
Australian Landfill Owners Association Ltd
(ACN 134 694 956)
ANNUAL GENERAL MEETING 2013-14
MINUTES
December 2014

Meeting Details

11am, Monday 15 December, 2014
StrategyCo Office
Room 2, Level 13, 200 Queen Street, Melbourne, VIC, 3000
And via Conference Call

MINUTES

1. Open meeting and record attendance

1.1. Open Meeting

Colin Sweet (Chair) welcomed all members and formally opened the meeting at 11 am.

1.2. Attendance Record

Founding Members

Name	Company	Capacity	Attendance Method
1. Daniel Fyfe (new Director)	Hanson Landfill Services	Founder	Attended
2. Gavin Cooksley	Newcastle City Council	Founder	Teleconference
3. Colin Sweet (Director)	Remondis Australia Pty Ltd	Founder	Attended
4. Gunther Neumann (Director)			Teleconference
5. Phil Carbins	SITA Australia P/L T/A Sita	Founder	Teleconference
6. Simon Jenner	Environmental Solutions		Teleconference
7. Richard Taylor (Director)	Ti Tree Bioenergy	Founder	Yes
8. Louis Sparks (Director)	Transpacific Industries Group	Founder	Teleconference
9. Tom Wetherill (Director)	Limited		Attended
10. Max Spedding (Director)	Veolia Environmental	Founder	Attended
11. Chris Alexander (Director)	Services		Teleconference
12. Kieran Carol	Western Land Reclamation Pty Ltd	Founder	Said would dial in
13. Sam Bateman	Bateman Brother Consulting	Director	Attended
14. Nicole Donegan	StrategyCo	Secretariat	Attended

Quorum achieved (3 Founding Members, 4 members)

1.3. Minute Taker

Motion

That Nicole Donegan, Secretariat is formally appointed as minute taker.

Moved: Louis Sparks

Seconded: Daniel Fyfe

In favour: All

Motion Carried

2. Apologies and Proxies

2.1. Apologies

2.2. Proxies

Terry Martin, Brandown (Founding member) – Colin Sweet appointed as proxy
Rod Beaman, West Australian Landfill Service (member) - Phil Carbins appointed as proxy

3. Chairman's Report and Annual Report (Colin Sweet)

Welcome to the sixth Annual General Meeting of the Australian Landfill Owners Association (ALOA).

I would like to start by providing an outline of the ALOA, what it represents and its areas of activity over the last 12 months.

ALOA was incorporated in December 2008 and has since grown to 36 members and represents over 75% of the landfill industry in Australia.

The primary objective of ALOA is to provide a forum for landfill owners to share their concern for the environment and the future sustainability of their enterprises. ALOA was formed to provide a conduit between the landfill industry and various levels of government and to prevent other members of the waste management industry from speaking on our behalf.

In the last 12 months ALOA has seen a change in the composition of its Board. Terry Martin left the board in December 2013 and Daniel Fyfe in May 2014. Louis Sparks and Phil Carbins joined the Board in December 2013.

Following a call for nominations in October 2014, I am pleased to be able to welcome back the Board Members who have been reappointed for a further two year term:

- Phil Carbins, SITA
- Chris Alexander, Veolia
- Richard Taylor, Ti Tree Bioenergy

On behalf of the Board I would like to welcome Daniel Fyfe from Hanson back to the Board. Daniel has previously served on the ALOA Board and acted as Chair of the Victorian Chapter. We also welcome Gunther Neumann from Remondis to the Board.

I would like to take this opportunity to thank Sam Bateman on behalf of the Board and ALOA Members for his service to the landfill industry. Sam was elected to the Board in ALOA's inaugural year and has served for six consecutive years (with the last year as a skill based Director). Sam has made a great contribution by providing valuable input to the development of the NGRS methods. Sam has resigned from the Board effective today. On behalf of Members and the Board I would like to thank Sam for his continual service and contribution of his knowledge over the last six years. We wish him well.

In the last 12 months ALOA has presented to both State and Federal governments on numerous issues including (in no particular order):

- The Carbon Tax Repeal
- Developed an ALOA/ALGA Accord
- The Emission Reduction Fund

- Exclusion of the waste industry from any future carbon pricing scheme
- The Carbon Price Mechanism
- Direct Action
- Carbon Abatement
- Default waste and Landfill Methods included in NGER
- Reporting obligations under the Clean Energy Act, including thresholds
- Supplementary Guidelines for estimating an emissions profile at a landfill
- Carbon Farming Initiative (CFI) methodology for landfills
- Determination for the combustion of landfill gas from legacy waste
- An offer of assistance to the Clean Energy Regulator regarding the impact of the carbon price
- The impact of non-default waste on carbon liabilities
- Ministerial Waste forum for the Waste Sector

