

# NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

24 MAY 2019



## National President's Message

Dear Member

On behalf of the AASW Board, I am writing to invite you to a General Meeting of Members to be held at the AASW National Office on Friday 24 May 2019 at 4:00pm Australian Eastern Standard Time. At this meeting, Members will be asked to vote on proposed changes to the Association's Constitution.

Feedback from Members since Constitutional changes were proposed in November 2018, has encouraged the Board to proceed with those amendments which received positive feedback and were recognised as beneficial to the Association's work. These changes will assist us to further enhance governance practices and streamline our administration. Importantly, they will assist us in achieving the goals in the Strategic Plan 2018-2021.

The AASW Board, in consultation with Members, sets the direction for the social work profession in industry standards, governance and legal obligations, as well as ensuring the sustainability of the Association.

As the peak body representing Australian social workers, we have a responsibility to advance social work. From education, to government and policy, advocacy, being the leading voice on social justice issues in Australia, and most importantly supporting social workers to be the best they can be. But we need your support to achieve this. We are inviting Members to once again have a voice and advance the future of social work in Australia.

The changes to be put a vote of Members, along with the reasons and rationale for the changes, can be found in the Explanatory Memorandum on Pages 9 to 24 of this Notice of Meeting.

Members are also invited to participate in a *GoToWebinar* session on Thursday 2 May 2019 at 7:00pm Australian Eastern Standard Time. Details of how to participate in the *GoToWebinar* session are provided here: <https://attendee.gotowebinar.com/register/7307306297709209355>

The Board encourages members to participate in this webinar and to vote.

Christine Craik  
National President



## INFORMATION FOR MEMBERS

**NOTICE** is hereby given that a General Meeting of Members will be held at Level 7, 14-20 Blackwood Street, North Melbourne, Victoria on Friday, 24 May 2019 at 4:00pm Australian Eastern Standard Time for the purpose of voting on the Special Resolutions set out in this Notice.

### Attendance and voting at the General Meeting

<b>In person</b>	You may attend the General Meeting at the date, time and place specified in this Notice. Whilst prior registration is preferred (for catering purposes), it is not required.
<b>By proxy</b>	If you would like to appoint a proxy to attend the General Meeting and vote on your behalf, please refer to the enclosed Proxy Form.

### Questions from Members

Members who are unable to attend the General Meeting and who would like to ask question of the Board concerning the Special Resolutions to be considered at the General Meeting, are invited to do so by completing the form accompanying this Notice of Meeting.

Your questions are important to us and although we may not be able to reply to each question individually, we will respond to as many of the frequently asked questions as possible at the General Meeting and those answers will be posted on our website.

### Enquiries

For further information relating to the General Meeting or lodgment of proxy forms, please refer to the Association's website [www.aasw.asn.au/2019\\_General\\_Meeting](http://www.aasw.asn.au/2019_General_Meeting) or contact the Company Secretary on +61 3 9320 1017.

## RESOLUTIONS

### SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as special resolutions.

**Note:**

- For a special resolution to be passed, at least 75% of the votes cast (by Members entitled to vote on that resolution) must be in favour. Abstentions are not counted as votes cast.
- All 6 special resolutions are mutually exclusive so all will be put and those that pass will apply, while if any fail, the relevant wording in the Constitution will remain as at present.

1. **SPECIAL RESOLUTION 1 – National Vice Presidents.** Update the Association’s Constitution to reflect the proposed reduction in the number of National Vice Presidents at AASW from two to one.

*THAT, with effect from the conclusion of the General Meeting, the Constitution of Australian Association of Social Workers Limited be amended as specified in Table Special Resolution 1 in the Explanatory Notes that details the changes to Clauses D1, C13, C14, E2 and F2 of the Constitution.*

Table Special Resolution 1 showing the amended version of Clauses D1, C13, C14, E2 and F2 is set out at Pages 11 to 12 of the Explanatory Notes. The background to, and the reasons for, these resolutions are set out at Page 11.

2. **SPECIAL RESOLUTION 2 – Terms of office, Board Members.** Update the Association’s Constitution to (1) align Director tenure to the timing of the Association’s Annual General Meeting and (2) decrease the maximum term limit of all Directors from twelve years (4 x 3-year terms) to nine consecutive years (3 x 3-year terms).

