



Minutes of the
43rd Annual General Meeting
Plenary Room, Wrest Point Hotel Casino, Tasmania
Tuesday 11 September 2018 3.30pm

43.1 Attendance

Toni Anderson, Julie Apps, Carolyn Atkinson, Rebell Barnes, Jacqueline Borrett, Meryl Bourke, David Brumby, Jenny Burgess, Luke Burns, Julie Carpenter, Suparna Chatterjee, Katherine Clarke, Christopher Colwell, Anne Cornish, Keith Davis, Paul Fechner, Chris Foley, Nicholas Fripp, Narelle Haken, Kemal Hasandedic, Graham Hawtin, Al Hunter, Annie Hyland, Matt Jordan, Thomas Kaufhold, Kristen Keley, Nicole Lewis, Lydia Lorient, Alison Maconachie, Janine Morris, Carolyn Murphy, Lyn Nasir, Delia Navarro, Tim Newbegin, David Nowlan, Camille Peters, Lisa Read-White, May Robertson, Michelle Roigard, Mimma Sardi, Joy Siller, John Sim, Peta Sweeney, Nancy Taia, Lynne Welling, Tracey Winters,

43.2 Apologies

Donna-Maree Findlay

43.3 Proxies

28 (3 from the floor)

The Chair declared the meeting open having confirmed a quorum was identified.

43.4 Minutes of the Previous Meeting

Adoption of Minutes of 41st AGM, July 2016 – Thomas Kaufhold Moved/ Tim Newbegin
Seconded **Carried**

Adoption of Minutes of 42nd AGM, July 2017 - Thomas Kaufhold Moved/ Tim Newbegin
Seconded **Carried**

43.5 Business Arising from the Previous Minutes (2017)

No business arising.

43.6 Receive the Report from the Chair on the activities of the Company in the preceding year

Members were asked to refer to the presented Annual Report.



The Chair added that there had been various changes over the past 12 months and committed that the Board and Membership team will continue to work hard on improving membership services.

43.7 Financial Report

From Company Accountant and RIMPA CFO - Darryl Dyson (DD).

Sentrika Accountants were appointed in December 2017 to provide advice and services relating to RIMPA finances.

It was reported that the company (RIMPA) was operating off a high fixed cost structure. One of the key issues was that the cost for human resources to run the company was operating at approximately \$490k pa whilst membership revenue was around \$380k pa. Cost to deliver \$380k membership revenue was \$110k.

The CFO then sought to make additional changes and reduce overall fixed operating costs. To date operating costs are \$11-12k per month less and HR related costs are now more in line with membership revenue. Previous 2 financial years 30 June 2016 and 30 June 2017 combined total losses of \$248k confirming changes needed to be made. The Company, even at \$30k loss, is now in a sustainable position.

(Chair announced that meeting was being recorded)

The Chair fielded a number of questions in relation to the financial report including the following which Darryl Dyson, CFO responded:

43.7.1 Q: What are the Governance and Standards line items?

A: Within inherited finances, some account items have been changed.

43.7.2 Q: Could fixed costs be reduced eg. if someone offered free company secretary services?

A: Company secretary costs are at 3%. Yes they could be reduced but not by a large amount.

43.7.3 Q: Are we \$30k in debt?

A: No it is a trading/operating loss. The company has no debt, with approximately \$500k in total assets.

43.7.4 Q: Can you explain the difference in marketing and advertising line item?

A: Marketing is at \$25k this year in comparison to \$0 the year before.



No further questions.

The Chair moved that that 2017/18 Annual Report be received. Seconded by Paul Fechner

Carried

The Chair moved to receive the 2017/18 Financial Report & Duly Audited Accounts and Statements. Seconded by Tim Newbegin

Carried

43.8 Appointment of Auditor

It is recommended that the Accountant Crowe Horwath be appointed for the year ended 30 June 2019.

Carried

43.9 Other Business : Resolutions

43.9.1 Chair Resolutions: Resolution 1 Vote of No Confidence in the Board

Before Resolution 1 is discussed the Chair advised that if resolution 1 is passed, there will be a period of time under the constitution before a new board can be appointed. That is 21 days' notice has to be given to the members of each branch to elect new directors. The company therefore goes into a frozen state and the Board resolved that the Company Secretary is in charge of the day to day operations of the Company until a new Board has been appointed.

Motion 1 read - Vote of No Confidence in the board. The professional members of the Records and Information Management Professionals of Australasia (RIMPA) have lost confidence in the Board and said directors are dismissed with effect of the end of the annual general meeting of RIMPA at which this resolution is passed"

Kemal Hasandedic (KH) spoke to the motion:

In favour of the motion, KH stated that since the last AGM, he and a number of other members had become disillusioned and disappointed with the board, in particular with comments posted to the RIMPA list serve that the CEO's contract had been terminated and the creation of the GABA branch.

KH expressed concerns of the legitimacy of several directors to sit on the board and the lack of transparency and openness reporting to the members over these issues.



KH stated he did not want this to occur but felt it was in the best interest of the company

Katherine Clarke - NZ moved to vote against the motion and stated that in her experience the board have been open and transparent in the dealings she has had with them.

KH requested information regarding proxies. The Chair and Anne Cornish stated the proxy register was available for viewing.

The Chair called for a vote on this motion.

Motion: Lost

43.9.2 Chair Resolutions: Resolution 2 Appointment of new directors

The Chair stated as Resolution 1 was lost, that Resolution 2 was deemed null and void.

It was agreed to continue the voting process for the Resolution 2:

David Pryde, Thomas Kaufhold, Anne Cornish, Rebell Barnes, Tim Newbegin and Paul Fechner having been against the interest of the company and be stripped of their professional membership and are to be barred from being a member of the company for at least 5 years and are barred permanently from ever holding and executive role within RIMPA with effect of the end of this AGM of RIMPA of which this resolution's passed.

Kemal Hasandedic (KH) spoke to the motion and asked that this resolution was based on the assumption that resolution 1 was passed.

So this motion now relates to whether "said" directors were to keep or not keep their status.

The Chair called for a vote on this motion.

Motion: Lost

43.9.3 Chair Resolutions: Resolution 3 Appointment of new directors

Kemal Hasandedic stated that for the record that the presented motion 3 is deemed invalid. This was confirmed by Lisa Read-White.

Motion: Retracted

43.9.4 Chair Resolutions: Resolution 4 – Incoming Board of Directors

Kemal Hasandedic asked for the motion to be retracted.



Motion: Retracted

43.9.5 Chair Resolutions: Resolution 5 GABA Branch Dissolution

That the GABA branch be dissolved with effect of this Annual General Meeting of RIMPA of which this resolution is passed.

The Chair and Kemal Hasandedic fielded questions regarding the legal options, validity and requirements of the constitution as to why a corporate governance committee was not constituted instead of a whole new branch of the Company.

The Chair called for a vote on this motion.

Motion: Lost

43.9.6 Chair Resolutions: Resolution 6 – Dismiss the Director of appointed GABA Branch

Kemal Hasandedic withdrew the motion.

43.9.7 Chair Resolutions: Resolution 7: Dismissal of Qld Director Anne Cornish

Kemal Hasandedic withdrew the motion.

43.9.8 Chair Resolutions: Resolution 8: Dismissal of NSW Director Rebell Barnes

It was suggested that Rebell Barnes was unable to be eligible as a Board Member due to owing monies to the company. It was resolved that no invoice was issued for monies owed until recently and therefore legally he was not able to pay. The owed amount was paid immediately upon invoicing.

The Chair called for a vote on this motion.

Motion: Lost

43.9.9 Chair Resolutions: Resolution 9: Kate Walker – Status to be reinstated.

The Chair fielded questions about the legal handling and investigation into Kate Walkers' professional status removal and whether the board followed the correct process in regards to bylaws overseeing investigators appointed by the board. Kemal Hasandedic requested an apology be issued for the way in which the situation was handled.

The Chair called for a vote on this motion.



Motion: Lost

43.9.10 Chair Resolutions: Resolution 10: Adoption of the revised constitution.

The Chair provided an overview of the changes and indicated that references to the CEO were replaced with General Manager or Company Secretary or words to the effect that the board would appoint somebody in charge as and when required. Changes also included the correction of grammatical errors and in correct references within the document.

This was a stage 1 of the review of Constitution to correct the errors. GABA will undertake a Stage 2 review of the Constitution to ascertain if it is still relevant for RIMPA operate in the current environment and if it limits RIMPA in working for its members. It is planned to present any changes to the constitution to membership at the 2018/19 AGM.

The Chair moved that Motion 10 be adopted/ Seconded by Tim Newbegin

Carried

43.10 Declaration of Company Board of Directors:

Company Secretary Darryl Dyson declared the company board members for 2019

ACT: Thomas Kaufhold

VIC: Tim Newbegin

NSW: Rebell Barnes

QLD: Anne Cornish

WA: Suparna Chatterjee

NZ: David Pryde

SA: Bonita Kennedy

GABA: Lisa Read White

43.11 Declaration of the Executive

Chair: Thomas Kaufhold

Vice Chair: Tim Newbegin

Exec Director: Anne Cornish

GABA: Lisa Read White

43.12 General Business - Thank you to retiring SA Director

Thank you to Paul Fechner for 6 years of service on the Board.



Meeting Closed 4.50pm

DRAFT