

EXPLANATORY MEMORANDUM

Proposal to form a new peak geospatial body in Australia

SSSI Annual General Meeting | Thursday 10 November 2022
SIBA|GITA Annual General Meeting | Friday 11 November 2022

The Boards of the Surveying & Spatial Sciences Institute (SSSI) and the Spatial Industries Business Association (SIBA|GITA) are pleased to provide key information to assist members with voting on the proposed merger of the two organisations at their respective 2022 Annual General Meetings. Along with the proposed Constitution, this document forms part of the official meeting papers distributed with the Notice of Meetings.

The vote to merge and create a new peak geospatial body is the culmination of over three years of discussion and collaboration between SSSI and SIBA|GITA Boards and members. We have listened to our members and to the broader geospatial community, to ensure the proposed new organisation reflects what is important to our members along with an appropriate structure and strategic focus needed to ensure a strong, vibrant future for the Australian geospatial community.

Unifying Australia's geospatial community to create a powerful voice to guide and promote the interests of all.

THE PATH TO A NEW ORGANISATION

SSSI & SIBA|GITA have worked together for many years and today the relationship is more collaborative and strategic than ever.

Over the past three years, the Boards have discussed how we can collectively best serve both the interests of our members and the geospatial community. Those conversations led to an agreement to recommend to our members that the two organisations come together to form a new peak geospatial body.

In late 2021, a formal consultation period began. This involved initially reaching out to a group of senior executives from business, government and academia, bringing together industry leaders to evaluate effective ways to best support and nurture the geospatial industry during this time of unprecedented growth. This was followed by two member consultation sessions in early 2022, along with a member survey.

The results of the consultation were used by the Boards to decide to hold Extraordinary General Meetings in May 2022 at which members of both organisations were given the opportunity to vote on several Resolutions to endorse the Boards and Management to continue preparations for the merger.

Following the overwhelmingly positive vote to proceed, discussions and planning has continued and the Boards are now calling for a formal vote to merge.

STRUCTURE OF THE MERGER

SSSI and SIBA|GITA sought financial and legal advice to find the best path forward for the proposed merger, with the least cost and disruption to members, while also delivering creating one membership body responsible for and supportive of the geospatial community.

The following is an explanation of the models considered and how the decision was reached to pursue the recommended model which is now before members for voting (see resolutions on page 10).

Model A – SSSI and SIBA|GITA both close and form a new organisation

The first option considered was to wind up all operations of both organisations and begin a new entity. While this option was considered as it would begin a new peak geospatial body with a “blank slate”, the professional advice was that this would be expensive, have negative tax impacts and would take a significant amount of time and administration.

Model B – One organisation merges into the other PREFERRED

In this model, either i) SSSI would move its assets to SIBA|GITA and close or ii) SIBA|GITA would move its assets to SSSI and close.

Advice received indicated that this approach is the most efficient and cost-effective model to undertake, with the preferred option of SIBA|GITA transferring its memberships and assets into SSSI and wind the business down.

Should the vote to merge be passed by Members, SSSI will accept SIBA|GITA’s assets and change its name to the Geospatial Council of Australia (but maintain the SSSI ABN). The Geospatial Council will ensure it encompasses all the basic functions and services offered by SSSI & SIBA|GITA within a new governance structure, Constitution, By-laws and Strategic Plan that are representative of both organisations. It is planned that the member benefits and strategy to be provided by the Geospatial Council of Australia will be significantly enhanced reflecting the optimism of the market for the Australian geospatial ecosystem.

SSSI members would remain Geospatial Council members, as it is purely a change of company name. All the assets and funds of SSSI including bank accounts and contracts similarly remain with the Geospatial Council of Australia.

SIBA|GITA members will vote to wind up that association, transfer their memberships and the organisation would transfer its assets to the Geospatial Council of Australia.

In considering the professional advice, and the mutual goals for the new organisation, the Boards have endorsed Model B, option ii) as the preferred merger structure in order to leverage the existing SSSI infrastructure and take advantage of significant resource savings.