*THAT, with effect from the conclusion of the General Meeting, the Constitution of Australian Association of Social Workers Limited be amended as specified in Table Special Resolution 2 in the Explanatory Notes that details the changes to Clauses D6, D7, D8, D9, D10, D11, G1, G2, G3, G4, G5, G7, G8 and G9 of the Constitution.*

Table Special Resolution 2 showing the amended versions of Clauses D6, D7, D8, D9, D10, D11, G1, G2, G3, G4, G5, G7, G8 and G9 are set out at Pages 12 to 16 of the Explanatory Notes. The background to, and the reasons for, these resolutions are set out at Page 12.

3. **SPECIAL RESOLUTION 3– Transitional provisions.** Insert a clause into the Association’s Constitution so that transitional arrangements will apply, should Special Resolutions 1 and 2 above be approved by Members.

*THAT, with effect from the conclusion of the General Meeting, and subject to special resolution 1 and special resolution 2 being adopted, the Constitution of Australian Association of Social Workers Limited be amended as specified in Table Special Resolution 3 in the Explanatory Notes that details the insertion of a new heading 'Transitional arrangements' and an additional clause numbered D11A immediately following Clause D11 of the Constitution.*

Table Special Resolution 3 showing the additional Clause D11A is set out at Pages 16 to 17 of the Explanatory Notes. The background to, and the reasons for, this resolution are set out at Page 16.

- 4. SPECIAL RESOLUTION 4– Board Committees and National Committees.** Update the Association's Constitution to provide the Board with flexibility in establishing and retiring Committees of the Board or National Committees that provide advice, guidance and counsel to the Board. For the removal of doubt, the Board must ensure that Board Committees operate to address the areas of finance, risk, ethics and regulation.

*THAT, with effect from the conclusion of the General Meeting, the Constitution of Australian Association of Social Workers Limited be amended as specified in Table Special Resolution 4 in the Explanatory Notes that details the changes to Clause D20 and Clause H1 of the Constitution.*

Table Special Resolution 4 showing the amended Clauses D20 and H1 are set out at Pages 17 to 19 of the Explanatory Notes. The background to, and the reasons for, the amended resolutions are set out at Page 17.

- 5. SPECIAL RESOLUTION 5 – Alternate Directors.** Remove the right of a Director to appoint an Alternate Director.

*THAT, with effect from the conclusion of the General Meeting, the Constitution of Australian Association of Social Workers Limited be amended as specified in Table Special Resolution 5 in the Explanatory Notes that details the changes to Clause D26 and deletion of Clause D27 of the Constitution.*

Table Special Resolution 5 showing the amended Clause D26 and deleted Clause D27 is set out at Page 20 of the Explanatory Notes. The background to, and the reasons for, this resolution is set out at Page 19.

- 6. SPECIAL RESOLUTION 6 – Administrative, ancillary** and strengthening compliance with the *Corporations Act* amendments. The Board is proposing a number of ancillary and administrative amendments that will align the Association's Constitution to better governance practice. These amendments include aligning certain definitions to the *Corporations Act*, cross referencing Director remuneration practices to the *Corporations Act*, making it explicit that financial records, financial statements, Directors' Reports, audit reports and other reports required to be presented to Members comply with the *Corporations Act*, clarify that Board consent to use of any technology should be given annually (with such consent standing for one year), clarify the Board's right to determine the terms and conditions under which the Company Secretary holds office and clarifying that the person chairing a meeting has a vote as a member of the Board but does not have a casting vote.

*THAT, with effect from the conclusion of the General Meeting, the Constitution of Australian Association of Social Workers Limited be amended as specified in Table Special Resolution 6 in the Explanatory Notes that details the changes to the definition of “officer”, “ordinary Director”, “Secretary”, “special resolution” and to Clauses A8(b)(v), B4, B6(a), C7(a), D14, D22, D25, E5(a), E5(b), F4(b), F5(c), F6(a), K1, K9, L(2)(ii), L14, L15, L16 and L21 of the Constitution.*

Table Special Resolution 6 showing the amended definitions and changes to Clauses A8(b)(v), B4, B6(a), C7(a), D14, D22, D25, E5(a), E5(b), F4(b), F5(c), F6(a), K1, K9, L(2)(ii), L14, L15, L16 and L21 is set out at Pages 20 to 24 of the Explanatory Notes. The background to, and the reasons for, these resolutions are set out at Page 20.

