

SPECIAL RESOLUTION
PROPOSED CONSTITUTION AMENDMENTS
FOR CONSIDERATION
AT THE SIR RICHARD WILLIAMS FOUNDATION
ANNUAL GENERAL METING
Tuesday 20 October 2015

Proposed Amendment **Special Resolution Notification**

MOVED Anne Borzycki

SECONDED

Para 14.2.3 Special Resolution

At the time of lodgement of the 2014 Annual Return, the ACT Office of Regulatory Services advised that the period of notification of consideration of a Special Resolution as stated in the Williams Foundation Constitution was incorrect. Section 70 (a) of the Associations Incorporation Act 1991 requires a notification period of 21 days, the Foundation's constitution reflects the old notification period of 14 days. Accordingly, to remain compliant with the Associations regulations, this paragraph needs to be amended to read:

Proposed:

'Where the nature of the business to be dealt with requires a special resolution of the Foundation, the Board Executive shall, at least 21 days before the date fixed for the general meeting, send a notice to each member signifying the intention to propose the resolution as a special resolution.'

Proposed Amendment **Common Seal**

MOVED Anne Borzycki

SECONDED

Para 19 Common Seal

At the time of lodgement of the 2014 Annual Return, the ACT Office of Regulatory Services advised that there was no paragraph in the Constitution addressing the custody and use of the Common Seal. This paragraph had been authorised for removal from the Constitution at the 2013 AGM based on our interpretations of regulatory considerations during the preceding year as to the applicability of Common Seals. This decision would appear to have been pre-emptive as the governing regulations were not amended. Accordingly, to remain compliant with Division 3.2 section 22 (b) of the

Associations Incorporation Act 1991, reference to the Common Seal needs to be re-inserted into the Constitution. The following paragraph is proposed:

Proposed:

‘The Secretary shall maintain custody of the Common Seal which shall only be used on the authority of the Board and the attaching of the Common Seal to any instrument shall be signed by either two members of the Board or one member of the Board and the Secretary.’