AGREED PRINCIPLES TO FORM THE NEW ORGANISATION

If members vote to merge and form a new organisation, the following principles have been agreed to guide transition and planning.

1. The merged organisation will cater for the broad community of geospatial professionals, students, academics, small to large businesses and government organisations.
2. There will be a new governance framework and Constitution to reflect the emerging needs of members within a dynamic market.
3. Existing member benefits will be retained, with a view to enhancing over the coming years.

4. An individual's current status of membership will be reflected in any subsequent membership of the merged organisation. For example, Fellows of SSSI will automatically be Fellows of the new entity; a retired member will automatically be a retired member of the merged entity etc.
5. An organisation's current status of membership will be reflected in a similar membership (no less than existing) category in the merged entity.
6. The Inaugural Board will set the strategic direction of the merged organisation.
7. The merged organisation will work continue to work collaboratively with other geospatial organisations in Australia and across the globe.

A NEW NAME

The names, branding and websites of both SSSI and SIBA|GITA will continue until the merged organisation is launched in March 2023. The official name of the merged organisation is proposed to be the:

Geospatial Council of Australia

The term *geospatial* is taken as meaning the accurate knowing of 'where' which includes surveying, hydrography, cartography, geographic information systems, positioning, navigation and timing; spatial analytics; earth observation and multidimensional scanning. It is widely accepted both in Australia and used in the UN, FIG and other relevant bodies around the world.

We believe the word *council* depicts inclusiveness, relevance and a coming together as the peak body for the geospatial ecosystem in Australia.

Members are asked to vote on the adoption of the new name (see resolutions on page 10).

OUR STRATEGY

If the merger proceeds, the new Geospatial Council of Australia Board will be responsible for setting the strategic direction for the proposed geospatial peak body. The peak body will champion the interests of both professionals and organisations working in or allied to the geospatial sector. The strategy will be aligned with the current thinking as stated below:

Our Purpose

To grow a vital, diverse and thriving Australian geospatial ecosystem for the benefit of the nation.

Our Vision

To support communities and the economy through having diverse and thriving geospatial sector.

Our Mission

To be a catalyst for innovation and adoption of geospatial technology and services throughout four pillars: Workforce & Talent Development, Policy & Advocacy, Standards, and sector Recognition and Engagement.

Our Goals

1. Increase the profile of geospatial related occupations to attract and retain talent.
2. Increase investment into, and the recognition of, the geospatial ecosystem to provide global best practice technology and services across the economy.
3. Strengthen the voice of the geospatial ecosystem across whole of government, industry and communities throughout Australia and internationally.

Our Priorities

- *Be the single, unifying voice* advocating on behalf of the geospatial community, informing government policy, strengthening government relationships, being the primary point of contact for government consultation, providing access to research and attracting greater investment into the sector etc.
- *Strengthen the profile and value* of the profession to increase quality talent across the workforce through certification, promotion of career pathways, mentoring, connection to education and more.
- Prepare the workforce to be *future ready* for the transforming digital workplace through the attraction of new generation professionals, raising the profile of the profession and providing learning opportunities.
- Build on and strengthen *membership engagement* programs and membership numbers through increased member participation, enhanced benefits, surveying of members and more.
- Ensure our members are at the cutting edge of *standards development* influencing the sector via relevant dynamic committees.
- Deliver high *quality networking* forums for members and industry across Australia.
- Ensure the *organisation* is well governed, well led and financially sustainable, through a high calibre, skills-based Board, transparent operations and a high performing management team.

We shall strive to build an inclusive culture which embraces individual differences and inspires people to reach their full potential. We will work hard to ensure our workplace and the broader geospatial industry supports a diverse range of voices which reflect the communities in which we live, work and represent.

INTRODUCING THE INAUGURAL BOARD

President

Further to recent communications, if the members vote to establish the Geospatial Council of Australia, both boards of SSSI and SIBA|GITA have invited Dr Peter Woodgate to be the inaugural President.



