



## NOTICE OF 2019 ANNUAL GENERAL MEETING

AND

### SPECIAL RESOLUTIONS: PROPOSED CHANGES TO THE CONSTITUTION OF THE AUSTRALIAN CAMPS ASSOCIATION

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The 2019 Annual General Meeting of the Australian Camps Association will take place as follows:

Venue Rydges Hotel, Adelaide, 1 South Terrace, Adelaide

Date Friday 22<sup>nd</sup> November 2019

Time 3pm.

Note that there will be a presentation from ACA members Risky Kids <sup>1</sup>  
[www.riskykids.com](http://www.riskykids.com) at 2pm and that the AGM will be followed by drinks and nibbles hosted by the ACA Board.

RSVP [jhough@auscamps.asn.au](mailto:jhough@auscamps.asn.au)

<sup>1</sup> *Risky Kids is a program which builds kids resilience and physical literacy through exciting, interesting and non-prescriptive movement. This of course results in improved mental and physical health, better engagement with the world around them from their community to their environment, increased responsibility, courage and so much more.*

*The Risky Kids program is designed to be integrated into an existing community or business, to stand alone as a dedicated program or to help educate through seminars and media.*

## **Purpose of special resolutions**

At an ACA Board meeting held in September 2019, it was resolved to propose the following special resolutions:

**Special resolution 1:** That amendments to Clause 26 (e), 26 (f) and 39.2 of the ACA Constitution as detailed in Appendix 1 be adopted.

**Special resolution 2:** That the amendment of Clause 42 (a) of the ACA Constitution as detailed in Appendix 1 be adopted.

The purpose of special resolution 1 is to propose changes to the ACA Constitution in order to define Elected Board Director tenure (the Constitution is currently silent on this subject). The intent is to allow for succession and to provide clarity on the opportunities for prospective Directors to join the Board of the Australian Camps Association.

The purpose of special resolution 2 is to propose changes to the ACA Constitution that allow Board Directors to vote using electronic means.

The ACA Constitution is available for viewing in the Outdoor Business Online section (ACA Publications) of the ACA website.
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Voting on this special resolution will take place at the 2019 Annual General Meeting of the Australian Camps Association. Proxy forms are attached separately.

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CEO, Australian Camps Association  
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## **Appendix 1: Proposed Changes to the ACA Constitution**

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### **Clause 26. (e) Number of Directors**

Subject to clauses 26(c), 26 (d) (ii), 26 (f) 29 and 39.2, Elected Directors shall hold office for a period of three years and shall be eligible for re-election. Each Elected Director shall hold office until the third AGM following the AGM at which he or she was elected at which time the Elected Director shall retire and the Director's position shall become vacant. Appointed Directors will hold office for 1 year from the date of appointment and shall retire upon that expiration of that one year period at which time the position becomes vacant. The Director is eligible for reappointment by resolution of the Board.

### **Clause 26 (f) Number of Directors**

An Elected Director having held office for three periods totaling nine years shall retire at the AGM in the ninth year and the Director's position shall become vacant. Following the conclusion of the third consecutive term of service of a Director, that person is not eligible to be elected or appointed as a Director until after three years.

### **Clause 39.2 Term of Office**

- a) The President, President Elect and Past President will continue to hold office as a Director of the Company (subject to clause 29) whilst they hold the position of President, President Elect or Past President.
- b) If an Elected Director holds the position of President Elect or President at the expiration of their term of office, they shall not be subject to re- election pursuant to clause 26(e) but will continue to hold office as an Elected Director of the Company either:
  - I. for a further term of 3 years, or until the end of the their term as Past President; or
  - II. until vacating office pursuant to clause 29, or
  - III. until retiring pursuant to Clause 26 (f).whichever is earlier.
- c) The retirement of a Director pursuant to clause 39.2(b) will create a casual vacancy to be filled by the Board pursuant to clause 30.
- d) A Director appointed to fill the casual vacancy referred to in clause 39.2(c) will hold office until the expiration of the three year term referred to in clause 39.2(b).

### **Clause 42 Written Resolutions**

- a) The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document or reply to an electronic message containing a statement that they are in favour of the resolution set out in the document / electronic message. The resolution is passed when the last Director signs or replies to the electronic message.