



Regional Capitals Alliance

WESTERN AUSTRALIA

Regional Capitals Alliance Western Australian

Annual General Meeting

2021-2022

15 December 2022

Minutes

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1 OFFICIAL OPENING

Meeting opened at: 2.03 pm

RECORD OF ATTENDANCE

Attendance:

Dennis Wellington	Mayor City of Albany (Chair)
Andrew Sharpe	CEO City of Albany
Sam Mastroleambo	CEO Shire of Broome
Tony Nottle	CEO City of Busselton
Grant Henley	Mayor City of Busselton
Jaysen de San Miguel	Mayor City of Bunbury
Malcolm Osborne	CEO City of Bunbury
Ian Mickel	Shire President of Esperance
Shane Burge	CEO Shire of Esperance
Shane van Styn	Mayor City of Greater-Geraldton
John Bowler	Mayor City of Kalgoorlie-Boulder
Andrew Brien	CEO City of Kalgoorlie-Boulder
Peter Long	Mayor City of Karratha
Virginia Miltrup	CEO City of Karratha
Chris Antonio	Shire President Shire of Northam
Jason Whiteaker	CEO Shire of Northam
Peter Carter	Mayor Town of Port Hedland
Jane Lewis	Executive Assistant

Apologies:

Harold Tracey Shire	President of Broome
Ross McKim	CEO City of Greater Geraldton
Carl Askew	CEO Town of Port Hedland
Paul Rosair	Executive Officer

2 RCAWA ANNUAL GENERAL MEETING

Date of Report:	15 December 2022
Report Author:	Secretary RCAWA, Andrew Sharpe
Disclosure of Interest:	Nil
Attachments:	1. RCAWA Association Rules 2. Minutes RCAWA 2020/21 AGM

Purpose

In accordance with rule 50 of the RCAWA rules of association, the ordinary business of the annual general meeting is as follows —

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the committee’s annual report on the Association’s activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor’s report on the financial statements or financial report;
 - (c) to elect the office holders of the Association and other committee members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members
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Background

Under the adopted rules of association, any person, association or corporation who supports the objectives or purposes of the Association is eligible to apply to become a member. Having said that, the committee of RCAWA must consider each application for membership of the Association and decide whether to accept or reject the application.

Currently, RCAWA has ten corporate members. Under the terms of the rules of association a corporate member is eligible to nominate two (2) individuals as their members of the association. Each individual corporate nominee has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.

The rules of association require the appointment of the following office holders of the Association:

- (a) the chairperson;
- (b) the deputy chairperson;
- (c) the secretary;
- (d) the treasurer.

Rule 1 under the Term of Office states that the term of office for the Chairperson shall be for two (2) consecutive years with a new chair elected at every second annual general meeting. The election of a chairperson is not required this year, as Mayor Wellington was appointed at the 2020/21 AGM.

Full Association Rules have been provided as an attachment, however the following extracts from the rules of association are pertinent to the process of appointment of committee members and to the appointment of a proxy if a normal member is unable to attend a meeting.

Division 3 – Election of committee members and tenure of office

How members become Committee members

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 38.

Nomination of committee members

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).

- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 33(2) or 34(2)(b).

Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

Election of ordinary committee members

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

- (3) If —
- (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (b) the number of members nominating under subrule (2)(b) is greater than the number of positions remaining unfilled, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.
- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

Term of office

- (1) The term of office for the Chairperson shall be for two (2) consecutive years with a new chair elected at every second annual general meeting.
- (2) The term of office of a committee member begins when the member —
 - (a) is elected at an annual general meeting or under subrule 36(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 38.
- (3) Subject to rule 37, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (4) A committee member may be re-elected.

Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible under rule 27(4) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

When membership of committee ceases

A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 36; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 27(4) to fill a position on the committee that —
 - (a) has become vacant under rule 37; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 36(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 45, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 45, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

Proxies

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
 - (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
 - (7) Notice of a general meeting given to an ordinary member under rule 52 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
 - (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
 - (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.
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Link to Strategic Directions

Partnership and Collaboration

Budget Implications

Nil

Resolution:

- **That the minutes of the 2020/21 AGM be accepted as a true record of proceedings**

Moved: Peter Long

Second: Peter Carter

- **That the Members vote for the following Office Holder positions (noting that the Chair position does not require a vote this year):**

a) Deputy Chair: Jaysen De San Miguel

Moved: Grant Henley

Second: Shane Burgess

b) Secretary: Andrew Sharpe**Moved: Grant Henley****Second: Mal Osborne****c) Treasurer: Mal Osborne****Moved: Peter Carter****Second: Grant Henley**

- **To accept the following General committee member nominations:**

**City of Albany
Shire of Broome
City of Bunbury
City of Busselton
Shire of Esperance
City of Greater-Geraldton
City of Kalgoorlie-Boulder
City of Karratha
Shire of Northam
Town of Port Hedland**

The representatives of each of these Cities, Shires and Towns are the Mayor/President and the Chief Executive Officer from each, giving a total of 20 representatives.

Moved: Peter Long**Second: Peter Carter**

4 RCAWA ANNUAL FINANCIAL REPORT

Date of Report: 15 December 2022
Report Author: Treasurer Shane Van Styn
Disclosure of Interest: Nil
Attachments: 3. Audit Report

Purpose

To receive the 2021-2022 Audit Report as prepared by Mid West Financial Services.

Background

Mid West Financial Services once again completed the Audit Report.

Discussion

The Alliance members thanked the outgoing Treasurer for his work over the last 7 years.

Budget Implications:

As per budget 2020/2021

Resolution:

- **That the Alliance members receive the audit report from Mid-West Financial Services for the 2020/2021 year**

Moved:

Second:

- **That the incoming Treasurer seek quotes and consider options for the provision of 2022-23 auditing requirements.**

Moved: Shane Van Styn

Second: Ian Mickell

5 RCAWA ANNUAL REPORT

Date of Report: 15 December 2022
Report Author: EO - Paul Rosair
Disclosure of Interest: Nil
Attachments: 4. Annual Report

Purpose

For the Alliance to receive and consider its Annual Report 2021/2022

Background

RCAWA is a not-for-profit organisation and under its association Rules requires an annual report to be tabled at its Annual General Meeting (AGM), on Thursday 15th November 2022.

This Annual Report contains information about RCAWA's activities and audited finances as a not-for-profit organisation during the 2021/2022 financial year. Specifically, it outlines strategic priorities and key actions and lists key stakeholders that the Alliance has engaged with throughout the year

Discussion

Given the growing profile of RCAWA and the interest of senior government in activities of the Alliance, the 2020/21 Annual Report was outsourced and graphically designed to allow for members and the Executive Officer to share with key stakeholders.

Given the ease to insert new "copy" into the 2020/2021 Annual Report, the Executive Assistant completed this work inhouse at no cost to the RCAWA. This year, the Annual Report has been freshened up with new photos and once again been graphically designed for digital publication at no additional cost to the RCAWA.

Link to Strategic Directions:

Partnership and Collaboration
Representation

Budget Implications:

Nil

Resolution:

- **That the Alliance members note and receive the Annual report**

Moved: Peter Long

Second: Peter Carter

Annual General Meeting Closed: 2:17