With a space and geospatial career spanning over three decades, Dr Woodgate is currently Chair of SmartSat CRC, Chair of the Steering Committee for the 2030 Space and Spatial Industries Growth Roadmap, Chair of the Australian Urban Research Infrastructure Network, and Chair of Canthera Discovery (a national cancer therapeutics research organisation). He is a member of the Australian Space Agency's Space Industry Leaders Forum and a Board member of Geoscape Australia.

Dr Woodgate is an Honorary Fellow of SSSI, a life member of the International Society for Digital Earth and is a Graduate of the Institute of Company Directors and of its Mastering the Boardroom course.

Board Members

In addition to the President, the Inaugural Board will be made up of professionals from within the existing membership of SSSI and SIBA|GITA and non-member, independent professionals.

The initial six confirmed Directors are listed below. An additional two Directors may be appointed to the Geospatial Council of Australia Inaugural Board if required. This will ensure the appointed Board has a suitable balance of skills and experience and appropriately reflects the growing diversity across the geospatial ecosystem.

The Inaugural Board will be in place until the date of the first AGM of the Geospatial Council in late 2023. Further details of the Board governance for both the Inaugural and Ongoing Boards can be found in the attached Constitution and draft By-Laws.



Alistair Byrom

Co-Deputy President (current SIBA|GITA Chair)

Alistair Byrom, Principal Surveyor at Veris in Brisbane and for over 20 years has served on committees for ISAQ, SSI, SSSI and SIBA|GITA where he has supported the ongoing growth and development of the surveying profession and the spatial industry. Alistair has proven to be a vital source of knowledge for those seeking registration with the Surveyors Board of Queensland. Alistair’s affinity with land law, as it relates to surveying, has led him into one of his core skills, being forensic consulting. He has prepared numerous Expert Reports for the Supreme Court, Land Court and the Planning & Environment Court.



Paul Digney

Co-Deputy President (current SSSI Chair)

Paul Digney is the Survey Technical Director for Jacobs Australia and is a licensed surveyor in Tasmania and Victoria with over 25 years’ experience in the surveying/spatial profession. Paul has shared his employment equally between public and private sector roles with a strong focus on geodetic/cadastral surveying and more recently 3D laser scanning, digital engineering and strategic consulting.



Jacinta Burns

Director (nominated by SIBA|GITA)

Jacinta Burns has extensive experience working in Spatial roles within utilities, state and local government. Jacinta has recently been appointed Digital Innovation Lead at CitiPower and Powercor and was only recently a Product Owner at PelicanCorp, managing multiple products globally with the aim of improving the safety of the community. Jacinta has been an active member of SIBA for 6 years and is part of the Spatial and Surveying One Voice Committee and has been actively involved in the SSS-DLN Diversity Survey Committee.



Darren Mottolini

Director (nominated by SSSI)

A recognised leader within the spatial community for leading spatial strategies, implementation plans and advising on best practice for the delivery and use of data spatial in many industries. Darren has worked as a lead consultant for both Australian and International Governments, the private sector and academia. Darren has recently returned to Landgate where he will take the lead in delivering SpatialWA, a digital twin framework for the State of Western Australia and has recently been appointed to the SSSI Board having been the SSSI WA Chair for over two years prior.



Kate Ramsay

Director (nominated by SIBA|GITA)

Kate Ramsay is a longstanding member of the Australian geospatial community having built her expertise in the areas of product development, support and management. She is the Group Chief Client Officer for Esri Australia and has led teams across the APAC region, actively promoting the value of GIS and championing the efforts of some of the region's most innovative spatial practitioners to decision-makers within the private and public sectors.



