



MINUTES OF THE ANNUAL GENERAL MEETING

HELD AT: Board Room 1, 15/199 Balcatta Road Balcatta

HELD ON: 24 October 2023

PRESENT:

Directors		Attending
<i>Greg Warren (GW)</i>	<i>Board Member/ President</i>	Yes
<i>Darryl Bower (DB)</i>	<i>Board Member/Vice President</i>	Yes (Via Zoom)
<i>Dan Bailey (DB)</i>	<i>Board Member/Treasurer</i>	Yes
<i>Chris Sweeting (CS)</i>	<i>Board Member</i>	Yes
<i>Paul Wyers (PW)</i>	<i>Board Member</i>	Yes
<i>Saf Flatters (SF)</i>	<i>Board Member</i>	Yes
<i>Oliver Forster (OF)</i>	<i>Board Member</i>	Yes
<i>Vivienne Mossman (VM)</i>	<i>Board Member</i>	Yes
<i>Carl Copeland (CC)</i>	<i>Chief Executive Officer/Company Secretary</i>	Yes

IN ATTENDANCE:

Aidan O'Grady	General Manager Member Services
Stuart Diepeveen	General Manager EGT & Special Projects
Heloise Steyn	Corporate Finance Manager
Liz Hurst	Minute Taker
Steven Cole	Cole Group
Mike Frampton	Murfett Legal (Via Zoom)
Martin Fletcher	Murfett Legal (Via Zoom)

MEMBERS:

John Sweeting	Westwide Electrical Services
Peter Beveridge	Williams Services Group
Cameron Gibson	Peri Peri Electrical
Ian Swain	Electek
Paul Mannion	DCSWA

Jack Grego

Apollo Electrotech

Shay Charlton

Team Electrical

Andrew Lucas

ADL Electrical

APOLOGIES:

No apologies were provided.

PAPERS CIRCULATED via email previous to the meeting:

- Notice of Annual General Meeting
- Proxy form ECA WA Inc AGM
- Minutes of the 2022 Annual General Meeting
- Annual Report including the:
 - Audited financial statements for the year ending 2023.
 - Auditor's Report; and
 - President's Report.
- ECA WA – Explanatory Memorandum
- Proposed new ECA WA Constitution

ADDITIONAL PAPERS TABLED DURING THE MEETING:

No additional papers were presented.

COMMENCED: 4.00pm

1. Welcome

The President, as Chairperson for the meeting, declared the meeting open at 4.00pm and welcomed those present.

2. Attendance and Apologies

The Chairperson noted the attendance and apologies for the meeting.

3. Announcement of Proxies

The Chairperson noted the proxies submitted for the meeting:

Member	Company	Proxy
1. Ben Bonomi	Bon Electrics Pty Ltd	Christopher Sweeting
2. Andrew Lucas	ADL Electrics	Oliver Forster
3. Barry Allan	Barry Allan Electrical Services P/L	Peter Beveridge
4. Alan Thomson	Direct Connect Electrical and Air	Daniel Bailey
5. Damian Maquire	Pro Circuit Electrical	Daniel Bailey

Member	Company	Proxy
6. Daniel Pelle	Pelle Electrical Services	Daniel Bailey
7. David Lundin	Lundin Electrical Contracting	Daniel Bailey
8. Guy Edmunds	Edmunds Electrical	Daniel Bailey
9. James Garner	JLG Electrical	Daniel Bailey
10. Jarrad Smith	PCE Services	Daniel Bailey
11. Jordan Vellutini	Westline Electrical Services	Daniel Bailey
12. Joshua Hunt	ICR Electrical Pty	Daniel Bailey
13. Kieran Thomson	Thomson Electrical	Daniel Bailey
14. Kyle Hardwick Ruan	KHR Electrical Pty Ltd	Daniel Bailey
15. Kyle O'Brien	O&S Electrical Services Pty Ltd	Daniel Bailey
16. Lyell Allen	AVL Electrical Services Pty Ltd	Daniel Bailey
17. Mat August	Inlectech	Daniel Bailey
18. Michael Gray	TECHT	Daniel Bailey
19. Morgan Williams	Offshore Electrical	Daniel Bailey
20. Mourad Ishak	Auslectrical	Daniel Bailey
21. Nicholas Celenza	PWA Electrical Services	Daniel Bailey
22. Nick Mackle	Deacon Electrical Services	Daniel Bailey
23. Paul Shearer	Swan Hills Electrical	Daniel Bailey
24. Sean Henry	Switchwire Electrics	Daniel Bailey
25. Shaun Goh	Ingenuity Electrical Contracting	Daniel Bailey
26. Thomas Spalding	Spaulding Electrical	Daniel Bailey
27. Vincenzo Papparone	Papa Electrical	Daniel Bailey
28. Rohen Stone	Voltage Electrical Contracting	Daniel Bailey
29. Joshua Slobe	Sonic Electrical	Daniel Bailey
30. Christopher McKenna	Symbient Pty Ltd	Daniel Bailey
31. Richard King	NRK Electrical	Daniel Bailey
32. Jonathan Reindl	Lumos Electrical	Daniel Bailey
33. Scott Traeger	Traeger Electrical and Communications Pty Ltd	Daniel Bailey
34. Nathan Defrain	Novolux Electrical Solutions	Daniel Bailey
35. Matthew McGuire	McGuire's Electrical Contractors	Daniel Bailey
36. Joseph Bonfiglio	MultiTech Electrical Group Pty Ltd	Daniel Bailey
37. Luke Mucciarone	LJM Electrical WA Pty Ltd	Daniel Bailey
38. Russell Pattison	Trigg Island Electrical	Daniel Bailey
39. Eoin Halley	E and M Electrical	Daniel Bailey
40. Oliver Wann	Streamlined Electrical Services	Daniel Bailey
41. Simon Manning	Simlec Electrical & Solar Pty Ltd	Daniel Bailey
42. Cameron Polglaze	PEC Electrical	Daniel Bailey

