

MINUTES OF THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE BOARD OF GOVERNORS OF THE WORLD WIDE FUND FOR NATURE AUSTRALIA, HELD IN THE BOARD ROOM, WWF-AUSTRALIA HEAD OFFICE, LEVEL 1, 1 SMAIL STREET UTIMO, ON WEDNESDAY NOVEMBER 26TH, 2014 AT 6:15PM.

| PRESENT | IN ATTENDANCE | APOLOGIES | PROXIES |
|--------------------|-------------------------|----------------------|---------------------|
| Renee Boundy | Mark Anscombe | Greg Bourne | Doug Gimesy |
| Michael Chilcott | Mary Ann van Bodegraven | Andrew Burbidge | Holly Lindsay |
| Peter Cosier | Cassandra Bordin | Will Burrell | Alan Sweeney |
| Alex Ding | Kim Dixon | Michael Chilcott | Hunter White |
| Stephen Gottlieb | Leanne Elliott | Linda Funnell-Milner | Brian Wills-Johnson |
| Piers Grove | Wendy Howe | Guy Fitzhardinge | |
| Paul Harris | Cristel Lee Leed | Doug Gimesy | |
| Prof Lesley Hughes | Dr Gilly Llewellyn | Piers Grove | |
| Peter Kingston | Sarah-Jane Monahas | Anthony Hyde | |
| Diccon Loxton | Ron Newton | Holly Lindsay | |
| John Mooney | Jenny O'Donnell | Mike McFarlane | |
| Susan Moore | Dermot O'Gorman | Susan Moore | |
| Rob Purves | Stewart Walters | David Ireland | |
| Dr Sandra Schuster | | Derek Robertson | |
| Peter Thomas | | Kerryn Schrank | |
| Brent Wallace | | Alan Sweeney | |
| Dr Dedee Woodside | | Luca Tacconi | |
| Susan Young | | Peter Thomas | |
| | | Hunter White | |
| | | Martijn Wilder | |
| | | Brian Wills-Johnson | |

OPENING

Before beginning the proceedings, Mr Rob Purves, President of WWF-Australia, acknowledged and paid respect to the Gadigal people, the traditional owners of the land on which the meeting was held.

Mr Purves welcomed all those present and introduced the Board of Directors, Executive team and special guests. The President formally opened the meeting stating a quorum was present and noted the apologies for the meeting.

MINUTES OF THE LAST MEETING

The minutes for the Annual General Meeting held on November 27th, 2013 were accepted as a true and accurate record of proceedings.

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| Moved: | Christina Nicholas | |
| Seconded: | Anthony Nicholas | Resolution carried |

PRESIDENTS ADDRESS

Mr Purves reflected on the past 12 months, citing the organisation continued to be on target as per the strategic plan to achieve \$20M income from a continued effort in fundraising and developing the supporter base. WWF have an additional 20,000 active donors with an active online community and are tracking well to reach the target of 1 million supporters by 2016.

Mr Purves highlighted that the mid-term review was conducted which helped maintain and strengthen focus on the six high impact initiatives, noting an additional initiative was added for The Places You Love.

Mr Purves noted the considerable progress made in light of a range of challenges, with the continued rollback of environmental reforms and the threat of dredging in the Great Barrier Reef Marine Park. These campaigns inspired a great response and WWF has played an active role in leading the campaign, drawing significant local and international support to protect one of the worlds iconic locations by bringing attention to the fragile state of the reef.

Mr Purves noted that the plight of the reef symbolises many of the issues facing Australia, tapping into the feeling of national pride of Australian's being fair custodians of this land and recognising that degradation is being caused by human activity.

Mr Purves acknowledged the decision by Minister Greg Hunt to ban dumping in the GBR marine park, citing this as a turning point for all parties interested in protecting the reef to work together.

