



MSA AGM Minutes

4 March 2020 – 5.20pm

MSA Conference, Angliss Conference Centre, 555 La Trobe Street, Melbourne

List of Attendees: Anne Evans, Cynthia Lendrum, Khaled Chahine, Jane Warne, Tom Elliott, Tony Bergen, Keith Fordham, Allita Prosser, Richard Crendal, Ilya Budovsky, Rob Williams, Peter McDowall, Rod White, Lenice Evergreen, Michael Tecofsky, Greg Hender, Chris Milligan, Mike Adamson, Calla Klafas, Kevin Mapson, Darren Smart, Neal Murrells, Tom Elliott, Barry Inglis, Ben Felotman, Jason Dortmans, Neal Sturrock, Anne Evans, Liam Shanahan, Gavin Tasker, Daniel Turner, Maree-Ann Stuart, Jonathan Taylor, Graham Smith, Nigel Gibson, Daryl Pettit, Tim Zhang, Rowan Anderson, Laurence Motteram, Emma Parker, Mary Ryan, Keith Fordham, Josh Jourdain, Jason Clarke, Paul McMullen, Prabhakapan Sathappan

Quorum reached.

Apologies: Geoff Clark

Proxy Forms: Nil received prior to meeting

Minutes of previous AGM meeting 2018 and Special General Meeting 2019

Error as raised in minutes from Special General Meeting 2019, that dates for the MSA Conference are 2-5 March. Minutes accepted as read, with the dates corrected.

- **Moved by Anne Evans, seconded by Paul McMullen**

Presidents Report: Khaled Chahine

1. Education initiative

Khaled discussed the connection made with University of Adelaide to discuss the inclusion of metrology topics into their science and engineering degrees. This is ongoing and the committee will continue this work in the coming year.

2. Professional Metrologist programme

In Daniel Burke's absence Khaled outlined where this initiative is still in review for the committee to work towards a way to administer this. Ongoing for new committee.

3. MSA digital presence

Khaled outlined the MSA Linked in account, and the need for more work to get MSA increasing our digital presence. Ongoing for new committee.

4. NZ World Metrology Day

A very successful day was held on World Metrology Day on 20 May 2019 at Measurement Standards Laboratory including MSA networking, workshops, talks. MSA NZ branch continues to be very active.

5. MSA2020

Khaled offered respect and gratitude to the local organizing committee for a successful Conference.

Treasurer's Report: Presented by Khaled Chahine in the absence of Daniel Burke

Financial statements attached as addendum 2 (year ending 30 June 2019) and 3 (year to date ending 30/6/2020).

New Zealand accounts balance as at 4 March 2020:

Society Cheque = \$105.60

Savings on call = \$7,875.65

Credit cards = 0

Total = \$7,981.25

Healthy balance noted and ideas for utilizing these funds such as: Student scholarship, member events, Professional Metrologist programme administration.

Election of Officers:

- Accepted resignation from Geoff Clark (NZ) from committee
- Accepted resignation from Anne Evans as Vice President

Nominations/seconders received for the following:

President: Khaled Chahine – nominated by Jane Warne; Seconded by Tony Bergen
Vote - accepted

Vice President: Tom Elliot – nominated by: Anne Evans; Seconded by: Jason Clarke
Vote - accepted

Secretary: Cynthia Lendrum – nominated by: Anne Evans; Seconded by: Gavin Tasker
Vote - accepted

Treasurer: Daniel Burke – nominated by: Khaled Chahine; Seconded by Mary Ryan
Vote - accepted

Regional Members of the Committee:

Queensland – Rai Pippia, Greg Hender

Vic/Tas – Paul McMullen, Jane Warne

NSW – Jason Dortmans

WA – Neal Sturrock

NZ – Cynthia Lendrum, Daryl Pettit

Note - Graham Smith, not committee member but contact for any South Australia business.

Ordinary Members of the Committee:
Tony Bergen, Anne Evans

Special Resolution Number: 2020-1

Special Resolution: Resolution to update the MSA constitution

Whereas, in accordance with section 39 (b) of the current constitution of the MSA a special resolution is required to alter the Constitution, this includes changing the name or any of the purposes of the Association.

Due to the advent of the digital age and the change in the way business is conducted, for example phasing out of cheques, use of internet banking, use of email, scanning of documents and tele and video conferencing, it has become necessary to alter the wording of the constitution.

This special resolution does not change the intent of any of the rules but updates the methods by which we are able to perform tasks. All changes are listed in Addendum 1.

Now, therefore be it resolved to seek approval of the changes of wording proposed in the new version of the MSA Constitution.

- **Noted** some more changes required within sections 34. Proxies to allow electronic signature.

Members were asked to vote to accept the changes with acknowledgement the committee will seek to adopt a national association affiliation (rather than Victorian Consumer Affairs)

Vote: accepted by those present

General Business

1. NZ committee have confirmed to host the next conference on a date and venue yet to be confirmed, but likely late September with consensus indicating Queenstown location preferred. This date and venue will be locked in soon as will be advertised on the MSA website and following newsletter.

The meeting ended at 6.20pm

List of Addendums:

- Addendum 1 - Changes to the MSA Constitution
- Addendum 2 - Financial statement FY19 (year ending 30 June 2019)
- Addendum 3 - Financial Statement FY20 YTD (year to date from 1 July 2019)

Addendum 1

Resolution to amend MSA Constitution at the AGM 4 March 2020

Update Part 1 Division 1, 8-11 Membership

Previous:

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.

Replaced with:

8 Who is eligible to be a member

Any person who supports the purposes of the Association and meets the criteria for membership as appears on association website is eligible for membership.

Previous:

9 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application—

- (a) must be in a form approved by the Committee; and
 - (b) must address any criteria for membership listed at the Association website; and
 - (c) must be signed by the applicant; and
 - (d) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

Replaced with:

9 Application for membership

- (1) To apply to become a member of the Association, a person must submit an application via the online membership portal, stating that the person—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be in a form approved by the Committee; and
 - (b) must address any criteria for membership listed on the Association website; and
 - (c) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

Previous:

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

Replaced with:

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee or persons delegated by the Committee, must decide by resolution whether to accept or reject the application.
- (2) The Committee or persons delegated by the Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee or persons delegated by the Committee rejects the application, it must refund any money received for membership from the applicant.
- (4) No reason need be given for the rejection of an application.

Previous:

11 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.

Replaced with:

11 New membership

- (1) If an application for membership is approved by the Committee or persons delegated by the committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the next committee meeting; and
 - (b) the Secretary or persons delegated by the Committee must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the person's membership is approved; or
 - (b) the person pays the joining fee.

Update Part 3 Division 1, 12 Annual subscription and fee on joining

Previous:

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.

- (2) The Association may determine that a membership grade pay a lower annual subscription.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

Replaced with:

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

Update Part 3 Division 1, 18 Register of members

Previous:

18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.

- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Replaced with:

18 Register of members

- (1) The Secretary or a person selected by the committee must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Update Part 4, 34 Proxies

Previous:

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - (a) state that the member may appoint another 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.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

Replaced with:

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing. A completed proxy form or an email stating the name of the proxy are acceptable.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been approved by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - (a) state that the member may appoint another 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.
- (6) A form or email appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form or email appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

Previous:

41 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Replaced with:

41 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) a proxy given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Update Part 5, Division 2, 48 Treasurer

Previous:

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Replaced with:

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure payments are authorised by at least 2 committee members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Update Part 5, Division 3, 56 Vacation of office

Previous:

56 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

(3) A Committee member shall only hold office for a maximum of 6 years (or part thereof) in any 8-year period, excepting an officer who has held the office of President who may serve a maximum of 7 years (or part thereof) in any 9-year period. The intention of this paragraph is to assist in continually refreshing the committee however, to avoid all office bearers resigning simultaneously, a maximum of half the office bearers should resign in any year as far as practicable.

Replaced with:

56 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.
- (3) A Committee member shall only hold office for a maximum of 6 years (or part thereof) in any 8-year period, excepting an officer who has held the office of President who may serve a maximum of 7 years (or part thereof) in any 9-year period. The intention of this paragraph is to assist in continually refreshing the committee, however to avoid all office bearers resigning simultaneously, a maximum of half the office bearers should resign in any year as far as practicable.

Update Part 6, 69 Management of funds

Previous:

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

Replaced with:

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

Addendum 2

Metrology Society of Australia

BALANCE SHEET

As of June 30, 2019

	TOTAL
Assets	
Current Assets	
Community Solutions Cheque A...Community Solutions Cheque Account (3798)	50,658.97
Debit Cards Account	1,022.89
PayPal	4,685.99
Westpac Business Cash Reserve (4002)	128,914.34
Total Current Assets	A\$185,282.19
Total Assets	A\$185,282.19
Liabilities and shareholder's equity	
Current liabilities:	
ATO Clearing Account	-20.00
GST Liabilities Payable	20.64
Total current liabilities	A\$0.64
Shareholders' equity:	
Net Income	1,400.68
Opening balance equity	153,658.17
Retained Earnings	30,222.70
Total shareholders' equity	A\$185,281.55
Total liabilities and equity	A\$185,282.19

Addendum 3

Metrology Society of Australia

BALANCE SHEET

As of June 30, 2020

	TOTAL
Assets	
Current Assets	
Community Solutions Cheque A...Community Solutions Cheque Account (3798)	127,496.24
Debit Cards Account	354.48
PayPal	14,163.30
Westpac Business Cash Reserve (4002)	129,019.22
Total Current Assets	A\$271,033.24
Total Assets	A\$271,033.24
Liabilities and shareholder's equity	
Current liabilities:	
ATO Clearing Account	-20.00
GST Liabilities Payable	20.64
Total current liabilities	A\$0.64
Shareholders' equity:	
Net Income	85,751.05
Opening balance equity	153,658.17
Retained Earnings	31,623.38
Total shareholders' equity	A\$271,032.60
Total liabilities and equity	A\$271,033.24