Roshni Sharma

Director (nominated by SSSI)

Roshni Sharma is a Project Manager and Analyst at FrontierSI. She is passionate about creative positive intergenerational change within the industry and is founder of the SSSI National Mentoring Program. Roshni is also a strong advocate for diversity, equity and inclusion and re-imagining leadership in geospatial. She is travelling to Antarctica in 2023 for Homeward Bound, a leadership program for women in STEM. In 2021, Roshni was selected as Geospatial World’s Top 50 Rising Stars.

A NEW CONSTITUTION

It is proposed that SSSI and SIBA|GITA transition to a new constitution. The Geospatial Council of Australia will retain SSSI's ABN and structure as a company limited by guarantee but requires a constitution that is specifically drafted for it.

The proposed constitution has been drafted by Zilkens Lawyers, with input from both Boards. The constitution is provided for members to review, as adopting the constitution is necessary for the merger of the two organisations (see resolutions on page 10). Below is a summary of key points to note.

- **Member** is an individual and/or an organisation.
- **One member = one vote**
Membership categories (other than Affiliate, Student and School) will all have one vote per individual or organisation.
- **Inaugural Board**
The Inaugural Board has been appointed by the current Boards of the SSSI and SIBA|GITA.
- **Ongoing Board**
The proposed constitution sets out the process for the ongoing operation of the Board in a way that is consistent with industry best practice. Importantly this requires the company to hold an Annual General Meeting and to involve members in the formal endorsement of elected Board members.
- **Independent directors**
Both the inaugural and ongoing Boards will have the option of appointing up to 3 independent (non-member) Directors in addition to member-based Directors to ensure a Board that has the skillset and expertise required to grow, develop and strengthen the organisation. To ensure ultimate control of the organisation always rests with the members, the number of elected directors will always exceed the number of appointed directors.

MEMBERSHIP

Membership renewals

The Geospatial Council will be established before the end of the current membership year (by 30 June 2023).

All current SSSI & SIBA|GITA members automatically become founding Geospatial Council of Australia members and will receive their renewal notifications for the 2023-24 financial year in May 2023.

Membership Types & Fees

The Geospatial Council will have two classes of membership – Individual and Organisation. Within these classes will be a number of categories, and within the categories, a number of pricing tiers. Full details are in Appendix 1, with a summary below.