Member	Company	Proxy
43. Shannon Giuffre	Aspire Power Solutions	Daniel Bailey
44. Diarmuid O'Donovan	Hamersley Electrical Contracting	Daniel Bailey
45. Karl Parker	KNP Electrics Pty Ltd	Daniel Bailey
46. Taryn Leighton	TLeighton Electrical	Daniel Bailey
47. Norman Jambanis	Jambanis Electrical	Daniel Bailey
48. Rashid Harun	Get Wired Perth Electrical	Daniel Bailey
49. Daniel Nancarrow	Royalty Electrical	Daniel Bailey
50. Greg Mizza	MizCo	Greg Warren
51. Chris Meenaguan	Meenaguan Electrical Services	Greg Warren
52. Steve O'Dwyer	O'Dwyer Electrical	Greg Warren
53. Ryan Mitchell	Sheed Electrical	Greg Warren
54. Shane Kennedy	Golden Mile Electrical	Greg Warren
55. Brad Ellet	Underground Power Development Pty Ltd	Vivienne Mossman
56. Robert Mannion	Solis Electrics	Paul Mannion
57. Danny Smith	Cable 8	Christopher Sweeting
58. Garth Gilmour	Gilmour & Jooste Electrical	Christopher Sweeting
59. Andrew Scanlan	World Electrical	Christopher Sweeting
60. Boyan Mihevc	Boyan Electrical	Jack Grego
61. Bruno Tartaglia	Express Electrics	Jack Grego
62. Stephen Miguel	L.M Poole Pty Ltd	Jack Grego
63. Fadi Dorkhom	EJ Electrical Contractors	Jack Grego
64. Jaden Woodbury	JW Electrical Contractors	Peter Beveridge
65. Corey Dowler	Powerhouse Wiring Solutions Pty Ltd	Christopher Sweeting

The Chairman noted that one invalid proxy had been received:

Member	Company	Proxy
1. Charlie Terranova	Cam Electrical	

4. Confirmation of a Quorum

Having more than 15 Members present or by proxy, a quorum was **DECLARED**.

5. Business Arising From and Acceptance of the Minutes

The Chairperson noted the minutes from the 2022 AGM were circulated with the notice of the meeting on the 2 October 2023.

There was no further business arising from the minutes.

Resolution 1: That the minutes of the Annual General Meeting held on 25 October 2022 be accepted as a true and accurate record of proceedings.

Mover: Dan Bailey **Seconded:** Paul Wyers
76 in favour. 0 against. 2 abstained. CARRIED.

6. Audited Financial Report and Balance Sheet for Year ending June 2023

The Treasurer read the Treasurer's Report. The Treasurer provided an overview of ECA WA's revenue, expenditure, assets and liabilities. It was noted that ECA WA is in a stable and solid financial position.

Following questions from the floor it was confirmed that:

- This is the second year that RSM Australia has been the ECA WA Auditor.
- ECA WA is addressing the loss CET sustained in the 2022/23 financial year.
 - Over the past ten years CET's costs have increased 68% while funding over the same period has only increased 6%.
 - CET has recently negotiated a funding increase (effective 1 January 2024) and is increasing class sizes to reduce delivery costs.
 - CET has also sought infrastructure resource funding through the Construction Training Fund.
 - Carl Copeland will be meeting with Federal Shadow Minister for Industry, Skills and Training, Sussan Ley to discuss the lack of funding for the private training sector.
 - A management restructure is underway, with Carl Copeland and Aidan O'Grady currently overseeing CET's operations.
 - Finding instructors has been an ongoing challenge, however CET is in the process of commencing four new instructors to support delivery, as well as moving to online delivery methods.

