

## Notice of Special Resolution

Notice is hereby given that the Board proposes the following Special Resolution as business at the Annual General Meeting of Members, 3 September 2021

**Special Resolution –  
That the Constitution of the Company, adopted upon Incorporation, be repealed and the proposed Constitution as attached be adopted.**

### Explanatory Statement –

Advice has been received from the Company solicitors that –

- It is considered crucial that a distinction is made between a General Meeting of the Members (such as an AGM) and the District Conference. General Meetings are held to consider company-related matters and are governed by the Constitution, whereas the District Conference is held to consider Zonta and District related matters and is governed by the Bylaws.
- The Board are not Members of the Company and do not have the right to vote at any Company Meetings of Members. That provision should be removed from the Constitution.

The Proposed Constitution addresses the above issues and embodies the following matters –

- Board positions are referred to as Governor, Secretary and Treasurer consistent with the Bylaws. The position title does not include “District”.
- Zonta Foundation is cited by its updated name Zonta Foundation for Women.
- Company related matters, such as Appointment of the Directors and the Nominating Committee and voting entitlements, where Corporations Law prevails over Bylaws are stated for clarity (Article 2(i)).
- Admission of Members to the Company (District) occurs when the Member (Club) has been approved and granted their Charter by ZI and signed and delivered their Consent and Agreement to become a Member of the Company. The provisions are consistent with the Bylaws, Manuals and practices. An application process is not in place (Article 8).
- Revocation of Charter clauses deleted as this is not an action option under the Bylaws (original Article 12). The options in the Bylaws for removal of a Member (Club) are Expulsion or Suspension, which falls within the scope of that Constitution Article (Article 11), or Disbandment which would fall within the scope of Other Cessation Events (proposed Article 12).
- Removal of the clause erroneously entitling the Board to Votes at Meetings of Members (original Article 29 (m)).
- Appointment of Directors provisions (proposed Article 36) are consistent with the Bylaws and practices and include
  - (a) Clause in respect of ineligibility to serve a second term in a position, except in respect of the Treasurer, transcribed from original Retirement Article 38.
  - (b) Clause inserted that Area Directors are eligible to serve a second term after 4 years,

(c) Clause inserted that the Directors take office at the end of next Convention and their term is 2 years to the end of the next subsequent Convention.

- Retirement of Directors provisions are consistent with the Bylaws and practices, that Directors retire at end of next subsequent Convention. References to retirement at District Conference and end of Meeting were incorrect (proposed Article 37).
- Vacancies of Office clause whereby there may be no Lieutenant Governor until next District Conference removed as is contrary to Article 38 (proposed Article 39).

Under the Corporations Act 2001, a Special Resolution is required to change the Constitution of a Company. For a Special Resolution to be valid, it must be passed by at least 75% of the votes cast by Attending Members and Proxies.

**Directors Recommendation –**

The Board recommends the repeal of the original Constitution and adoption of the Proposed Constitution.

**By Order of the Board**

Caitlin Roberts,  
Secretary  
12 August 2021