

# INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALASIA LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of the IPWEA (Australasia) for the financial year ended 30 June 2013 will be held as follows:

**Place:** Pullman Reef Hotel

Wharf Road, Cairns QLD

**Date:** Friday 11th October 2013 at 9:15am

A member entitled to vote at the AGM may appoint a proxy to vote on his or her behalf. A proxy shall be in the approved form available here. [Download Proxy Form](#). Proxies must be received at least 48 hours before the meeting.

The business to be considered at the AGM is as follows:

## AGENDA

### 1. President's Welcome

### 2. Attendance, Apologies

**Motion:** That the meeting has been duly convened in accordance with the requirements of the Corporations Law and the Institute's Constitution.

### 3. Confirmation of minutes of previous AGM

**Motion:** That the minutes of the Annual General Meeting held 12<sup>th</sup> October 2012 be accepted and signed by the Chairman as a true and correct record.

**Motion:** That the minutes of the Special General Meeting held 20<sup>th</sup> March 2013 be accepted and signed by the Chairman as a true and correct record.

### 4. Presentation of reports from officers

**Motion:** That the reports from officers be received.

### 5. Presentation of financial reports, director's report and auditor's report

The Institute incurred an operating deficit before income tax for the year of (\$399,313) compared with an operating surplus of \$977,437 in the previous year.

The net amount of the deficit of the company for the financial year was (\$195,550) (2012: \$756,741), after income tax (benefit)/expense of (\$203,763) (2012: \$220,696).

The retained surplus now stands at \$1,283,155 (2012: \$1,478,705).

There was a cash position of \$1,941,277 (2012: \$2,195,338) at 30 June 2013.

**Motion:** That the Directors Report, Auditors Report, Directors Declaration, Financial Statements and Auditors Statements be received.

#### 6. Appointment of Auditor – Nexia Court & Co

**Motion:** That the Nexia Court & Co be appointed as auditors for the financial year 2013/2014

**Motion:** That a call for tender process be conducted to determine the appointment of an External Auditor for the provision of Audit Services for 2014/15 to 2016/17.

#### 7. General Business

#### 8. Close of Meeting

**Chris Champion**

Consultant Chief Executive

## **INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALIA**

### **ANNUAL GENERAL MEETING HELD ON FRIDAY 12<sup>TH</sup> OCTOBER 2012**

Held at Sheldon Convention Centre, Taylor Rd, Sheldon QLD at 12:30pm

## **MINUTES**

### **Item 1 Chairman's Welcome**

### **Item 2 Attendance**

The Chairman, Michael Kahler, welcomed those present to the meeting. Apologies were received including from President Paul Di Iulio. A quorum was present at the meeting.

The Annual Report including Notice of the AGM and Financial Report was noted as having been previously distributed to all Members and available at this meeting.

#### **Resolved:**

That the meeting has been duly convened in accordance with the requirements of the Corporations Act and the Company's Constitution.

### **Item 3 Minutes of the Previous AGM**

#### **Resolved:**

That the Minutes of the previous AGM be accepted and signed by the Chairman as a true and correct record.

### **Item 4 Officers Report**

The Chief Executive Officer Chris Champion made a presentation drawing attention to highlights of the past year.

#### **Resolved:**

That the Officers Report be received.

### **Item 5 Financial Report**

The Financial Statements provided within the Annual Report were outlined highlighting key aspects. It was noted that the result for the year was a surplus of \$756,741 after tax. The retained funds position was held at \$1,478,705. It was noted that the Accounts had been audited and were satisfactory.

#### **Resolved:**

That the Annual Financial Reports, Directors Report and Auditors Report be received.

### **Item 6 Appointment of Auditor**

#### **Resolved:**

That the Nexia Court & Co be appointed as auditors for the financial year 2012/2013

### **Item 7 General Business**

The Chairman noted that the existing executive officers of the Board retire at this meeting with the election to be held at the next Board Meeting.

### **Item 8 Special Business**

#### **Amendment to the Constitution**

**Purpose:**

To amend the Constitution such that the timing of the election of Office Bearers including President can allow formal announcement of results at each National Conference, and that Office Bearers be elected for a two-year term. This would confirm current practice where Office Bearers are elected for two one-year terms.

**Amendments proposed:**

The constitution of the company is to be altered by:

- i. Deleting rules **37, 38** and **39** from the articles of Association, which read as follows:

"37. The Officers of the Company shall be elected by and from the Directors and shall hold office for a term of one (1) year but shall be eligible for re-election. The Directors and Officers of the Company from time to time shall comprise the Board of Directors of the Company.

38. The existing President, Vice-President, Secretary and Treasurer of the existing incorporated association known as the Institute of Municipal Engineering Australia Incorporated shall be the first officers of the Company. They shall all retire at the first Annual General Meeting of the Company but shall be eligible for re-election.

