

## Special General Meeting

### Minutes

---

#### Meeting Details

---

Chair: Prof Stuart Phinn - EOA President

Date & time: Thursday, 1 July 2021

11:00 - 11:30 UTC+8 Perth

12:30 - 13:00 UTC+9.5 Darwin, Adelaide

13:00 - 13:30 UTC+10 Brisbane, Sydney, Melbourne, Hobart

Location: Zoom Meeting: <https://uqz.zoom.us/j/89281244073>

Invitees: EOA Members - 24 members in attendance

- [Proposed changes to the EOA Inc. Constitution](#)
- [Proposed EOA Inc. By-laws](#)

---

#### Minutes

---

1. **Welcome, acknowledgement of traditional owners, roll call and meeting aims**
2. **Purpose of this meeting**

Stuart - We have six motions to change in our Constitution. Most of you who are on our Management Committee and some others know that we are an Incorporated body in Queensland and we are also licensed to trade across Australia as a not-for-profit organisation. That means we have certain rules of governance and when we want to change the rules we need to go through an approval process where the motions are presented to the membership and people are asked to vote on them.

Stuart - In summary, you have been sent a number of emails which describe the different motions. In this meeting we will outline those changes and then you will be able to vote on those changes.

Stuart - We will tally the votes after the meeting and then report the outcome to the entire membership of Earth Observation Australia.

Stuart acknowledged the work of Larissa Mar Fan, Jo Edkins and Sylvia Michael in the original Constitution and in making the changes and also to the EOA Management Committee for reviewing and providing feedback on the proposed changes.

Stuart - The overall purpose of these changes is to transition EOA into a more active, member-driven organisation and we're starting to see that with the mini forum and also with some other over the next year.

Stuart - The other reason for the change is that I have made the decision to step down from the President's role to enable the border group to push EOA forward.

Stuart - What I will do is explain each of the proposed changes which is expressed as six different motions in items 3 to 7 in the agenda.

Stuart asked if there were any questions to begin with. None were forthcoming.

3. **Proposed change to constitution - [Motion 1: Change to the term of Management Committee members from 1 year to 2 years](#)**

- Explanation of motion

Stuart - This is to allow members of the Management Committee to settle into their roles, understand those roles, and engage more fully with the community.

Stuart - In addition we are proposing that half the Management Committee (MC) retires at each election. They can renominate if they wish, and half will remain. This is to allow for continuity of working groups, activities, and projects.

Stuart - Our current MC members have all noted that they want to remain on the committee until 2022. After that half of the MC will retire and half will continue.

Stuart - If you would like more information, click on the link in the email or on the hyperlink in the document.

- Open floor for questions and comments

Stuart asked if there were any questions for motion 1. None were forthcoming.

Stuart reminded the audience to type any questions on the proposed changes (even if they are out of order) into the chat window and they will be answered later.

4. **Proposed change to constitution - [Motion 2: Change of election procedure to allow for electronic voting and for voting prior to the AGM without defining the voting period](#)**

- Explanation of motion

Stuart - The second motion is to allow for electronic voting and to allow for voting prior to the Annual General Meeting (AGM, which will be on 23 September 2021) without having to define the voting period.

Stuart - Currently the Constitution only allows for us to vote for the MC at the AGM. Because we are such a diverse group across the country and operating in quite a different environment to when we wrote the rules, we are trying to make voting as flexible and appropriate as possible.

Stuart - At the AGM last year, the voting procedure for the MC was via electronic means, opened two weeks prior to the AGM, and closed at the end of the meeting. We're proposing a similar method for future meetings, which requires a change in that clause.

- Question from audience - How does one vote?

Stuart asked Larissa to provide a brief overview on how and when to vote.

Larissa - We use an online voting software called Election Buddy which sends out a unique code to each person so they can vote. This is insurance against election fraud.

Larissa - You would have received an email on Thursday 24th June with the code and a link that is unique to your email address, so unfortunately I can't share a general link to vote, but if you go back through your emails, the link should be on that 24 June email.

- Open floor for questions and comments

Stuart asked if there were any questions for motion 2. None were forthcoming.

Stuart asked if anyone was having challenges with the voting procedure to request help from Larissa via chat.

5. **Proposed change to constitution - Motion 3: Change to the timing of the election of a new president**

- Explanation of motion

Stuart - Motion 3 is with respect to the timing of a new President.

Stuart - This is aligned to motions 1 and 2 and we propose that the President's term of office be reduced from 3 to 2 years.

