

# Open Source Industry Australia Ltd

## A.C.N. 109 097 234



## Minutes of the special general meeting

held on Thursday 14 December 2017  
in the beer garden at the Union Hotel,  
70 Waymouth St, Adelaide SA 5000.

The Company Secretary, Mr Jack Burton, opened the meeting at 7:29 p.m..

He noted the usual requirement that 21 days notice be given of any General Meeting and that only 4 days notice had been given for this meeting, but that s. 249H(1)(b) of the *Corporations Act 2001* (C'th) allows a General Meeting to be convened on shorter notice if at least 95% of the Members agree beforehand.

It was noted that there was an outstanding question about the membership status of one company. If that company is a Member, 95.8% of the Members have agreed to calling this meeting on short notice; if that company is not a Member, 100% of the Members have agreed to calling this meeting on short notice. Either way, the bar set by s. 249H(1)(b) had been cleared, so the Company Secretary declared the meeting validly convened.

### 1 Attendance

The following members were present in person or by authorised representative:

- Saosce Pty Ltd (SA) – Jack Burton, OSIA Company Secretary, also authorised representative for:
  - Holden Dynamics Pty Ltd (NSW); and
  - Adaxa Pty Ltd (Vic.)
- GP Computer Services (SA) – Grant Petch

Mr Burton advised that he held proxies in his favour from:

- Calyx Group Pty Ltd (NSW) – Bob Birchall;
- Coherent Software Australia Pty Ltd (Vic.) – Paul Foxworthy;
- Muli Management Pty Ltd (NSW) – Ron Skeoch; and
- Cerebrum (Aust) Pty Ltd (Vic.) – Simon Dawes.

Mr Burton advise that he had also received informal proxies (not using either the prescribed form or the common form) from two other Members. As those proxies were both in his favour, he declined to rule on their validity and put the matter to the meeting. After considering the clauses (29, 30, 31 & 32) of the OSIA Constitution relating to proxies, it was **resolved** (Mr Petch moved; Mr Burton seconded) that the two informal proxies were not valid. Mr Burton noted that, given the instructions in the various proxies, this resolution would have no effect whatsoever on the outcome of any item on the agenda.

## 2 Apologies

It was noted that apologies had been received from:

- Cerebrum (Aust) Pty Ltd (Vic.)– Simon Dawes;
- Abstract IT (Qld) – Pete Brown;
- Loftus Computing Service Pty Ltd T/A Loftus IT (SA) – David Bullock; and
- Inforg Information Governance Pty Ltd (SA) – Anastasia Kuusk.

## 3 Election of a chairman

As there was no Chairman of Directors, those present were required to elect a Chairman of the Meeting. It was **resolved** (Mr Petch moved; Mr Burton seconded) to elect Mr Burton as Chairman of the Meeting.

## 4 Election of Directors

It was **resolved** (Chairman moved; Mr Petch seconded) unanimously to elect Ron Skeoch as a Director of the Company. It was **resolved** (Chairman moved; Mr Petch seconded) unanimously to elect Anastasia Kuusk as a Director of the Company. It was **resolved** (Chairman moved; Mr Petch seconded) unanimously to elect Alexar Pendashteh as a Director of the Company.

The Chairman informed the meeting that both Mr Skeoch and Mrs Kuusk had agreed to serve as Directors only during the interregnum and that both intended to resign as Directors following the further SGM to be held in late January. He noted therefore that there was still a pressing need for the Company to appoint more Directors at that time, as originally intended by the Members at the 2017 AGM.

## 5 General business

The Chairman suggested that, in the absence of a Chairman's address at the 2017 AGM, it may be appropriate for him to say a few words at this meeting, but noted that he did not intend to speak to the activities of the Company over the past year, having served on the board for only the first week of that term.

He began by thanking all of OSIA's sponsors: Open Source Law; Redback Conferencing; iSeek Communications; Joviam; Anchor Systems; and Panubo. The business of OSIA is much helped by the valued contributions of all those sponsors.

Thanks were also given to Mr Skeoch, Mrs Kuusk & Mr Pendashteh, for taking on the task of steering the company through this very difficult time, until the new board could take over after the foreshadowed January SGM. He noted that the focus of the interim board would be mostly on matters of governance, compliance and the future of OSIA, with the task of rebuilding OSIA's operations in its central area of concern – public policy – falling almost entirely to the new board to be appointed in late January.

Finally, the Company Secretary thanked all financial members for their support in making today's meeting possible. He noted that convening a General Meeting under s. 249H(1)(b) was generally considered "almost impossible" and required an unprecedented degree of unity. That display of unity, and of the spirit to "get things done" struck him as a most fitting start to the process of healing and of rebuilding the OSIA of the future, which all should regard as a very good sign indeed.

There being no further business, the Chairman closed the meeting at 7:53 p.m..

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

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Chairman

Date: