

# Arthritis Foundation of Tasmania Inc

ABN 77 080 908 252

## *Notice of Special Resolution Proposed Changes to the Constitution*

Notice is given of the intention at the Annual General Meeting on Wednesday, 20 November 2024 to consider and, if thought fit, pass the following resolution as a special resolution:

### Special Resolution

*“That the Constitution of the Arthritis Foundation of Tasmania Inc (Association) be repealed, and the Constitution in the form presented to this Annual General Meeting be adopted as the Association’s new Constitution”.*

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### Explanatory Statement

This Explanatory Statement is to be read with the notice of the Annual General Meeting issued by the Arthritis Foundation of Tasmania. It deals with the special resolution which will be put forward for the consideration of members at the Annual General Meeting which will be held as a "hybrid AGM" on Wednesday, 20 November 2024 at 3.00p.m. (AEDT) (the AGM).

This Explanatory Statement should be read in its entirety.

### **Background to proposed amendments to the Constitution**

The Constitution is the principal document that governs the operation of the Arthritis Foundation of Tasmania. The Board and staff refer to these documents in executing their roles. Over the course of time a number of desirable amendments to this document have been noted by the Board, both substantive and less substantive.

These amendments are designed to bring the Association into line with recent changes to the Associations Incorporation (Model Rules) Regulations 2017 and to facilitate overall good practices of governance.

The Board recently passed a special resolution of the Board in support of putting a Special Resolution to a vote of Members at the AGM, to amend the Constitution of the Arthritis Foundation of Tasmania as outlined below.

## Brief summary of proposed amendments to the Constitution

The Explanatory Notes contain a summary of the proposed amendments to the Constitution. Not all changes are set out in this notice, including those which are of a more administrative nature. As a brief high-level summary, the proposed amendments to the Constitution relate to the following:

- Some now-redundant transitional wording has been deleted.
- Replacement of gender-based pronouns (eg his, her) with gender neutral terms (eg their, they).
- Structural changes (that is, some current rules have been re-ordered and moved into a different part of the Constitution) to read better and improve the flow of the document.
- Updates with reference to current legislation.

Proposed changes to the Constitution of a more significant nature are set out below:

### Objects and Purposes of Association

Rule 4(a) has been amended to be more consistent with our overall purpose and to provide clarity. Specifically, the words 'improve the quality of life' are replaced with the words 'make a positive difference to the lives'; and the words 'reducing and preventing the effects' are replaced with the following five points which more clarity of purpose:

- i. community awareness, prevention and education programs and services;
- ii. advocating on behalf of affected people in Tasmania;
- iii. raising funds to support the conduct of these activities;
- iv. contributing to research; and
- v. any other activity which the Board from time to time deems appropriate.

Rule 4(b) sub-clauses i) to xiii) have been deleted as deemed not essential in a contemporary Constitution.

### Membership

Rules 6, 7 & 8 have been amended to set out a more simplified process for membership application and membership cessation.

### Constitution of the Board

Rule 14(a) has been amended to reduce the number of Board members from 10 to 8, to reflect a more contemporary board size for a small not for profit association.

### Executive Committee

Rule 22 has been deleted as there has been no executive committee meeting held in the past decade, and any matters or urgency or seriousness would be discussed by the whole Board rather than a sub-set of the Board.

## Business and Quorum at Annual General Meetings

Rule 26 has been amended to reduce the number of members required for a quorum for the transaction of business at an Annual General Meeting from 15 members to no less than 5 members of the Association who are entitled to vote. This change is consistent with the recent changes to the Associations Incorporation (Model Rules) Regulations 2017.

### **The effect of the proposed Special Resolution**

If the Special Resolution is passed by Members, the current Constitution will be replaced with the Constitution presented to the Annual General Meeting, with immediate effect from the time of approval by Members at the AGM. The new Constitution will be provided to the ACNC and CBOS, funding bodies, and published on the Association's website at [www.arthritistas.org.au](http://www.arthritistas.org.au)

### **Voting on a Special Resolution**

A Special Resolution requires a vote in favour of the resolution by at least 75% of the votes cast by Members eligible to vote at the AGM. The vote will be conducted by show of hands.

### **Board recommendation**

The Board unanimously recommends that Members vote in favour of, and approve, the Special Resolution. The Board believes the updated Constitution reflects contemporary corporate governance practices and the current operations of the Arthritis Foundation of Tasmania.

### **Queries**

If you have any questions or require further information please contact the Public Officer, Jackie Slyp by emailing - [jslyp@arthritistas.org.au](mailto:jslyp@arthritistas.org.au) or by telephoning 03 62284824.

Jackie Slyp  
**Public Officer**  
21 October 2024