

ABN 28 062 495 452

Minutes of the AITPM 2017 Annual General Meeting held on Wednesday 16th August 2017 at Melbourne Convention & Exhibition Centre, Melbourne, VIC at 5.30pm

1. Welcome

The meeting was opened at 5.35pm by the National Secretary, Dr. Dan Sullivan.

2. Apologies/Attendance

Apologies were received from Bob Taylor. Attendance is as per attendance lists.

3. Confirmation of Minutes of Previous Meeting

The National Secretary confirmed that copies of the minutes of the previous Annual General Meeting held Wednesday 27 July 2016 at The Westin Sydney, 1 Martin Place, Sydney, NSW had been distributed earlier and had been available on the AITPM website.

4. Business Arising

There was no business arising from the minutes of the previous AGM.

5. Special Resolution of the Ballot – Constitution

The National President received the results of the Ballot conducted considering the Special Resolutions from the Returning Officer (Karen Hooper).

- a) Change of registration to a Company Limited by Guarantee
- b) Change the name for the company
- c) Change the Constitution for the company.

As per the AITPM Inc Constitution (the current constitution) a postal ballot was held to vote on three Special Resolutions. This Postal Ballot was distributed to all members eligible to vote (Life, Fellow, Member, Associate) and who were financial at the time of the ballot. For a resolution to be successful it must receive a Yes vote of at least 75% of the votes received.

The ballot was posted to members eligible to vote on Monday 17 July 2017 (approx. 650 members), and closed at last mail received by 5pm on Tuesday 15 August 2017.

In the matter of the three resolutions, the results of the ballot are as follows.

Resolution	Votes	Result	
Transfer of registration to a company limited by guarantee	Yes – 121	Resolution	
That in accordance with section 78 of the Associations Incorporation Act 2009 (NSW) application be made for registration of Australian Institute of Traffic Planning and Management Incorporated as a public company limited by guarantee registered under the Corporations Act 2001 part 5B.1.	No - 6	passed	
2. Change the name to reflect change of structure to Company	Yes – 123	Resolution	
Limited by Guarantee	No – 3	passed	
That the name of the company be Australian Institute of Traffic Planning and Management Ltd with the change from Australian Institute of Traffic Planning and Management Incorporated to apply from when the company and the name are registered with the Australian Securities and Investments Commission.			
3. Adopt a new constitution	Yes – 122	Resolution	
That the constitution made available to members as supporting material for this postal ballot be adopted as the constitution of Australian Institute of Traffic Planning and Management Ltd, as modified by the addition of the ACN in clause 2.1 once the ACN is provided by the Australian Securities and Investments Commission, with the constitution to take effect from when the Australian Securities and Investments Commission registers the company.	No – 3	passed	

The Returning Officer confirms that these results represent a true and accurate record of the ballot undertaken in accordance with the AITPM Inc Constitution.

6. Annual Reports

The National President, Mr Andrew Leedham, presented his National President's report.

The National Treasurer, Ms Jasmina Jovanovic presented her National Treasurer's report.

The National Secretary, Dr. Dan Sullivan presented his National Secretary's report.

7. Branch Reports

The State Branch Presidents' presented reports on branch activities from Western Australia, Queensland, South Australia, Victoria and New South Wales.

8. Any Other Business

Mr Andrew Leedham acknowledged and expressed his appreciation for Dan Sullivan in bringing together all that was required to develop the draft documentation relating the changes to the constitution and paving the way for the transitional change in our legal structure.

Dr. Dan Sullivan thanked the outgoing state branch presidents, Jacob Martin (WA) and Chris Dunn (SA) and welcomed the new branch presidents Paul Froggatt (SA) and Peter Kartsidimas (WA).

Questions from the floor.

Mr Lindsay Oxlad raised the question, now that we are going to change to Company Limited by Guarantee, with the financials, is there going to be any impact with our Auditors.

Dr. Dan Sullivan advised the reporting requirements will be different and we will ensure we are aligned with those requirements with assistance from Association Forum.

Mr Richard Hanslip commended National Council on these achievements and to think about other ways to use our accumulative reserves.