Individual Members

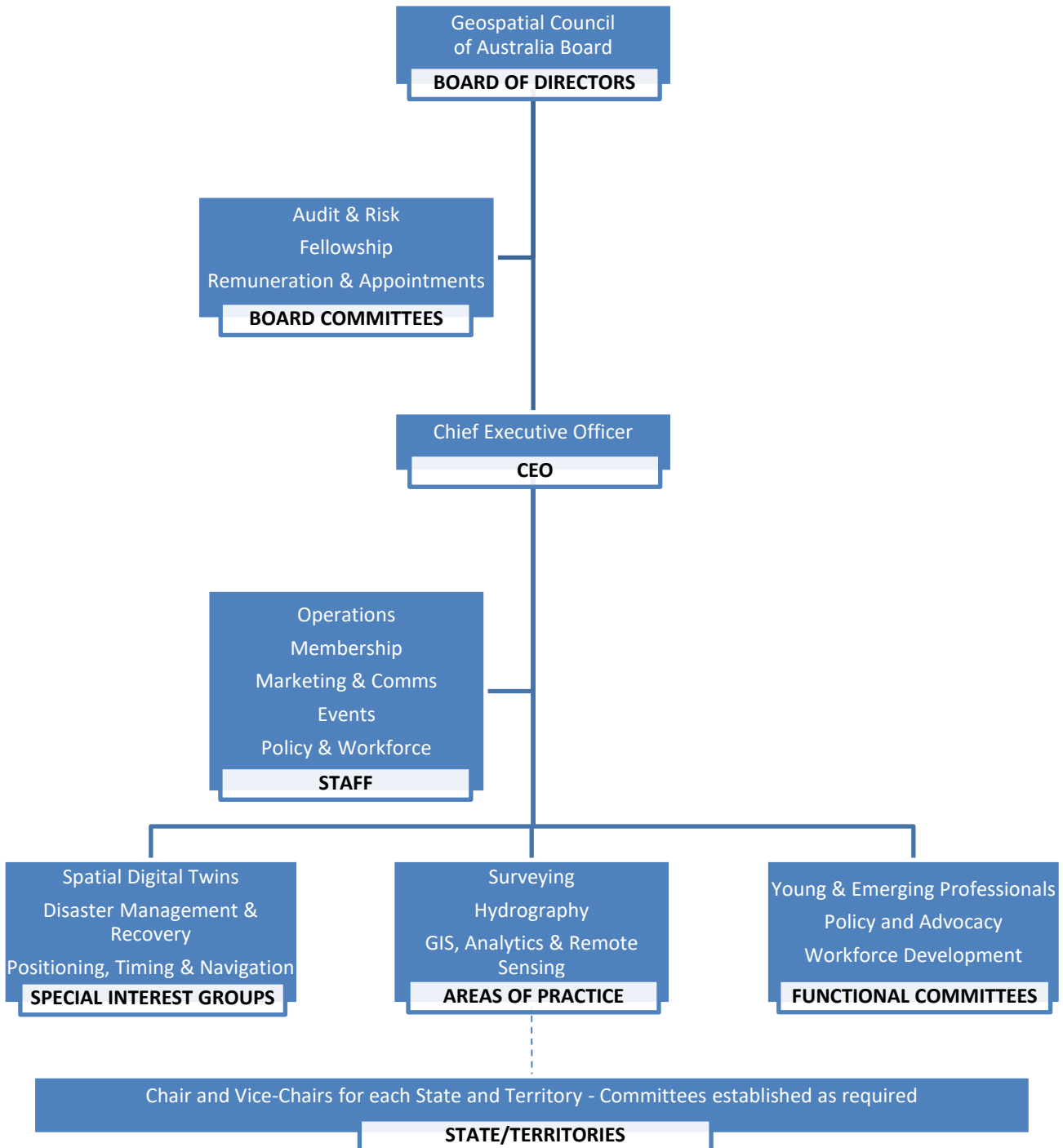
- *Honorary Fellow:* Currently bestowed by SSSI on highly respected geospatial professionals. This is the top tier of membership. Fellows will use the postnominals HonFGCA and continue to pay no fee.
- *Fellow:* Currently bestowed by SSSI on respected and experienced members. Fellows will use the postnominals FGCA and will receive a reduced membership fee.
- *Professional Member:* Currently standard Australian Members and Associate members in SSSI. Professional members will continue to receive the same benefits, with anyone in the sector being accepted. A Professional Member will receive one vote at any official meetings. Members will use the postnominals MGCA.
- *Affiliate Member:* Currently all overseas members in SSSI. Affiliate Members will continue to receive the majority of benefits, including access to webinars, but will not have voting rights. A reduced membership fee will be applicable.
- *Student Member:* Currently Student Members of SSSI and benefits will remain unchanged, with the exception that Student Members will now be eligible to sit on member Committees. Students will not be entitled to vote at general meetings. Full-time student membership will continue to be free of charge, however part-time students will be charged a nominal fee for membership.

Organisation Members

- *Business Member:* Business Membership will have varying pricing tiers depending on total FTE headcount. Business members will receive benefits such as individual memberships for select staff, discounted event attendance for non-individual member staff, key communications, opportunities to join committees and influence government policy and more. Business members receive one vote per organisation at general meetings. SIBA|GITA members will be automatically offered Business Membership, with no fees applicable until 1 July 2023.
- *Public Sector Member:* A new category of membership for local, state and federal government agencies and authorities. Public Sector members will receive benefits such as individual memberships for select staff, discounted event attendance for non-individual member staff, key communications, opportunities to join committees, promote programs and more. Public Sector members receive one vote per organisation at general meetings. Pricing of membership fees will be via negotiation.
- *Education Member:* A new category of membership for universities, VET providers or private training organisations. Education members will receive benefits such as individual memberships for select staff, discounted event attendance for non-individual member staff, student prizes, opportunities to promote courses and more. Education members receive one vote per organisation at general meetings. There will be one set price for membership, regardless of organisation size.
- *School Member:* A new category of membership for any primary or high schools. Education members will receive benefits such access to educational content and opportunities to connect to geospatial professionals. School members will not be entitled to vote at general meetings and will have a low membership fee.

