DIRECTORS	<p>As required by the constitution, at least one-third of directors must retire at each AGM. As advised in the notice of meeting, the two below-named directors (with the support of the board) tendered their resignations:</p> <p>a) Terese Jermyn, and b) Guy Russo</p> <p>In accordance with the constitution, an election of directors was held. Members voted unanimously in favour of the following ordinary resolutions put to the meeting:</p> <p>RESOLVED THAT Terese Jermyn, who retires by rotation in accordance with the company's constitution, be re-elected as a director of the company. Moved: Daniel Phillips Seconded: Lauren O'Hara</p> <p>RESOLVED THAT Guy Russo, who retires by rotation in accordance with the company's constitution, be re-elected as a director of the company. Moved: Lauren O'Hara Seconded: Joanne Smith</p> <p>It was noted that the composition of the board takes into consideration the requirements of the constitution to maintain a proper balance of member directors, independent directors, HTSF directors, Australian residents and Responsible Persons.</p>
7. OTHER BUSINESS	There was no other business arising.
8. VOTE OF THANKS, MEETING CLOSE	There being no other business for discussion the chairman thanked members, directors and the auditor for attending, offered a VOTE OF THANKS to Gilbert + Tobin Lawyers for kindly hosting once again AND CLOSED THE MEETING.



Signed by Chairman

8 January, 2018

Date