

THE ENGLISH-SPEAKING UNION (QUEENSLAND BRANCH)

NOTICE OF SPECIAL RESOLUTION

Notice is given of the Special Resolution to amend The English Speaking Union (Queensland Branch) Constitution to be considered and take effect from 22 November 2020.

When: 22 November 2020

Time: 4.00pm

Venue: Clovely Estate City Cellar Door 210 Musgrave Road Red Hill QLD 4059

The Members entitled to vote will consider and, if thought appropriate, pass the following resolution as a special resolution:

“That The English-Speaking Union (Queensland Branch) adopt as its Constitution the document tabled at the meeting and signed by the chair of the meeting by way of identification in substitution for the existing Constitution of the Association, which is repealed.”

EXPLANATORY MEMORANDUM

The Board has reviewed the existing Constitution and considers that it should be replaced with a new Constitution (New Constitution) in order to bring it up to date in a modern format and consistent with current legislation. The Board has endeavoured to ensure that the New Constitution is a clear and up to date document for members. To achieve this a number of new provisions appear in the New Constitution the most important of which may be summarised as follows:

- The objects or powers of the Association now more closely reflect its activities and current legislation. [Rule 5]
- Different classes of membership such as Honorary Members, Honorary Life Members, Ordinary Members, Student Members and Corporate Members have been created. [Rule 6]
- The Directors may now convene a General Meeting using the technologies described in Rule 36 which has been commented on below.[Rule 11(e)]
- Members now have the right to appoint a Proxy. [Rules 21 and 22]

- Members now have the right to propose that a resolution be moved at a General Meeting. [Rules 23 and 24]
- Reimbursement of expenses incurred by a Director in the performance of his/her duties as director are now formally recognised.[Rule 27]
- In addition to the Corporations Act 2001 the Association is governed by the provisions of the Australian charities and Not-for-Profits Commission Act 2012. Apart from various requirements of a financial nature and procedural requirements such as registration and annual reporting this Act places certain obligations on the Directors such as the requirement to discharge their duties with due care and diligence and to act in good faith in furthering the charitable purposes of the Association. [Rule 34]
- The board now has power to delegate its powers to sub-committees. [Rule 35]
- In accordance with current legislation the Board may now hold Directors Meetings electronically using modern technology. [Rule 36]
- There is now provision for “flying minutes” whereby the Directors are able to pass a resolution without holding a meeting. [Rule37]
- The Board may now make Regulations deemed appropriate for the conduct and management of the Association. [Rule 39]
- A new provision regulates how the Association’s assets are to be disposed of in the event of it being wound up. [Rule 49]
- There is now a provision regulating how the New Constitution may be amended. [Rule 50]

The Board believes that the New Constitution will be clearer and easier for Members to read and understand, and that the substantive amendments will enable the Association to ensure the engagement of Members with the activities of the Association.