CONFIRMED MINUTES OF
ANNUAL GENERAL MEETING

Held on
Thursday 26 November, 2015
at
Holiday Inn, Potts Point (Wattle Room)
203 Victoria Street, Potts Point NSW 2011

Meeting Opened at 5:15pm

Present & Eligible to Vote

- Brendan Nelson MPIA CPP (Chair)
- Alex Brownlie MPIA CPP
- Brooke Yates MPIA
- Darren Crombie MPIA CPP
- Deborah Curry MPIA
- Emma de Jager MPIA CPP
- Fiona Ray MPIA CPP
- Ian Stanley FPIA CPP
- James Larmour-Reid FPIA CPP
- Kym Pluck MPIA
- Marion Thompson MPIA
- Marjorie Ferguson MPIA CPP
- Michael Jollon MPIA
- Steve Dunn MPIA CPP
- Steve O’Connor FPIA CPP
- Sue Woolhouse MPIA
- Max Fragar LFPIA CPP
- David Broyd FPIA
- Jane Fielding MPIA
- Gary Shiels LFPIA

Others Present

- Leo Jensen FPIA CPP
- Kirsty Kelly MPIA (CEO)
- David Williams (COO)
- Brenda Payne (Minutes)
- Carmel McCormack
- Dan Molloy
- Andrew Wheeler PIA (Affiliate)
- Jenny Street
- Michelle Riepsamen
1. Welcome and notification of proxies

The Chair welcomed Members to the 2015 Annual General Meeting of the Planning Institute of Australia (PIA), being PIA’s 64th Annual General Meeting, and acknowledged members who have passed over the year, particularly Basil Veal LFPIA.

The CEO, as Company Secretary, advised the Meeting that valid Proxy Forms from Members of the Planning Institute of Australia had been received from:

- Chris du Plessis MPIA
- Francis McGrath MPIA
- Geoffrey Entwistle MPIA
- Greg Tupicoff MPIA
- Daniel (Jaco) Ackerman MPIA
- Leo Jensen FPIA CPP
- Lloyd Audsley MPIA
- Matt McIntyre MPIA
- Melanie Bradley MPIA CPP
- Michael Moulds MPIA CPP
- Natalie Chan MPIA
- Nicola Smith MPIA CPP
- Paul Mickan MPIA CPP
- Robert Pringle MPIA
- Stan Lai MPIA
- Stuart Hart LFPIA
- Sue Sinnatt MPIA

All 17 proxies were in favour of the Chair (Brendan Nelson); 12 proxies directed their votes on all resolutions, and five were left open to the Chair.

2. Apologies Received

The CEO advised the meeting that apologies were received from Rolf Fenner, Lindsey Dey, Andrew Grear, Dr Michael Llewellyn-Smith, Dorte Ekelund, David King, Sue Sinnatt, Geoffrey Entwistle and Peter Sheville (auditor - Vincents).

3. Confirmation of the Minutes of the 2014 AGM

The Chair asked that the Minutes of the last Annual General Meeting held on Thursday 27 November 2014, having previously been distributed to Members, be tabled and that the Minutes be taken as read.

The Chair then moved that the Minutes as read be adopted as a correct record of the 2014 Annual General Meeting of Planning Institute Australia.

Moved: Brendan Nelson
Seconded: Steve O'Connor

(MOTION: CARRIED)
4. **President’s Report - Year in Review**

The Chair presented the Institute’s 2014/15 Annual Review containing the President’s Year in Review to the meeting. The Chair then called for questions in relation to PIA’s activities during the year.

5. **Financial Statements and Auditor’s Report**

The Chair asked that the Financial Statements and the Auditors Report for the period ending 30 June 2015, as previously distributed to Members, be tabled and be taken as read. The Chair opened the meeting for any questions on the Financial Statements and Auditors Report.

The Chair then moved that the Financial Report of the Institute for the year ended 30 June 2015 together with the declaration of the Directors, the Directors’ Report and the Auditors’ report, be accepted.

*Moved: Brendan Nelson  
Seconded: Ian Stanley  
(MOTION: CARRIED)*

6. **Changes to Constitution of the Planning Institute of Australia**

The Chair stated that, as outlined in the AGM Notice, he will now propose 10 changes to the PIA Constitution (dated 27 November 2014).

