

The Singapore Retreat

Yes, its a retreat, but what can we do about it.

I've had brief legal advice on whether the move of the AGM to Singapore could be challenged as a reasonable place (s.249R) given that only 5% of members live there while over 75% are in Australia.

It really boils down to a question of fact. Lots of arguments both ways.

A lot of the case law relates to reasonable time, and where place is involved it seems the facts and circumstances the courts are interested in include if either party are trying to cover up or prevent full discussion, participation or voting etc at the meeting.

Which is a refreshingly pretty common sense approach I thought.

The use of technology is specifically covered in the next section (s.249S) which I'm sure is one of the big arguments CPA Australia would use to justify the move.

So it seems not a black and white case, with arguments for both sides, and really all the odds are stacked against a challenge given the financial muscle CPA Australia have to pay for legal action. We already know Malley's propensity to waste our money with the \$1.5 million he spent recently on legal fees in a stoush with the Institute in NZ.

So unless someone has a lazy \$70,000 to challenge them with an an injunction I suggest we just let them go and blow our money away on their little AGM junket to Singapore.

Blind Freddy knows why they are having it there, and if you think I am being unfair in saying that have a **read of their justification in the footnote**¹. It says it all.

Ally that with their recent 16 page memo defending themselves against some of the things we have exposed in the group emails, the warnings to members not to allow such discussions, the legal threats if they distribute the emails, their taking down the Find A CPA on the website along with the contact details of the Representative Council and Divisional Councillors and Discussion Group convenors you would think CPA Australia is going into lockdown

Response?

Glass jaws must be the fashion on the Southbank this year.

Special Members Resolution to reduce directors fees by 50%

We have the required number of signatories (110 at last count). The best approach now is to hold it off and submit to CPA Australia for a Members Meeting in Australia after the AGM. It will give us

¹AGM NOTIFICATION

"Over the past few years CPA Australia has celebrated over 60 years in Singapore, Malaysia and Hong Kong and we now have more than 37,000 members that reside in Asia. In recognition of these milestones, on 18 January 2017 the Board directed management to set in train the process for our Annual General Meeting to be held and live streamed from Singapore, the home of our first registered office outside of Australia.

Holding our first AGM outside of Australia is both a demonstration of our ongoing commitment to growth in the Asia-Pacific region and an acknowledgment of those members who selflessly worked to establish and grow our presence in the region. In another first, the AGM will be live streamed.

The Board approved the Notice of AGM at its Board meeting on 27 February 2017, with the AGM to take place on 27 April 2017, a timeframe consistent with previous years and in line with requirements under Corporations Law.

The Notice of AGM will be distributed to members in March, again consistent with previous years.

Similarly, the audited annual accounts are approved at the February Board meeting and dispatched to members in March.

We look forward to talking to our 2016 results at the upcoming AGM".

time to get the message out to members, build up the mailing list and increase the pressure on the board to wake up to themselves.

Can I emphasise the names of the signatories shall not be disclosed to the current Company Secretary (Adam Awty) or the board because of conflict of interest concerns. They will only be disclosed to an independent third party.

If they think that sharing a pot of \$5,508,000 in 2016 among 15 people with 12 of them being directors, is acceptable behaviour for a member based organisation as is CPA Australia, then our next Special Members Resolution will be for a spill of the board. I wonder how the rest of the membership will react when they understand the sort of largesse they are milking from us members. An average of \$367,000 each!!!! Note that before 2007 the directors were voluntary.

Perhaps Alex Malley as CEO might like to disclose what his remuneration was for the year just as the CEO of the CAANZ recently did to avoid the opprobrium that non-disclosure rightfully would bring.

I would contend that Alex Malley (as CEO) and Tyrone Carlin (as President) should reflect on how they have allowed this to happen under their watch, and all with no full disclosure. It is a poor reflection on our organisation and on the profession.

So members I think our strategy now should be to spread the emails as far and wide as possible amongst the membership, to build up the mailing list of members, and prepare for the real proxy battle at the EGM after the Singapore retreat.

If any members or discussion group leaders are threatened with possible legal action or other forms of intimidation (as Graeme Wade and Alex Malley did recently in Sydney) for doing so, could you please let us know.

Sponsorship of the NBL

I just thought I should include the whole quote from the Board justifying this \$756,000 commercial arms length sponsorship of the NBL of which Graeme Wade is Chairman. There justification just cannot be bettered.

Why is this even an issue, and why do they feel the need to write this? Surely they are not suggesting their may be a conflict of interest that needs explaining? I mean basketball has been such an integral part of the accounting profession why would anyone ever question this?

“As disclosed in Note 18 of our soon to be released annual report, during 2016 CPA Australia entered into a commercial arm’s length sponsorship of the National Basketball League valued at \$756,000 covering Australia, China, New Zealand and other selected countries including India and the Philippines.

Graeme Wade, Director of CPA Australia is also a Director of NBL Pty Ltd. When an opportunity to explore a sponsorship with the NBL arose, it was assessed and negotiated by management purely in terms of its alignment to CPA Australia’s strategic objectives and and on commercial grounds. Given Mr Wade’s role, all appropriate conflict declaration and mitigations are in place.”

It’s so compelling, it’s just too good to be true.

Detailed critique of the 16 page memo is coming

Cheers

Brett