It was noted the last two months CET has made a surplus and it is expected to return a surplus for the 2024 financial year.

The Chairperson requested that any operational feedback or questions be directed to the Chief Executive Officer outside of the Annual General Meeting.

The Chairperson stated that the Annual Finance Report for the twelve months ended 30 June 2023 had been circulated with the notice of the meeting on 2 October 2023.

Resolution 2: That the Annual Financial Report be taken as read and accepted by the Members.

Mover: Vivienne Mossman **Seconded:** Oliver Forster
78 in favour. 0 against. 0 abstained. CARRIED.

7. Appointment of Auditors

Resolution 3: That RSM Australia Pty Ltd of Level 32, Exchange Tower, 2 The Esplanade, Perth, WA, 6000 be appointed auditor for ECA WA Inc for the 2023/24 financial year.

Mover: Saf Flatters **Seconded:** Dan Bailey
76 in favour. 0 against. 2 abstained. CARRIED.

8. Special Resolution – Transfer of Registration

The Chairperson called for motions for four (4) proposed Special Resolutions, which were circulated with the explanatory memorandum on 2 October 2023.

Members expressed the following concerns:

- There had not been sufficient consultation outside of the Board on the matter, nor had there been sufficient time for members to assess the implications of the proposal.
- Some changes to the proposed constitution had been requested and made; however, the draft still had a number of issues to be resolved. It was felt that these issues needed to be reviewed before approval.
- Two members did not receive the AGM paperwork via email.

In principal the members present at the meeting supported the change to a new structure; however, they wished to ensure any proposed changes were subject to full due diligence and have a formal consultation process put in place.

Members queried why ECA WA needed to transfer its registration to a company rather than continue its existing incorporation as an association. The reasons included:

- The size of ECA WA's turnover/revenue, which is potentially making the organisation too large to be an association.
- That there is broader commercial acceptance of a company structure as opposed to an association structure, for the purposes of securing funding.
- ECA WA will have increased options for trading outside of WA under a company structure. It was noted ECA WA is already collaborating with training companies on the east coast, and carries out technical assessments across Australia and offshore. A company structure would consolidate ECA WA's ability to carry out these types of activities.

It was confirmed that the Board had completed a thorough, structured process and determined that the new structure would be the best for ECA WA moving forward.

The Board gave an undertaking that should the special resolutions be accepted, it would carry out a formal consultation process over the next three months, in good faith, to identify and resolve any concerns identified within the draft constitution.

Special resolution 1: The members resolve to take all steps necessary to convert The Electrical and Communications Association of Western Australia Inc from an incorporated association to a Company Limited By Guarantee;

Mover: Saf Flatters **Seconded:** Vivienne Mossman
74 in favour. 2 against. 2 abstained. CARRIED.

Andrew Lucas left the meeting at 4.57pm.

Special resolution 2: The members resolve for the New Constitution to be adopted on and from the date of The Electrical and Communications Association of Western Australia Inc's registration as a Company Limited By Guarantee;

Mover: Dan Bailey **Seconded:** Oliver Forster
58 in favour. 20 against. 0 abstained. NOT CARRIED.

Given that special resolution 2 was not carried, it was confirmed the meeting could not progress with special resolutions 3 or 4, as they were both cross dependent on the passing of special resolutions 1 and 2.

9. General Business

The following general business was raised.

- Members queried the President and Chief Executive Officers' attendance at the recent Master Electricians Association (MEA) Conference in New Zealand and whether the trip was necessary. It was confirmed that ECA WA is building relationships with industry associations including the National Electrical and Communications Association (NECA) and MEA. The members expressed that they could see why a relationship with NECA was favourable, but not a relationship with MEA. The Chair advised that ECA WA is independent of any union of employers and it has a duty to engage with the whole of industry. The Board indicated that it was their decision to approve the travel expenses.
- Members queried the extension of the Chief Executive Officer's contract for a further ten-year term. It was confirmed that the Board had delegated authority for the negotiations to the President and Vice President. At the time, it was viewed that a long-term contract would provide stability for ECA WA. Once negotiations were complete the outcomes were provided to the Board for ratification. Members reiterated their view that the contract terms should have been discussed with the Board prior to negotiations being completed. The Chair advised that this was a Board matter that had been discussed and the matter was closed.
- Members asked about the three-month consultation period for ECA WA's new structure. The Chairperson confirmed that the outcome of the meeting would be discussed at the next Board meeting and they would determine the next course of action.

MEETING CLOSED: There being no further business the meeting was declared closed at 5.14 pm.

I certify that the above is a true and correct account of the Annual General Meeting held on 24 October 2023.

SIGNED: _____ **DATED:** _____

Greg Warren, President