STRUCTURE AND GOVERNANCE

Further details on governance are set out in the attached proposed Constitution and draft By-Laws, but a summary is included below.



Board Committees

As per the figure above, initially there will be three official Board Committees established, to assist the Board with key functions. The governance and terms of reference of these will be set by the Inaugural Board.

Areas of Practice

Three Areas of Practice (AoP) will replace the five current SSSI Commissions. These groups are discipline based and based on shared interest and expertise on geospatial related topics. Each Individual and Organisation member will have the opportunity to align themselves with one or more of the Areas of Practice, receiving targeted communications and opportunities for involvement.

A representative committee will be established for each AoP and their role will continue to be to share, produce and contribute to content (thought leadership, surveys, online discussions, workshops, government submissions, events etc) on topics that are strategically aligned to the Geospatial Council's strategy and member interests.

It is intended that each AoP Committee will have a range of State/Territory based representatives providing local input and perspectives to the committee.

Functional Committees

A number of permanent functional committees will be established. Their roles will be varied, depending on topic, but all will be aligned to the identified priorities of the new organisation. The SSSI Young Professionals Special Interest Group (SIG) would now fall into this category of committee.

It is intended that each Functional Committee will have a range of State/Territory based representatives providing local input and perspectives to the committee.

Special Interest Groups

SIGs will continue as dynamic committees that are established by the Board as and when required, with terms as set by the Directors. They will be committees of both members and non-members coming together for the purpose of research, discussion, review, advice and action on a highly topical issue. The two existing SSSI SIGs would be joined in the Geospatial Council by a new group focussing on positioning.

States & Territories

Regions & Branches will be referred to as States or Territories. Each Individual and Organisation member will have the opportunity to align themselves with one or more State or Territory, receiving targeted communications and opportunities for involvement.

Existing SSSI Regional committees and SIBA|GITA Branches will have greater flexibility in the new organisation with freedom to either meet regularly or only as required and focus on matters of importance to the members. The role of State/Territory Chairs and Vice-Chairs will however continue, being the conduit to the jurisdiction:

- providing advice to the CEO and Board on matters concerning the area
- maintaining connections to key State/Territory stakeholders
- representing the organisation on State/Territory Government groups (or the authority to recommend to the CEO the delegation of this role to another Member)
- identifying local opportunities for membership growth
- identifying State/Territory specific events and establishing local event committees as required
- managing the annual State/Territory conference, in conjunction with Geospatial Council staff.

The intent is to hold two State or Territory based Member Forums (one face to face and one online) each year. These meetings will give local members the opportunity to connect and share current geospatial activities, challenges and opportunities. These meetings would be designed and lead by the State/Territory Chair and supported by relevant staff.

Existing Region based sub-Committees will have the opportunity to join the relevant AoP or Functional Committee.

AGM VOTING

SSSI and SIBA|GITA will both hold Annual General Meetings at which voting may be undertaken by members.

See the official Notices of Meetings for full details.

Members with voting rights will be presented with several resolutions. Pursuant to section 136(2) of the Corporations Act (2001) (Cth), resolutions 2 and 3 must be passed as a special resolution for SSSI. Resolution 1 for SSSI and the resolutions for SIBA may be passed as ordinary resolutions. *An ordinary resolution is passed if more than half of the formal votes cast support it. A special resolution is passed if at least three-quarters of the votes passed support it.*

The incoming Board acknowledges that the Constitution as presented with these documents, while it is complete for now, may be subject to minor amendments at future AGMs as we bed down the merged organisation.

