

DRAFT MINUTES GM 30 June 2023



Australian Institute of
Landscape Architects

DATE Friday 30 June 2023
TIME 12:30pm (AEST)
FORMAT Zoom Meeting

**General Meeting of the
Australian Institute of Landscape Architects Ltd**
ACN No 008 531 851

Attendance (as recorded by Zoom Reports)

AILA Full Members

1. Peta-Maree Ashford, RLAF
2. Ben Willsmore, RLAF
3. Katie Earle, RLA
4. Robert Paul Cooper, RLAF
5. Miriam Enoch, RLA
6. Jane Terese Irwin, RLAF
7. Mengge Jiao, RLA
8. Ging Li, RLA
9. Ronald Alan Jones, RLAF
10. Tessa Lucille Leggo, RLA
11. Brett Nangle, RLA
12. Joanne Russell-Clarke, RLAF
13. Stuart Scobie, RLA
14. Malcolm Charles Snow, RLAF
15. Linlu Pan, RLA
16. Meredith Dobbie, RLA
17. Beau Beza, RLA
18. Naomi Barun, RLA

AILA Observers

1. Zhehao Wang
2. Rachel Pokorny

Ex-Officio:

- | | |
|----------------------|------------|
| 1. Ben Stockwin | AILA CEO |
| 2. Nathan Moore | AILA Staff |
| 3. Georgina Scriha | AILA Staff |
| 4. Michela Secci | AILA Staff |
| 5. Tannelle Leathley | AILA Staff |
| 6. Kaye Hall | AILA Staff |

MINUTES

Agenda Item	Minutes
1. Welcome by National President, Peta-Maree Ashford	<ul style="list-style-type: none">• The meeting started at 12.30PM AEST.• AILA President Peta-Maree Ashford welcomed members to the General Meeting of the Australian Institute of Landscape Architecture Ltd and introduced all panellists to the meeting.
2. Acknowledgment of Country	<ul style="list-style-type: none">• PMA led the Acknowledgment of Country.
3. Noting of Proxies held	<p>BS confirmed following Full Members submitted forms appointing Peta-Maree Ashford as their proxy:</p> <ol style="list-style-type: none">1. Amanda Russell2. Erwin Taal3. Keith Stead4. Meihui Li5. Ashley Sheldrick

6. Lara Westcott
7. Paul Brookbanks
8. Fiona Eddleston
9. Wendy Davies
10. Nicole Croudace
11. Steve Kirsu

BS confirmed the following Full Members submitted forms appointing Katie Earle as their proxy:

12. Leigh Trevitt
13. Sara Padgett Kjaersgaard

4. Noting of Quorum

- BS confirmed that quorum has been reached with a total of 16 full financial members of AILA in attendance to the meeting and 13 proxies held.

In addition to the 16 full financial members, BS noted that 2 other members attended as observers to the meeting.

5. Background to the Changes

Proposed Resolution – Motion to accept each of the proposed constitutional changes one by one

- BS provided context that all the proposed changes to the constitutions were made on the basis of compliance with the Corporations Act, to rectify minor typing mistakes and correct discrepancies.
- AILA retained expert advice to review the Constitution through the lens of diversity, equity and inclusion.

Motion 1 to Rephrase of Section 1 – Principal Purpose.

- PMA raised **Motion 1** to Rephrase of Section 1 – Principal Purpose.
- *Reasoning:* this section refers to 'special education sector in Australia'. The sentence was rephrased to be in line to AILA's Financial Statements.

Current Wording	Proposed Wording
The Australian Institute of Landscape Architects Ltd. (AILA) is a company limited by guarantee formed for the benefit of the public by the promotion of the stated Objects of the Company and through the coordination and sponsorship of events, ventures and endeavours, <i>including in the special education sector in Australia</i> in order to achieve the stated Objects of the AILA.	The Australian Institute of Landscape Architects Ltd. (AILA) is a company limited by guarantee. The principal activity of Australian Institute of Landscape Architects Ltd is to operate a professional association of landscape architects. The organisation's principal activities are to advance the interests of landscape architects and landscape architecture through promotion, campaigning and communicating to the public and key stakeholders the benefits of landscape architecture, and to support the profession through delivery of relevant services, benefits and products to support their practice and career.

