

EXPLANATORY MEMORANDUM OF PROPOSED CONSTITUTIONAL CHANGES 7th October 2021

No.	Constitutional Article <i>(Changes are marked in RED)</i>	Reason for Change
1.	<p>1. Preliminary</p> <p>Definitions</p> <p>1.1 The following words have these meanings in the Constitution unless the contrary intention appears:</p> <p>Corporations Law means the <i>Corporations Act 2001 (Cth)</i> and that Act as amended or substituted, and any regulations promulgated thereunder, from time to time and in effect.</p> <p>Intellectually disabled person means a person 18 years or over with limitations on their general mental ability that may affect:</p> <ul style="list-style-type: none"> a) intellectual functioning (such as learning, problem solving and judgement); or b) adaptive functioning (such as communication or independent living skills); and <p>to whom the Company is willing to provide educational and/or occupational training, support, employment, community, and other services.</p> <p>Register means the register of Members of the Company under the Corporations Law</p>	<p><i>Typographical error corrected.</i></p> <p><i>Facilitates Corporations Act changes to apply without need to change Constitution on each occasion.</i></p> <p><i>Previous section did not define 'Intellectually disabled person' meaningfully.</i></p> <p><i>Typographical error corrected</i></p>
2.	<p>2. ACTIVITIES OF THE COMPANY</p> <p>Objects and Powers</p> <p>2.1 The objects of the Company are:</p> <ul style="list-style-type: none"> a) to provide educational, occupational, training, supported employment and community services, recreation and accommodation for intellectually disabled persons; b) to increase understanding amongst the public of the needs of intellectually disabled persons; c) to print and publish information amongst the public of the needs of intellectually disabled persons; d) to establish and maintain a range of community based residential options; c) to co-operate with Government, accommodation agencies, parents, community organisations, local persons, benefactors and others for the purpose of increasing and improving facilities for intellectually disabled persons; 	<p><i>Changed to recognise where practicable the organisation may also assist other disabled and disadvantaged people as an ancillary outcome in performing its main function of enabling the lives of intellectually disabled people.</i></p>

	<p>f) to provide information and support to parents and careers of intellectually disabled persons;</p> <p>g) to do all things that are incidental or conducive to the attainment of the above objects, including engaging in activities that are inclusive of, or beneficial to persons who at the Directors' sole discretion are determined as suffering social, economic, cultural or physical disability or disadvantage, as part of the organisation's broader responsibility to the welfare of the general community.</p> <p>h) The Company will pursue charitable purposes only .</p>	
3.	<p>4. General Meetings</p> <p>Annual general meeting</p> <p>4.1 The annual general meeting of the Company shall be held in accordance with the Corporations Law, including at the Directors' sole discretion by way of using appropriate technology to allow a hybrid meeting, meaning a meeting where attendance is allowed either in person or by way of virtual meeting technology at a meeting held at one or more physical locations, or a meeting conducted wholly by virtual meeting technology.</p> <p>4.2 The Directors may make determinations from time to time regarding the technology to be employed in a hybrid meeting or a meeting conducted wholly by virtual meeting technology for an annual general meeting or a general meeting, and how it is to function to accommodate the requirements of Section 253Q, including providing persons entitled to attend the meeting a reasonable opportunity to participate without being physically present in the same place, facilitating polling and two-way audio.</p>	<p><i>Changed to allow virtual AGMs in accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021</i></p> <p><i><u>New Article</u> providing directors power to determine meeting technology for virtual AGMs and general meetings in accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p>
4.	<p>General meeting</p> <p>4.3 The Directors may convene a general meeting of the Company and the Directors must convene and arrange to hold a general meeting when requisitioned by members in accordance with the Corporations Law, including at the Directors' sole discretion by way of using appropriate technology to allow a hybrid meeting, meaning a meeting where attendance is allowed either in person or by way of virtual meeting technology at a meeting held at one or more physical locations, or by conducting a meeting wholly by virtual meeting technology.</p>	<p><i>Changed to allow virtual general meetings in accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p>