SSSI Members

The Board of the Surveying & Spatial Sciences Institute is asking members to consider, and if thought fit pass, the following resolutions, with effect from the close of the meeting or any adjournment of it.

Item 1 – Ordinary Resolution

“That a merger between the Surveying & Spatial Sciences Institute Limited and the Spatial Industries Business Association Limited proceed by:

- a) the Spatial Industries Business Association Limited transferring all its assets and business and assuming the liabilities to the Surveying & Spatial Sciences Institute Limited; and
- b) the Surveying & Spatial Sciences Institute Limited offering membership to all of Spatial Industries Business Association Limited members.”

Item 2 – Special Resolution

“That the name of the Surveying & Spatial Sciences Institute Limited be changed to Geospatial Council of Australia Limited, to take effect when registered with the Australian Securities and Investments Commission.”

Item 3 - Special Resolution:

“That the Surveying & Spatial Sciences Institute Limited adopt the proposed constitution, as presented to the members, as the constitution of the Geospatial Council of Australia Limited (formerly known as Surveying & Spatial Sciences Institute Limited), to replace the existing constitution in its entirety, to take effect when registered with the Australian Securities and Investments Commission.”

SIBA|GITA Members

The Board of the Spatial Industries Business Association Limited is asking members to consider, and if thought fit pass, the following ordinary resolution, with effect from the close of the meeting or any adjournment of it.

“That a merger between the Surveying & Spatial Sciences Institute Limited and the Spatial Industries Business Association Limited proceed by:

- a) the Spatial Industries Business Association Limited transferring all its assets and business to the Surveying & Spatial Sciences Institute Limited in consideration of it assuming the liabilities of Spatial Industries Business Association Limited; and
- b) the Geospatial Council of Australia Limited (formerly known as the Surveying & Spatial Sciences Institute Limited) offering membership to all of Spatial Industries Business Association Limited members.

APPENDIX 1 – MEMBERSHIP MODEL * For Organisation Members, these benefits are for staff in addition to any staff who are individual members and receive the benefit automatically.

Member Class	Individual			Organisation			
	Professional	Affiliate	Student	Business	Public Sector	Education	School
Member Category							
Pricing Tiers	Full Graduate Retired Fellow/Hon Fellow	na	Full-time Part-time	Small (1-19 FTE) Medium (20-199 FTE) Large (200+ FTE)	na	na	na
Eligibility	Anyone in Australia working in, or interested in, the geospatial industry	Anyone from overseas	Any person currently studying in Australia	Any Australian or overseas business	Any Federal, State or Local government agency	Any university, VET or private training organisation	Any public or private primary or high school
Included Individual Memberships for staff	1	1	1	Small: 3 Medium: 8 Large: negotiable	Negotiable	5	0
Discounted additional individual memberships				1-50: 10% 50-100: 20% 100+: 30%			
Vote at AGMs*	1	0	0	1	1	1	0
Digital Membership Badge	✓	✓	✓	✓	✓	✓	✓
Post-Nominal	✓						
Events: free webinars & discounted in-person	✓	✓	✓				
Event benefits for organisations - Discounted in-person event attendance* - Bulk event registration discounts - Discounted event sponsorships				✓	✓	✓	✓
Certification & endorsement discounts*	✓	✓	✓	✓	✓	✓	✓
Position Magazine	Printed + Digital	Digital	Digital	Printed + Digital	Printed + Digital	Digital	Digital
Marketing benefits for organisations - Discounted advertising - Sharing of social media content - Logo on member section of website - Article in GeoMessage e-newsletter - Tender alerts				✓	✓	✓	✓
Access to Journal of Spatial Sciences	✓	✓	✓				
Fee waived for Mentoring Program*	✓	✓	✓	✓	✓	✓	✓
Right to nomination for highest awards	✓	✓	✓	✓	✓	✓	✓
Student prizes						✓	✓