



ALLIANCE FRANÇAISE MELBOURNE

THE ASSOCIATION OF THE ALLIANCE FRANÇAISE DE VICTORIA (TRADING AS ALLIANCE FRANÇAISE DE MELBOURNE)

ACN 005140385

MINUTES of the 50th ANNUAL GENERAL MEETING (AGM)

held 27 May 2025 at 7.00PM at The Méridien Hotel, 140 Bourke Street, Melbourne, Victoria, 3000

Present

Board members: Myriam Boisbouvier-Wylie (MBW; Vice-President and Chair of the meeting), Dianna Gu (DG), Marcus Hancock (MJH), Kay McKenzie (KMK), Lee Mickelborough (LM), Rosy van der Vlies (RV; Secretary), Angus Wallace (AW).

In attendance

AFM Ordinary members: Jacky Angus (JA), Darling Darlington (DD), Gilbert Ducasse (GD); Jean-Paul Esnault (JPE), Alistair Hay (AH), Christine Jordan (CJ), Carole Sarasa (CS), Pascale Toussat (PT), David Wilde (DW), Ken Griffiths (KG).

AFM staff: Marie-Hélène Predhom (MHP: General Manager) and Anna Pitt (AP; Executive Assistant).

Other: Anne-Fleur Bride (*Minute Taker*).

Apologies

Board members: Grant Powell (GP; President), Peter Rohan (PR; Treasurer), Rachel Audigé (RA), Virginie Lafougère (VL), Francois de Meneval (FM).

AFM Ordinary members: Veronique Duché (VD), Kerry Mullan (KM), John Wylie (JW), Cybèle Panagiotou (CP), Valerie Blayac (VB), Kieran O'Loughlin (KO), Jo Rittey (JR), Nathalie Chollet (NC), Darren Lockie (DL).

Proxies

Eleven valid proxies received were from:

- Grant Powell, Peter Rohan, and Rachel Audigé to Rosy van der Vlies.
- Kerry Mullan to Marie-Hélène Predhom.
- Véronique Duché, John Wylie, Valérie Blayac and Cybèle Panagiotou to Myriam Boisbouvier-Wylie.

- Jo Rittey, Nathalie Chollet and Darren Lockie to Carole Sarasa.

1. Meeting opening and welcome

The Chair opened the meeting at 7.04PM and welcomed all in attendance.

The Chair noted the following:

- the meeting was quorate;
- the AFM members entitled to vote at this meeting included only Ordinary members who had paid their registration fees at least three months prior to the scheduled AGM, and Life Members; and
- the key objectives of this Annual General Meeting (AGM) were to:
 - adopt the 2024 annual financial statement and auditor's report;
 - appoint the auditor for the 2025 financial year;
 - elect a life member;
 - elect members to the Board of the AFM; and
 - decide on the proposed changes to the Constitution.

KMK was appointed as Returning Officer.

2. Confirmation of the minutes of the previous Annual General Meeting

It was noted that the draft minutes of the previous Annual General Meeting held on 27 May 2024 had been circulated prior to the AGM.

Motion: that the Minutes of the Annual General Meeting held on the 27 May 2024 be adopted as a true and correct record.

Moved: RV **Seconded:** AW **Carried unanimously**

3. President's Report

It was noted that the President's Report had been circulated prior to the AGM. It was noted that the President GP was unable to attend and has sent his apologies.

In the absence of GP, the Chair presented the President's Report.

It was noted that the Alliance Française de Melbourne (**AFM**) continues its mission to connect Victorians with the French language and culture.

An update was provided on the AFM's new home, the French Hub, at Level 1 and part of Level 4 at 140 Bourke Street, Melbourne:

- following the acquisition of the property, design and fit-out works commenced in late 2024;

- Level 4 (administrative offices) was completed and occupied by the AFM team in April 2025;
- Level 1 (classrooms and cultural spaces) is nearing completion, with teaching scheduled to begin in early June 2025; and
- the new French Hub will feature:
 - 5 classrooms;
 - a contemporary Médiathèque with reading corners;
 - exhibition spaces and a Digital Museum;
 - a 300m² terrace;
- an open day is scheduled for 21 June.

It was noted that the French Hub will consolidate AFM's CBD presence, replacing the Swanston Street site. Evening adult classes will continue in South Yarra (subject to demand); children's classes remain at Caulfield Junior College.

The Chair expressed appreciation to the Board Members who played a key role in leading the fit-out process, with particular acknowledgment to AW. Gratitude was also extended to the Premises Working Group, MHP (General Manager), and the AFM staff for their exceptional support and contributions.