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion.

THE MOTION WAS CARRIED

Motion 2 The Term "Chair" to be referred to as "Chair (President) in Section 2(i)- Definitions

- PMA raised **Motion 2** The Term "Chair" to be referred to as "Chair (President) in Section 2(i)- Definitions
- *Reasoning:* In practice, the term "Chair" is referred to as "President" and thus it is proposed to change the term used from Chair to Chair (President).

Current Wording	Proposed Wording
2(i) "Chair" means any person appointed to the office of Chair of the Company in accordance with Article 17.1 and who is to preside as Chair at each General Meeting and Board meeting of the Company pursuant to the authorities, powers and functions described in this Constitution and any policies, protocols, practices or processes determined by the Board from time to time that give effect to the authorities, powers and functions described in this Constitution. The Chair of the Board when representing the Company in certain external meetings, forums and public contexts, may be known, and referred to as the "President" of the Company.	2(i) "Chair (President)" means any person appointed to the office of Chair of the Company in accordance with Article 17.1 and who is to preside as Chair at each General Meeting and Board meeting of the Company pursuant to the authorities, powers and functions described in this Constitution and any policies, protocols, practices or processes determined by the Board from time to time that give effect to the authorities, powers and functions described in this Constitution. The Chair of the Board when representing the Company in certain external meetings, forums and public contexts, may be known, and referred to as the "President" of the Company.

- Forwarder: Peta-Maree Ashford
- Secunder: Katie Earle
- Full Members: Unanimously passed the motion.

THE MOTION WAS CARRIED

- PMA raised **Motion 3** - The Term "Vice-Chair" to be referred to as "Vice-Chair (Vice-President) in Section 2(ss) – Definitions
- *Reasoning:* In practice, the term "Vice-Chair" is referred to as "Vice-President" and thus it is proposed to change the term used from Vice-Chair to Vice-Chair (Vice-President).

Current Wording	Proposed Wording
2(ss) "Vice-Chair" means any person appointed to the office of Vice-Chair of the Company in accordance with Article 17.2 pursuant to the authorities, powers and functions described in this Constitution and any policies, protocols, practices or processes determined by the Board from time to time that give effect to the authorities, powers and functions described in this Constitution and who is to chair at any General and Board meeting of the Company in the absence or unwillingness of the Chair. The Vice-Chair of the Board when representing the Company in certain external meetings, forums and public contexts, will be known, and referred to as the "Vice-President" of the Company.	2(ss) "Vice-Chair (Vice-President)" means any person appointed to the office of Vice-Chair (Vice-President) of the Company in accordance with Article 17.2 pursuant to the authorities, powers and functions described in this Constitution and any policies, protocols, practices or processes determined by the Board from time to time that give effect to the authorities, powers and functions described in this Constitution and who is to chair at any General and Board meeting of the Company in the absence or unwillingness of the Chair (President). The Vice-Chair (Vice-President) of the Board when representing the Company in certain external meetings, forums and public contexts, will be known, and referred to as the "Vice-President" of the Company.

- Forwarder: Peta-Maree Ashford
- Secunder: Katie Earle
- Full Members: Unanimously passed the motion.

THE MOTION WAS CARRIED

Motion 3 - The Term "Vice-Chair" to be referred to as "Vice-Chair (Vice-President) in Section 2(ss) - Definitions

Motion 4 - Rephrase Section 3(e) – Interpretation.

- PMA raised **Motion 4** - Rephrase Section 3(e) – Interpretation.
- *Reasoning*: The inclusion of a screen-reader technology ensures accessibility is provided for people who may have low vision or forms of learning disorders such as dyslexia.
- BS noted that during the proposed changes revision period, members have noted that the type of technology specified in this Section was felt as superfluous. BS confirmed that expert advice was sought with regards to inclusivity and the recommendation was for the type of technology to be included in the context of the constitution.

