

EXPLANATORY NOTES

Meeting Preliminaries

- apologies from guarantors not attending
- notification of proxies
- minutes of the previous meeting; and
- business arising from the previous minutes.

Corporate Business

Item 1 – Financial Report, Director’s Report and Auditor’s Report

To consider the Association’s Financial Report, Director’s Report and Auditor’s Report for the financial year ended 30 June 2009

Item 2 – Election of Directors

To elect three directors of the ADA:

- a. Colonel Michael Lovell, AM, retires in accordance with the Association constitution and, being eligible, offers himself for re-election. His biography and contact details may be found on the *Directors Page* of the ADA website at http://www.ada.asn.au/board_directors.htm.
- b. Mr Tom Magee retires in accordance with the Association constitution and, being eligible, offers himself for re-election. His biography and contact details may be found on the *Directors Page* of the ADA website at http://www.ada.asn.au/board_directors.htm.
- c. Mr Michael Easson, AM, having been appointed to fill a casual vacancy since the last AGM, retires in accordance with the Association constitution and, being eligible, offers himself for re-election. His biography and contact details may be found on the *Directors Page* of the ADA website at http://www.ada.asn.au/board_directors.htm.

Item 3 – Adoption of New Constitution

To adopt, by special resolution, a new Constitution of the Australia Defence Association to replace the original Memorandum and Articles of Association adopted when the Association was reconstituted as a company limited by guarantee on 16 June 1998.

The original Memorandum and Articles of Association were instituted under the Corporations Law as it stood at that time. The subsequent *Corporations Act, 2001*, allows the consolidation of such memorandums and articles of association into a single constitution. To achieve this, and ensure compatibility with the *Corporations Act, 2001*, the new Constitution replaces the 1998 Memorandum and Articles of Association in their entirety.

A copy of the new Constitution can be downloaded from the AGM 2009 page of the ADA website at <http://www.ada.asn.au/AGM2009.htm>. The new Constitution is based on a thorough review of its predecessor by Mr David Forbes, and the incorporation of the requisite amendments by Dr Alan Collier, in order to ensure compatibility and compliance with the *Corporations Act, 2001*.

The new Constitution is also set out in a format more readily understandable by the general membership of the Association, prospective members and interested members of the general public. This is to better reflect and advertise the national profile and public-interest guardianship purposes and structure of the Association.

Most amendments are minor, mechanical and legal in nature, and update or clarify provisions and nomenclature of the 1998 Memorandum and Articles of Association. Other aspects incorporate lessons and recommendations stemming from the activities of the Association since 1998 and principally include:

- a. updating of the purpose and objects of the Association (Articles 3 and 6-7);
- b. clarification of qualification for membership (Articles 15-28);
- c. setting the responsibilities of members (Articles 19-20 and 22);
- d. setting a term-limit on the membership guarantee (Articles 23(a) and 102);
- e. changing the term of office of directors from two to three years, or until the AGM in three years hence – whichever is the shorter, with at least two but no more than three directors elected at each AGM rather than 3-4 of the 7 each year as at present (Article 62);
- f. allow for electronic communication with members, including notices of meetings (Articles 32 and 106-107);
- g. clarifying the powers of the Board of Directors (Articles 69-74);
- h. clarifying the financial responsibilities of the Board (Articles 75-80);
- i. allow for the Board to meet electronically as well as physically (Articles 93-97); and
- j. clarification of procedures for amending the Constitution and its publication (Articles 104-105);

Members seeking further background or explanation concerning the provisions of the new Constitution are urged to contact the executive director.

General Business

- briefing by executive director;
- chapter updates;
- review of policy and strategic planning for 2009/10; and
- other business.