5.	<p>4.5 Notice of meetings of Members, to Members and Directors and other documents listed in Section 253R must be given in accordance with Section 253RA requirements where they are electronic communications and Section 249J requirements applying to Notice of meetings to Members, to Members and Directors.</p>	<p><i>Changed document service requirements to comply with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p>
6.	<p>4.6 A notice of a general meeting must:</p> <ul style="list-style-type: none"> a) set out the place, date and time of meeting, and state the general nature of the business to be dealt with at the meeting and, if the meeting is to be held in two or more places, or wholly by virtual meeting technology the virtual meeting technology that will be used to facilitate the holding of the meeting in that manner; and state that: <ul style="list-style-type: none"> (i) a member who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy; and (ii) a proxy need not be a Member. 	<p><i>Changes to information that must be provided where virtual meeting technology is used, in compliance with requirements of the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p>
7.	<p>4.11 A notice postponing the holding of a general meeting must comply with the requirements of Section 249R including specifying:</p> <ul style="list-style-type: none"> a) a date and time for the holding of the resumed meeting; and b) if any of the Company's Members is entitled to physically attend the resumed meeting, the location or locations at which the members may do so; and c) if virtual meeting technology is to be used in holding the resumed meeting sufficient information to allow the members to participate in the resumed meeting by means of the technology. <p>If any of the above matters are not specified, the default requirements of 249T(3B) apply.</p> <p>4.15 a) by the terms of an instrument of appointment a proxy or attorney is authorised to attend and vote...</p>	<p><i>Changes to information that must be provided where virtual meeting technology is to be used for postponed general meetings, in compliance with requirements of the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p> <p><i>New default provision in compliance with Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p> <p><i>Missing word added</i></p>
8.	<p>Quorum</p> <p>5.3 Subject to Article 5.6, 25% of the current Members or three Members (whichever is the lesser) present either in person, or present using virtual meeting technology as approved by the Directors, or their proxy or attorney present either in person or using virtual meeting technology as approved by the Directors, are a quorum at a general meeting.</p>	<p><i>Word "three" inserted in place of "3.0"</i></p> <p><i>Changed to recognise Members attending virtually can form a meeting quorum, in compliance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p>

	<p>5.6 At a meeting adjourned under Article 5.5(b) five members, present in person or where a hybrid meeting is being conducted, either in person or using virtual meeting technology, or present virtually where a meeting is conducted wholly using virtual meeting technology, or in each of these meeting types is represented by proxy or attorney, are a quorum and, if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.</p>	<p><i>Changed to recognise Members attending virtually can form quorum for an adjourned meeting, in compliance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p>
<p>9.</p>	<p>Appointment and powers of chairman of general meeting</p> <p>5.8 If a general meeting is held and:</p> <ol style="list-style-type: none"> a) a chairman has not been elected by the Directors; or b) the elected chairman is not present either in person or virtually where it is a meeting allowing virtual attendance, within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairman of the meeting (in order of precedence): <ol style="list-style-type: none"> i. the deputy chairman (if any); ii. a director chosen by a majority of the directors present either in person or virtually in attendance if it is a meeting allowing virtual attendance; iii. the only director present or virtually in attendance if it is a meeting allowing virtual attendance; iv. a Member chosen by a majority of the Members present or virtually in attendance if it is a meeting allowing virtual attendance, or represented by proxy or attorney either present or virtually in attendance. 	<p><i>Changed to recognise Members attending general meetings virtually have the same rights as those present in person, in compliance with requirements of the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p>
<p>10.</p>	<p>Voting on a resolution</p> <p>5.15 At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded:</p> <ol style="list-style-type: none"> a) before the vote is taken; b) before the voting results on the show of hands are declared; or c) immediately after the voting results on the show of hands are declared, by: d) the chairman; or e) not less than 25% of Members or 5 Members present in person or by proxy and entitled to vote on the resolution (whichever is the lesser); 	<p><i>Changed to necessitate a poll vote where meeting is attended by any members virtually to ensure a fair vote for all members, in compliance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 which came into effect on the 14 August 2021.</i></p>