Mr Andrew Leedham advised we have a much better understanding in terms of our investments as opposed to spending. We are investing in our databases, upgraded the website, imported integrated databases to provide better reporting on our members and sponsors. \$124,000 is a moderate amount. We will spend money wisely on delivering the professional development programs through technical forums and seminars which will benefit all members.

What is the total cost of running a conference? John Jenkins advised AITPM had a major financial failure at a previous conference. We must be able to continue and maintain that reserve is very important. Mr Andrew Leedham advised we need to retain some of those reserves and reinforces the requirement for a Risk Register.

Mr Peter Kartsidimas raised the concern that the cost of membership has not changed for many years. If we don't value our membership, then how do we expect our members to value it. We are doing a lot more for our members, they are getting a lot more benefits.

Mr Andrew Leedham advised that the fundamental business model some years ago was for low member fees and supported by sponsors. Previously every two years we put the fees up marginally. We are considering a number of financial models; however, it is easier to improve our revenue through sponsorship. We are growing in members, but losing members every year due to various reasons. Mr Paul Smith will be reviewing the sponsorship model.

Mr Michael Kolos raised the question with regards to the new Company Limited by Guarantee, will the state branch committee structure be the same.

Dr. Dan Sullivan advised the structure will be the same. How we have set up the constitution, the five elected directors will replace five current national council positions. The branches will continue to operate under the charter. The branch presidents under that charter will be appointed as directors under that board. The branches will still run their technical events.

With the operation of the institute, there will be a Board instead of National Council. The governance of that will be the Directors responsibility of the operation of AITPM. It requires all members to stay interested, stay involved and provide constructive input and ideas on how we move forward.

Directors are now required to operate under the Corporation Act which hold strict guidelines. We have already started the process to provide Directors Training.

All reports were moved by Mr John Reid. The motion was seconded by Peter Doupe. Motion was carried.

As no other business was raised for consideration, the 2017 Annual General Meeting was closed at 6.25pm.

Dan Sullivan, National Secretary

Signed:

Date: 16/08/2017

Andrew Leedham, National President

andrew heedle

Signed:

Date: 16/08/2017



Attachment A – National President Annual Report



AITPM ANNUAL GENERAL MEETING MELBOURNE 2017 NATIONAL PRESIDENTS REPORT

This last 12 months has represented a period of consolidation for the Institute as it progresses towards a new legal structure and governance model. It is worth just recapping on the last 4-5 years and how we have got to where we are and where we are heading.

When I stepped into the role of National President this time last year, the Institute was in the midst of celebrating its 50th anniversary. This was a milestone in a success story based on strong core values and a simple business model of providing opportunities within the transport industry for networking, information and knowledge sharing and skills development. This success contributed to a healthy financial position which prompted calls 4 years ago in Adelaide for an expansion of services and lead to boldly stepping into areas of new and unfamiliar business. These new services and higher expectations from members though placed additional demands on the Institute's volunteer and limited paid resources.

So, this time 12 months ago the Institute was:

- Coming to the end of the life of its 5-year strategic plan
- Contemplating a change in its legal structure and constitution
- Examining alternatives for a governance model to improve the efficiency and effectiveness of managing its affairs. This included consideration of the appointment of an executive officer
- Progressing the development of a trial education program consisting of three courses, to be launched in 2017

To advance these initiatives national council conducted three targeted workshops and key outcomes determined, all of which have been communicate to members throughout the year. These outcomes of these workshops indicated that:

- The legal structure and the Constitution need to be changed to comply with current corporation laws and reinforce the accountabilities of those elected to manage the affairs of the Institute.
- There is a very strong desire to retain opportunities for members to have an influential role in the direction setting, governance and management of the Institute. Hence the appointment of an Executive Officer has been deferred indefinitely and State Branch President representation on national council/board of directors will be retained.
- The volunteer model has its limits and we need to both deploy additional paid resources and be more realistic
 in the extent of services we can deliver. The deployment of paid resources still need to be managed and given
 direction.
- The Education Program is a promising initiative but will be delivered through the more conventional way to maximise the value to existing members and reduce financial and reputational risks to the Institute.

National Council has been very active in many other areas and a summary of our performance both for this and other years against the Strategic Plan 2013-2017 is included at the end of my report.

The last 12 months have presented numerous challenges both for national council and for me personally and through addressing these we have learned some valuable lessons which we will take forward and improve on the way we do things.



We have re-structured national council meetings to allow for State Presidents to meet separately and focus on branch activities and the establishment of sub-committees will further improve the efficiency in which we conduct our affairs. We will continue to hold workshops and tele conferences to provide adequate time to more fully discuss key initiatives.

We understand the need to communicate with members and sponsors and to do so in a variety of ways recognising the diversity of our membership. The recent introduction of short video clips to disseminate news has been well received and the possible use of podcast may add another dimension to the way in which national council communicates its decisions and progress reporting to members.

The key priorities for the next 12 months will be:

- Subject to the outcomes of the national ballot, finalise the constitution review and then:
 - o Initiate the transition from Incorporated body status to company limited by guarantee.
 - o Implement the transition from the current national council to the proposed new board of directors.
 - o Provide director training for the new board.
- Through the following sub-committees:
 - Human resources review the functions of the organisation and develop appropriate role and responsibility statements for board members and current and potential new paid resources.
 - Finance and auditing develop a sustainable and balanced operational budget within 3-5 years and a managed capital expenditure budget for targeted investment in new initiatives.
 - Professional development develop a delivery model for the course modules being finalised as part of the cancelled Education Program but expanding to include training in current published guidelines.
 - o Information databases and reporting determine the member and sponsor information and reporting requirements, rationalise current software and database packages and integrate these into the website.
 - o Risk management develop a risk register for the eventual regular review by the board of directors.

We aim to deliver a draft Strategic Plan (2018-2022) for comments from members by December 2017. This will reflect the above priorities and will focus on maintaining our relevance to members, sponsors and the industry and raising our professionalism in all that we do.

We will of course continue our core business and deliver monthly technical forums and seminars in each state and the annual conference.

It has been a great team effort this last year and I am privileged to have worked with such a committed group of people. National Council has worked well as a team and everyone has provided meaningful contributions. For that I thank all members of national council, our volunteer supporters Craig Wooldridge (Education Program), Richard Isted (TMN), Gary Wood (YPN) and Bill Cirocco (national conference coordinator) and our hard-working Karen Hooper (national administration), David Brown (media) and Jacqueline Larsen (website). We say farewell to outgoing State Branch Presidents, Chris Dunn (SA) and Jacob Martin (WA) and look forward to welcoming new blood and fresh ideas from Paul Froggatt (SA) and Peter Kartsidimas (WA).

I particularly want to acknowledge the efforts of, and express my admiration for, Dan Sullivan in bringing together all that was required to develop the draft documentation relating the changes to the constitution and paving the way for the transitional change in our legal structure. This was a huge task and Dan has achieved this whilst running his own business and through times of demanding personal issues. Well done Dan.



So, in summary, I consider that as a governing body we are in a good position to move the Institute forward as we strive to remain relevant, professional and leaders in traffic and transport.

- We understand the limitations of our capabilities as a largely volunteer organisation
- We have rationalised some of our activities and have a clear focus on the priorities that will provide value to members and sponsors
- We have landed on a governance model for the foreseeable future but not discounted the opportunity to deploy more permanent and paid assistance in the future
- We are better organised in the way we are doing things
- We have a clear view of where we are heading and where we want to be in the next few years.

Key Objectives / Activities are outlined overleaf.