A report was provided on teaching activities:

- 1,970 students were welcomed across 3,765 courses in 2024, with both in-person and online formats offered;
- the main locations courses were offered were Swanston St, South Yarra, Lonsdale St and Bendigo;
- online participation represented 30% of enrolments, reflecting ongoing student interest in flexible learning;
- a new hybrid e-learning program, "Mon cours en ligne", was launched in late 2024, combining self-paced online learning with tutor interaction;
- a revised calendar introduced five adult class sessions per year (vs four terms previously), while children's and teen classes remained aligned with school terms;

The Chair expressed appreciation to Anne-Sophie Pink (Director of Studies) and all teaching staff for their professionalism and dedication.

A report was provided on the 130th Berthe Mouchette Poetry Competition (BMC). It was noted that:

- 9,074 students participated (an increase of 4%) across 115 Victorian primary and secondary schools (an increase of 25%);
- the 2024 theme, The Olympics, inspired outstanding recitations, culminating in the Remise de Prix ceremony at St Kilda Town Hall;

The Chair acknowledged and thanked Kellee Lewis for her continued commitment in delivering a high-quality experience for all participants.

A report was provided on cultural events. It was noted that:

- despite the temporary nature of AFM's premises in 2024, 55 cultural events were successfully delivered, reaching over 60,000 attendees;
- highlights included participation in the Bastille Day French Festival, the Fête de la Science, and the New Caledonia Short Film Festival;
- the AFM Christmas Market was held for the first time at the Abbotsford Convent, attracting approximately 7,000 visitors in a vibrant festive setting;
- cultural events are expected to expand in 2025 with the activation of AFM's new home at 140 Bourke Street.

With respect to the Alliance Française French Film Festival (AFFFF), it was noted that the 35th edition of the AFFFF attracted 56,000 attendees in 7 cinemas across Melbourne alone, reinforcing its role as a key event on the city's cinematic calendar. The AFM extends its gratitude to loyal audiences, national and local sponsors, for their continued support. The Chair expressed thanks to the festival organisers and volunteers under the expert guidance of Sara Harrington (Festival Coordinator).

A video from the President was shown. In the video he extended respect and gratitude to:

- the AFM staff, under the leadership of MHP, for their resilience, patience and commitment throughout 2024. It was noted that staff maintained high standards of service in both education and cultural programming despite the logistical challenges of working from temporary premises;
- AW for his leadership role in the transition to the new premises as main architect;
- the members of the AFM Board, Board Committees and Working Groups for their voluntary contribution of time, expertise and governance, which have been instrumental in AFM's continued growth and stability;
- the AFM Board members who are stepping down, VL, FM, KMK and PR;
- RV, for her amazing work as Secretary;
- MBW, for her remarkable role in People Culture & Governance;
- GD for his time as President, acknowledging his wonderful guidance, mentorship and contribution;
- all local and national sponsors and cultural partners for their support throughout 2024;
- students and AFM members for their continued engagement and support;
- volunteers who contributed significantly to major events such as the AF FFF and the Christmas Market, their involvement is deeply valued

The President concluded the video by acknowledging his pride in AFM achievements, and as AFM celebrated 135 years, the community looks ahead with enthusiasm to the next chapter at the new French Hub in Melbourne.

Motion: that the President's report be accepted.

Moved: MJH

Seconded: KMK

Carried unanimously

4. Secretary's Report

It was noted that the Secretary's Report had been circulated prior to the AGM.

The Secretary presented the report and noted that:

- the Board of the AFM met eight times in a hybrid format during 2024 and an additional meeting to discuss the organisation's 2025-2028 Strategic Plan was held in November 2024;
- the resignation of GD was accepted in May 2024 and gratitude was extended for his more than 20 years service to the AFM of which 15 years as its President. During this period GDs contribution to the organisation as a whole and his legal expertise in particular has been immeasurable;
- YF, FR and CS also resigned in May 2024. Gratitude was expressed to YF for his pragmatic contribution in Human Resources, FR for her legal expertise and CS for her cultural insights and multi-faceted contributions;
- PR was re-elected to the Board at the AGM in May 2024 whilst RA and MBW were welcomed as newly elected members to the Board;
- the Executive comprising of GP as President, MBW as Vice-President, PR as Treasurer and RV as Secretary was elected at the first meeting of the Board following the AGM in June 2024;
- throughout 2024 Board members were actively engaged in a number of Board Committees namely the Executive, Finance, Audit, Investment & Risk Committee (FAIR), People, Culture & Governance Committee (PCG), Marketing & Stakeholder Engagement (M&SE) and Premises Working Group (PWG); and
- all statutory requirements and returns to ASIC were fulfilled in accordance with the Corporations Act; AFM also met all reporting requirements of the Australian Charities and Not-for-Profits Commission (ACNC).

The Secretary concluded by acknowledging with gratitude the AFM staff, and the many members, students and volunteers of the Alliance for their support during 2024.