	<p style="text-align: center;">Provided that where virtual meeting technology is employed to facilitate either a hybrid meeting or a wholly virtual meeting in accordance with the Corporations Law, in which case a resolution put to the meeting must be decided by a poll.</p> <p>On a show of hands, a declaration by the chairman is conclusive evidence of the result.</p> <p>5.17 If a poll is properly demanded or required, it must be taken in the manner...</p>	
11.	<p>Entitlement to vote</p> <p>5.20 Subject to any rights or restrictions for the time being attached to membership and to this Constitution on a show of hands or where a poll is taken, each member present in person or in attendance virtually, and each other person present or in attendance virtually as a proxy, attorney or Representative of a Member has one vote:</p> <p>5.26 An appointment may specify the way the proxy is to vote on a particular resolution. In that event:</p> <ul style="list-style-type: none"> a) the proxy need not vote on a show of hands or a poll if attending virtually, but if the proxy does so, the proxy must vote that way; b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must only vote on a poll; c) if the proxy is the chairman, the proxy must vote on a poll, and must vote that way; and d) if the proxy is not the chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way. <p>If a proxy is also a Member, this Article does not affect the way that the person can cast any votes attached to that person's membership.</p> <p>5.27 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting either virtually or in person.</p>	<p>Changed to comply with the <i>Treasury Laws Amendment (2021 Measures No. 1) Act 2021</i> which came into effect on the 14 August 2021.</p>
12.	<p>Receipt of proxy and other instruments</p> <p>5.31 An instrument appointing a proxy may not be treated as valid unless the instrument and the power of attorney under which the instrument is signed or, in the case of an unregistered power, a copy of that power or authority certified as a true copy, is or are</p>	<p>Changed to comply with the <i>Treasury Laws Amendment (2021 Measures No. 1) Act 2021</i></p>

	<p>received by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Registered Office or at any other place specified for that purpose in the notice convening the meeting.</p> <p>If the notice convening a general meeting specifies a facsimile number or e-mail address to which a proxy and related materials may be sent then receipt by the facsimile machine on that number or the e-mail address of a complete and legible copy of the document will be taken as a receipt by the Company at a specified place for the purposes of this Article.</p> <p>Receipt of an instrument appointing a proxy or attorney is:</p> <p>a) if given by means of an electronic communication in accordance with Section 253RA, when the appointment authority is received by the Company; and</p> <p>b) otherwise, when the appointment authority is received at:</p> <p>(i) the Company's registered office; or</p> <p>(ii) a place specified for the purpose in the notice of meeting</p>	<p>which came into effect on the 14 August 2021.</p>
13	<p>8.1 The Directors may meet together for the dispatch of business...</p>	<p><i>Typographical error corrected.</i></p>
14.	<p>8.20 A Directors' meeting may be called or held using any technology including virtual meeting technology, as determined from time to time by the Directors in accordance with the Corporations Law.</p> <p>8.21 All acts of the Directors, a committee or a person or committee or member of a committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.</p>	<p><i>Changed to recognise the wide-spread use of virtual meeting technology for Directors' meetings.</i></p> <p><i>Missing word added</i></p>
15.	<p>13. <u>SERVICE OF DOCUMENTS</u></p> <p>13.1 This Part does not apply to a notice of a meeting of Members or other documents specified in Section 253R.</p> <p>13.4 b) to have been delivered on the day following its dispatch</p> <p>15.3 b) which the Members of the Company at or before winding up or dissolution determine by resolution to be the beneficiary of such gift or transfer: or</p> <p>General : Deleted references to investment of the company's funds with the Allan T. Marriott Foundation which was wound up in 2012.</p>	<p><i>Change to recognise different service requirements for documents listed in section 253R of the Corporations Act 2001, dealing with AGMs and general meetings.</i></p> <p><i>Typographical error corrected.</i></p> <p>Missing phrase added</p>

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