

Open Source Industry Australia Limited
A.C.N. 109 097 234

Minutes of the Annual General Meeting
held at the offices of Rockettoria, Level 3, 17-19 Alberta St, Sydney
on 18 November 2016

The Chairman, Mr Jack Burton, opened the meeting at 6:25 p.m.

The Chairman noted that in the absence of the Company Secretary he had asked Mr Bob Birchall of Calyx Group Pty Limited to act as minute secretary. Mr Birchall agreed.

At 6:29 p.m. the Chairman noted that a quorum was present and proceeded to business.

1. Attendance

The following members were present in person:

- Saosce Pty Ltd (SA) – Jack Burton, OSIA Chairman
- GreenwareIT (Vic.) – Daniel Jitnah, OSIA Director
- Cross Functional Pty Limited (NSW) – Ryan Cross
- Coherent Software Australia Pty Ltd (Vic) – Paul Foxworthy, OSIA Director
- Calyx Group Pty Ltd (NSW) – Bob Birchall

The Chairman advised that Proxies in favour of the Chairman of the meeting had been received from the following:

- Adaxa Pty Ltd (Vic) – Steven Sackett, Company Secretary
- Grant Petch (t/a GP Computer Services)
- Aimee Maree Forsstrom (NSW), OSIA Director
- Holden Dynamics Pty Ltd (NSW) – Carl Holden

2. Apologies

The Chairman noted that Apologies had been received from the following:

- Steven Sackett, Company Secretary (Adaxa Pty Ltd, Vic)
- Grant Petch (GP Computer Services)
- Aimee Maree Forsstrom, OSIA Director
- Carl Holden, (Holden Dynamics, NSW)
- Andrew Cutler, OSIA Director (Panubo, NSW)
- Jessica Field, OSIA Director

The Chairman observed that whilst the Company Secretary was unable to be present at the meeting, he had agreed to make himself available by telephone to take any questions from the floor regarding the annual accounts or other relevant matters.

3. Minutes of the Annual General Meeting held on 29th October 2015 in Sandy Bay, Tasmania

The minutes of the last AGM were ratified by the Board of Directors at its meeting on 12 December 2015.

It was resolved (Mr Foxworthy moved; Mr Cross seconded) to adopt the minutes without change.

4. Chairman's address

The Chairman addressed the meeting. He first thanked OSIA's sponsors Open Source Law, Redback Conferencing, iSeek Communications and Anchor Systems for their support during the year, as well as OSIA's newest (post EOFY) sponsor Joviam. He also thanked Service Rocket for providing us with a venue for the AGM.

Whilst the Company has sustained its third consecutive deficit, that deficit was 21% smaller than in the previous FY, which itself had been 25% smaller than in 2013/14, a reduction he credited to the sound financial stewardship of Company Secretary Steven Sackett.

2015/16 has been a year of realignment, with OSIA's focus now firmly on matters of public policy, as a result of the outputs of the value proposition for membership project undertaken in the previous FY, as expressed by OSIA's new tag line ``Amplifying the voice of the Australian open source software industry".

The Chairman noted that the new vision and focus of the Company had been a resounding success, then proceeded to review the Company's achievements during the financial year and since year's end, noting in particular:

JULY 2015

- * OSIA held its last non-public-policy event, an informal members' gathering in Melbourne to celebrate the new financial year

SEPTEMBER 2015

- * Submission to IP Australia re ACIP's revised recommendation on the innovation patent system

OCTOBER 2015

- * Two informal submissions to ``Policy Hack with Wyatt Roy"
- * Comments to NSW Department of Finance, Services & Innovation (DFSI) regarding the v3.2 draft of ProcureIT
- * Sponsored OSDC2015 in Hobart

NOVEMBER 2015

- * Initial submission to Productivity Commission's Inquiry into Intellectual Property (IP) Arrangements

JANUARY 2016

- * Submission to Australian Taxation Office (ATO) on ``Digital by Default"

FEBRUARY 2016

- * Submission to the Department of Finance re whole of government shared and common services.