Current Wording	Proposed Wording
(a) (writing) "in writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise;	(a) (writing) "in writing" and "written" includes printing, typing and other modes of reproducing words in a visible form and readable using screen-reader technology including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise;

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion.

THE MOTION WAS CARRIED

Motion 5 - Removal of Clause (iii) from Section 9.4(a) – Application for Full Membership

- PMA raised **Motion 5** - Removal of Clause (iii) from Section 9.4(a) – Application for Full Membership
- *Reasoning*: clause (iii) appears redundant as the person applying is the applicant and is it intended that they must give an undertaking to make an application.

Current Wording	Proposed Wording
(a) A person is eligible to apply for membership as a Full Member of the Company if they have made an undertaking on the part of the applicant to: (i) be committed to the objects and values of the Company (ii) be bound by the Constitution; and (iii) make an application for membership in the form approved by the Board from time to time.	(a) A person is eligible to apply for membership as a Full Member of the Company if they have made an undertaking on the part of the applicant to: (i) be committed to the objects and values of the Company (ii) be bound by the Constitution.

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion.

THE MOTION WAS CARRIED

Motion 6 - Removal of Clause (iii) from Section 9.6(a) – Application for Other Membership

- PMA raised **Motion 6** - Removal of Clause (iii) from Section 9.6(a) – Application for Other Membership
- *Reasoning*: clause (iii) appears redundant as the person applying is the applicant and is it intended that they must give an undertaking to make an application.

Current Wording	Proposed Wording
(a) A person is eligible to apply for membership as a Graduate, Student, Affiliate member of the Company if they have made an undertaking on the part of the applicant to: <ul style="list-style-type: none"> (i) be committed to the objects and values of the Company (ii) be bound by the Constitution; and (iii) make an application for membership in the form approved by the Board from time to time. 	(a) A person is eligible to apply for membership as a Full Member of the Company if they have made an undertaking on the part of the applicant to: <ul style="list-style-type: none"> (i) be committed to the objects and values of the Company (ii) be bound by the Constitution;

- Forwarder: Peta-Maree Ashford
- Secunder: Katie Earle
- Full Members: Unanimously passed the motion.

THE MOTION WAS CARRIED

- PMA raised **Motion 7** - Rephrasing of Section 9.8(a)(i)(C) – Application and Acceptance of Members
- *Reasoning:* The wording suggests that companies and incorporated associations could be members. AILA Membership categories do not include associations thus wording has been amended to reflect this.

Current Wording	Proposed Wording
(a) An application from a person or an organisation for either category of membership of the Company (or from a Member of one category wishing to transfer to another category of membership of the Company) must: <ul style="list-style-type: none"> (i) be in a form determined by the Board from time to time ("Membership Application Form") and be accompanied by: <ul style="list-style-type: none"> (A) the relevant fee (if any and where applicable); (B) the postal address and electronic mail address of the applicant; (C) the signature (or where applicable, the Seal) of the applicant, or such other form of authentication (electronic or otherwise) approved by the Board from time to time; and 	(b) An application from a person or an organisation for either category of membership of the Company (or from a Member of one category wishing to transfer to another category of membership of the Company) must: <ul style="list-style-type: none"> (i) be in a form determined by the Board from time to time ("Membership Application Form") and be accompanied by: <ul style="list-style-type: none"> (A) the relevant fee (if any and where applicable); (B) the postal address and electronic mail address of the applicant; (C) the signature (or where applicable, the Seal) of the applicant, or such other form of authentication (electronic or otherwise) approved by the Board from time to time; and

- Forwarder: Peta-Maree Ashford
- Secunder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 7 - Rephrasing of Section 9.8(a)(i)(C) – Application and Acceptance of Members

Motion 8 - Rephrasing of Section 10.4 (a) – Cessation of Membership - Other Cessation Events

- PMA raised **Motion 8** - Rephrasing of Section 10.4 (a) – Cessation of Membership - Other Cessation Events
- *Reasoning:* It appears that only real persons can be members, so this text is redundant.
- The rules relating to 'unsound mind' or 'mental health' were removed from the Corporations Act 2001 some time again because of

concerns identified by the Australian Law Reform Commission about underrepresentation of people with disability. It should be noted the previous rules generally applied to directors rather than members.