Andrew Leedham National President August 2017



Key activity / objective	Specific tasks	Status	Comments and priorities
Professional Development	Monthly Technical Forums National Conference Transport and Land Use Modelling Traffic and Transport Diploma	Continued to hold regular technical forums and seminars in each state and regional centres National Conferences continues to be the flagship event and are popular. All conferences in the period of the plan returned profits. National Conference Coordinator appointed to relieve demands on National Council TMN established and mature – preparing forums for conferences, facilitating visiting international speakers and ready to launch a draft Code of Practice. Coordinator reports to National Council Form and content of diploma and delivery model was reviewed periodically. The Education Program as it became known was to be launched in 2017 but preference now is to deliver via technical seminars. Hard lessons learned regarding taking on new initiatives.	Focus is to improve offering of services to members. State Presidents now meeting separately for part of the national council meetings to focus on sharing information and improving quality and reach of technical forums. Format of conference is strong but continue to be flexible to respond the market trends TMN to review priorities after Code of Practice – need to continue close connections with the State Branches. Professional Development sub-committee to examine how to make use of and deliver the course materials from the Education Program as part of a coordinated national professional development program All significant new initiatives to be supported by approved business case outlining expected benefits, costs and cash flow and resource requirements
Information collection and dissemination	Monthly newsletter Website Traffic and Transport Information	Newsletter continually under review – have supplemented this with short video news items New website now established. Maintenance and further development costs expected to be reduced. Information officer (volunteer appointed for short period). Yet to determine exactly what to include	Considering application of Podcasts and other forms of communication to reach out to the diverse membership. Still some teething problems with membership renewals. Focus now on integrating improved and rationalised member and sponsor information databases and reporting.
Industry sustainability – leading the future	Young Professional Network Engaging experienced members Mentoring	YPN's established and mature in most states. Coordinator reports to National Council Mentoring takes place in an informal manner but is most evident at state branch committees and national council Continue to offer excellence awards, IPENZ award and Young Professional awards	YPN's are strong where established and benefitting from strong leadership. Need to continue the initiative while maintaining close connections with the state branch Informal mentoring opportunities continue to be available but not being actively pursued



Key activity / objective	Specific tasks	Status	Comments and priorities
	Awards Relationships	Deferred establishment of two new networks – Network Operations/Traffic Engineering and Transport Planning – strong preference not to dilute the importance of the state branches. Have set up a formal collaboration agreement with Parking Australia	Continue to review the relevance of and interest shown in the awards. Focus may move towards funding investigations of new initiatives. Benefits of the Parking Australia agreement available to all members and to be reviewed at end of 2017 Will seek state government endorsement of TMN Code of Practice and actively promote this in the industry
Governance (accountability)	National Council roles and responsibilities Branding Budget Reporting Beyond 2017	Developed discussion paper and draft constitution for member comment. Draft constitution subject of national ballot. Preparing to transition legal structure from Incorporated body to company limited by guarantee. Identified need for paid bookkeeper. Seeking advice on scope of duties. Established sub-committees within and reporting to national council - Professional Development, Risk Management, Audit and Finance, Information and Reporting, Role and Function Review Deferred appointment of a paid Executive Officer – strong desire to retain the volunteer model. State Presidents to be retained on new board of directors Draft risk register established for regular review at national council meetings Operational and investment budgets set up for 3 years. Operational budget no longer balanced due to increase costs. Draft strategy in place to return to balanced budget within 3 years. Commenced draft of strategic plan for 2018-2022.	Approval of the constitution will enable the transition to company status All members of board of directors to receive director training Sub-committees may be formed for both ongoing activities and specific projects Strategic Plan to be supported by annual program of funded activities. Aim to distribute for member comment by December 2017 Paid executive office position to be reviewed from time to time but will deploy paid support requirements. Risk register will be regular national council agenda item Current operational and investment budget presented at AGM by National Treasurer. Draft Strategic Plan to be distributed to members for comment by December 2017



Attachment B – National Treasurer Annual Report

Australian Institute of Traffic Planning and Management Inc.



Treasurer's Annual Report 1 April 2016 to 31 March 2017

FINANCIAL RESULTS

The breakdown of the key activities are summarised below (amounts are exclusive of GST).

Total Income \$724,391	Total Expenses \$875,501		
	Operational \$ 719,640	Investments \$155,861	
\$430,045 National conferences \$123,068 Membership \$131,250 Sponsorships \$23,038 Interest Term Deposits \$16,990 Other	\$410,803 National conferences \$61,738 National Council \$67,050 Secretarial and office services \$36,217 Newsletter \$29,607 Website \$54,600 State branch allocations \$19,627 Promotions \$16,858 Audit, bank fees, insurances		
		\$23,100 50 Year Celebration \$97,400 Education \$32,000 Website \$3,361 International Speaker	

Note: The above amounts are exclusive of state branch finances (including seminars) which are managed by the respective state branches on behalf of national council.