The Chair explained to the Meeting that a change to the Constitution is referred to as Special Resolution and under the Corporations Act at least 75% of the votes cast must be in favour for it to be passed.

The Chair further explained that he would initially call for a show of hands for each proposed Special Resolution. After taking into account the number of members present at the meeting who are entitled to vote and the number of Proxies lodged, the Chair may then call for a Poll to be taken for any of the proposed Special Resolutions. If a Poll was to be taken, the Chair advised that she would again request Members to raise their hands to indicate their vote, together with the vote of any proxies individuals may hold, to be counted.

The Chair added that in addition to his power to call a Poll, any three members who are entitled to vote at this meeting may request that a Poll be taken.

The Chair then stated that the Notice of this AGM also included an explanatory memorandum which provided an explanation for each of the proposed changes.

The Chair then stepped through each of the Special Resolutions that proposed a change to the Constitution and these were displayed on a screen for the Meeting to view.
6a. **SPECIAL RESOLUTION - Change to Constitution – International Division**

This item was discussed at the Meeting. The Chair reiterated that PIA continues to support the International Division as directors represent the interests of all members regardless of the division from which they were elected, and PIA continues to provide a staffing resource for the International Division.

The Chair proposed that the Constitution of the Planning Institute of Australia be amended to remove the International Division Elected Director position, and the International Division Committee by:

i. Adding the words “except for the International Division” to Clause 16.1(a);

ii. Removing the word “International” from Clause 16.4(ii);

iii. Removing the words “with the exception that Directors appointed by the International Division need not be a Member of the International Division” from clause 16.7(b);

iv. Adding the words “With the exception of the International Division,” to Clause 28.2;

v. Incorporating changes to clause 28.2(a) as proposed; and

vi. Adding the words “except for the International Division” to the definition of “Divisional Election” as clause 34.2.

*Moved: Brendan Nelson  Seconded: Steve Dunn*

*(MOTION: CARRIED. RESOLUTION: PASSED.)*

6b. **SPECIAL RESOLUTION - Change to Constitution – Young Planner Director**

The Chair proposed that the Constitution of the Planning Institute of Australia be amended to clarify the Young Planner Director role and processes by:

i. Replacing the words “One person who is a Young Planner” with the words “One Young Planner Director” in Clause 16.1(b);

ii. Adding the words “and Associates” to clause 16.6(a);

iii. Adding the words “at the time they would take office in accordance with this clause” to Clause 16.6(b);

iv. Removing Clause 16.6(c); and

v. Removing the words “on advice from the Young Planners Network” and insertion of the words “may seek advice from Young Planners regarding the
appointment in the manner provided by the By-Laws and then” within Clause 16.6(d).

Moved: Gary Shiels
Seconded: Marjorie Ferguson

(MOTION: CARRIED. RESOLUTION: PASSED.)

6c. SPECIAL RESOLUTION - Change to Constitution – Removal of Industry Discipline

The Chair proposed that the Constitution of the Planning Institute of Australia be amended by removing the words “in at least one Industry Discipline and who hold the academic qualifications” from Clause 8.1 relating to Member Class, and inserting the word “as”.

Moved: Darren Crombie
Seconded: Brooke Yates

(MOTION: CARRIED. RESOLUTION: PASSED.)

6d. SPECIAL RESOLUTION - Change to Constitution – Removal of Associate member Grades

The Chair proposed that the Constitution of the Planning Institute of Australia be amended to remove the Associate member grades listed at Clause 8.2(a)-(d).

Moved: Leo Jensen
Seconded: Sue Woolhouse

(MOTION: CARRIED. RESOLUTION: PASSED.)

6e. SPECIAL RESOLUTION - Change to Constitution – Affairs of the Division

The Chair proposed that the Constitution of the Planning Institute of Australia be amended to remove Clauses 28.2(c)-(e) relating to affairs of the Division.

Moved: Max Fragar
Seconded: Alex Brownlie

(MOTION: CARRIED. RESOLUTION: PASSED.)
6f. **SPECIAL RESOLUTION - Change to Constitution – Addition of the Words “or Associate”**

The Chair proposed that the Constitution of the Planning Institute of Australia be amended to include Associates throughout Clause 8.4 and Clause 8.5(a) by adding the words “or Associate” where necessary.