Mr Purves reflected on the changes the Board has seen over the past few years, citing the shifts in the Directors with Alex Ding and Linda Funnell-Milner having completed their terms and standing down from the Board, noting there was a need to balance corporate knowledge with board refreshment. Mr Purves noted a long serving director, Brent Wallace, had resigned from the Board in October and that the Board was seeking his return for a further two years, to assist in maintaining a strong balance of skills and experience on the Board to continue guiding the organisation in the next two years.

Mr Purves acknowledged it had been a good but tough year and thanked the management and staff of WWF for their efforts. Mr Purves also thanked the Eminent Scientists Group for their services throughout the year as well as the Governors for their ongoing support. Mr Purves also thanked the Board for their commitment and effort in their role as Directors.

To conclude, Mr Purves stated that the conservation work of WWF has never been more important and that there is no reason to not find a sustainable balance between healthy economic growth and maintaining a healthy environment and the need to embrace the global motto of creating a future where humans live in harmony with nature.

ITEM 4 – CEO ADDRESS

Mr O’Gorman thanked the Governors, Board, staff and guests for attending the AGM and provided an update on the organisations progress at the midway point of the 5 year strategic plan.

Mr O’Gorman discussed some of the key achievements and events from the previous 12 months, highlighting the recent completion of the IUCN World Parks Congress, in which over 70 WWF staff participated in from around the world. Over 6000 people joined the conference which shapes the conservation direction for protected areas management over the next decade. WWF hosted a number of events, with the main event celebrating the achievements of the past 10 years in

conservation, from Durban to Sydney. Mr O’Gorman highlighted the announcement at this event from conservation partners, to protect 140M hectares and \$500M invested into conservation activities, demonstrating WWF’s ability to convene groups from around the world.

Mr O’Gorman reflected that this was a timely reminder of the important role civil society plays, adding value when things are tracking well and standing up for the values we believe in, being an equitable and just society for the community and the environment. Mr O’Gorman cited the link between this and the importance of standing up for the Great Barrier Reef, both locally and globally. WWF have been working with conservation partners to raise awareness about the proposed use of the reef as a dump, with a team going to Doha with the message that dumping millions of tonnes of dredge spoil on the reef wasn’t in the best interest of Australians.

Mr O’Gorman highlighted the role of social media, stating the support from this was staggering but the fight for the reef was not over. The issue is starting to move in the right direction but in order to protect the reef we need to see more than usual.

Mr O’Gorman reflected on the legislative reform wind backs and the need to think differently in a revolutionary way about how to tackle these problems. The establishment of the Places You Love alliance has been one tactic used to protect the EPBC laws and to build a constituency for nature and to shape the next generation of environmental laws.

Mr O’Gorman noted that the organisation continues to deliver on the five year strategy and has shown that through focus, dedication and channelling resources into those areas we can have the most impact.

Mr O’Gorman discussed the digital transformation of WWF, with the implementation of the E-Panda project, enabling WWF to be at the forefront of digital innovation and citing it as an ambitious plan that the entire organisation is rallying around to deliver.

Mr O’Gorman reaffirmed the organisation position of working in partnership and collaborating to develop solutions in order to attain good conservation goals.

To conclude, Mr O’Gorman acknowledged the work of the staff within the organisation, and conveyed his thanks to the Governors and ESG for their support over the past year.

ITEM 5 – PRESENTATION AND ADOPTION OF THE DIRECTORS REPORT BALANCE SHEET

Mr Gottlieb presented the Directors report and financial statements for the year ended June 2014.

Mr Gottlieb noted the income for the year reflected healthy growth, resulting from the continued investment in fundraising. Expenses and overhead ratios have remained steady and conservation has increased to \$16.3M in FY14 with a surplus of \$300k.

Mr Gottlieb noted the projected income for 2015, referencing individual support income growth may be challenging to maintain and the implementation of e-Panda will assist in the diversification of income streams and reliance on face to face.

Mr Gottlieb outlined projected expenditure and income for WWF-Australia for the next financial year.

