



Stormwater Industry Association Ltd
ACN 093578164

MINUTES OF ANNUAL GENERAL MEETING OF STORMWATER INDUSTRY ASSOCIATION LTD (SIA LTD)
7 December 2018 11.00am- 12.30pm (via teleconference and Zoom)

The meeting commenced at 11.15am.

Attendees and apologies

State Representatives	Alan Benson (NSW), Beth Salt (NSW), Andrew King (SA), Bill Till (WA), David Simpson (Qld), Sarah Watkins (VIC)- joined at 11.20am
Board	Belinda Lovell (BL), Andrew Allan (AA), Alan Hoban(AH), Chris Badger (CB), Judy MacGraw (JMcG), Rod Weise(RW)
Board Nominee observers	Dr Peter Coombes, Ann Shaw Rungie, Dr Darren Drapper
Sustaining Member observers	Elisabeth Smolinska (Jacobs)
Apologies	Chris Beardshaw (VIC)

1. Item Confirmation of quorum and proxies

Discussion

- Proxies had been received by email and are acceptable to include in vote.

Resolution: That the chairman confirms that there is a quorum present. **Carried**

Resolution: That there are 4 eligible proxies entitled to be included in the vote. **Carried**

2. Confirmation previous AGM minutes

Discussion

- Typographical error in name (Judy MacGraw) to be corrected

Resolution: That the minutes of the last annual general meeting held 15 December 2017 be Adopted. Moved BL, Seconded AA. **Carried**

3. President's Report

Resolution: That the President's report for the year ended 30 June 2017 be adopted (copy attached). Moved AA, Seconded RW. **Carried.**

4. Treasurer's Report

Discussion

- Difference between 2017 and 2018 were explained by change from cash to accrual and a change to Chart of Account that moved Bulletin costs from 'Admin' to 'Bulletin' and included in explanatory notes.
- Finance Audit and Risk Committee had spent considerable time improving reporting.
- Queensland had raised questions in lead up to meeting that had been addressed prior
- Clarification (CB) that operational accounting reports are on an accrual basis to include cashflow, balance sheet and operational/revenue statements.
- Cashflow statement has not been included in AGM information but should be considered for inclusion for future AGMs.
- Chart of Accounts should be shared with states to be considered for adoption in their management.
- Increase in accounting fees should reduce; current year costs reflected an effort to 'clean up'
- Further savings could be realised across all jurisdictions through a 'Unity model'
- Incoming Board should benefit from efforts reflected in accounts
- Comment that the business should remain solvent for the next 12 months based on budget assumptions by Board.

Resolution: That the statement of financial position and performance for the year ended 30 June 2017 be adopted. Moved DS, Seconded AA. **Carried.**

Resolution: That the accounts and financial statements be audited to Australian Auditing Standards for the financial year ending 30 June 2019 for presentation to the next annual general meeting. Moved AA. Seconded DS. **Carried.**

In relation to next items, a meeting procedure had been advertised and adopted. The procedure was explained. See addendum.

Having consideration to this, late notice of Alternate Motions from NSW would not be formally admitted but could be accommodated in the debate/ discussion.

5. Proposed changes to constitution

Discussion

- Three changes were proposed
 - Clause 14.1 Number of Directors and Executive Positions
To alter sub clause (a) to allow a minimum of 5 directors (changed from 7)
 - Clause 14.2 Director's Term
To alter the clause to extend the term of office for a Director from 12 months to 'up to 3 years'

- Clause 17.2 Quorum

To alter the clause to reflect only 3 Director's need to be present to constitute a quorum

- Director recommendations included explanatory material which had been circulated
- Sarah Watkins provided an alternate motion proposed by Victorian committee, which was supportive of items in relation to Cl 14.1 and 14.2.
- Stormwater Victoria's alternative motion in relation to Cl 17.2 (Quorum) was discussed and subsequently modified to read 'minimum of 50% plus one rounded up to the next whole number'
- In relation to duration of Director's term, a discussion ensued around ensuring that terms were long enough to allow Board to prosecute business, allow flexibility in appointment, retention of knowledge, avoid burdensome recruitment processes, and recognising the reality of attrition and recruitment of new Directors based on skills needs.
- Reiteration that appointment of Directors was by members on recommendations of a Board nomination committee.
- That Clause 17.2 provided the Board with discretion to determine quorum requirements, and the discussion was to highlight the views of State Members.

A vote was called.

