

### **Constitutional reform**

AWiA was first incorporated as an Association in Victoria in 1994. Because the organisation wanted to operate across the nation, we changed its structure to an Australian company in 1998. In this transition, the original constitution of the incorporated association was adopted, but adjusted to fit with the requirements for a company. At that time, new companies needed a 'Memorandum of Association' setting out its objects and listing its original subscribers, and a second 'Articles of Association' which adopted the Association rules.

### **What needs changing in 2021?**

- Align our organisation with the current good practice as set out in the model constitution by the Australian Not For Profit and Charities Commission (ACNC)
- Use General Member positions to attract skills based directors
- Allow a range of flexible meeting options
- Allow flexible dates around elections
- Include immediate past president as ex officio member of Board
- Financial review rather than full audit

### **Who has been involved?**

The constitutional reform of AWiA has been an ongoing process. The current constitution (version 10) was updated at the AGM on 20 August 2018. The AWiA Board set up a working group in January 2020 and this group meticulously reviewed the current constitution. They developed 'constitutional reform notes in October 2020 and provided these notes to their lawyer. Helen McGowan, from Halliday Solicitors in Beechworth, is working with us on this project.

### **What does 'company limited by guarantee' mean?**

Each member must pay \$5 if the company becomes insolvent. The liability of the company members is limited by this \$5 guarantee

### **Timeframes**

Tuesday 16 February 2021 online meeting to discuss proposed changes

Thursday 18 February 2021 members submit feedback

Friday 26 February 2021 distribute revised constitution

Saturday 20 March 2021 2pm: General Meeting to discuss Special Resolution.

### **Special Resolution**

That the members adopt the revised AWiA Ltd constitution, as distributed on Friday 26 February 2021

### **What is a charity?**

That the company can be registered as a charity with the ACNC and can seek donations.

**Qualifying for 'deductible gift recipient' DGR status** to access philanthropic funds/grants

This work is outside the scope of the current constitutional reform, although the groundwork is set. AWiA may need to consider setting up a separate 'gift fund'.  
<https://www.ato.gov.au/Non-profit/Getting-started/In-detail/Types-of-DGRs/Rules-and-tests-for-DGR-endorsement/>