Current Wording	Proposed Wording
If a Member: (a) being a person, dies or becomes bankrupt or becomes of unsound mind or a person whose property is dealt with under a law about mental health; or	If a Member: (a) dies or becomes bankrupt, or

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 9 -
Rephrasing of Section 12.1(a) – Calling of General Meetings

- PMA raised **Motion 9** - Rephrasing of Section 12.1(a) – Calling of General Meetings
- *Reasoning:* Meetings may be held online and thus the inclusion of the virtual option has been incorporated.

Current Wording	Proposed Wording
(a) The Company may by resolution of the Board call a General Meeting to be held at the time and place (including two [2] or more locations using technology which gives eligible attending Members, as a whole, a reasonable opportunity to participate) and in the manner the Board resolves.	(a) The Company may by resolution of the Board call a General Meeting to be held at the time and place (including virtually provided with voting options and the opportunity to participate) and in the manner the Board resolves.

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 10 -
Rephrasing of Section 12.2(e)(i) – Notice of General Meeting

- PMA raised **Motion 10** - Rephrasing of Section 12.2(e)(i) – Notice of General Meeting
- *Reasoning:* Meetings may be held online and thus the inclusion of the virtual option has been incorporated.

Current Wording	Proposed Wording
(e) A notice of a General Meeting must: (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this); and	(i) set out the place, date and time for the meeting (including virtually provided with voting options and the opportunity to participate); and

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 11 -
Rephrasing of Section
12.8(a) – Attendance
at General Meetings

- PMA raised **Motion 11** - Rephrasing of Section 12.8(a) – Attendance at General Meetings
- *Reasoning:* Meetings may be held online and thus the inclusion of the virtual option has been incorporated.

Current Wording	Proposed Wording
(a) Subject to this Constitution and any rights and restrictions of a category of Members set out in Article 9, a Member may, if so entitled, attend and vote:	(a) Subject to this Constitution and any rights and restrictions of a category of Members set out in Article 9, a Member may, if so entitled, virtually attend and vote:

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 12 -
Rephrasing of Section
12.8(a)(iii)(A) –
Attendance at
General Meetings

- PMA raised **Motion 12** - Rephrasing of Section 12.8(a)(iii)(A) – Attendance at General Meetings
- *Reasoning:* Removal of the words "If the appointer is an individual" as this sentence implies corporations can be members.

Current Wording	Proposed Wording
(iii) by attorney. Powers of Attorney (A) A Member may appoint an attorney to act at a meeting of Members. If the appointer is an individual, the power of attorney must be signed in the presence of at least 1 witness. If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership, that Member must deliver the instrument appointing the attorney to the Company for notation.	(iii) by attorney. Powers of Attorney (A) A Member may appoint an attorney to act at a meeting of Members. The power of attorney must be signed in the presence of at least 1 witness. If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership, that Member must deliver the instrument appointing the attorney to the Company for notation.

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 13 -
Rephrasing of Section
13.2(f) – Appointment
and Procedure for
Election of Directors

- PMA raised **Motion 13** - Rephrasing of Section 13.2(f) – Appointment and Procedure for Election of Directors
- *Reasoning:* Changed the "drawn by lot" method to "randomised vote" to reflect electronic voting and best practice.

Current Wording	Proposed Wording
A person becomes a Director, pursuant to 13.1(b) when: (f) If a ballot is required, balloting lists must be prepared listing the names of the candidates in the order drawn by lot.	A person becomes a Director, pursuant to 13.1(b) when: (f) If a ballot is required, balloting lists must be prepared listing the names of the candidates in randomised vote.

