

**2009 BuildingSMART Australasia
Notice of Annual General Meeting**

Project Services Queensland
80 George Street, Brisbane
(and in video conference locations to be advised)
17 November, 2009, 4:30pm to 5:30pm

Greetings,

This has been a busy and exciting year, and interest in standards-based collaboration in the Australasian Construction Industry has accelerated. We believe we have reached a “tipping point”, and not only are sponsor and membership numbers up, but we are excited with the level of interest and support coming from industry, and most especially, from government.

With these quickly developing programs, we believe it is time to expand our information services beyond our web site, and we plan to offer a new newsletter to help keep our interested community of supporters up-to-date. We will make this available first to our membership. If you would like to be included on our mailing list, please see our website and complete a membership application, the url is www.buildingsmart.org.au.

AGM

This is notice of our upcoming AGM, to be held in Brisbane, as noted above. It is our practice to include teleconference sites in Auckland, Sydney, and Melbourne. However, with our expanding membership, we will consider other cities as well. If there is enough interest, we can make similar arrangements in other cities, please let us know. We can also provide a dial-in number so you can join the meeting individually, although we wish to keep individual numbers within manageable numbers. We will finalize and publish the teleconference locations a few days before the meeting, please keep an eye on our web site.

ByLaws

Our By Laws have been remarkably durable, and have not been changed in a decade. However, we now handle nearly all communications via email, and nearly all of our receipts, payments, and banking are also electronic, as is our membership register. We propose to make some minor modifications to the By Laws to make allowance for more modern communications and banking. We have also had a suggestion to provide continuity for board members, and a proposal for three year rotating board positions has been made. Because all these issues require amendment of the By Laws, we have included a proposal for consideration by the AGM. A copy of our By Laws can be found on our web site.

Proposed By Law Amendments

(bold italics indicates new text, and ~~strikethrough~~ indicates text to be removed, comments are in parenthesis. All amendments are also highlighted.)

Proposal 1 – Amend member details required to be maintained

2.6 Register of members

The Public Officer of the IAI-AC must establish and maintain a register of members of the IAI-AC specifying the name and address of each person or organisation who is a member of

the IAI-AC together with the **date on financial year for** which the person **became is** a member. Group members must nominate, and the Public Officer must record the name of, an individual who may act as the representative of the member.

The register of members must be kept at the principal place of administration of the IAI-AC and must be open for inspection, free of charge, by any member of the association at any reasonable hour and upon reasonable notice.

If a member of the association ceases to be a member, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the **date on financial year in** which the member ceased to be a member.

Proposal 2 – Provide for three year rotating board positions

3.1 Election of directors

Nominations of candidates for election as directors of the IAI-AC:

- a. must be made in writing, signed by one member of the IAI-AC and accompanied by the written consent of the candidate (which must be endorsed on the [form of the nomination](#) ([which form is Annexure 2 to these by-laws](#)); and
- b. must be delivered to the Secretary of the IAI-AC at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place. This notice period does not apply to the inaugural annual general meeting.

If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

The ballot for the election of directors of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

The term of office of ordinary Directors will be **one three years** with the option to be re-elected except that the five foundation members shall vacate office at the inaugural annual meeting but shall be eligible to stand for re-election. ***At the commencement of the three year rotating system, the elected board members shall be listed in alphabetic order by last name, the first four shall have a three year term, the second four shall have a two year term, and the last two shall have a one year term. Following this initial establishment period, all positions shall be for three years. Positions vacated before term for whatever reason shall be filled at the next General Meeting, for the remainder of the three year term only. Co-opted board members shall have a one year term.***

Proposal 3 – Change to Section 6.4 – Notice, to allow notification by email.

6.4 Notice

Except for the Inaugural Annual General meeting of the IAI-AC and for the nature of the business proposed to be dealt with at a general meeting requires, a special resolution of the IAI-AC, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent ~~by pre-paid post~~ **email** to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and nature of the business proposed to be transacted at the meeting.

(The rest of section 6.4 is not shown here, as no further changes are proposed. Please note that the words 'notice in writing' are considered to include email notice.)

Proposal 4 – Remove the requirement to pay disbursements by cheque.

7.3 Disbursements

Upon approval of the budget, the Chairperson is authorised to make disbursements on accounts for expenses provided for in the budget without additional approval of the Board of Directors. ~~Disbursements shall be by cheque and signed by the Treasurer of the IAI-AC.~~

(We have a 'two-to-sign' arrangement with our bank, in accordance with our By Laws, and no payment may be made without two signatures, this includes electronic banking payments.)

Proposal 5 – Remove the requirement to hold and use a common seal.

8.1 Common Seal

~~The Directors must provide for the safe custody of the Seal. The Seal may be used only by the authority of the Directors or a committee of the Directors with authority to use the Seal. Every document to which the Seal is affixed must be signed by a Director and countersigned by another Director or another person appointed by the Directors to countersign that document or class of documents in which that document is included.~~

~~A register of each use of the Seal shall be maintained by the Secretary. **This section no longer applies.**~~

(We no longer hold a seal, and I am informed that the use of common seals are no longer a requirement in Australia.)

Below you will find copies of the forms for “Nomination for Election of Director” and “Form of Appointment of Proxy”, please complete these forms as required and deliver to the Secretary at least seven days before the date of the AGM.

Appendix 2 - Nomination for Election of Director

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International Alliance for Interoperability Australasia Chapter ("IAI-AC") (incorporated under the Associations Incorporation Act (NSW), 1984)

I, _____

(full name of nominating member)

of

(address)

(occupation)

hereby nominate

(full name of nominee)

a member of the IAI-AC, who is personally known to me, for directorship of the IAI-AC.

Signature of nominating member

Date _____

Signature of nominee

Date _____

Return this form to

Michael Hund

Secretary

International Alliance for Interoperability – Australasia Chapter

Suite 205, 122 Toorak Road, South Yarra, Vic 3141

OR

By Facsimile: 613 8640 0504

By Email: michael.hund@archetech.com.au

Appendix 3 - Form of Appointment of Proxy

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I, (full name of applicant)

of.....

(address)

being a member of the International Alliance for Interoperability Australasia Chapter ("the IAI-AC") (name of incorporated association)

hereby appoint

(full name of proxy)

of

(address)

being a member of the IAI-AC, as my proxy to vote for me on my behalf of the general meeting of the IAI-AC (annual general meeting or special general meeting as the case may be) to be

held on theday of, 19..... and at any adjournment of that meeting.

- My proxy is authorised to vote in favour *of / against* (delete as appropriate) the resolution (insert details).
- *To be inserted if desired.*

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy may not be given to a person who is not a member of the IAI-AC.