CONFIRMED MINUTES OF THE SPECIAL GENERAL MEETING

Held on Friday 8 September 2017 at NSW Department of Planning and Environment, Waratah Room, Level 31, 320 Pitt Street, Sydney NSW 2000

Meeting Opened at 5.08 pm

Present & Eligible to Vote

• Brendan Nelson RPIA
• Dean Hosking MPIA
• Jenny Rudolph MPIA
• John Brockhoff MPIA
• Juliet Grant RPIA (Fellow)
• Rolf Fenner RPIA (Fellow)
• Stephen McMahon RPIA (Fellow)
• Steve O’Connor RPIA (Fellow)
• Tony McNamara RPIA (Life Fellow)
• Thomas Watt MPIA

Others Present

• David Williams (via phone)
• Brenda Payne (via phone)
• Michelle Riepsamen (minutes)
• Chris Twitchen PIA (Assoc.)
1. **Welcome and Notification of Proxies**

The Chair welcomed members to the Special General Meeting of the Planning Institute of Australia (PIA). He acknowledged the traditional custodians of the land and Elders past, present and emerging, and PIA’s Fellows who were present at the meeting.

The Chair indicated that printed copies of the explanatory notes and the marked-up Constitution were available if required.

The Company Secretary, via teleconference, notified the meeting that nine (9) valid Proxy Forms from Members of the Planning Institute of Australia had been received and all appointed the National President/Chair (Brendan Nelson RPIA) as their proxy. All had indicated the direction of their votes except for one, and the Chair advised that he would direct that person’s vote in favour of all proposed resolutions.

2. **Apologies Received**

The Chair advised that apologies for the meeting were received from Andrew Swane RPIA, Daniel Thompson MPIA, David Newby RPIA, Dirk Bolt MPIA (Fellow), Gary Shiels RPIA (Life Fellow), Gary White MPIA (Life Fellow), Joan Masterman FPIA, Kendell Pesavento MPIA, Marjorie Ferguson RPIA, Michelle Howard MPIA (Fellow), Michelle Love MPIA, Nigel Dickson MPIA, Raymond Bunker MPIA (Life Fellow), David Broyd RPIA (Life Fellow), Jane Fielding MPIA.

3. **Declarations of Conflict of Interest**

The Chair invited Members present to declare any conflict of interest in relation to the business proposed.

Steve O’Connor declared that he had a conflict regarding resolution 4a.

The Chair requested that Steve abstain from discussing and voting on resolution 4a and advised that he can participate fully in all other parts of the meeting. The chair further informed the meeting that some Directors not present in person or by proxy may have a conflict of interest regarding resolution 4a due to serving only part terms.

4. **Amendments to the Constitution of the Planning Institute of Australia**

The Chair stated that, as outlined in the SGM Notice, he would now propose four (4) changes to the PIA Constitution. The Chair stated that the Notice of this SGM included an explanatory memorandum which provided an explanation for each of the proposed
changes and that a copy of the track-changed Constitution was available on the PIA website.

The Chair explained 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 pass.

The Chair further explained that he would initially call for a show of hands for each proposed Special Resolution, but that either he, or three voting Members could also request a poll be conducted if necessary.

The Chair then stepped through each of the Special Resolutions.

4a. SPECIAL RESOLUTION – Change to Constitution - Terms

The Chair and the CEO provided more background information regarding this amendment and responded to questions from the floor.

The Chair proposed that the Constitution of the Planning Institute of Australia be amended as tabled in the Explanatory Notes accompanying the Notice of Meeting, being that:

1) An individual will be deemed to have served a term as a Director, Young Planner Director, President, or Director appointed to fill a vacancy if the Director has held the position for five-hundred and forty-eight (548) or more, consecutive days;

2) A period where a Director has held that position for less than 548 days will not be considered a term, and that Director remains eligible for reappointment for the maximum number of terms permitted;

3) The period will be calculated from the date the individual’s appointment takes effect.

by:

i. Introducing a new clause 16.4 Calculation of Terms, and sub-clauses (a) to (c), as tabled;

ii. Renumbering the clauses in section 16 after insertion of the new clause 16.4 in sequential order, as tabled, and updating references to renumbered clauses throughout;

iii. Introducing a new sub-clause (b) to 16.13 Vacancies that contains the following words: “An individual appointed to fill a vacancy shall be appointed and hold office from the time the resolution is passed by the Board appointing that individual.”
Moved: Brendan Nelson  Seconded: Jenny Rudolph
Steve O'Connor abstained from voting. All other votes were in favour.

The Chair declared the motion carried and resolution passed.

4b. SPECIAL RESOLUTION – Change to Constitution – President Elect Nomination Process

The chair proposed that the Constitution of the Planning Institute of Australia be amended to remove the option for the Board to call for nominations for and elect a person to be President Elect from amongst their members by:

i. Removing from Clause 16.6(a) Process for Appointment of President the following words: “[…], from amongst its members call for nominations for and elect a person to be President Elect. Should no nominations be received, or at the Board's discretion, the Board may […]”

Moved: Brendan Nelson  Seconded: Stephen McMahon

All votes were in favour.

The Chair declared the motion carried and resolution passed.

4c. SPECIAL RESOLUTION – Change to Constitution – Young Planner Director Nomination Process

The chair proposed that the Constitution of the Planning Institute of Australia be amended to remove the requirement for Young Planner Director nominations to be seconded by two Members or Associates who are Young Planners by:

i. Removing from Clause 16.7(b) Process for Appointment of Young Planner Director the following words: “[…], and each nomination must be seconded by two Members or Associates who are Young Planners.”

Moved: Brendan Nelson  Seconded: Tony McNamara
One vote (by proxy) was against. All other votes were in favour.

The Chair declared the motion carried and resolution passed.

4d. SPECIAL RESOLUTION – Change to Constitution – Corrections in the Definitions section

The chair proposed that the Constitution of the Planning Institute of Australia be amended to correct a number of minor terminology and grammatical errors within
Clause 34.2 **Definitions** as tabled in the Explanatory Notes accompanying the Notice of Meeting.

*Moved: Brendan Nelson*  
*Seconded: Juliet Grant*

All votes were in favour.

**The Chair declared the motion carried and resolution passed.**

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5. **Close**

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

**Meeting closed: 5.31pm**

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**APPENDIX 1 – List of Members who submitted valid proxy forms**

- Chris Du Plessis MPIA
- Darren Crombie MPIA CPP
- David Bailey RPIA (Fellow)
- Emma de Jager RPIA
- Fraser Henderson MPIA
- James Colman FPIA
- Nicola Smith RPIA (Fellow)
- Paul Burton MPIA
- Paul Mickan RPIA