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 14 - Removal of Clause 13.5(f) from Section 13.5(f) – Termination of Office

- PMA raised **Motion 14** - Removal of Clause 13.5(f) from Section 13.5(f) – Termination of Office
- *Reasoning:* The rules relating to 'unsound mind' or 'mental health' were removed from the Corporations Act some time again because of concerns identified by the Australian Law Reform Commission about underrepresentation of people with disability. It should be noted the previous rules generally applied to directors rather than members.

Current Wording	Proposed Wording
A person ceases to be a Director, and also ceases to occupy that position, if the person: (f) becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health; or	Removed Clause (f)

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 15 - Rephrasing of Section 13.5(l)(i) – Termination of Office

- PMA raised **Motion 15** - Rephrasing of Section 13.5(l)(i) – Termination of Office
- *Reasoning:* It appears relatively easy for the Board to remove a director who has inadvertently breached or infringed. This may be better expressed as 'willfully and knowingly breaches or infringes'

Current Wording	Proposed Wording
A person ceases to be a Director, and also ceases to occupy that position, if the person: (l) in the opinion of the Board, is: (i) in breach of, infringes, or has refused or willfully neglected to comply with a provision of this Constitution or a provision of any governing policies, guidelines, procedures, protocols, practices or processes prescribed by the Board from time to time (pursuant to their powers under Article 15.1); or	(i) willfully and knowingly breaches or infringes, or willfully neglects to comply with a provision of this Constitution or a provision of any governing policies, guidelines, procedures, protocols, practices or processes prescribed by the Board from time to time (pursuant to their powers under Article 15.1); or

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 16 - Removal of Clause 15.3 (a) in Section 15.3 – Delegation of Authority of the Board

- PMA raised **Motion 16** - Removal of Clause 15.3 (a) in Section 15.3 – Delegation of Authority of the Board
- *Reasoning:* Delete Delegation of power is not delegable in this context.

Current Wording	Proposed Wording
(a) The Board may delegate any of its powers to: (i) a committee of the Board, (ii) a Director (including an Office Bearer), (iii) an employee of the Company; or (iv) any other person.	Removed Clause 15.3(a)

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 17 -
Rephrasing of Section
16.2(a) – Board
Meetings

- PMA raised **Motion 17** - Rephrasing of Section 16.2(a) – Board Meetings
- *Reasoning:* Meetings may be held online and thus the inclusion of the virtual option has been incorporated.

Current Wording	Proposed Wording
(a) The Board may meet, adjourn and otherwise regulate their meetings as it thinks fit on dates and at a location determined by the Board.	(a)The Board may meet, adjourn and otherwise regulate their meetings as it thinks fit, including by virtual or remote means, on dates and at a location determined by the Board.

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 18 -
Terminology in
Section 16.3 – Chair of
the Board

- PMA raised **Motion 18** - Terminology in Section 16.3 – Chair of
Reasoning: In practice, the term "Chair" is referred to as "President" and thus it is proposed to change the term used from Chair to Chair (President).

Current Wording	Proposed Wording
16.3 (a) Subject to Article 16.3(b) the Chair of the Board must chair each Board meeting. (b) If at a Board meeting: (i) there is no Chair; or (ii) the Chair is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting, the Directors present must elect one of their number to, chair that meeting or part of the meeting. (c) A person does not cease to be a Chair of the Board if that person retires as a Director at a General Meeting and is re-elected as a Director at that meeting (or any adjournment of that meeting). (d) person does cease to be a Chair of the Board if that person retires as a Director at a General Meeting and is not re-elected as a Director at that meeting (or any adjournment of that meeting).	16.3 (a) Subject to Article 16.3(b) the Chair (President) of the Board must chair each Board meeting. (b) If at a Board meeting: (i) there is no Chair (President); or (ii) the Chair (President) is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting, the Directors present must elect one of their number to, chair that meeting or part of the meeting. (c) A person does not cease to be a Chair (President) of the Board if that person retires as a Director at a General Meeting and is re-elected as a Director at that meeting (or any adjournment of that meeting). (d) person does cease to be a Chair (President) of the Board if that person retires as a Director at a General Meeting and is not re-elected as a Director at that meeting (or any adjournment of that meeting).

