

PO Box 7387
SHEPPARTON VIC 3632

administration@awia.org.au

ACN: 85 081 705 204



NOTICE OF SPECIAL RESOLUTION

DATE: 20 JULY 2018

Date: Sunday 19 August 2018
Time: 9am
Location : Shepparton RSL

MOTION TO BE PUT AS PART OF SPECIAL BUSINESS
AT THE ANNUAL GENERAL MEETING OF THE AUSTRALIAN WOMEN IN AGRICULTURE (AWIA)
LIMITED
ON SUNDAY 19 AUGUST 2018.

The Board gives notice of a Special Resolution to be put to the members of the Company under Article 8.5 of the Articles of Association, (*The Annual General Meeting may transact special business of which notice is given in accordance with these Articles.*)

Explanation

We need your help to update our foundation document (known informally as our Constitution but called our Articles of Association). The changes are part of our good governance agenda.

Please phone Charlie Aves 0416 400 979 if you wish to discuss this proposal.

Our intention is to move this special resolution as part of our Annual General Meeting in Shepparton on Sunday 19 August 2018. Our company was formed on 23 March 1998. The company evolved from the previous Victorian Incorporated Association. During the transition from one type of organisation to another, the members resolved to retain the historic provisions. Over the last twenty years, our way of working has continued to evolve. For example, the Articles of Association specify that in some communications with our membership we use 'post' however not only is it more efficient for us to use electronic communication, but we also find that our members prefer email. We wish to remove this requirement whilst ensuring all our members continue to be notified of important events.

The following special resolution sets out the proposed changes together with boxed text to explain why we are recommending these changes to you.

SPECIAL RESOLUTION

That the membership of the company approves the following SIX changes to the company's foundation documents (Memorandum and Articles of Association)

- A: Memorandum of Association: Clause 4 (Strengthen clarity of purpose)
- B: Articles of Association: Article 2.1.1 (remove Administration Manager)
- C: Articles of Association: Article 10.1 Notice of Meeting
- D: Articles of Association: Article 13 Voting at General Meetings
- E: Articles of Association: Article 19 Election of Directors and Vacancy
- F: Articles of Association: 25 Winding up or Cancellation



The highlighted text are proposed new words
The ruled through text are proposed deletions.

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PART A: Memorandum of Association Article 4 (Clarification of purpose)

Activities of Company. As a not for profit company we act for the benefit of women in agriculture and in rural, regional and remote communities. The income and property of the company shall be applied solely towards the promotion of the objectives of the company and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to the members of the company. This clause does not restrict the payment in good faith of reasonable and proper remuneration to any officer or servant of the company in return for any services actually rendered or for goods supplied.

Explanation: Stating that the purpose of our company is to act for the benefit of women in agriculture and in rural, regional and remote communities.

PART B: Article 2. Interpretation:

Modify Definition 1.a - delete reference to "Administration Manager" in the definition section and renumber subsequent items from (a) to (j).

~~{a Administration Manager means the person for the time being appointed by the company as administration Manager.~~

Explanation: Reference to administration manager is redundant. We do not have this role in our company.

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PART C: **Article 10.1 Notice of Meeting**

In Article 10.1 Notice of Meeting: delete reference to mode of giving 'notice' to members
10.1 The Secretary of the Company shall, at least 21 days or, if a special resolution has been proposed, at least 21 days before the date fixed for holding a General Meeting or Annual General Meeting of the Company, cause to be sent to each member of the Company at the member's address appearing in the register of members, a notice by pre-paid post, electronic mail, facsimile or by inclusion in *The Buzz*, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Explanation: Reference to modes of notice is restrictive. Notice is a process and the Company will use the most efficient method preferred by its members.

To read



10.1 The Secretary of the Company shall, at least 21 days or, if a special resolution has been proposed, at least 21 days before the date fixed for holding a General Meeting or Annual General Meeting of the Company, cause to be sent to each member a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

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PART D: Article 13 Voting at General Meetings

Delete "~~Unless before or on the declaration of the result by the voices, a poll is demanded, a declaration by the Chair that a resolution has been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.~~"

Replace with *. If a member requests a poll then the Chair shall conduct a count of the members in favour and against, and those numbers shall be recorded in the Minutes of the meeting.*

13. Voting at General Meetings

A question arising at a General Meeting of the Company shall be determined by the voices. **If a member requests a poll then the Chair shall conduct a count of the members in favour and against, and those numbers shall be recorded in the Minutes of the meeting.** ~~Unless before or on the declaration of the result by the voices, a poll is demanded, a declaration by the Chair that a resolution has been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.~~

Explanation: Intention is to clarify the process in the event of a close vote. Rather than leave the count to the Chair's discretion, this change suggests a count of the votes in favour and against

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PART E: Article 19 Election of Directors and Vacancy

We have revised this Article to make the election process clearer.

New Article: 19. Election of Directors and Vacancy

(1) In February each year, the Board shall invite each member to nominate one general Board member plus one other Board member who is to be a representative from her own State or Territory according to the provision in Article 18 (2).



(2) Each Nomination must be endorsed by two members together with proof that the nominee accepts the nomination.

(3) Nominations shall be received by 5pm on 30 May. Nomination shall be lodged with the secretary or with such a person as shall be decided by the Board prior to the Annual meeting.

(4) Where there is only one nomination for any position that position shall be declared filled.

(5) Where there are more nominations than positions to be filled, a secret ballot of members shall be conducted. Voting results shall be by the first past the post system and counted by either the Secretary or with such person as shall be decided by the board.

(6) Where there are insufficient nominations to fill positions the Chair of the Annual General Meeting shall invite further nominations from the members present at the Annual General Meeting.

(7) Where vacancies remain after that invitation or following the creation of a vacancy on the Board after the completion of the election and or installation of Board members at the Annual General Meeting the Board may nominate a selected member to fill such vacant positions.

Explanation: Simplifying the nomination process and remove constraints on the lodgement process.

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PART F: Article 25

Adding words (which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members to confirm our status as a not for profit.

25.2 Winding up or Cancellation

(2) The remaining property shall be given to such institution having similar interests and purposes to this Company and which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members and whose Memorandum of Association or Articles of Association or constitution shall prohibit the distribution of assets amongst members.

Explanation: Confirming our status as a not for profit company and positioning the company as a charity (working with the Foundation for Regional and Rural Renewal.)

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MOVER: CHARLOTTE AVES

SECONDER: MARION RAK

20 July 2018