## INFORMATION ABOUT PROXY VOTING

### VOTING AT THE GENERAL MEETING

By proxy	If you would like to appoint a proxy to attend the General Meeting on your behalf, this can be done by mail, electronically or in person as outlined below. Complete and sign the proxy form attached to this Notice of General Meeting and return to the Association.	
	By mail	Company Secretary Australian Association of Social Workers P O Box 2008 Royal Melbourne Hospital Vic 3050
	Electronically	By e-mail to <a href="mailto:geoff.bennett@asw.asn.au">geoff.bennett@asw.asn.au</a>  Geoff is the Company Secretary and will receive electronically completed proxy forms.
	In person	Level 7, 14-20 Blackwood Street, North Melbourne Vic 3051

**IMPORTANT:** To be effective, all proxy forms must be submitted and received by the Association no later than 4:00pm Australian Eastern Standard Time on Wednesday, 22 May 2019, being not later than 48 hours before commencement of the General Meeting. If the proxy form is signed by the appointing Member's attorney, the authority under which the appointment was signed, or a certified copy of the authority must also be provided.

### APPOINTING PROXIES

A Member who is entitled to attend and vote at the general meeting has a right to appoint a proxy. The proxy appointed by a Member need not themselves be a Member. Under the *Corporations Act*, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy is not the Chair of the meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions).
- if the proxy does not vote and the vote is a directed vote, then it must pass to the Chair of the meeting who must vote before the poll is closed; and
- if the proxy is the Chair, the proxy must vote on a poll and must vote as directed.

Members should consider directing their proxy as to how to vote on each resolution by crossing either the "For", "Against", or "Abstain" box when completing their Proxy Form to ensure that their proxy, when voting, votes on their behalf in accordance with their instructions.



## **UNDIRECTED PROXIES**

Members often appoint the Chair of the meeting as their proxy to vote on their behalf at a General Meeting. The Chair of the meeting may be directed how to vote on a resolution by ticking a box next to the resolution on the proxy appointment form (commonly known as a “directed proxy”) or the Member may decide not to specify the way the Chair of the meeting must vote (commonly known as an “undirected proxy”).

The Chair intends to vote any undirected proxies in favour of all the Special Resolutions. For the removal of doubt, this does not include proxy instructions where a Member has instructed the Chair of the meeting to “abstain” from voting.

## **ENQUIRIES**

For further information relating to the lodgment of Proxy Forms, please contact the Company Secretary on +61 3 9320 1017.



## EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of this Notice of Meeting and should be read in conjunction with it. Unless the context requires otherwise, terms defined in the Glossary on page 25 have the same meanings when used elsewhere in this Notice.

The information in this Explanatory Memorandum provides an explanation of the proposed changes to the Constitution. Amendments to the Constitution will be considered for adoption at the General Meeting.

In 2018, the Board proposed a new Constitution designed to incorporate developments in good governance, industry standards, legal obligations, organisational requirements and to ensure the sustainability of the Association. The new Constitution was put to a vote of Members at the Annual General Meeting in Perth in November 2018. Despite the majority of Members voting in favour of the proposed changes, the Association did not achieve the required 75%-member approval threshold for a special resolution.

AASW was originally established as a not-for-profit, unincorporated association and became a public company limited by guarantee in May 1982. Since becoming incorporated, the Association has undertaken a number of reviews of its Constitution.

In 2008, the Association updated its Constitution to embed its Objectives and Code of Ethics. Board membership was reduced from 14 to 9, and the practice of each Branch appointing a Director to the Board was replaced by a national election process, with all votes being of equal value; provision was also made for electronic voting. The revised Constitution clarified the roles of Branches and the National Office and delineated the roles and responsibilities of the Board and officers of the company (in particular the CEO). It also amalgamated various sets of branch by-laws into one company-wide set of by-laws, capable of amendment by the Board of Directors.