Motion: that the Secretary's Report be accepted.

Moved: CS. **Seconded:** GD **Carried unanimously**

5. Treasurer's Report

It was noted that the Treasurer's report, setting out the financial outcomes for AFM for the year ended 31 December 2024, had been circulated prior to the meeting. It was noted that the Treasurer PR was unable to attend and has sent his apologies.

In the absence of PR, LM presented the Treasurer's report.

Revenue/expenditure:

- AFM recorded an operating loss of \$92K, a better-than-expected result compared to the budgeted deficit of \$137K. This more favourable outcome was primarily due to strong

investment returns from: Interest revenue \$53K, Dividends \$145K, and Fair Value Gain on investments \$115K;

- additional transitional rental costs amounted to approximately \$200K, significantly impacting margins;
- enrolments and teaching hours sold increased slightly to +2% over 2023, though still 23% below 2018 pre-COVID levels, constituting the primary ongoing financial challenge;
- AF FFF generated over \$350K in revenue (25% above budget), confirming its growing presence on Victoria's cultural calendar;
- the Berthe Mouchette Competition (BMC) produced \$155K in revenue, only slightly below a very ambitious target;
- total operating revenue (including tuition) rose by 10% compared to 2023, while total costs were kept within 2% of budget despite elevated rental expenditure;
- the delay in relocating to 140 Bourke St continued to adversely affect enrolments, cultural events, and memberships.

Balance sheet and asset management:

- the Board had allocated \$7.2M to cover acquisition and fit-out costs for the new premises, with an intention to retain \$2.5–3.0M as funds for investment;
- acquisition costs came to \$6.25M and projected fit-out costs are \$1.172M, placing the total project 3% over budget, a strong result under the circumstances;
- special recognition is given to AW and the Premises Working Group for their leadership throughout the acquisition and fit-out process;
- the investment portfolio, managed by JB Were, achieved a 6.38% return after expenses, with a reduced risk profile;
- the Board directed JB Were to prioritise income generation during the transition period, a strategy which successfully supplemented operating revenue;
- the FAIR committee will reassess portfolio strategy and long-term return goals at the end of 2025 once AFM has fully transitioned into its new home.

It was noted that the Finance Committee was renamed the Finance Audit, Investment and Risk (FAIR) Committee during 2024, given a widening of its remit, following a re-structuring of our Board committee structures.

LM concluded the report by extending gratitude to all members of the FAIR Committee, VL, MJH, FM, KMK and GP for their strong engagement and insights.

In response to a question from DW regarding what percentage membership contributes to revenue, LM responded that it was less than 1%.

Motion: that the Treasurer's Report be accepted.

Moved: AW **Seconded:** PT **Carried unanimously**

The Chair expressed the Board's gratitude to PR for the quality of his expertise, strategic view, and oversight of the Alliance Française over the years. It was noted that PR was a real pillar on which the various General Managers could lean.

The Secretary read out PR's farewell email to the AFM Board and staff, in which he reflected that his 16 years on the AFM Board had been very rewarding and that the AFM was a wonderful institution. PR thanked the staff, especially for the BMC and the AFFFF, and was looking forward to seeing the AFM team in their new home.

6. Consideration of Company Accounts & Reports

It was noted that the Company's Annual Financial Statements and the Auditor's Report for the financial year ended 31 December 2024 be accepted had been circulated prior to the meeting.

Motion: that the Company's Annual Financial Statements and the Auditor's Report for the financial year ended 31 December 2024 be accepted.

Moved: MJH **Seconded:** KMK **Carried unanimously**

7. Appointment and fixing of remuneration of auditor

It was noted that Lowe Lipmann are the Company's current auditors.

Motion: that Lowe Lipmann be reappointed as auditors for the current financial year and be remunerated at reasonable rates as agreed to by the Board.

Moved: MJH **Seconded:** RV **Carried unanimously**

8. AFM Constitution – Clause 56: Regarding Circular Resolutions

The Chair noted that a paper setting out the proposed amendments titled 'Proposed Amendments to the AFM Constitution' had been given to members more than 21 days prior to this meeting. It was noted that a special resolution of members was required to approve the amendments to the AFM Constitution.

The Chair spoke through each of the proposed amendments and explained the reasons for three proposed amendments:

- clause 56 of the AFM Constitution regarding circular resolutions;
- clauses 38 and 39 of the AFM Constitution regarding the term and retirement of directors;
- ◆ clause 34 of the AFM Constitution regarding the maximum number of directors.

The Chair asked if there were any questions about the proposed changes.

In response to a question posed by DW, the Chair explained that the changes regarding the term and retirement of directors were necessary in order to address complexities arising from historical provisions predating the introduction of term limits with the view to clarify and streamline the process. Additionally, it will ensure regular Board renewal, promote a balanced

mix of experience and fresh perspectives within the AFM Board, enhance Board effectiveness and reduce administrative ambiguity.

There was a discussion the proposal to reduce the maximum number of directors be from 12 to 10. It was noted that this change was to:

- ensure alignment with Australian Institute of Company Directors (AICD) best practice;
- improve equilibrium between Board size and the AFM's management structure;
- enhanced focus, streamlined decision making and optimised organisational agility.

Motion: That the provisions regarding circular resolutions, term and retirement of directors and the maximum number of directors in the Constitution be amended in line with the amendments recommended in the Proposed Amendments to the AFM Constitution document, which was given to members at least 21 days prior to this meeting.

Carried unanimously by a show of hands

9. Approval of Life Membership to Gilbert Ducasse

The Chair noted that GD has been nominated for life membership by the AFM Board.

GD joined the AFM Board in 2001 and was President of the AFM from May 2009 to May 2024. During his tenure as President of the AFM, GD fostered strong connections across both local and francophone communities, expanded the organisation's activities and financial resilience through the establishment of a new learning hub in the CBD (Swanston Street), made the pivotal strategic decision to sell the former premises and relocate to the city centre, and effectively navigated the significant challenges presented by the COVID pandemic. His leadership at AFM was particularly characterised by:

- developing an increasingly strong and professional Board;
- establishing an excellent rapport with the successive General Managers;
- fostering a strong rapport between the AFM Board and employees;
- a commitment to the cultural mission and an active participant of the AFM's cultural events;
- applying his professional skills in all legal matters impacting AFM;
- ensuring a strong focus on risk management.

It was noted that GD was an outstanding ambassador for the AFM, becoming the Representative of Central Asia and Pacific for the Fondation des Alliances Françaises, March 2020 to March 2023.

The Chair observed that that this list of accomplishments are a testimony to his leadership, and noted that the French Republic had bestowed the Insignia of Chevalier de l'Ordre National du Mérite in recognition of his contribution to the promotion of French language and culture.

It was noted that clause 10.5 of the constitution allows for the AFM Board to nominate any ordinary member it considers deserving of life membership by reason of special service to the AFM over an extended period of time to become a Life Member of the AFM. Any such nomination

needs to be put to a vote at the next Annual General Meeting and if the nomination is endorsed by a majority of members present and voting at the meeting the nominee becomes a Life Member of the AFM from the date of the meeting.

The Returning Officer KMK outlined the voting process and distributed the ballot papers.

Motion: that Gilbert Ducasse be approved for Life Membership.

Carried unanimously by secret ballot

MBW resumed the chair and congratulated GD on his Life Membership.

GD delivered a heartfelt speech of gratitude to the members for this honour, saying he was very humbled and honoured to be made a life member of AFM. GD mentioned the values of the Alliance Française, quoting two French Presidents “*Alliance Française is a trait d’union between two cultures and a bridge between two countries*”. He particularly mentioned the AF FFF that started in 1991 to become the largest French Film Festival outside of French nowadays. He thanked the various Ambassadors that he had met over the years, for their support and concluded that it had been a long but very enjoyable journey, and the AFM would continue to be an important part of his life.

10. Election of Board Members

The Chair noted that:

- the current Board comprised 12 directors;
- two directors (GP and PR) had to retire due to the term limit of nine years being reached;
- one directors (VL) is retiring for personal reasons;
- four directors (KMK, MJH, FM and RV) have arrived at the end of their respective terms;
- FM and KMK are not standing for re-election;
- MJH and RV are standing for re-election;
- the two directors (DG and LM) who had been co-opted during the year are standing for election;
- one AFM member (PT) who has been assisting the People Cultural & Governance committee with her expertise is standing to be elected as a director;
- there were therefore five Board vacancies and five candidates standing for election.

MBW invited each candidate to present their motivation to continue on or join the Board, after which the vote by secret ballot was held.

The Returning Officer (KMK) informed the meeting that:

- the registration list of AFM members attending the meeting had been checked to identify those eligible to vote in this election;
- the nomination forms for the candidates had been vetted and assessed as valid;

- in order for candidates to be appointed, they were required to receive at least 50% of votes from eligible members; and

The Returning Officer outlined the voting process and distributed the voting papers.

MBW resumed the chair, declared elected candidates RV, LM, DG, MJH and PT and welcomed each to the Board.

11. Any other Business

The Chair encouraged members to attend the opening day of the new French Hub on 21 June 2025. The Chair also encouraged members to support and attend Bastille Day celebrations on 12 and 13 July 2025 at the Queen Victoria Market.

The Chair asked the meeting if there was any other business.

There being no other business the Chair thanked all for attending the AGM and closed the meeting.

The meeting was closed at 8:48 PM

DRAFT