Mr Gottlieb expressed his appreciation for the support of the CFO, Mr Stewart Walters and the

finance team, who provided accurate and insightful information which enabled the effective monitoring and management of WWF-Australia's finances.

Mr Gottlieb acknowledged PriceWaterhouseCoopers for their auditing services and Mr Craig Knowles from Ethinvest for his work in managing WWF's investments during the year.

The audited financial report from 1 July 2013 to 30 June 2014 was adopted by the meeting.

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| Moved: | Mr Stephen Gottlieb | |
| Seconded: | Mr Brent Wallace | Resolution carried |

Mr Gottlieb declared the resolution carried.

ITEM 6 – ELECTION OF BOARD OF DIRECTORS

Mr Purves reported that in accordance with Article 35 of the Constitution of WWF-Australia the following members of the Board of Directors will retire, and being eligible, offer themselves for re-election:

| NAME | MOVED | SECONDED |
|----------------|------------------|-----------------|
| Dedee Woodside | Rob Purves | Diccon Loxton |
| Renee Boundy | Rob Purves | Paul Harris |
| Rob Purves | Stephen Gottlieb | Peter Kingston |

Mr Purves declared the motion passed for all of the above elected candidates.

Mr Purves noted the resignation of Mr Brent Wallace and that the Board has unanimously formed the view to reappoint Mr Wallace for a further two years. Mr Purves noted the Board recognised the tremendous experience and has demonstrated considerable value in building WWF-Australia's brand over the 21 years he has been associated with the organisation. Mr Purves noted that the Board has undergone a number of changes in previous years and that it was the Directors view that a balance between refreshment and corporate memory was required. As Mr Wallace was not currently appointed as a Director he could be put forward that he be reappointed for a maximum term of years while his replacement is recruited, in line with the constitution. Mr Purves invited comments from the floor about the proposed reappointment. Mr Peter Kingston and Mr Anthony Nicholas expressed strong support for the proposal. No further comments were made and the resolution carried. Mr Purves thanked Mr Wallace for his willingness to undertake the addition term.

ITEM 7 - PRESENTATION OF THE SUSTAINABILITY REPORT OF THE WORLD WIDE FUND FOR NATURE AUSTRALIA

Ms van Bodegraven presented the sustainability report for FY2014.

Ms van Bodegraven provided an overview of WWF-Australia's internal sustainability strategy and the key achievements in the areas of air travel, carbon emissions reductions, energy useage and waste reduction and diversion.

Ms van Bodegraven expressed her thanks to the Management and Board for their leadership and support in setting ambitious sustainability targets for the organisation and the WWF-Australia staff

for their support and participation in the sustainability initiatives.

To conclude, Ms van Bodegraven noted the importance of driving a culture of sustainability both within WWF and with our partners.

ITEM 8 – ELECTION OF OFFICE BEARERS

The President reported that at the end of the Board meeting preceding the AGM the following appointments were re-confirmed.

President: Mr Rob Purves
Honorary Secretary: Mr Stephen Gottlieb
Honorary Treasurer: Mr Stephen Gottlieb

ITEM 9 – OTHER BUSINESS

Mr Purves welcomed questions from the floor.

Mr Ken Boundy enquired about the establishment and extent of the collaboration with other conservation groups. Mr O’Gorman discussed the Places You Love Initiative, citing the opportunity to achieve greater impact and conservation results through collective action, and the ability to build the capacity of other groups to improve sharing, resources and maximise opportunities.

Mr Purves and Mr O’Gorman formally thanked Mr Alex Ding for his service and dedication to the work of WWF-Australia during his time as a Director and presented him with a gift of appreciation.

CLOSE

There being no further business, the President declared the 36th Annual General Meeting of WWF-Australia closed at 7:20pm. The President thanked guests and staff for attending the 36th Annual General Meeting.

Signed as a true and correct record:



Mr Rob Purves, AM
President, WWF-Australia
Date 24/12/15 .