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 19 - Terminology in Section 17.1(a),(b) – Office Bearers of the Board

- PMA raised **Motion 19** - Terminology in Section 17.1(a),(b) – Office Bearers of the Board
- *Reasoning:* In practice, the term "Chair" is referred to as "President" and thus it is proposed to change the term used from Chair to Chair (President).

Current Wording	Proposed Wording
<p>(a) At the first meeting of the Board after the Annual General Meeting in each year, the Board shall elect, by simple majority, one of the Directors from among their number to the office of Chair. The Chair will hold office until the next AGM but is eligible for re-election subject to Article 17.1(b).</p> <p>(b) A person who is elected Chair is, for the purposes of this Constitution, first and foremost a Director who has the same tenure as any other Director pursuant to Article 13.4.</p> <p>(i) If the Chair retires as a Director or otherwise ceases to be a Director, the person ceases to be the Chair at which time the Board shall elect, by simple majority, one of the Directors from among their number to the office of Chair pursuant to Article 17.1(a).</p> <p>(ii) The Board may remove the Director from the position of Chair by a two-thirds majority vote in favour of the removal of the Director as Chair and must elect, by simple majority, another of the Directors from among their number to the office of Chair pursuant to Article 17.1(a).</p>	<p>(a) At the first meeting of the Board after the Annual General Meeting in each year, the Board shall elect, by simple majority, one of the Directors from among their number to the office of Chair (President). The Chair (President) will hold office until the next AGM but is eligible for re-election subject to Article 17.1(b).</p> <p>(b) A person who is elected Chair (President) is, for the purposes of this Constitution, first and foremost a Director who has the same tenure as any other Director pursuant to Article 13.4.</p> <p>(i) If the Chair (President) retires as a Director or otherwise ceases to be a Director, the person ceases to be the Chair (President) at which time the Board shall elect, by simple majority, one of the Directors from among their number to the office of Chair (President) pursuant to Article 17.1(a).</p> <p>(ii) The Board may remove the Director from the position of Chair (President) by a two-thirds majority vote in favour of the removal of the Director as Chair (President) and must elect, by simple majority, another of the Directors from among their number to the office of Chair (President) pursuant to Article 17.1(a).</p>

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 20 - Terminology in Section 17.1(c),(d),(e),(f) – Office Bearers of the Board

- PMA raised **Motion 20** - Terminology in Section 17.1(c),(d),(e),(f) – Office Bearers of the Board
- *Reasoning:* In practice, the term "Vice-Chair" is referred to as "Vice-President" and thus it is proposed to change the term used from Vice-Chair to Vice-Chair (Vice-President).

Current Wording	Proposed Wording
<p>Chair:</p> <p>(c) The person elected Chair, in addition to their Director role, has all the corresponding authorities delegated in this Constitution and those further delegated by the Board pursuant to Articles 15.1(e) and 17.1(d), 17.1(e) and 17.1(f).</p> <p>(d) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions, responsibilities, and subject to Article 6, the remuneration, of the Chair.</p> <p>(e) The Board may delegate any of its powers to the Chair for any period and on</p>	<p>Chair:</p> <p>(c) The person elected Chair (President), in addition to their Director role, has all the corresponding authorities delegated in this Constitution and those further delegated by the Board pursuant to Articles 15.1(e) and 17.1(d), 17.1(e) and 17.1(f).</p> <p>(d) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions, responsibilities, and subject to Article 6, the remuneration, of the Chair (President).</p> <p>(e) The Board may delegate any of its powers to the Chair (President) for any period and on</p>

any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Chair.
 (f) The Chair must exercise the powers delegated to him or her in accordance with any directions of the Board.

any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Chair (President).
 (f) The Chair (President) must exercise the powers delegated to him or her in accordance with any directions of the Board.

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 21 -
 Correction of typing error in Section 21.2 – Chapter Functions

- PMA raised **Motion 21** - Correction of typing error in Section 21.2 – Chapter Functions
- *Reasoning:* Spelling mistake change ALIA to AILA.

Current Wording	Proposed Wording
(iii) represent AILA in public forums and media opportunities consistently with ALIA's policies	(iii) represent AILA in public forums and media opportunities consistently with AILA's policies

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 22 -
 Correction of discrepancy in Section 26.1(b)(v) – Member Communication with Board

- PMA raised **Motion 22** - Correction of discrepancy in Section 26.1(b)(v) – Member Communication with Board
- *Reasoning:* Amend the number sixty (90) to sixty (60).

Current Wording	Proposed Wording
(v) Within fourteen (14) days of receipt of such a request pursuant to Article 26.1(b)(iv) the Secretary will notify the Member of the outcome of the request, and if accepted, shall notify the Member of the date and time that the Member may attend the next Board meeting to discuss the matter and be dealt with pursuant to Article 16.2(n) . The date of the meeting must be no more than sixty (90) days from the date of receipt of the request.	(iv) the Secretary will notify the Member of the outcome of the request, and if accepted, shall notify the Member of the date and time that the Member may attend the next Board meeting to discuss the matter and be dealt with pursuant to Article 16.2(n) . The date of the meeting must be no more than sixty (60) days from the date of receipt of the request.

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

Motion 23 -
 Rephrasing of wording applicable to the entirety of the document

- PMA raised **Motion 23** - Rephrasing of wording applicable to the entirety of the document

Where numbers are referred to always accompany the word as well as the figure in brackets example: one (1), two (2), etc.

- Forwarder: Peta-Maree Ashford
- Seconder: Katie Earle
- Full Members: Unanimously passed the motion

THE MOTION WAS CARRIED

<p>Motion 24 - Rephrasing of wording applicable to the entirety of the document</p>	<ul style="list-style-type: none"> • PMA raised Motion 24 - Rephrasing of wording applicable to the entirety of the document <p>Where the term "Chair" is utilised, it should be referred to as "President" and thus it is proposed to change the term used from Chair to Chair (President).</p> <p>Where the term "Vice-Chair" is utilised, it should be referred to as "Vice-President" and thus it is proposed to change the term used from Vice-Chair to Vice-Chair (Vice-President). The Term "Secretary" is referred to as "Company-Secretary"</p> <ul style="list-style-type: none"> • Forwarder: Peta-Maree Ashford • Seconder: Katie Earle • Full Members: Unanimously passed the motion <p style="text-align: right;">THE MOTION WAS CARRIED</p>
<p>Motion 25 - Rephrasing of wording applicable to the entirety of the document</p>	<ul style="list-style-type: none"> • PMA raised Motion 25 - Rephrasing of wording applicable to the entirety of the document <p>Where reference is made to: National, replace with: Registered Office</p> <ul style="list-style-type: none"> • Forwarder: Peta-Maree Ashford • Seconder: Katie Earle • Full Members: Unanimously passed the motion <p style="text-align: right;">THE MOTION WAS CARRIED</p>
<p>5. Next Steps</p>	<ul style="list-style-type: none"> • BS thanked all participants and emphasised the importance of good governance and the positive impacts of these changes towards diversity, equity and inclusivity. • BS discussed the next steps being that AILA would: <ul style="list-style-type: none"> ○ Incorporate all the moved changes ○ Publish a new version of the Constitution referred to and dated as June 2023 version ○ All Members will be notified via EDM and social media • Attendees and proxies will be updated by email.
<p>Closure</p>	<ul style="list-style-type: none"> • PMA thanked all participants for their commitment towards a better AILA. • Beau Beza reminded everyone of Jim Sinatra's commemoration held today at 6PM AEST and shared a link with all members. • PMA declared the General Meeting closed at 1:05PM AEST.

Signed by the Chair (President)



Peta-Maree Ashford

Date: 25/07/2023