

## AUSTRALIAN CONSUMERS' ASSOCIATION

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the members of the Company will be held at:

**Place:** State Library of Queensland, South Bank, Brisbane

**Date:** Wednesday 29 May 2013

**Time:** 6pm

#### **Business**

Four special resolutions will be considered at the Extraordinary General Meeting. They allow for:

- Board elections to be conducted electronically; and
- For membership applications to be submitted electronically.

#### **Electronic Voting**

The Constitution does not allow the Company to conduct elections electronically. It requires the Returning Officer to send a hard copy ballot paper and an unsealed envelope to every member. The purpose of the amendment is to enable modern forms of voting, in particular electronic ballots.

Electronic voting is easier for members and more efficient for the organisation. Given our large and growing voting membership the cost, both in dollars and staff time, is substantial and will increase over time. In addition, a trip to the post office is no longer a regular feature of life for many.

The amendments below relate only to the format of the election. They spell out how the election would be conducted in an electronic environment. The clauses retain the option to hold a poll by paper ballot for all members **or for those who prefer to receive a postal ballot** but add the ability for the Board to choose electronic lodgement as a default.

Changes to sections 9.5 – 9.8 of the Constitution give the Board the discretion to conduct an election in both paper form and electronically.

Please note that the core provisions in clause 9 relating to eligibility of candidates, the calling and timing of elections, the counting of votes and the declaring of elected candidates remain unchanged.

## **Electronic voting membership applications**

The Constitution requires a signed written consent to become a Member. In the last few years the majority of voting member applications have been lodged electronically, not all have been formally signed. The proposed resolution allows for different forms of receiving applications for membership.

The proposed amendments mirror the Corporations Act regarding the obligations of the Company in respect of the member Register.

## **Explanation of Resolutions**

### **Special Resolutions 1 and 2 – Electronic Voting**

These special resolutions update the Constitution to allow voting for directors to be undertaken electronically in addition to postal ballot. They allow for additional security measures that online voting can provide, and offer increased speed and convenience for members.

***The Board of Directors recommends that you vote in favour of both resolutions.***

#### **Resolution 1**

To consider and, if thought fit, pass the following special resolution:

“That clauses 9.5 to 9.8 (inclusive) of the Constitution of Australian Consumers’ Association be deleted entirely and replaced with the following:

- 9.5
- (a) *Prior to any ballot for election of Directors, the Board may, subject to compliance with the Act, prescribe electronic or web-based voting in lieu of voting by ballot paper, in which case any reference to an address may be a reference to an electronic or web address as appropriate.*
  - (b) *In employing an electronic or web-based voting system, the Board must ensure a secure method of identifying a Member by reference to a personal identification code allocated to the Member or any other manner approved by the Board.*
  - (c) *The voting system prescribed by the Board must allow a member to vote for as many Candidates as there are Current Vacancies by indicating by way of a cross or other marking the names of that number of Candidates or in the case of web based voting, in such manner that reasonably evidences the intention of the Member (being neither more nor less than the number of Current Vacancies) whom the Member wishes to elect as Directors.*

