



NOTICE OF 17th ANNUAL GENERAL MEETING FOR:

THE AUSTRALIAN POWER INSTITUTE LIMITED (ABN 48 111 280 178)

DATE: Thursday 2nd December 2021

STARTING AT 12.30pm Australian Eastern Daylight Saving Time (AEDST)

LOCATION: Join on your computer or mobile app

[Click here to join the meeting](#)

Or call in (audio only)

[+61 2 7208 4778](tel:+61272084778), [169957870#](tel:+61272084778) Australia, Sydney

Phone Conference ID: 169 957 870#

AGENDA:

1. Attendance and Registration of Proxies
2. Welcome of new member organisations (Tyree Transformers, Energy Co NSW)
3. Acceptance of the Minutes of Annual General Meeting for 2020
4. Receipt of Financial, Directors' and Audit Reports – As per Notice of Annual General Meeting
5. Re-Appointment of Auditors – Consideration of Resolution 1, as circulated with Notice of Annual General Meeting
6. Chief Executive Report on Achievements/Annual Report
7. Chair Report – Heidi Sick on behalf of Peter Langdon
8. Other Business
9. Close of Meeting

For further information, please contact:



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CEO | The Australian Power Institute

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the seventeenth (17th) Annual General Meeting of Members of the Australian Power Institute Limited (the Company or API) will be held online (Microsoft Teams meeting), commencing at 12.30pm AEST on Thursday 2nd December 2021 for the purposes of transacting the following business referred to in this Notice of Annual General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting provides information in relation to each of the matters to be considered.

This Notice of Meeting and Explanatory Memorandum should be read in their entirety. If Members are in doubt as to how they should vote they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

The business of the Annual General meeting is as follows:

Receipt of Financial, Directors and Audit Report

“To receive and consider the Financial Report of the Company and its controlled entities, together with the Directors’ Report and the Audit Report thereon for the reporting period ended 30 June 2021”

Resolution 1 – Re-appointment of Auditors

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“That Wardle Partners Pty. Ltd. (Certified Practicing Accountants) of 8 Otranto Avenue, Caloundra be appointed as auditors of the Company at a fee to be agreed by the Board.”

Voting Entitlement

For the purposes of determining voting entitlements at the Annual General Meeting, Members will be taken to be those members who are registered as Members as at 5.00pm (AEDST) on 31st November, 2021 (the Entitlement Time). Accordingly, only those persons registered as members at the Entitlement Time will be entitled to attend and vote at the Annual General Meeting.

Proxy Instructions

1. A Member entitled to attend and vote at a general meeting may appoint a proxy to attend such meeting and vote on behalf of the Member. A proxy need not be a Member.

2. A proxy form must be signed by a member (or its attorney) and does not need to be witnessed. If the Member is a corporation, the proxy form must be executed in accordance with that corporation's constitution or by a duly authorized attorney.

3. The proxy form and any power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company Secretary, David Pointing, at least 48 hours before the time of holding the meeting at:

Postal Address of Company Secretary: c/- 1 Seven Mile Beach Road, Seven Mile Beach TAS 7170

4. A proxy may decide whether to vote on a Resolution, except where the proxy is required by law or the Company's Constitution to vote or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

By Order of the Board

David Pointing
Company Secretary

19 November 2021

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Members in connection with the seventeenth (17th) Annual General Meeting of Members to be held online (Microsoft Teams meeting), commencing at 12.30pm AEST on Thursday 2nd December 2021

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

Receipt of Financial, Directors' and Audit Reports

The Company's Constitution and the Corporations Act require the Financial Report, the Directors' Report, the Directors' Declaration and the Audit Report to be received and considered at the meeting.

Members will be given a reasonable opportunity to raise questions or make comments on the reports and the management of API at the meeting.

Resolution 1 – re-appointment of Auditors

The Corporations Act provides that an auditor appointed by the Directors only holds office until the Annual General Meeting of the Company. In addition, the Corporations Act requires that Members appoint an auditor at a company's Annual General Meeting.

Wardle Partners Pty. Ltd., Certified Practising Accountants, 8 Otranto Avenue, Caloundra, Queensland, who were appointed auditors in 2007, has consented to continue as the auditor of the Company and its controlled entities. Note that the personnel at Wardle Partners who undertake the audit varies.

Proxy form
The Australian Power Institute limited
ABN 48 111 280 178
Annual General Meeting

I, _____

Of _____

Being a member of the Company appoint:

Of _____

Or if no person is named, the Chairperson of the Annual General Meeting as my proxy to vote and act for me on my behalf at the Annual General Meeting of members of the Company to be held online (Microsoft Teams meeting), commencing at 12.30pm AEDT on Thursday 2nd December 2021 and on any other day which that Annual General Meeting is adjourned or postponed.

My proxy is authorized to exercise all my voting rights.