The State Chapters in NSW, Victoria, South Australia, Western Australia and Queensland have been undertaking projects to represent members' views on state based issues. My thanks to the leaders of the State Chapters –Chris Alexander, Simon Jenner, Louis Spark, Sam Bateman, Daniel Fyfe, Phil Carbins, Terry Martin and Simon Jenner. They have lobbied their respective governments and regulatory bodies on key issues including:

- Levies and levy rebates
- Landfill Levy Policy review
- BPEM for Landfill Amendments
- Recycling rebates
- Road material waste
- Proposed Landfill Guidelines
- Re-use of contaminated soil
- NSW levy review

In the year ahead there is likely to be continued uncertainty around the mechanics of the carbon tax repeal and the introduction of the proposed ALOA/ALGA Accord. We will continue to lobby for favourable outcomes, in terms of environmental, financial and administrative, in relation to the carbon tax repeal, ERF and levies.

I am delighted to confirm the appointment of Max Spedding as the ALOA CEO, effective 1 January 2015.

On behalf of ALOA I would like to thank my fellow Directors – Phil Carbins, Sam Bateman, Tom Wetherill, Louis Sparks, Elisa de Wit, Richard Taylor and Chris Alexander

I would especially like to thank Max Spedding once again for the time and effort he has dedicated as the Spokesman and Secretary for ALOA. He has been ably supported by Nicole who has continued to support our organisation from its inception, and a number of the Directors who have attended various meetings with senior Government officials.

As you all know, I am stepping down from my position as Chair of ALOA. Having been in the role since the inception of our Association it is now time for renewal. I have thoroughly enjoyed the opportunity of working with all of the Directors that have supported the Association in this time and I certainly leave with a tinge of sadness, offset by the opportunity to remain as a Director for the coming year. It has been a time of great change in the legislative landscape and I trust in some way that my contribution has been worthwhile. My sincere thanks to the Board Members who have served the past year and I wish the new Board Members every success.

Thank you again.

Colin Sweet, Chairman

Motion

To accept the Chairman's Report.

Moved: Daniel Fyfe

Seconded: Richard Taylor

In favour: All

Motion Carried

4. Receive and consider the financial statements for the 2013-14 financial year

The financial statements for the 2013-14 financial year were presented.

Motion

To accept the financial statements for the 2013-14 financial year.

Moved: Tom Wetherill

Seconded: Daniel Fyfe

In favour: All

Motion Carried

5. Special Resolutions

In accordance with Clause 13.2(c) (v) of the ALOA Constitution, which states that ALOA must pass a Special Resolution to make any variation or amendment to, or repeal of its Constitution; the Directors have passed a Resolution at the Board Meeting on 17 November 2014 to make the following changes:

5.1 Resolution 1

Clause 15.2 of the Constitution currently states

15.2 Minimum Number

The number of Directors is to be a minimum of 7 and a maximum of 9 which:

- a) 4, 5 or 6 will be elected in accordance with clause 16.1(a);
- b) 2 will be appointed by the Board in accordance with clause 16.1(b); and
- c) 1 will be the immediate past Chair in accordance with clause 16.1(c).

ALOA proposes a Special Resolution to changes clause a) & b) so that:

15.2 Minimum Number

The number of Directors is to be a minimum of 7 and a maximum of 9 which:

- a) Up to 8 will be elected in accordance with clause 16.1(a);
- b) Up to 2 may be appointed by the Board in accordance with clause 16.1(b); and
- c) 1 will be the immediate past Chair in accordance with clause 16.1(c).

Motion

To accept the Resolution to change clause 15.2 of the ALOA Constitution

Moved Colin Sweet

Seconded Chris Alexander

In Favour

Daniel Fyfe, Hanson Landfill Services, Founder

Gavin Cooksley, Newcastle City Council, Founder

Phil Carbins & Simon Jenner, SITA Australia, Founder

Richard Taylor, Ti Tree Bioenergy, Founder

Tom Wetherill & Louis Sparks Transpacific Industries, Founder

Kieran Carol, Western Land Reclamation, Founder

Proxy Votes

Colin Sweet (on behalf of Terry Martin, Brandown, Founder)

Phil Carbins (on behalf of Rod Beaman, West Australian Landfill Service, Member)

Against

Nil

Special resolution passed

(to pass the resolution required affirmative vote of 7 founding members, 75% members present)

