



SPECIAL RESOLUTION FOR THE 2022 SECNA ANNUAL GENERAL MEETING

Friday 1 April 2022

The Social Enterprise Council of NSW and ACT Limited (SECNA) will hold its Annual General Meeting (AGM) at 3-6pm on Friday 1 April 2022 at “107 Green Square” (located at 3a Joynton Ave, Zetland NSW 2017).

Amendment to the SECNA Constitution

Purpose

The proposed changes to the SECNA Constitution, unanimously supported by the Board, are intended to improve the functioning of SECNA by remedying provisions that currently limit SECNA’s ability to effectively govern.

Proposed changes and rationale

Proposed change	Rationale	Relevant clauses
<p>Lower the threshold for nominating as a Director from requiring support from 50 or 5% of Voting Members, to requiring support from 2 Voting Members.</p>	<p>Currently to nominate as a Director, a nominee needs support from 50 or 5% of Voting Members (as at December 2021, there were 100 Voting Members).</p> <p>Lowering this requirement to support from 2 Voting Members is intended to encourage more nominees and nominees with more diverse experiences.</p>	<p>30.1 Change this requirement to requiring support from 2 Voting Members.</p>

<p>Modernise the process for lodging a notice nominating a Member as a Director to allow for a notice to be lodged by electronic means</p>	<p>Currently to nominate as a Director, a notice of nomination must be left at the Office of SECNA.</p> <p>Modernising this process to enable a notice to be received by electronic means is intended to make the process more practical and accessible.</p>	<p>30.1(c) & 30.2 Delete these subclauses and replace with subclauses 30.2 (what a nomination must include) and 30.3 (the date that a nomination is considered to have been received by the Company).</p>
<p>Change the quorum required for business to take place at an Annual General Meeting from 'majority' to 30% of Voting Members.</p>	<p>It is a practical challenge for a 'majority' (more than 50%) of Voting Members to attend the Annual General Meeting (or nominate a proxy), given our limited resources (one part-time staff member and volunteer Board members).</p> <p>Enabling business to take place at an AGM if 30% of Voting Members are in attendance will help improve SECNA's ability to function.</p>	<p>13.2 Change the meaning of quorum to be 30% of Voting Members.</p>
<p>Fix inconsistent wording and drafting errors.</p>	<p>The constitution was drafted during the early days of SECNA (prior to operation) and based on a standard template. Inconsistencies within the constitution have since been identified which need to be amended to more accurately reflect SECNA as an organisation.</p>	<p>7.2(a) & 7.4(a) Change "Ordinary" to "Industry" 16.1 & 16.3 Change "carried" to "passed" 7.5 (a), 16.1, 16.3, 27, 34.2 Make consistent the language describing that a resolution will pass if a majority of the votes cast by Voting Members are in favour.</p>

Special resolution under clause 65

SECNA proposes the following special resolution for voting on by members:

Pursuant to section 136 of the Corporations Act 2001 (Cth) and clause 65 of the constitution hyperlinked in the Notice of AGM in substitution for the present constitution of SECNA and adopt these provisions with effect on and from the date of this resolution.