- 9.6 *Within forty (40) business days after the Nomination Date the Returning Officer must:*
- (a) examine all Notices of Candidature and reject any from persons who are not Members; and*
  - (b) where the number of Candidates (excluding those rejected pursuant to paragraph (a)) exceeds the number of Current Vacancies, send to every Member information on how to participate in the election, including a copy of the Notice of Candidature lodged by each candidate and such other information as the Board determines to include.*
- 9.7 *In the case of a postal ballot, the information sent to Members shall include:*
- (a) a ballot paper on which is set out that a poll will be held and the names of all candidates and, next to each such name, a box to be used for voting purposes as described in Rule 9.10(a), and otherwise in such form as the Board prescribes having regard to the need to ensure that the ballot paper is used only by the Member to whom it is sent and to the need to ensure secrecy;*
  - (b) an unsealed envelope, bearing the address of the Company, and having space on the reverse side for the name, address and signature of the Member to which it is sent; and*
  - (c) instructions on how to validly complete and return the ballot to the Company.*
- 9.8 *Where the number of Candidates (excluding those whose Notices of Candidature have been rejected pursuant to Rule 9.6(a)) is equal to or less than the number of Current Vacancies, the Returning Officer must forthwith declare every Candidate to be elected whereupon, subject to Rule 9.9, every Candidate will take office as from the close of the next Annual General Meeting.*
- 9.9 *Notwithstanding that any Candidate may be declared to be elected pursuant to Rule 9.8, the Company may, by special resolution at a General Meeting held prior to the Annual General Meeting referred to in Rule 9.8, declare that that Candidate will not take office as a Director AND the vacancy in the Directors which would otherwise have been filled by that Candidate will continue as a casual vacancy to be filled in accordance with the provisions of Rule 9.11.*
- 9.10 *(a) Where the Company has determined that a poll will be held, then every Member wishing to vote at the poll must do so by either completing and returning a ballot paper to the Returning Officer or completing the electronic voting process prescribed in accordance with clause 9.5 by 5pm Sydney Time on the date ("the Closing Date") which is two (2) Business Days prior to the date of the next Annual General Meeting following the Nomination Date.*

*(b) On receipt of any ballot paper sent to it or vote completed in accordance with the electronic voting process by a Member, pursuant to paragraph (a) of this Rule, the Company must reject the Member's vote as invalid where:*

*(i) the person who has exercised the vote is not registered as a Member;*

*(ii) the number of names of Candidates for whom the Member has voted is greater or less than the number of Current Vacancies; or*

*(iii) the ballot paper is received by the Company or the electronic voting process is completed after 5.00 p.m. on the Closing Date.*

*(c) The Company will commence counting votes, as recorded on ballot papers or through the electronic voting process (other than those rejected as invalid pursuant to paragraph (b)) forthwith after 5.00 p.m. on the Closing Date and will complete counting of the votes recorded on all ballot papers prior to the next following Annual General Meeting. Any Candidate is entitled to appoint a scrutineer to be present during the counting of votes pursuant to this paragraph.*

*(d) At the next Annual General Meeting the Chair will declare the names of the Candidates elected as Directors, and these Candidates will take office as Directors as from the closing of the Annual General Meeting."*

## **Resolution 2**

To consider and, if thought fit, pass the following special resolution:

"That subject to Resolution 1 being passed that clauses 9.9 to 9.12 (inclusive) of the Constitution of Australian Consumers' Association are renumbered as clauses 9.11 to 9.14."

## **Special Resolution 3 – Electronic voting membership applications**

This resolution allows flexibility in the way a valid membership application can be lodged. In particular it allows for electronic lodgement of membership forms, which is the clear preference of most membership applications in recent times.

***The Board of Directors recommends that you vote in favour of special resolution 3***

### Resolution 3

To consider and, if thought fit, pass the following special resolution:

2.2 *A Register of the Members must be kept in accordance with the Act. The following details must be entered and kept current in the Register in respect of each Member:*

- (a) the full name and contact details of the Member;*
- (b) the date of admission to and cessation of membership; and*
- (c) such other information as the Board requires.”*

### Special Resolution 4 – Interpretation

This resolution allows for paragraph re-numbering and cross-referencing should the above special resolutions be passed during this meeting.

***The Board of Directors recommends that you vote in favour of special resolution 4***

### Resolution 4

To consider, and if thought fit, pass the following special resolution:

“That, where appropriate, all the clause numbering and cross references in the Constitution of Australian Consumers’ Association be amended as appropriate to meet the requirements of the resolutions that are passed at this extraordinary general meeting.”

Those members who are unable to attend the extraordinary general meeting may wish to lodge a vote by proxy.

Information about proxy voting is on the enclosed proxy form. Please note that **a proxy needs to be received** by the Company Secretary forty eight (48) hours before the AGM, being **no later than 5pm on Monday 27 May 2013**.

Dated: 1 May 2013

### By Order of the Board

Linda Magee  
Company Secretary