



## Notice of Annual General Meeting

Dear Member

Notice is hereby given that the Annual General Meeting of Blackmans Bay Children's Services will be held:

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| <b>Where:</b> | Adventure Patch, Mountain View, Church Street, Kingston, Tasmania |
| <b>When:</b>  | Wednesday 29 <sup>th</sup> May 2019                               |
| <b>Time:</b>  | 6.30pm-7.00pm (followed by light refreshments)                    |

The business of the meeting shall be as follows:

### Ordinary business

1. To confirm the minutes of the last preceding annual general meeting and of any general meeting since held.
2. To receive from the Board, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year ended the 31<sup>st</sup> day of December Two Thousand and Eighteen.
3. To note the election of the following Board members as per rule 27.4:
  - Charles Courtney
  - Gaylene Cunningham
  - Aiden Eggleston
  - Mark Roberts

*As the number of nominations received is less than the number of vacancies, all nominated candidates will be taken as elected under rule 27.3.*

4. To appoint as auditor of the association Alison Flakemore of Crowe Horwath as per rule 11.1 for the ensuing year.

### Special Business

5. **Transfer of registration:** to consider and, if thought fit, to pass the following resolution as a special resolution:  
'That in accordance with section 25C of the *Associations Incorporation Act 1964 (Tas)* (the AIA) this resolution authorises that application be made to the Commissioner for *Blackmans Bay Childrens Services Inc* (BBCS) to become registered as a company limited by guarantee registered in Tasmania under Part 5B.1 of the *Corporations Act 2001*, which is a prescribed body corporate in accordance with section 2(1) of the AIA, subject, in accordance with section 23 of the AIA, to this special resolution being lodged by the Public Officer of BBCS and registered by the Commissioner and with the Board of BBCS authorised to complete the transfer with the name of the company to be *Adventure Patch Limited*, subject to the name being registered by ASIC.
6. **Change of name for the company:** to consider and, if thought fit, to pass the following resolution as a special resolution:  
'That the name of the company be *Adventure Patch Limited* with the change from *Blackmans Bay Childrens Services Inc* to apply from when the name and the company are registered with the *Australian Securities and Investments Commission*.
7. **Repeal existing Rules:** to consider and, if thought fit, to pass the following resolution as a special resolution:  
'That the constitution of *Blackmans Bay Childrens Services Inc*, last amended on 9 May 2017, be repealed and no longer apply to *Blackmans Bay Childrens Services Inc* with such repeal to be subject to this annual general meeting resolving to transfer registration to a public company limited by guarantee, to adopting a constitution for the company and for application for



voluntary transfer of incorporation being made in accordance with section 25C of the *Associations Incorporation Act 1964* (Tas) with that company constitution and the repeal of the current constitution to be effective from when the *Australian Securities and Investments Commission* registers the company.'

8. **Adopt a constitution for the company:** to consider and, if thought fit, to pass the following resolution as a special resolution:  
'That the constitution tabled at the annual general meeting on ?? May 2019 and initialled by the chair of the annual general meeting for the purpose of identification (a copy of which has been made available to Members), be adopted as the constitution of the company *Adventure Patch Limited*, as modified by the addition of the ACN number in the definition of 'Company' in rule 4.a) once the number is provided by the *Australian Securities and Investments Commission*, with the constitution to take effect from when the *Australian Securities and Investments Commission* registers the company.'

**Items 1, 2 & 4** are ordinary resolutions and in accordance with rule 19.1 of the constitution will be passed if approved by more than 50% of the votes cast by Members present in person or by proxy and eligible to vote.

**Item 3** will depend upon the number of nominations received and if a ballot is required it will be by way of a secret ballot in accordance with rule 27.6 of the constitution.

**Items 5, 6, 7 & 8** are special resolutions and in accordance with section 23 of the *Associations Incorporation Act 1964* and rule 21 of the constitution will be passed if notice is given of the resolutions in accordance with rule 15 of the constitution and they are approved by at least 75% of the votes cast by Members at the meeting in person and eligible to vote. **Note** that section 23 of the Act specifies voting is by members '*...as may be present in person at a general meeting...*' which displaces rule 21 of the constitution which allows proxies to vote on special resolutions.

If item 5 is not passed then resolutions 6, 7 and 8 will not be put.

In accordance with rule 16 of the constitution, items can only be put if a quorum is present and a quorum is 10 Members present and entitled to vote.

The Board recommends that Members vote in favour of each item of business.

Explanatory notes are attached. Members will be able to ask questions or make comment at the meeting.

### **Proxies**

In accordance with rule 21 of the Rules, a Member who is entitled to attend and vote at this meeting is entitled to appoint a proxy, in a manner as determined by the Board. The Board has determined that proxies must be Members who attend and vote instead of the Member.