5.2 Resolution 2

Clause 16.1 Currently States

16. APPOINTMENT AND REMOVAL OF DIRECTORS

16.1 Election of Directors by Members

- a) 4, 5 or 6 of the Directors must be Eligible Persons and two of these Directors must be elected each year by the Members at the AGM in accordance with the process in article 17. The term of office of a Director elected at the AGM will expire at the conclusion of the AGM in the second year after the year of the Director's election (except that the terms of two of the initial Directors shall be one year). A casual vacancy is created if a Director who is elected at the AGM resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall end at the next AGM.
- b) 2 of the Directors must be Approved Persons and these Directors must be appointed by the Board. The term of office of each Director appointed by the Board will be determined by the Directors, but shall be no longer than 2 years. A casual vacancy is created if a Director who is appointed by the Board resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such a casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall be determined by the Board.
- c) The immediate past Chair is entitled to be a Director:
 - i) The Director that is appointed by virtue of being the past Chair is appointed as a Director until the current Chair ceases to be the current Chair.
 - ii) As soon as the current Chair ceases to be the current Chair that Director is automatically offered the position as the Director by virtue of being the past Chair, and the Director that occupies the role of being the Director by virtue of being the past Chair ceases to be a Director.
 - iii) If the past Chair refuses to accept an appointment as the Director by virtue of being the past Chair, or that Director retires from, or otherwise ceases in, that role during the term of his/her appointment, this will create a casual vacancy. The Directors may elect to fill this casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall end at the next AGM. At the end of the term of the casual vacancy the Board may elect the same or another Director to serve in this role until the next AGM. The Board may continue to elect the same or another Director in this role at the end of each such term until the then current Chair ceases to be the Chair and is entitled to be the Director by virtue of being the past Chair.

- d) Any Director may stand for re-election or to be elected for a further term as a Director provided that at the time of re-election or election the person qualifies to be appointed as a Director in the relevant category of Director.

ALOA proposes a Special Resolution to change clause a), b), ci) & d so that:

16. APPOINTMENT AND REMOVAL OF DIRECTORS

16.1 Election of Directors by Members

- a) Subject to clause 16.1 (b) up to 8 Directors must be Eligible Persons and two of these Directors must be elected each year by the Members at the AGM in accordance with the process in article 17. The term of office of a Director elected at the AGM will expire at the conclusion of the AGM in the second year after the year of the Director's election (except that the terms of two of the initial Directors shall be one year). A casual vacancy is created if a Director who is elected at the AGM resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall end at the next AGM.
- b) Up to 2 of the Directors may be Approved Persons and these Directors must be appointed by the Board. The term of office of each Director appointed by the Board will be determined by the Directors, but shall be no longer than 2 years. A casual vacancy is created if a Director who is appointed by the Board resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such a casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall be determined by the Board.
- c) The immediate past Chair is entitled to be a Director:
 - i) The Director that is appointed by virtue of being the past Chair is appointed as a Director for a period of one year
 - ii) As soon as the current Chair ceases to be the current Chair that Director is automatically offered the position as the Director by virtue of being the past Chair, and the Director that occupies the role of being the Director by virtue of being the past Chair ceases to be a Director.
- d) If the past Chair declines to accept an appointment as the Director by virtue of being the past Chair, or that Director retires from, or otherwise ceases in, that role during the term of his/her appointment, this will create a casual vacancy. The Directors may elect to fill this casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall end at the next AGM. At the end of the term of the casual vacancy the Board may elect the same or another Director to serve in this role until the next AGM. The Board may continue to elect the same or another Director in this role at the end of each such term until the then current Chair ceases to be the Chair and is entitled to be the Director by virtue of being the past Chair.
- e) Any Director may stand for re-election or to be elected for a further term as a Director provided that at the time of re-election or election the person qualifies to be appointed as a Director in the relevant category of Director.

Motion

To accept the Resolution to change clause 16.1 of the ALOA Constitution

Moved: Daniel Fyfe

Seconded: Richard Taylor

In Favour

Gavin Cooksley, Newcastle City Council, Founder

Colin Sweet & Gunther Neumann Remondis, Founder

Phil Carbins & Simon Jenner, SITA Australia, Founder

Tom Wetherill & Louis Sparks Transpacific Industries, Founder

Max Spedding & Chris Alexander, Veolia Environmental Services, Founder

Kieran Carol, Western Land Reclamation, Founder

Proxy Votes

Colin Sweet (on behalf of Terry Martin, Brandown, Founder)

Phil Carbins (on behalf of Rod Beaman, West Australian Landfill Service, Member)

Against

Nil

Special resolution passed (to pass the resolution required affirmative vote of 7 founding members, 75% members present

(Quorum 7 founding members, 75% members present)

6. General Business

6.1. Tom Wetherill – pending issue re major entity looking for refunds of carbon tax. To be covered in board meeting.

6.2. Max Spedding – The carbon tax has been repealed but there is no mention of monies collected in the first two years of the scheme and whether it should be refunded. This is one of the major issues for our industry at present because of the major disruption and the instability it is creating in the market place.

7. Meeting close

11.20 pm



Max Spedding

Company Secretary