39. Immediately following the first Annual General Meeting of the Company and the Annual General Meeting of the Company in every year thereafter the Directors shall meet together for the purpose of electing the officers of the Company and the officers so appointed shall hold office until the next Annual General Meeting after their appointment when they shall be eligible for re-election PROVIDED THAT the President shall not be eligible for re-election for a period exceeding four (4) consecutive years."

- ii. Replacing rules **37, 38** and **39** from the articles of Association as follows:

"37. Unless otherwise determined by the Board, the elected Officers of the Company will be drawn from and elected by the Board and will consist of:

(a) a President, and

(b) a Vice-President

38. The Officer Bearers will hold office on the terms and conditions determined by the Board and as stated in the Constitution.

Officer Bearers shall be eligible for re-election. The term of the office for Office Bearers shall be for two years and must be concurrent with Board membership. For the avoidance of doubt, an Office Bearer can only hold office whilst a Director.

39. The President shall not be eligible for re-election if they have already served a total period of four consecutive years."

**Resolved:**

For the Board to consider, and if thought fit, to pass these resolutions as ordinary resolutions.

**The meeting closed at 12:50pm.**

**Approved:**

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**Chairman**

**Date**

# INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALIA LIMITED

## MINUTES OF SPECIAL GENERAL MEETING

A Special General Meeting of members of IPWEA (National) was held as follows:

**Place:** Hotel Windsor, Spring Street, Melbourne VIC

**Date:** Wednesday 20<sup>th</sup> March 2013 at 5pm  
(at end of Day 1 proceedings on the IPWEA vic Annual Conference)

### MINUTES

#### 1. President's Welcome

#### 2. Attendance, Apologies

The Chairman, Paul Di Iulio, welcomed those present to the meeting. Apologies were received. A quorum was present at the meeting.

**Resolved:** That the meeting has been duly convened in accordance with the requirements of the Corporations Law and the Institute's Constitution.

#### 3. Presentation of report from officers

A proposal has been received from INGENIUM (Association of Local Government Engineers of New Zealand) that it might become a Special Division of IPWEA.

IPWEA's Memorandum and Articles of Association already provide for an Association in any part of the world, whose purposes are similar, to become a Special Division of IPWEA. If such a proposal was to proceed INGENIUM would remain a separate entity (as exists for IPWEA State Divisions under our Federation model).

The proposal under consideration is that INGENIUM would change its name to IPWEA (NZ Division).

The amendments proposed to the IPWEA Memorandum and Articles of Association in the Special Business item below would facilitate the proposal currently under consideration.

A Report was made available which provided additional background information and consideration by the IPWEA National Board. The Board resolved on 15<sup>th</sup> February 2013 that, *inter alia*, the proposal to accept INGENIUM as a Special Division of IPWEA continue to the next stages, and that changes to the Memorandum and Articles of Association be sought to facilitate the process. The amendments are detailed below.

**Resolved:** That the reports from officers be received.

#### 4. Special Business: Amendment to the Memorandum and Articles of Association

##### **Purpose:**

To facilitate that associations in other countries of the world, with similar purpose, might apply to become a Special Division of IPWEA as is already provided in IPWEA's Memorandum and Articles of Association.

##### **Amendments:**

##### *Proposed Special Resolutions*

**A. To consider, and if seen fit, pass a special resolution** amending the existing Clause 1 of the Memorandum of Association to change the existing word "Australia" to Australasia" so to read:

1. The name of the company is INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALASIA LIMITED.

AND

**B. To consider, and if seen fit, pass a special resolution** to delete the existing Clause 82 (a) and (c) of the Articles of Association:

82. *An application to be a Special Division will not be accepted unless:-*

(a) *At least **fifty per cent of the** members of the proposed Special Division have voted in favour of the formation of the Special Division and resolved to subscribe to the purposes and membership grades of the Company...*

(c) *The members of the proposed Special Division will appoint **annually** an executive to deal specifically with Company matters.*

**And replace with the following new Clause 82 (a) and (c):**

82. *An application to be a Special Division will not be accepted unless:-*

(a) *At least **seventy-five per cent majority of votes cast by** members of the proposed Special Division have voted in favour of the formation of the Special Division and resolved to subscribe to the purposes and membership grades of the Company...*

(c) *The members of the proposed Special Division will appoint an executive to deal specifically with Company matters.*

Questions were asked of the Chairman and Chief Executive to clarify the proposals.

**Resolved by Special Resolution:**

For the Board to consider, and if thought fit, to pass these resolutions as ordinary resolutions.

**5. General Business**

There was no General Business

**6. Close of Meeting**

**Chris Champion,**  
Chief Executive Officer

Approved:

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**Chairman**

**Date**