The financial year concluded with profitable operational budget of \$4,751. We spent \$155,861 in investments and as a consequence the 2016/2017 financial year concluded with the deficit after Income Tax of \$150,791.

Accumulated Reserves (term deposits and cheque account) are \$1,033,005.

The financial records have been audited by PBA Partners and a copy of their report is available for inspection after the meeting.

2017/2018 BUDGET

The 2017/2018 budget was adopted at the National Council meeting on 15 August 2017. Details of the budget are available on request and the operating budget summary is as follows:

Income	\$332,987
Expenses	\$380,744
Deficit/Loss	\$47,757

We have planned the investment budget of \$124,000 including the following:

- Editing Code of practice
- Information Coordinator
- Build new website last payment
- International Speakers
- Marketing consultant
- Association Forum business review/constitution
- Accounting advice/book keeper
- Data base review & reporting
- Education Program

The Institute continues to be in a strong financial position as a result of our successful national conference, loyal sponsor support and growing membership base. However it is evident that as we grow the expenses have increased over the years and will continue to increase. The AITPM National Council continues to review this closely to identify the means to continue to operate profitably.

The institute's accumulated reserves of \$1,033,005, allow for new programs and initiatives listed above to provide better service to our members.

I am looking forward to new challenges in the next year.

Jasmina Jovanovic National Treasurer August 2017



Attachment C – National Secretary Annual Report

Australian Institute of Traffic Planning and Management Inc.

National Secretary Annual Report AGM Melbourne, VIC 16 August 2017

2016/2017 has again been a busy year for the institute and especially for me as National Secretary.

As National Secretary, a number of important administrative tasks and projects have continued to be advanced in the past 12 months. The key task I have been involved in over the past 12 months has been the development of the Proposed Constitution and the running of the Postal Ballot for the change to a company limited by guarantee. Other key roles tasks include administrative documentation, reviewing the existing policy and procedures, review of existing procurement processes, logistics and general administration of the institute. Another major role has been to provide the National Council and the State Presidents with information and actions as the needs arise as well as interpretation of the Constitution or operating quidelines of the Institute.

Many of the traditional administrative roles are being undertaken via the AITPM National Secretariat. A lot of the Secretariat role remains as support to the National Council and AITPM Members as well as providing advice where possible on membership matters.

The key National Secretary actions completed / undertaken in the past year are as follows;

Administration / Secretariat

In March 2015, Karen Hooper was appointed to the role of National Secretariat.

The Secretariat provides all the Institute's administration support services. This role also provides support to Conference Conveners, our National Conferences, and local events wherever they may be held. Based in Brisbane, Queensland, all members are generally sent emails as this provides information about activities in each state. Processing and managing of new membership is also carried out in this role.

The second of two one year extensions to the contract between Karen and AITPM was exercised in March 2017. This current contract expires at the end of March 2018, at which time new contract negotiations would be entered into.

The hourly rate in the current contract has been maintained in line with the previous contract. The monthly hours for the contract have been increased due to the expanding role of the Secretariat.

The contract is considered to represent excellent value for the Institute and Karen provides outstanding support and assistance in the running of the Institute and her knowledge of the AITPM requirements ensures the continued smooth running of the Institute.

• Constitution, Bylaws and Policy and Procedures Manual

A significant review of the Constitution, Bylaws, Branch Charters and Policy and Procedures Manual was completed in 2014/15. This growing set of documents had developed a level of inconsistency in a number of areas with the Institute's operations and with current technologies. Legal advice was also sought with regards to the layout and content of the constitution and bylaws and to try and move some of the more procedural matters out of these documents. Following an initial report by Associations Forum, it was agreed that AITPM should change its structure to a Company Limited by Guarantee.