Resolution (Board recommended 14.1,14.2 and 17.2): That changes to the constitution be adopted.

Vote. Not passed (All No)

Alternative Resolution (Victoria) as modified

- For clarity- in relation to Cl 14.1 and 14.2 Directors recommendation remain unchanged. In relation to 17.2 'quorum of 50% plus one rounded up the next whole number'
- Vote. Yes- Vic, WA, SA. No- NSW, Qld (qualified as it hasn't been discussed with committee)
- There was additional discussion while the constitutional validity of the vote was confirmed by the Secretary

Alternative Motion (as modified). Carried

6. Director recommendations for appointment of Directors

Resolution: That in accordance with clause 14 of the SIA constitution:

- a) That current Board members with the exception of Alan Hoban have not sought to renominate and will therefore cease to be Directors.
- b) The current director Alan Hoban is appointed for an approved term consistent with relevant Terms in the constitution (as revised and agreed)
- c) That the recommendations of the Nominations committee be adopted to fill vacant board seats in accordance with clauses 14.3, 14.5 and 14.6 Director recommendations for appointment of Directors

Discussion

- Gender equity should be a consideration for future Board nomination/ composition
- Consideration of nominations limited by applications
- Encouragement of leadership and diversity 'through the ranks'
- A vote was called.

Motion passed unanimously. Carried

7. To form a Restructure Committee

Discussion

Board motion to convene Restructure Committee chaired by the Chair, Stormwater Australia with representation by all State Committee Presidents and up to two additional nominees from each jurisdiction. This Committee, using an inclusive, collaborative and transparent process, will:

- Explore unity governance model options, issues and opportunities
- Frame and develop a new structure, and
- Set out steps required for transition to put forward as a motion to members.

Alternative proposed by Stormwater Victoria

Board motion to convene Restructure Committee chaired by the Chair, Stormwater Australia with representation by all State Committee Presidents and one additional nominees with provision for President to delegate in each jurisdiction. This Committee, using an inclusive, collaborative and transparent process, will:

- Explore unity governance model options, issues and opportunities
- Frame and develop a new structure, and
- Set out steps required for transition to put forward as a motion to members.

A vote was called.

Resolution (Board recommended): That changes to the constitution be adopted.

- Vote. Not passed (unanimous)

Alternative Resolution (Victoria)

- Vote. Passed (unanimous)

8. Motion to provide resources to support the Restructure Committee by each state jurisdiction to contribute \$4000 toward engaging suitably qualified consultant to assist with the drafting of documents associated the new structure arising out of Restructure Committee process for consideration by members. Contribute \$4000 toward engaging suitably qualified consultant to assist with the drafting of documents associated the new structure arising out of Restructure Committee process for consideration by members.

Discussion

- Motion, as put, would not be binding on State Members.

- A change in wording (i.e. 'request' versus 'provide') was problematic and would not be admitted as an alternative motion.
- Inequity in contributions based on state resources and member numbers; should be modified to recognise capacity of each state to pay (i.e. proportional contributions/ equity basis)
- Further detail would need to be provided (e.g. work plan) before commitments could be requested and should be from Restructure Committee.
- Motion established a notional budget to engage professional resources to assist with Unity Process.
- Delays in committing budgets would hamper timely progress toward Unity model especially in regard to gaining State committee approval.
- Stormwater Australia should provide commentary to assist an 'in principle' commitment of funds based on Planning Day discussions in relation to Unity model (ACTION on Stormwater Australia).
- Committee (with Board Chair) should be responsible to develop further detail.
- Motion (as put) unlikely to be supported.
 - Rationale for motion was to identify issues and a flag to support resourcing of Restructure process.

A vote was called.

Motion. Not carried

9. For noting

Trading Name 'Stormwater Australia' was acquired by another company and the Board has developed strategies to mitigate risk.

Discussion

- Do these developments implicate how the Minutes will be finalised
- Unlikely, as the meeting is not a 'trading' function.

10. Other Business

None

Meeting closed at 12.35pm

Additional information in relation to Unity model 'exploration.'

An action was placed on the outgoing secretary to provide an alternative model of how contributions toward the engagement of a consultancy with expertise in governance, and drafting constitutional document could be determined.

Based on a budget estimate of \$20,000 and using the member numbers used for the last round of levy invoicing (June- September) the breakdown is as follows

	NSW	Qld	Vic	SA	WA
Member Nos.	274	253	281	136	60
Contribution	\$5,458	\$5,040	\$5,598	\$2,709	\$1,195