Details in relation to a Member's entitlement to appoint a proxy and instructions for the lodgement of a Proxy Form is listed on the Proxy Form. To be effective, which can be obtained by emailing [sonia.shelverton@adventurepatch.org.au](mailto:sonia.shelverton@adventurepatch.org.au) or from Administration Office.

To be effective, Proxy Forms need to be returned to Public Officer no later than Monday 27<sup>th</sup> May 2019, to the address given on the proxy form.

Issued by the Board in accordance with rule 15 of the Constitution

Mark Roberts

**Public Officer**

**Blackmans Bay Children's Services Inc.**

**14 May 2019**



## Annual General Meeting 29<sup>th</sup> May 2019

### Explanatory Notes

#### 1. Transfer of registration

This is the next step logical step in the restructuring of *Adventure Patch*. As previously discussed with Members, the plan is to transfer registration to a company limited by guarantee that can operate appropriately for an organisation like us. The law in Tasmania facilitates the transfer via this formal approval process.

Being a public company limited by guarantee under the *Corporations Act 2001* is a more appropriate structure for *Adventure Patch* than is being an incorporated association under the *Associations Incorporation Act* which is designed more for small entities and not for operations as large as we now are. Being a company imposes clearer governance obligations on *Adventure Patch* with Members having clearer rights and Directors having clearer obligations and there are stricter obligations regarding auditors.

As *Adventure Patch* is also registered with the *Australian Charities and Not-for-profits Commission* under the *ACNC Act* it also simplifies our regulatory processes and importantly reduces the cost of those processes. In essence, the ACNC would become the principal regulator with little involvement with ASIC after the initial registration. At present, *Blackmans Bay Childrens Services Inc* has regulatory obligations both to ACNC and to *Consumer, Building and Occupational Services, Tasmania*.

This resolution is the first step in the process of changing registration. If Members agree to the change, then *Adventure Patch* will go through a due process with *Consumer, Building and Occupational Services* then make application to ASIC to register the company.

#### 2. Change of name

This is an administrative resolution to meet a technical requirement of the *Corporations Act*.

Members are aware that while formally we remain *Blackmans Bay Childrens Services Inc* we registered the business name *Adventure Patch* and have been operating under that name in recent months. To add to the protection of that name we wish to use it as the name of the company. As a company, *Adventure Patch* must include 'Limited' or 'Ltd' in its name. As an incorporated association we have to include 'Incorporated' or 'Inc' in our name. To change a name requires a special resolution.

The modified name would only apply if *Blackmans Bay Childrens Services Inc* is successful in changing its registration and ASIC registers the name.

#### 3. Repeal existing rules

This is a technical resolution to ensure that once *Adventure Patch* becomes registered as a company there is no question that the current constitution does not continue to apply.

#### 4. Adopt a new constitution

To become a company, *Adventure Patch* must adopt a constitution with a number of rules applicable under the *Corporations Act*, so changes to the constitution have to be made.

In making the changes to the constitution, the key differences to the current constitution are:

1. **Technical changes:** various technical rule changes related to the type of company, the Member guarantee, the accounting and auditing obligations and rule changes to accommodate the linkage between the *Corporations Act* and the *ACNC Act*.
2. **Objects:** these have been aligned more closely with key elements of the recently legislated *Charities Act 2013 (Cth)* – changes which we would need to make even if we stayed as an incorporated association. While the wording has changed, we continue to do what we have long done, so there is no change to the substance of our services.



3. **Members:** have been simplified in that there is a single type of Member with all Members having the same rights rather than 2 classes of member with different rights. Membership is also broadened in that it is now clear that other organisations can now be Members which we believe will be helpful in collaborating with other services.
4. **General meetings:** Members have been given more rights regarding general meetings with all the requirements of the Corporations Act being applied regarding Members rights to call meetings, to appoint proxies, to remove Directors at general meetings and such.
5. **Board:** while the purpose, size and rotation processes of the Board remain similar, key changes have been made in line with principles of good governance. Limits on how long an individual can be on the Board continuously have been introduced to ensure progressive refreshing of the Board. Directors can come from a broader background to increase the scope for having Directors who have needed capabilities or perspectives that may not be readily available from Members. The eligibility requirements for Directors have been specified more clearly in line with the law applicable to child care services like ours. Importantly, Members have a right under the *Corporations Act* to remove any Director subject to due process.

A copy of the proposed constitution for the company is readily available from the office at *Adventure Patch* or from the website. To contain costs, we did not print and distribute a copy to all Members unrequested. For a copy call Sonia Shelverton on 03 6229 4914 or email [sonia.shelverton@adventurepatch.org.au](mailto:sonia.shelverton@adventurepatch.org.au)