

NOTICE OF ANNUAL GENERAL MEETING

12:00pm AEDT, 2nd December 2021
Held through zoom

AGENDA

1. Acknowledgement of country
2. Present & Apologies
3. Declaration of Proxies
4. Reports from the 2021 Board Meeting including reports from:

[Please refer to [ACPSEM Annual Report](#) for President (p 1.) and CEO (p 4.) reports in full]
 - (i) President
 - (ii) Treasurer
 - (iv) Journal Editor
5. Note the annual financial report, directors' report and auditor's report for the financial year ending 30 June 2021

Vote will be via Zoom polls

6. Amendments to the ACPSEM Constitution

The Board has reviewed the Constitution and determined that the following constitutional changes to the terms of office for Directors and Office Bearers are required to provide more consistent leadership through increased stability and continuity for the board. Currently with the 2 year term for directors, at least half of the board needs to be re-elected or changed each year.

Following detailed consideration, the directors recommend that the term of office for directors be increased from 2 years to 3 years and that the term of office for office bearers be increased to up to 2 years, instead of the original 1 year term. A three-year term of office for Directors and a two-year term of office for Office Bearers is common practice among Companies in Australia.

To assist interpretation of the proposed changes (shown below), headings are provided but do not form part of the Special Resolution: deletions are shown in red and additions in blue.

As these governance improvements are inter-related they are presented as a single resolution.

Amendments to the Constitution require a special resolution of its members which is at least 75% of votes cast by members in favour of the resolution proposing the changes.

Resolution 1

To consider, and if thought fit, to pass with or without amendment, the following resolution to be proposed as a Special Resolution:

(a) Terms of Office for Directors

That Clause 35.1 be amended by deleting the word '2' and replacing it with the word '3' at the end of the sentence to read:

"Results of an election will be announced in accordance with the procedures determined by the Board and set out in the by-laws and reported at the next Annual General Meeting. Elected Directors will commence their term from 1 January and hold office for a term of 3 years."

That Clause 35.2 be amended by deleting the word "half" and replacing it with the word "third" at the beginning of the sentence, deleting "if their number is not even" by replacing it with the word "if their number can not be divided by 3", deleting "lower", deleting the word "2" and replacing it with "3" to read:

"Each year, one third of the Elected Directors or if their number can not be divided by 3, then the number nearest one third, will retire. The elected Directors to retire are those elected 3 years earlier and those appointed to fill a casual vacancy for a Director elected 3 years earlier."

That Clause 35.3 be amended by deleting the word "2" and replacing it with "3" to read:

"An Appointed Director will hold office for a term determined by the Elected Directors not exceeding 3 years from the date of appointment, but may be re-appointed."

That Clause 35.4 be amended by deleting the word "10" and replacing it with "9" to read:

A Director may not serve more than 9 consecutive years as a Director. Upon serving 9 consecutive years, a Director may only stand for re-election or reappointment after a period of at least 3 years following the expiration of their 9th year.

(b) Office Bearers and Terms of Office for Office Bearers

That Clause 39.1 be amended by adding "Head of Specialties" to read:

"The Office Bearers of the College are: a. President; b. Vice President; c. Treasurer and d. Head of Specialties."

That Clause 39.3 and Clause 39.3a be amended by adding "that the Board appoints", by deleting the word "1 year" and replacing it with "up to two years" and by deleting the word "or until the first Board meeting in each calendar year following their appointment, but" and replacing with 'and' to read:

"Each Office Bearer will hold their position that the Board appoints:

a. for a period of up to two years, and will be eligible for reappointment”

That Clause 39.5 be amended by deleting “**term limit on**” and replacing it with “limit on the term for”, by deleting the word “3” and replacing it with “4” to read:

“There will be a limit on the term for the President of 4 consecutive years. Upon serving 4 consecutive years as President an individual may stand again as President after a period of 2 years has expired following the expiration of their 4th year.”

The Board recommends that members vote in favour of the resolution for the reasons set out in the Explanatory Notes to this Notice. The Chair of the meeting intends to vote undirected proxies in favour of the resolution.

Resolution 2: Schedule of Transitional Arrangements

Upon the Approval of Resolution 1, to consider, and if thought fit, to pass with or without amendment, the following resolution to be proposed as an Ordinary Resolution, which requires 50% of votes cast by voting members in favour of:

That the following Directors terms to be extended by one year as transitional arrangements so that the approved Constitutional Changes will take effect immediately:

- Ben Hug’s current term be extended to 31st December 2023
- Trent Aland’s current term be extended to 31st December 2024
- Ivan Williams’ current term be extended to 31st December 2024

The Board recommends that members vote in favour of the resolution for the reasons set out in the Explanatory Notes to this Notice. The Chair of the meeting intends to vote undirected proxies in favour of the resolution.

7. Announcement of the Distinguished Service Award.
Awarded to a member of the ACPSEM who has made an outstanding contribution to the College
8. Any other business of which prior notice has been given.
9. Business without notice at Chairman's discretion.
10. Closure