I direct my proxy to vote in the following manner: (please insert details)

If you have appointed the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please advise **yes/no**

Dated _____

Signature of member/s

The Australian Power Institute Limited

ACN 111 280 178

Annual General Meeting for 2020

Thursdays 10 Dec 2020

LOCATION: online (Microsoft teams)

Minutes of Meeting

1. Attendance and Registration of Proxies

The meeting was opened at 12.33pm AEDT by the API Chairman, Mr. Wayne Tucker

Present were:

1. Wayne Tucker (Chair) – TasNetworks
2. Jason Hall – Energy Queensland
3. Heidi Sick – Aurecon
4. Rakesh Solanki – Powerlink Queensland
5. Gair Lansborough – Western Power
6. Patrick Matweew – Redback Technologies
7. Peter Langdon – Endeavour Energy
8. Ed Wilson – Wilson Transformer Company
9. Anne Carton, Synergy
10. Frank Crisci, SA Power Networks
11. John Hollitt - Wilson Transformer Company
12. Laurie Curro, Horizon Power
13. Simon Bowen, Wilson Transformer Company
14. Violette Mouchaileh, AEMO
15. David Pointing, API

Apologies: Nil

Observer: Nil

There were no proxies tendered to the meeting.

2. Minutes of AGM for 2019

The minutes of the meeting held on Tuesday 19th November, 2019 had been circulated and it was moved by Wayne Tucker that the minutes be accepted as being a true record of the meeting.

3. Receipt of Financial, Directors and Audit Reports

The Financial Statements, Directors and Audit Reports for the reporting period ended 30 June 2020 had been circulated as required prior to the meeting.

The circulated motion “To receive and consider the Financial Report of the Company and its controlled entities, together with the Directors’ Report and Audit Report for the reporting period ended 30 June 2020 was moved by Jason Hall and seconded by Rakesh Solanki.

The motion was carried by the meeting.

4. Appointment of Auditors

The following resolution had been circulated with the Notice of the Meeting as Resolution 1:

“That Wardle Partners Pty. Ltd. (Certified Practicing Accountants) of 8 Otranto Avenue, Caloundra be appointed as auditors of the Company at a fee to be agreed by The Board”.

The resolution was carried by the meeting.

5. Chief Executive Report on Achievements/Annual Report

A report by the Chief Executive had been circulated with the Notice of the Meeting on the key achievements over the past year which was noted by the meeting.

The CEO thanked the previous Chief Executive (Mike Griffin) for his support with the Summer School and transition into the role, and acknowledged the significant contributions from Marketing & Communications Officer (Kendall Klingaman) for their contribution during the last year.

6. Chair Report – Wayne Tucker

The Chair extended thanks to David and Kendall for support and effort during the year.

The Chair noted the API’s sound financial position and that COVID, whilst challenging, had provided a chance to consolidate, revisit purpose and strategy, and for API to innovate with Summer School PLUS etc.

The Chair noted that other focus areas of the Board had been:

- continued improvement in governance maturity – appoint Kendall Klingaman as permanent employee demonstrating the maturity of the API and positive elements for the future.
- lifting the engagement with members and other partners, eg ENA, collaborating with universities and greater involvement with other stakeholders in the power sector.

The Board is mindful that members and stakeholders are looking to realise more value from the API and the Board are looking forward to seeing progress from the increased levels of engagement.

The Chair encouraged members to consider their involvement with the API through our LinkedIn and social media and our increased level of engagement across the sector and raising awareness of work done by the API team.

Acknowledgement of Mike Griffin for support provided to Chair and the transition of the Chair.

Thank fellow directors, current and prior, and thanks to members for their ongoing support and contribution for the API.

Welcome to Peter and Heidi as Chair and Deputy Chair.

7. Transition of Chair to Peter Langdon

The meeting noted the retirement of Wayne Tucker as Chair and the appointment of Peter Langdon as the new Board Chair, and the appointment of Heidi Sick in the new role of API Board Deputy Chair.

8. Comments from new Chair Peter Langdon

Thanks to Wayne for his service as Chair over past 4 years.

Peter noted it had been a challenging few years for the API given changes in the sector and reductions in membership and financials. Turnover in membership, and Wayne's transitional style has enabled being seamless. Challenging process of recruiting new CEO and thanks for leadership.

Pandemic has thrown the API a curve-ball and we have managed well thanks to Wayne's leadership during the period.

Peter gave a brief overview of his connection to the API, including 35 years at Endeavour Energy starting as a Cadet being an API Board member – off and on – for over 10 years. Peter is looking to put back in and developing the next generation of professionals.

9. Comments from Heidi Sick

Passionate about the sector and developing the future workforce.

Diversity lens as most of career in male dominated working places but has really changed over the last 5 years.

At Aurecon for a year, expressed interest in being on the Board.

Other Business

There was no specific general business.

The Chair then opened the meeting to general discussion and feedback from members.

Laurie Curro. Noted that he hears a lot about the API through ENA. Would help API to enhance this connection process. Face to Face through other events. Will support the internal business case of memberships of the various organisations.

Peter Langdon sought clarity on what this might look like and proposed an informal get together quarterly to share what is happening across members and to identify what support they need. What other partnerships (eg EESA) and how we collaborate. More touch points to identify opportunities and make the most of things. Want to see a lot more happening in WA.

Jason Hall: observed the greater comfort across API members in meeting online and that this could suit a quarterly catchup online.

Frank Crisci: a question on the opportunities for involvement of members in decisions to test changes and ideas that the API Board and staff are considering to implement.

Patrick Matweew. Suggested that a quarterly check in will enable ongoing review of the value base for members and help in drive to get broader membership base.

No further questions or other business.

Peter: Despite all the challenges, has been a successful year. Significant promise to grow and improve the API and looking forward to Chairing the API.

7. Close of Meeting

The meeting closed at 1.20pm.

David Pointing
Secretary

Peter Langdon
Chair