

ISAAC Annual General Meeting 2010

Monday May 17, from 4.45 pm until 5.45 pm

Orchid Rooms
CHIFLEY HOTELS
208 – 226 South Terrace
Adelaide SA 5000

MINUTES

The meeting opened at 4.45 pm.

1. Tabling the Minutes – 2007 AGM, 2008 AGM & 2008 EGM.
 - a. Moved M. Lodge, Seconded R. Page. Carried unanimously.
2. Matters Arising from the Minutes of the ISAAC 2007 & 2008 General Meetings.
 - a. Nil.
3. A brief report from the President of the ISA Australia Chapter.
 - a. Brief report - busy Yr with lots of surveys re proposed organisation changes. @ 500 members with possible off predicted at end of f/yr. Last Yr 531.
 - b. Planning ISA world conference - R. Sutton
 - c. J. Cobbett and K. Martin - dropped off as directors and R. Sutton praised the involvement.
4. A brief report from the Treasurer of the ISA Australia Chapter & tabling of 2007, 2008 & 2009 financial reports.
 - a. Financial statement as of 2008 = 27,541.00
 - b. Basically labour cost is under control via systems implemented.
 - c. ISA USA changed membership fee = positive/negative outcomes.
 - d. Equity = 212,819.00
 - e. Motion: That the financial reports be received.
 - i. Moved by K. Knight, seconded K. Foster. Carried unanimously.
5. Pre-notified questions from members.
 - a. Nil.
6. Motions on notice.

A special resolution must be passed by at least 75% of the votes cast by shareholders of the company entitled to vote on the resolution and who vote at the meeting in person or by proxy (if proxies are allowed).

- a. Special Resolution to change Company name
 - i. Both as recognition of the (proposed) merger with NAAA and the opportunity to modernise our brand, the Directors recommend changing the name of the Company. *Arboriculture Australia* was the clear favourite from the recent survey of members with 57 votes from 112 responses (51%). The next favourite received 16 votes (National Arborists). The Company will still be the ISA Australia Chapter (ISAAC) under its Memorandum of Understanding with the ISA, and may in appropriate circumstances continue to use the existing ISAAC and NAAA brands.
 - ii. Motion: *“That the name of the company be changed to Arboriculture Australia Limited”*.
 1. Moved R. Sutton, Seconded B. Sullivan. Carried unanimously.
- b. Special Resolution to merge ISAAC and the National Arborists Association of Australia

- i. In order to consolidate and maximise the benefits offered by both organisations, the Directors of both organisations recommend the merger of ISAAC & NAAA. Feedback from members has been overwhelmingly supportive of the merger. Of the 118 replies received, 95% (112) are supportive of the merger. Please see the supporting document ISAAC/NAAA Amalgamation, dated May 17, 2010, for further information.
 - ii. Motion: "That the Board of Directors proceed to merge ISAAC and the National Arborists Association of Australia within the existing company structure, as described in the supporting document – ISAAC/NAAA Amalgamation, dated May 17, 2010, after a resolution of the members of NAAA supporting the merger".
 1. Moved M. Lodge, Seconded W. Wilcox. Carried unanimously.
- c. Special Resolution to amend the Constitution of the Company
- i. This Resolution is proposed to facilitate the merger of ISAAC and NAAA, particularly in relation to membership categories, and to make required minor changes and corrections to the existing Constitution. In particular, recent changes made by the ISA to Student Membership and the ISA Board of Directors require changes to be made. The proposed Constitution with changes highlighted is available for review on the ISAAC website.
 - ii. Motion: "*That the existing Constitution dated September 2003 be revoked and replaced with the document named Constitution of Arboriculture Australia Limited formerly the International Society of Arboriculture (Australian Chapter) Limited dated May 17, 2010, with the following amended sections –*
 - 11(a) All Members holding office in the Company must also be voting Members of the Company. The Board of Directors shall consist of the twelve (12) Directors, one of whom shall be President. All shall be Members of The Company. Ten Directors shall be elected at a General Meeting by the Members of the Company and, as far as practicable, shall fairly represent Company membership across the nation and two Directors shall be appointed, one from the Restricted category representing consultant arborists and one from the Restricted category representing contracting arborists.*
 - 11(d) The election and appointment of the Directors shall take place in the following manner:*
 - ii. *Any two Members of the Company shall be at liberty to nominate any other Member to serve as President or an elected Director;*
 - iii. *Any two members of a Restricted category referred to in Section 11(a) may nominate another member of that category to be elected as their appointed Director at a General Meeting. An election by members of the relevant category will determine the nominee to be appointed on behalf of that category;*
 - iv. *The nomination, which shall be in writing and signed by the Member and the Member's Nominator and Secunder, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place;*
 - v. *balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;*
 - vi. *If insufficient nominations are received by the Secretary to offer candidates for all vacant Board positions, nominations to make up required numbers may be taken from the floor of the meeting; and*
 - vii. *The Board will appoint from its Members a Secretary, a Treasurer and a Vice-President at the first Board of Directors' Meeting following each election.*

1. Moved K. Foster, Seconded P. d'Hondt. Carried unanimously.

Ian McKenzie assumed this part of the meeting.

7. One director (Craig Hallam) and the President (Craig Hinton) of the ISAAC Board relinquish office (*2006 elected directors expire in 2010 as a result of change of reporting period to calendar year*). There are also two vacant positions expiring.
8. Election of President for the years 2010 - 2013. Robert Sutton was elected unopposed.
 - a. C. Hinton was thanked for 6 ½ years as president.
9. Election of new Directors to the ISAAC Board for the years 2010 - 2013. Craig Hinton and Craig Hallam were elected unopposed.

R. Sutton assumed the chair as President.

10. Other business.

- a. Discussed the document and moved forward to meeting with NAA.
- b. Possible climbing comp in Darwin
- c. Discussed the large volume of work in bring the world conference to OZ.

The meeting closes at 5.45 pm.