Moved: Kym Pluck  
Seconded: Max Fragar

*(MOTION: CARRIED. RESOLUTION: PASSED.)*

6g. **SPECIAL RESOLUTION - Change to Constitution – Transfer of Election Duties to the Secretary**

The Chair proposed that the Constitution of the Planning Institute of Australia be amended to transfer responsibility for conducting Division-elected Director and Division Committee elections from Divisional Committees and the Board to the Secretary by:

i. Incorporating the changes proposed to Clause 16.7(a) and Clause 16.10(a)–(b) and (e) (i)–(iii); and

ii. Replacing the sentence “Each Division must complete the election of its Committee and its Director not less than 28 clear days prior to the Annual General Meeting of the Institute” with “Each Divisional Director Election must be complete not less than 28 clear days prior to the Annual General Meeting of the Institute” at Clause 16.10(c).

Moved: Emma de Jager  
Seconded: Max Fragar

*(MOTION: CARRIED. RESOLUTION: PASSED.)*

6h. **SPECIAL RESOLUTION - Change to Constitution – Removal of Clauses relating to By-Laws**

The Chair proposed that the Constitution of the Planning Institute of Australia be amended to remove from Clause 29(a) relating to the By-Laws of the Institute:

i. Item (iii) “to provide for the recognition of Fellows and Life Fellows; and”;

ii. Item (iv) “to provide for a Code of Membership to which all Members must comply;”.

Moved: David Broyd  
Seconded: Kym Pluck

*(MOTION: CARRIED. RESOLUTION: PASSED.)*
6i. **SPECIAL RESOLUTION - Change to Constitution – Various**

The Chair proposed that the Constitution of the Planning Institute of Australia be amended to adjust the ballot and voting procedures for the election of directors, remove references to Division Rules and Industry Disciplines, align the casting vote clause with the By-Laws, and update definitions as proposed.

Moved: Deb Curry

Seconded: Darren Crombie

(MOTION: CARRIED. RESOLUTION: PASSED.)

6j. **SPECIAL RESOLUTION - Change to Constitution – Correction of Minor Terminology and Grammatical Errors**

The Chair proposed that the Constitution of the Planning Institute of Australia be amended to correct a number of minor terminology and grammatical errors as proposed.

Moved: David Broyd

Seconded: Marjorie Ferguson

(MOTION: CARRIED. RESOLUTION: PASSED.)

7. **Thank You to Outgoing Directors and Announcement of Incoming Directors**

The Chair announced that the following directors retired at this AGM:

- Hamish Sinclair – ACT
- Gary Mavrinac - SA

The Chair thanked them for their service to PIA, and acknowledged Gary’s long term involvement with the Institute. He also thanked Dyan Currie who concluded her term at this AGM as Immediate Past President.

The CEO as Company Secretary then announced:

The following new directors have been elected to serve on the Board:

- Andrew Grear – SA
- Brooke Yates - ACT

The following directors will continue to serve on the Board:

- Brendan Nelson – National President
- Steve Dunn – VIC
- Stephen O’Connor – NSW
- Deborah Curry – NT
- Marion Thompson – WA
- Andrew Wheeler – YPNC
The following director’s term expired this year and was re-elected:
- Ian Stanley - Tas

To summarise - the Board of Directors for 2015/16 is:
- Brendan Nelson – National President
- Ian Stanley – TAS
- Steve Dunn – VIC
- Andrew Grear – SA
- Stephen O’Connor – NSW
- Brooke Yates – ACT
- Deborah Curry – NT
- Marion Thompson – WA
- Andrew Wheeler – YPNC
- Darren Crombie – QLD

8. **General Business**

The CEO advised the Chair that there was one request from Members to add a matter of General Business (8.1 below) to the agenda of the 2015 AGM, as per the requirements under the Constitution. Another additional item was requested from the floor (8.2 below).

8.1 **Membership Growth Strategies**

The CEO gave the Meeting a summary of PIA’s Membership Matters campaign and other membership growth activities.

8.2 **Member Skills and Experience**

A Member raised the topic of project management and client relation skills that some planners could improve, even though they are technically proficient as planners and may have many years of experience. The Chair noted and thanked the Member for their comments.

9. **Closure**

The Chair concluded there were no other matters to be considered by the Meeting, and declared the meeting closed.

**Meeting closed: 5:55pm**