In December 2016 National Council Meeting agreed to appoint Associations Forum to lead us through the necessary changes. The process that was subsequently followed is as follows:

- A draft discussion paper was presented to the National Council at the March 2017 meeting. The National Council agreed with the content of the discussion paper and for it to be finalised and sent to the entire AITPM Members.
- 2) The discussion paper was distributed to members on 27 April 2017 with comments closing on 12 May 2017.
- Comments were received from six members with regards to the discussion paper.
 The results of this were presented and discussed at the 26 May 2017 National
 Council teleconference meeting.
- 4) Feedback to members providing comments was finalised on 2 June 2017 and sent to commenters on 23 June 2017
- Draft Constitution for comment was distributed to members on 26 June 2017 for comment by 7 July 2017.
- 6) Queries received from two members only with most of the issues resolved through a telephone conversation and minor amendments to the draft constitution.
- A summary of all comments received and answered was provided to National Council on 13 July 2017.
- 8) The Constitution for Postal Ballot distributed to National Council on 13 July 2017 which was approved as a special resolution to be put to a vote by Financial AITPM Members entitled to vote.
- 9) Ballot Forms were posted to members on 18 July 2017 with close of ballots by last mail on Tuesday 15 August 2017. An email notification of the ballot sent to members on 21 July 2017 to reinforce the postal ballot papers mailed out.
- 10) Ballot closes Tuesday 15 August 2017.

For the administration of the ballot, Karen Hooper was appointed as Returning Officer in accordance with NSW Incorporation requirements. Bob Taylor was appointed to assist Karen in undertaking this role. Printing and postage of the postal ballot was outsourced to avoid excessive workload for Karen Hooper.

The Branch Procedures manual is being populated on an on-going basis to provide an increased level of consistency in the Institute's activities. When complete, the AITPM manual will reflect the current Institute policies and procedures. A version of this document will be available on the AITPM website. This version will include the Branch Charters, sponsorship manuals, presidents kits, Conference manuals as well as workplace health and safety guidelines. It will be updated periodically.

Awards

This year has been a busy year for Awards within AITPM.

The New Zealand Study Tour award received 16 applications in 2017 reflecting a continued strong profile of the award. This year's award was won by Ms Alexandra Kelly from SMEC in Queensland. All applications received were of a high standard. It is considered desirable that the profile of this award continue to be raised. It is intended to strengthen the relationship further with IPENZ and other international organisations through this mechanism.

The AITPM Excellence Awards (with the winner awarded the Janet Brash Memorial Award) also attracted a good number of applications in two of the three categories and will continue to be strongly supported. These awards are being presented at the 2017 National Conference with the 2018 awards to be opened to nominations in late 2017.

The Young Professionals Awards has continued to grow in strength in 2017 with 23 applications received for the five State based awards. The award includes both first year graduates as well as current students and recognises that many professionals in traffic and transport engineering do not have strong opportunities to study in this field at tertiary level. These awards remain AITPM's most popular awards category with numerous nominations in each state. The 2017 awards winners are all present at this year's

conference with several of the award winner's employers having also recently expressed their delight with these awards.

Insurances

All institute insurances are current

Public liability insurance for AITPM was renewed in April 2017. The frequency and attendance at events was expanded due to the increasing popularity of the AITPM technical seminar series. This ensures full coverage of all AITPM events. The Liability insurance cover was increased to reflect increased requirements in the market.

Indemnity insurance is due for renewal in September 2017 with a renewal details just received. The coverage of events in this insurance will also be expanded to match AITPM's current event and activities schedules.

Directors declarations for all State and the National committee will be completed shortly after the 2017 AGM upon confirmation of all new committees.

Membership

Membership continues to expand with a number of both individual and corporate memberships received throughout the year.

I am now focussed on completing the bulk of the improvements to the Constitution, Bylaws and our Procedures Manual to assist in positioning AITPM to move forward in future years as we continue to expand. I relish the opportunity to make an investment in our industry for the future to ensure that our industry retains its technical capability, credibility and remains sustainable for the future.

The key challenge that will face the Institute in the near future is the rapidly increasing workload on the volunteer committees who all undertake an enormous amount of work in their own time outside their other job. The challenge to face AITPM is to manage this expanding workload while continuing to provide excellent value for our members.

Dan Sullivan, National Secretary, August 2017