MARCH 2016

- * Submission to Joint Standing Committee on Treaties (JSCOT) re Trans Pacific Partnership (TPP)
- * Meeting with NSW DFSI re ProcureIT & ICT Services Scheme
- * Meeting with Productivity Commission economists re IP Arrangements Inquiry

JUNE 2016

- * Final submission to Productivity Commission's Inquiry into IP Arrangements
- * Appearance before public hearing of Productivity Commission's Inquiry into IP Arrangements

JULY 2016

* Initial submission to Productivity Commission's Inquiry into Data Availability & Access (DAA)

OCTOBER 2016

* Appearance before public hearing of JSCOT re TPP

* Submission to Senate Standing Committee of Defence, Foreign Affairs & Trade (References Committee) re TPP

OCT/NOV 2016

* OSIA mentioned in five news articles on TPP; evidence led by OSIA at JSCOT hearing quoted extensively in one.

OSIA's intentions were noted to lodge a final submission to the Productivity Commission's DAA Inquiry and to appear before a public hearing of the Senate References Committee in due course.

The Chairman also reported on four current direct Commonwealth Government engagements he had been working on which had neared fruition within the past 48 hours:

ICT PROCUREMENT TASK FORCE

The Department of Prime Minister & Cabinet have launched a task force to look into public ICT procurement. Mr Burton & Miss Forsstrom have met with representatives of the task force and the Chairman has been invited to participate in a round table discussion in Canberra next month. Initial discussions have been positive and this looks like a mutually beneficial opportunity both for the Australian FOSS industry and for the Commonwealth Government (and by proxy the Australian taxpayer). Information on the task force is available at <https://www.dpmc.gov.au/domestic-policy/ict-procurement-taskforce>

ATO -- AAD DIVISION OSS PANEL

The Analytics & Data division of the Australian Tax Office has been exploring better ways of integrating OSS into its software & related services procurement processes, including implementing a preference for OSS, and are likely to put an expert advisory panel in place in the new year. The Chairman has been providing advice to assist with the development of new processes and in identifying suitable OSS-specific engagement models which may not have been viable within existing procurement processes. A meeting with ATO in Sydney on the morning of the AGM was most positive and will be followed up in Canberra during December.

DIGITAL BUSINESS COUNCIL -- E-INVOICING PROJECT

The Secretary of the Digital Business Council -- an initiative of the Australian Business Register division of ATO, see <http://digitalbusinesscouncil.com.au/> -- has been in contact with the Chairman regarding the e-Invoicing project, which seeks to provide an open standards based EDI model for decentralised business-to-business transactions, with the aim of increasing transactional efficiency and productivity in Australian industry. The project has an interest in ensuring that its open standards (along with the international ones it has adopted) are incorporated into all accounting & ERP software and other relevant middleware, including of course all the various open source options. The Chairman will be meeting with the DBC Secretary in Canberra next month to discuss in greater detail, with a view to putting the Secretary in touch directly with OSIA members who are leading developers of / contributors to those sorts of projects.

MINISTERIAL ADVICE

A few short hours before the AGM, the Chairman became aware of interest in OSIA's advice on the part of a principal adviser to a Commonwealth Minister. Further information will be forthcoming in due course.

CHANGING OF THE GUARD

One Director had resigned during the year and four members of the board were retiring at the AGM. The Chairman thanked them all for their service. The individuals in question were:

- * Mr Paul Foxworthy (appointed Mar 2014, elected 2014 & 2015 AGMs; domestic markets portfolio 2013/14; Member Referral Service project lead 2014/15; members services portfolio 2015/16; principal author of submission to ATO on Digital by Default and of initial submission to Productivity Commission on Data Availability & Access; contributing author to four other OSIA submissions), retiring at this meeting.
- * Mr Steven Sackett (appointed director & secretary Mar 2014, retired 2014 AGM, re-appointed as secretary the very next day; served as Company Secretary throughout and also as treasurer until 1 July 2016), retiring at this meeting.
- * Mr Ryan Cross (elected 2014 & 2016 AGMs; director without portfolio 2014/15; public policy (international) portfolio 2015/16), resigned August 2016.
- * Ms Jessica Field (appointed Nov 2014, elected 2015 AGM; value proposition for membership project lead 2014/15; communications portfolio 2015/16), retiring at this meeting.
- * Mr Andrew Cutler (elected 2015 AGM; infrastructure portfolio 2015/16), retiring at this meeting.

Finally the Chairman spoke to his vision for the year ahead, in which he seeks to: build upon OSIA's focus & momentum in the public policy arena; kill off TPP for good (which he estimated we are within two months of achieving and should involve both appearing before the Senate References Committee here in Australia and engaging directly with the transitional government in the USA); continue to build closer relationships with key Commonwealth and State Government agencies; undertake a comprehensive review of OSIA's strategic plan; and undertake a comprehensive review of OSIA's Constitution (including at a minimum a re-alignment of the Objects clause to match our renewed and highly successful focus on public policy and reforms to the proxy voting provisions to ensure that every validly cast vote is always counted).

As that is a challenging programme of works to undertake, the Chairman closed by offering his thoughts on how it might best be achieved. He saw the solution as two-fold: both structural and cultural. The structural component involved abolishing the portfolio structure and replacing it with a work flow that managed the development of OSIA submissions much in the way well-established FOSS projects manage their source trees: with Directors as committers and all Members having the ability to inspect the current state of each evolving document and to contribute diffs directly for review. The cultural component consisted, as one might expect, of continued focus, dedication, sharp minds exercising critical thinking and good old-fashioned hard work.

The Chairman then invited questions and comments from the floor and a short discussion ensued.

The Chairman then asked leave to make a statement and read the following note to the meeting:

Despite all the achievements of the Company to date, the present state of the board is not entirely positive. The Chairman disclosed that irreconcilable differences had arisen between himself and one of the other Directors who had also nominated for re-election, on matters of probity, diligence and governance in general. Mr Burton stated that the nature of those differences was so fundamental that from his own, personal, legal risk

management perspective, he felt strongly that he could no longer serve with the Director in question.

The Chairman had raised the matter at the October board meeting, at which the Director in question was present, and asked him to consider standing down at the AGM, but he had declined to do so.

Therefore, with great regret Mr Burton informed those present that if he and the Director in question were both re-elected at the AGM, Mr Burton could see no alternative but to tender his own resignation to the Company Secretary at the earliest feasible juncture. Mr Burton also noted that Mr Holden had informed him that if Mr Burton resigned from the 2016/17 board, Mr Holden (if elected) would also resign.

5. Annual Accounts

The annual accounts as circulated by the Company Secretary, Mr Steven Sackett were considered for approval.

It was resolved (Mr Cross moved; Mr Foxworthy seconded) that the annual accounts of the company for the year ended 30 June 2016 be adopted.

6. Appointment of Auditor

The Chairman then drew the attention of members to the need to resolve whether an auditor should be appointed for the current financial year. He explained that the Constitution of the Company at Clause 61 requires that an auditor be appointed as provided in the Corporations Law. Clause 71 provides that the accounts should be audited in accordance with the provisions of the Corporations Law. Presently the Company is of a type and scale that is not required by the Corporations Law to be audited. The Directors have continued the practice of prior financial years by adopting the view that an audit is not required but ask the Members for their confirmation.

It was resolved (Chairman moved; Mr Jitnah seconded) that no auditor be appointed for the year ended 30 June 2017.

7. Election of Directors

The Chairman declared the board vacant and advised the meeting that nominations were received from the following members for election as Directors of the Company, to serve until the next Annual General Meeting:

- Jack Burton (Saosce Pty Ltd, SA)
- Aimee Maree Forsstrom (self-employed, NSW)
- Daniel Jitnah (Greenware IT, Vic.)
- Carl Holden (Holden Dynamics Pty Ltd, NSW)

The Chairman noted that at the Annual General Meeting held in December 2010 (Rhodes, NSW), the Members resolved that the number of Directors of the Company shall be eight. The Constitution of the Company, Clause 37, requires that nominations shall be lodged with the Secretary at least 21 days before the Annual General Meeting. At the close of nominations only the above four nominations had been received.

The Chairman asked the meeting to indicate support or otherwise of each nomination in turn, by show of hands. The following were elected as directors of company, to serve until the next Annual General Meeting:

- Jack Burton (Saosce Pty Ltd, SA)
- Aimee Maree Forsstrom (self-employed, NSW)
- Daniel Jitnah (Greenware IT, Vic.)
- Carl Holden (Holden Dynamics Pty Ltd, NSW)

Following the results of the election, the Chairman drew the attention of those present to his earlier remarks in the supplementary Chairman's address and confirmed that, as both he and the Director in question had been re-elected, Mr Burton intended to tender his resignation from the 2016/17 board at the earliest feasible juncture and that Mr Holden intended to do likewise.

Mr Burton then sought leave from the Members present to make some parting remarks, as OSIA's equal longest-serving Chairman.

Mr Burton recalled delivering two speeches in 2011/12 on his vision for the future of OSIA and of the open source software industry in Australia in general: one in Canberra as the opening keynote at the OSIA miniconf attached to OSDC2011; and one at an OSIA members' meeting in Kirribilli NSW seeking member input on the draft strategic plan. His thoughts at the time, widely accepted by those present, had centred around the increasing acceptance of FOSS as "main stream" in enterprise computing and the associated need for OSIA to emerge as a credible, highly relevant and permanent fixture in the main stream marketplace. Mr Burton noted that, with a few small tweaks as one might expect, that vision remained intact today.

After serving for 7 years on the OSIA board (the last 6 consecutively; the last 5 as Chairman), Mr Burton reminisced on the highlights of that time, which he saw as:

Having presided over two major strategic re-alignments: the first, in 2012/13, having had very little effect; but the second, from 2014/15 to the present, bringing OSIA back to the focus on public policy that its founders had first intended, having been a resounding success.

Although other OSIA initiatives, such as member events and trade shows, have disappeared altogether, Mr Burton expressed his pleasure that during his tenure as Chairman OSIA's rate of formal submission lodgement had increased sixfold and its rate of other direct Government engagement had increased fivefold. He thanked all those others who had contributed to this success over the years.

In closing, Mr Burton stated that as Chairman he had always tried his best to discharge his duties of honesty, of diligence and of competence and he called upon the 2016/17 and future boards to continue in the same vein, delivering further successes for OSIA and its Members.

8. General Business

The Chairman brought the Members' attention to Clauses 34, 36 & 38 of the Constitution, which require that the number of Directors must always be at least three and that a Board of less than three Directors may not act except in emergencies or for the purposes of appointing additional directors or convening a General Meeting.

He noted therefore that the foreshadowed resignations of himself and Mr Holden would trigger a constitutional crisis, as the number of remaining directors would be only two.

Having discussed the matter at its October meeting, the Board had therefore instructed the Chairman, should this eventuality arise, to call for nominations from the floor.

The Chairman called for nominations from the floor, but none were forthcoming.

He therefore noted that Miss Forsstrom and Mr Jitnah, within a reasonable time, must either appoint at least one more Director under Clause 39 or convene a Special General Meeting under Clause 16.

He noted also that no responses had been forthcoming to the call for expressions of interest in the Company Secretary's role and that the Company was required by law to have a Secretary at all times, so following Mr Sackett's retirement the incoming board would need to appoint one of its own as Secretary.

Discussion followed.

It was moved by Mr Birchall, seconded by Mr Cross that:

The meeting asks the two directors who have indicated their intention to resign to stay their resignations whilst the company appoints a mediator to meet with those directors who are in dispute with a view to finding a resolution to their disagreement.

The motion was carried.

There being no further business, the Chairman closed the meeting at 8:10 p.m.

Signed in accordance with a resolution of the Annual General Meeting as being a complete and accurate record of the proceedings of this meeting.

Chairman

Date: