

INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALASIA

SPECIAL GENERAL MEETING ON WEDNESDAY 20TH JUNE 2018

Held at 5.30pm at the Rotorua Energy Events Centre, Queens Drive Rotorua, NZ

MINUTES

Item 1: President's Welcome

The President, Mat Greskie, welcomed those in attendance and provided an outline of the key strategic activities of the Board over the last 12 months including: harmonisation across Divisions; the adoption of a Two Year Strategic Plan; introduction of the Executive Officers working group to advance initiatives in between Board meetings; and increasing success by NAMS Canada (an affiliate of IPWEA) in winning Canadian Government training contracts for IPWEA's Professional Certificate in Asset Management Planning.

The sole purpose of calling the Special General Meeting (SGM) was that whilst the aspiration of a new constitution of the IPWEA group had not been able to be achieved, and has now been parked, the current (1999) Memorandum of Association (MoA) and the Articles of Association (AoA) are required to be brought up to contemporary governance and regulatory standards.

Item 2: Attendance & Apologies

In declaring the SGM open, the President confirmed that with 34 members in attendance, the quorum (25) had been met and that the SGM was duly convened to proceed. He reminded members that they belonged automatically to two organisations, IPWEA NZ and IPWEA Australasia.

The President declared therefore that the meeting had been duly convened in accordance with the requirements of the Corporations Law and the Institute's Memorandum and Articles of Association.

The CEO informed the meeting that he held 28 proxy forms duly completed and nominating the President for voting purposes, plus three proxy forms nominating the IPWEA NZ President, Samantha Gain, as their proxy.

A number of apologies had been received, including those from the IPWEA Australasia Board Directors. The President called for any other apologies from the floor (Nil).

The President asked the CEO to summarise the proposed changes to the MoA and AoA.

The CEO informed the meeting that all members had been informed of the proposed changes; that part of the reason for the changes was to comply with NSW Office of State Revenue charitable status with a view to obtaining possible exemption for the requirement to pay NSW payroll tax; that the changes had been posted on the Institute's website; that extensive promotion and information had been conveyed to all members; that the IPWEA Australasia Board had unanimously resolved (24.05.2018) to recommend to members that they approve the proposed changes; that copies of the proposed changes had been printed and made available to all members present at this SGM.

The proposed 38 changes across 29 pages fell into three interrelated batches:

1. Those clauses requiring removal due to being redundant;
2. Those clauses requiring modernising to reflect current practice / legislation; and
3. Those clauses requiring alteration to align IPWEA's Federal ACNC charitable status.

Item 3: Special Resolution

The President proposed the following motion which was previously advised to all members:

Motion: For the members to consider, and if thought fit, to pass these amendments as a Special Resolution. A copy of the amendments will be attached to these minutes.

The motion was formally moved by Chris French, and seconded by Myles Lind.

Resolved:

The President called for a show of hands of those in favour of the motion. The motion was unanimously adopted.

Item 4: General Business

The President called for any general business from the floor. Nil

Item 5: Close of Meeting

The President closed the meeting at 5.45pm and thanked all for their attendance and participation with a special acknowledgement to IPWEA NZ for the significance of these changes being conducted whilst in New Zealand, being IPWEA's largest Special Division and as a mark of respect to NZ.

Approved: President Date: