

INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALASIA LIMITED

ACN 087 934 898

2022 ANNUAL GENERAL MEETING

AGENDA

ORDINARY BUSINESS

1. President's Welcome

2. Attendance and Apologies

***Motion:** That the meeting has been duly convened in accordance with the requirements of the Corporations Act 2001 (Cth) and the IPWEA Articles of Association.*

3. Confirmation of Minutes of Previous AGM

***Motion:** That the minutes of the IPWEA Annual General Meeting held on 1 November 2021, as signed by the Chair, be accepted as a true and correct record.*

4. Presentation of Chief Executive Officer's Report

***Motion:** That the Chief Executive Officer's Report be received.*

5. Presentation of IPWEA Financial Reports, Directors' Reports and Auditor's Report

***Motion:** That the IPWEA Financial Reports, Directors' Reports and Auditor's Report be received.*

6. Confirmation/ Appointment of New Directors. Refer to appendix 1 for details.

***Motion:** That the members have received confirmation of the IPWEA's new Directors in 2021/22.*

7. Appointment of Auditor

***Motion:** That Nexia Sydney Audit Pty Limited (formerly Nexia Australasia and Nexia Court & Co) be appointed as auditors for the financial year 2022/2023.*

8. General Business

SPECIAL BUSINESS

9. Proposed Amendments to the IPWEA Articles of Association

The Board recommends to the members of the company that two (2) clauses in the IPWEA Articles of Association be amended.

Amendments to the IPWEA Articles of Association must be approved by a special resolution of members.

A special resolution requires approval of 75% of the votes cast by members present and eligible to vote in person, by proxy, by attorney or, in the case of a corporate member, by a corporate representative.

The Board believes the amendments are required to the IPWEA Articles of Association to allow for smooth and effective functioning of the Company.

The proposed amendments to the IPWEA Articles of Association are as follows:

(a) Proposed Amendment 1 - Clause 3

Current wording:

'The number of members with which the Company proposes to be registered is 6.'

Proposed new wording:

THIS CLAUSE IS DELETED

Reason for proposed amendment:

The wording of clause 3 is originated from the time when IPWEA was being established. The company now has approximately 4,950 members. In addition, a casual reader may think that the only members of the company are the six state divisions. The IPWEA Board therefore recommend that clause 3 of the IPWEA Articles of Association be deleted.

(b) Proposed Amendment 2 - Clause 42

Current wording:

'The Directors of the Company shall consist of two members appointed by each State Division or Special Division.'

Proposed new wording:

'The Directors of the Company shall consist of:

- *one director appointed by each State Division or Special Division: and*

- *up to two directors appointed by the Board until the conclusion of the next Annual General Meeting.'*

Reason for proposed amendment:

According to the 2022 Board Survey conducted by Associations Forum, the average ideal number of directors is seven to nine members. The national institutes of company directors of both Australia and New Zealand provide guidance in support of the Associations Forum findings on Board size. The current size of the Board is 14 members. The Board considers the advice of sector leaders with regards to an appropriate number of directors.

To ensure relevant skills and expertise for achieving the Company's strategic objectives and policies, the Board considers that it needs to be able to appoint up to two independent directors.

The Board believes that this change will allow IPWEA be more efficient and effective.

Motion: For members to consider, and if thought fit, to pass the amendments to the following clauses of the IPWEA Articles of Association (as detailed above):

- Clause 3; and
- Clause 42.

10. Close of Meeting

David Jenkins

Chief Executive Officer
Institute of Public Works Engineering Australasia Limited

Appendix 1: New IPWEA Directors

Ben Clark

Ben was appointed to the IPWEA Australasian Board on 3rd December 2021.

Ben was elected IPWEA South Australia (SA) President in December of 2021 and has been a board member since 2017. He was IPWEA SA Vice President from 2019-2021.

Ben started in Young IPWEA and has been Vice President and President of YIPWEA Australasia.

Ben holds the following formal qualifications:

- MBA from RMIT University
- Master of Surveying, Cadastral & Engineering Survey from the University of South Australia
- Bachelor of Sustainable Environments, GIS from the University of South Australia

Connect to Ben on LinkedIn.

Sean Rice

Sean was appointed to the IPWEA Australian Board on 8th August 2022 following the resignation of one of the Queensland appointed directors.

Sean or Ricey, is the Managing Director of Proterra Group, a Civil Engineering consultancy based in Toowoomba, but he calls Goondiwindi QLD home. He is a qualified Civil Engineer with over 25 years of Local Government experience and is passionate about rural and regional Australia. Ricey's a country boy at heart and has a vested interest in growing the number of regionally based Engineers and Technical staff to support our communities and improving collaboration between our Councils.

Ricey has held positions on several boards (including President, Vice President, and Secretary) and is a current Board Member of IPWEAQ. He has completed the Australian Institute of Company Directors (AICD) Course and has held full-time and seconded roles with several Councils in the positions of Director of Engineering Services, Works Engineer, and CEO. He also provides business coaching and mentoring in his Region and loves giving back to the communities that support his business Proterra Group.

When he's not working and driving across our amazing country Ricey's focus is on hiking and travel, adventure bikes, great food, and wine, foster care and the Penrith Panthers.

He holds the following Qualifications:

- Bachelor of Civil Engineering (Hons), University of NSW
- MBA (TechMgt), Deakin University
- AICD Directors Course