- Open floor for questions and comments

Stuart asked if there were any questions for motion 3. None were forthcoming.

Stuart - These changes will ideally make EOA more flexible and responsive and enable people to work more effectively as a committee as well.

6. **Proposed change to constitution - Motion 4: Mention of the by-laws in constitution and Motion 5: To accept the Earth Observation Australia Inc (EOA) By-laws as provided**

- Explanation of motion

Stuart - Motion 4 is required to mention the by-laws in the Constitution and Motion 5 is to accept the by-laws as provided.

Stuart - Motion 4 allows us to add or change our local rules i.e. the EOA by-laws which is an additional governance document. We need to mention in our constitution that we actually have these by-laws and hence the need for this clause.

Stuart - Motion 5 explains what the by-laws actually do. They allow us to define and alter our local rules that aid in EOA's governance, in conjunction with the Constitution.

Stuart - Changes in the by-laws will not require a variation to the Constitution and therefore will not require government approval, however they will require approval by the EOA membership, so if and when we choose to change those by-laws, that proposed change will go out to the EOA membership.

Stuart - There are also details about a new position on the MC i.e. the UQ Chair, which is only described in the by-laws and not in the Constitution. The reason for creating this position is because of the way EOA currently operates. The University of Queensland (UQ) currently provides project agreements, contracts, HR, and the operating environment that enables financial resources that fund EOA activities to be received from external resources. These funds are received under contract with UQ and therefore UQ is legally bound to ensure that relevant deliverables and milestones are met. It is therefore essential that there is a UQ person on the MC who is the budget holder for these funds and that is the role of the UQ Chair. I will be moving into the position of UQ Chair from the position of President, if this motion is accepted.

Stuart - Those two motions are a bit complex but are essential to enable us to keep EOA funded and operating properly through UQ and to allow a UQ person to have control over the finances and to be on the MC.

- Open floor for questions and comments

Stuart asked if there were any questions for motions 4 and 5 and noted that these are probably the largest and most complex changes to the Constitution. None were forthcoming.

7. **Proposed change to constitution - Motion 6: Change to the constitution to correct an error**

- Explanation of motion

Stuart - The final motion is a change to the Constitution which basically corrects an error. Some text was omitted which caused some misunderstanding to clause 26 part 3 and so we've proposed a change in wording.

- Open floor for questions and comments

Stuart asked if there were any questions for motion 6. None were forthcoming.

Stuart - That concludes the motions to change the Constitution. As noted before and confirmed by Larissa, we will tally the votes after the meeting and communicate the results back to the EOA membership.

Stuart - In addition, we are introducing Past President positions to recognise their contributions and to keep our members engaged. A number of you are involved with larger, longer-running professional bodies, which have positions like immediate past office holders. In some cases there is a transition period before a new President or Chair takes over. So what we are trying to do here is make sure we have continuity of people's knowledge and experience which can be used by the MC to keep things going.

The roles of Immediate Past President and Past President are:

- The Immediate Past President is a 12-month non-voting, advisory role
- Past Presidents will retain their title on the EOA membership list but will not attend MC meetings

8. **Close of voting**

Stuart - Larissa has just noted in the chat that voting will close in 20 minutes.

Stuart - Before we close are there any specific questions about what we propose? Keeping in mind that this is to accommodate changes that will allow EOA to be run by a broader group of people and to push forward.

Stuart - We have succeeded in getting funding for the next year plus, at least and so we really want to enable everyone who is part of the community to contribute and push things forward. No questions were forthcoming.

Stuart again thanked Larissa, Jo, and Sylvia for making the Constitution changes, ensuring EOA operates effectively, with appropriate governance, and for making EOA sustainable over time.

Stuart - Thanks everyone for contributing today. I'll close the meeting and note that our next meeting is on 23 September.

Before closing, Stuart reminded everyone about the Advancing Earth Observation Mini Forum 21 on 25 August 2021 and Karen posted the link <https://earthobsforum.org/aeomini> in the chat and advised there were currently 80 registrations.

9. **Notice of Annual General Meeting**

23 September 2021

10. **Close of meeting.**

**11. Summary of voting results for all motions:**

<b>Motion</b>	<b>Number of Yes Votes</b>	<b>Number of No Votes</b>	<b>Number of Abstain Votes</b>
1	55	0	0
2	55	0	0
3	54	0	1
4	53	1	1
5	53	1	1
6	55	0	0