The 2015 revision of the Constitution clarified membership eligibility, specified the circumstances for rejecting new members and clearly delineated the previously ambiguous rights of student members. The requirement for an Executive Committee of the Board was removed, and the Finance, Risk and Ethics Committees were specified as required sub-Committees of the Board. The 2015 Constitution also required that a Company Secretary be appointed to the Association (to comply with *Corporations Act* requirements) and instituted a time limit on the capacity of a Director to remain a member of the Board.

In 2018, the Board recommended a new Constitution to Members which, inter alia, proposed transferring operational aspects of the Association's Branch network from the Constitution to the ByLaws, transferring the Australian College of Social Work (a category of membership) from the Constitution to the ByLaws and having Directors elect the National President from amongst their number. Whilst majority support for these changes was received when the new Constitution was put to a vote, it did not achieve the required 75%-member approval threshold for a special resolution so was not adopted.

Having deliberated on feedback received during the consultation process prior to the 2018 vote, the Board has undertaken a further review of the Association's Constitution and has resolved to put to Members for approval changes that were not controversial or received almost unanimous, positive feedback from Members during the consultation phase in 2018.

The Board's objectives remain identical to those pursued for Constitutional reform in 2018, which is to:

- Ensure that the AASW can flexibly and sustainably meet governance requirements, now and into the future;
- Further align governance documents with contemporary governance frameworks;
- Identify necessary changes to ensure compliance with the external legislative environment to which we are accountable; and
- Address discrepancies between our current Constitution and Bylaws.

The Board is of the view that the proposed updates to the Constitution proposed in this Explanatory Memorandum will assist in the smooth running of the Association. The Board believes the proposed changes:

- addresses concerns raised by Members in 2018;
- will enhance the Association's governance practices; and
- are, on balance, in the best interests of Members as a whole.

#### **OBTAINING A COPY OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION**

Members can obtain a copy of the Constitution, amended in accordance with the proposed special resolutions, in any of the following ways:

- an electronic copy may be downloaded from the Association's website [www.aasw.asn.au/2019\\_General\\_meeting](http://www.aasw.asn.au/2019_General_meeting)
- a soft copy will be e-mailed to a Member on request by emailing [geoff.bennett@aasw.asn.au](mailto:geoff.bennett@aasw.asn.au)
- a hard copy will be mailed out on request by contacting the Company Secretary on + 61 3 9320 1017; and
- hard copies will also be made available at the General Meeting.

## DETAILED EXPLANATIONS

### ***Special Resolution 1 - Proposed change to reduce the number of National Vice Presidents from two to one***

In the absence of a Board Executive (abolished for good reason in 2015), the primary function of the National Vice President is to deputise for the National President, should he or she be unavailable to Chair Board meetings or a meeting of Members. Ordinary Directors share equal responsibility with the National Vice President(s) for chairing Board Committees and representing the Association as delegated by the Board.

The proposal to reduce the number of National Vice Presidents from two to one streamlines Board administration and aligns with practices at other Associations or not-for-profit companies that is: to have “one deputy”. The argument that the presence of two Vice Presidents is beneficial for succession planning does not apply to the AASW, given that all positions to the Board are directly elected by Members.

The removal of the second Vice President merely aligns the Board structure with the Constitutional changes agreed by the Membership in 2015. With the abolition of a Board Executive, a second Vice President is redundant.

The position of National Vice President attracts an honorarium twice that of an ordinary Director. The appointment of an additional Director instead of a second Vice president would be a cost saving to the Association.

### **Proposed changes to the Constitution**

Special resolution 1 will amend Clauses D1, C13, C14, E2 and F2 as follows:

***Table Special Resolution 1***

Clause	From	To
D1	There must not be less than seven nor more than nine Directors of the Board, of whom one will be the National President and two will be National Vice President.	There must not be less than seven nor more than nine Directors of the Board, of whom one will be the National President and one will be the National Vice President.
C13	The National President, or in the National President’s absence a National Vice President, must chair every general meeting of the Company.	The National President, or in the National President’s absence the National Vice President, must chair every general meeting of the Company.
C14	If neither the National President nor a National Vice President is present within 15 minutes of the time for the commencement of the meeting, or if neither of them is willing to chair the meeting, the members present must elect a Member to chair the meeting.	If neither the National President nor the National Vice President is present within 15 minutes of the time for the commencement of the meeting, or if neither of them is willing to chair the meeting, the members present must elect a Member to chair the meeting.

Clause	From	To
E2	National Vice Presidents	National Vice President
F2	If at a Board meeting, neither the National President nor a National Vice President is present within the time set down to commence the meeting, or if neither is willing to chair the meeting, the members of the Board present must elect one of themselves to chair the meeting.	If at a Board meeting, neither the National President nor the National Vice President is present within the time set down to commence the meeting, or if neither is willing to chair the meeting, the members of the Board present must elect one of themselves to chair the meeting.

### **Special Resolution 2 – Terms of office, Board Members**

The first proposed change is for terms of office for Directors to commence at the end of the relevant Annual General Meeting (“AGM”) and finish at the end of the third following AGM.

The commencement and ending of Board terms at AGMs is common practice for not-for-profit associations and public companies. It is considered better governance practice for Board members to present themselves to Members at an AGM before stepping up or down. This practice makes them accountable to Members. If required, they are available to answer questions on the Annual Report, Directors’ Report and/or Statutory Accounts that aligns with their respective term of office. This practice is particularly important when there is a change in President.

The date of an AGM may vary slightly from year to year, thus slightly affecting Directors’ period of tenure. However, the Board is obliged by the *Corporations Act* and Company Constitution to hold an AGM within five months of close of the Association’s financial year.

There is no perceived risk in accepting the proposal because 1) the accountability of departing Directors is made explicit by their presence at the AGM; and 2) the new Board is able to meet immediately after the AGM, thus removing the ‘uncertainty risk’ of a time gap between the formation of a new Board and the AGM.

The second change proposes a decrease to the maximum term limit of all Directors from twelve years (4 x 3-year terms) to nine consecutive years (3 x 3-year terms). An individual who serves the maximum of nine years consecutively, may be eligible to be Director again after a break of one term (3 years).

A nine-year term limit for an individual Director aligns with better governance practice than does a twelve-year maximum. It provides greater opportunity for Board renewal and the introduction of fresh ideas and skills. The timeframe still provides continuity and facilitates the transmission of corporate knowledge between Directors.

The proposal refers only to the maximum time to be served by Directors. Each term remains subject to Members’ decision to vote for them. Hence their term of office is always for a period of no more than three years and Members always have the right under the *Corporations Act* to remove any Director at any time, subject to due process.

Changes made to the Association’s Constitution in 2015 (whereby a third of Directors retire by rotation each year) minimises the risk of losing experienced Directors “all at once”.

If proposed changes to terms of office of Directors are approved by Members, there are various ancillary changes to other Clauses in the areas that govern the Returning Officer’s powers with respect to Director elections for example, all of Section G, except Clause G6.

**Proposed changes to the Constitution**

This component of the resolution will amend D6, D7, D8, D9, D10 and D11 and Ancillary Clauses G1, G2, G3, G4, G5, G7, G8 and G9 as follows:

**Table Special Resolution 2**

Clause	From	To
D6	<p>The National President is elected by the members for a three-year term. At the end of that term the National President is:</p> <p>a) subject to Clause D.9 eligible for re-election for one further consecutive term, but</p> <p>b) not eligible for election as a Vice President or an ordinary director for the next consecutive term.</p> <p>c) subject to Clause D.9 eligible to stand for any Board position after a period of at least 12 months following completion of their term.</p>	<p>The National President is elected by the members for a three-year term and will commence office from the conclusion of the AGM at which their election is declared and, subject to Clause D24, terminate at the conclusion of the third following AGM. At the end of that term the National President is</p> <p>a) subject to Clause D9 eligible for re-election for one further consecutive term, but</p> <p>b) not eligible for election as National Vice President or an ordinary director for the next consecutive term.</p> <p>c) subject to Clause D9 eligible to stand for any Board position after a period of at least 12 months following completion of their term.</p>
D7	<p>Each National Vice President is elected by the members for a three-year term. At the end of that term a National Vice President is, subject to Clause D.9 eligible for one further consecutive term as Vice President.</p>	<p>The National Vice President is elected by the members for a three-year term and will commence office from the conclusion of the AGM at which their election is declared and, subject to Clause D24, terminate at the conclusion of the third following AGM. At the end of that term the National Vice President is, subject to Clause D.9 eligible for one further consecutive term as National Vice President.</p>

Clause	From	To
D8	Each ordinary director is elected by the members for a three-year term.	Each ordinary director is elected by the members for a three-year term and will commence office from the conclusion of the AGM at which their election is declared and terminate at the conclusion of the third following AGM. A retiring Director who is eligible may stand for re-election
D9	No director can be a Member of the Board in any capacity for more than twelve consecutive years.	Subject to Clause D11, no director can be a Member of the Board in any capacity for more than three consecutive terms.
D10	A member is not eligible to stand for election to any position on the Board if, during the normal term for that position, that member would have served on the Board for twelve consecutive years.	A member who has been a Director for three consecutive terms is not eligible to be elected or appointed to the position of Director until at least one full term has passed since they last held office as a Director of the Company.
D11	If a Member is appointed to fill a casual vacancy in the position of President or Vice President and is elected at the next Annual General Meeting for the remainder of the predecessor's term, the period from appointment to the expiry of the predecessor's normal term will be regarded as an elected three-year term if it exceeds two years.	If a Member is appointed to fill a casual vacancy as a Director and is endorsed as a Director at the next AGM for the remainder of the term of the Director they replaced in accordance with Clause G9, the period from their initial appointment to the closing of the AGM at which their term replacing a predecessor expires will not be counted in determining term limits in accordance with Clause D9.
G1	The Board will appoint a returning officer to conduct elections for all vacant Board positions.	The Board will appoint a returning officer to conduct elections prior to each AGM for all vacant Director positions and Director positions that will become vacant at the conclusion of the AGM.
G2	The returning officer will carry out the elections following the procedures contained in the bylaws.	The returning officer will carry out the elections following the timing, procedures and Director annual rotation requirements contained in the by-laws.
G3	The returning officer has, in accordance with the Election ByLaws, the power to impose penalties and issue statements, but may not disqualify a candidate.	In accordance with the By Laws, the Returning Officer has the power to impose penalties and issue statements but may not disqualify a candidate who is eligible to stand.

Clause	From	To
G4	To be eligible for nomination as a Director a person must: a) be a financial member or life member of the Company; b) not be an employee of the Company; c) submit a brief account of their interest and suitability for election to the vacant position; and d) consent to the nomination if elected.	Subject to Clauses D9 & D10, to be eligible for nomination as a Director, a person must: a) be a financial member or life member of the Company; b) not be an employee of the Company or subject to any of the other factors that would cause them to vacate the role of Director in Clause D24 if elected; c) submit a brief account of their interest and suitability for election to the vacant position; and d) give a signed consent in writing to act as a Director, if elected.
G5	Persons wishing to nominate a member shall provide the information as contained in the bylaws.	Persons wishing to nominate shall provide the information as contained in the by-laws.
G7	Voting may be carried out by postal or electronic means providing the procedures in the bylaws are adhered to.	Voting may be carried out by postal or electronic means where the Board authorises, providing the procedures in the by-laws are adhered to.
G8	<b>Commencement of office bearers' and Directors' terms of office</b>  Unless the Board determines otherwise in the By Laws, all terms of office for officers and Directors will commence from 1 November following their election.	<b>Commencement of Directors' terms of office</b>  The term of office of an elected Director will commence from the conclusion of the AGM at which their election is declared.

Clause	From	To
G9	<p><b>Filling a Director’s casual vacancy</b></p> <p>The Board may at any time appoint a member to fill a vacancy on the Board providing:</p> <p>a) the member to be appointed satisfies the eligibility criteria for membership of the Board;</p> <p>b) the term of the appointment is to the end of the following Annual General Meeting, at which, if the predecessor’s term would not then have expired, an election shall be held to fill the position for the remainder of the predecessor’s term.</p>	<p><b>Filling a casual vacancy in the position of Director</b></p> <p>The Board may at any time appoint a member to fill a casual vacancy on the Board providing:</p> <p>a) the member to be appointed satisfies the eligibility criteria for membership of the Board;</p> <p>b) the term of the appointment is to the end of the first Annual General Meeting following the appointment, at which, if the predecessor’s term would not then have expired, an election shall be held to fill the position for the remainder of the predecessor’s term, or if the term would have expired, a normal vacancy election would proceed. The Member appointed to fill the casual vacancy, if otherwise eligible, shall be entitled to nominate to be elected to fill the position.</p>

### ***Special Resolution 3 – Transitional provisions***

If Members approve Special Resolutions 1 and 2, there will need to be transitional provisions to accommodate (1) National Vice Presidents elected in 2017 and 2018; and (2) Directors elected in prior years so that they may serve the maximum terms that applied when they were elected to office.

Members should note that transitional provisions inserted into the Constitution in 2015 have now expired and the relevant transitional clauses were deleted on 31 December 2018 in accordance with the 2015 amendment.

#### **Proposed changes to the Constitution**

This special resolution will insert a new transitional clause, Clause D11A, as follows:

***Table Special Resolution 3***

Clause	From	To
D	<p><b>Transitional arrangement for 2016 and 2017</b></p> <p>The following special provisions shall apply to directors, including the Vice Presidents, elected in 2016 and 2017:</p>	<p><b>11A</b></p> <p>The following special provisions shall apply to facilitate the transition from the constitutional arrangements in place prior to adoption of the current changes:</p>



Clause	From (continued)	To (continued)
D	<p>a) The terms of office of the Vice Presidents elected in 2014 and 2015 expire at the end of two years;</p> <p>b) The Vice President elected in 2016 is elected for a period of two years;</p> <p>c) The Vice President elected in 2017 is elected for a period of two years;</p> <p>d) Of the three ordinary directors elected in 2016, two shall hold office for three years. The ordinary director elected in 2016 who obtains the fewest votes shall hold office for two years.</p> <p>e) Of the three ordinary directors (including the Aboriginal and Torres Strait Islander director) to be elected in 2017, two shall be elected for three years. The ordinary director elected in 2017 who obtains the fewest votes shall hold office for one year.</p> <p>This Clause shall be deleted on 31 December 2018.</p>	<p>a) Notwithstanding Clauses D1, D6 &amp; D7, the National President and two National Vice Presidents in office at the adoption of these amendments to the Constitution in 2019 shall serve out their terms applicable at the time of their election provided they remain Directors of the company. Only after the existing terms are served shall the requirements of Clauses D6 &amp; D7 be applied.</p> <p>b) For Directors in office at the time of the amendment to Clause D9 the maximum term they may serve shall remain 12 years;</p> <p>c) All Directors in place at the time of adoption of these changes in 2019 shall continue in office in accordance with their previous schedule of terms.</p> <p>When no Director remains subject to this Clause 11A it will be deleted and replaced by the words 'Deleted (date)'.</p>

#### ***Special Resolution 4 – Board Committees and National Committees***

The proposed change is for the Constitution to specify that there be Board committees that formally address the areas of Finance, Risk, Ethics and Regulation. The proposed change seeks to remove the constraints associated with Rule D20 of the Constitution which specifies three compulsory Board Committees: Finance, Risk and Ethics.

The Board seeks greater flexibility in the committee structure applied to these mandatory governance considerations and to other areas.

The purpose is to achieve greater flexibility to set up and retire specific committees as required, to support the effective governance and functioning of the Association and to allow the Board to respond more readily to evolving capabilities and Association needs. The intent is to increase the effectiveness and responsiveness of the Board committee structure. All mandatory areas of governance (Finance, Risk, Ethics and Regulation) will continue to be prioritised.

Members are protected in the knowledge that key areas of Board responsibility (Finance, Risk, Ethics and Regulation) are and will be dealt with in greater detail by Board sub-Committees and embedded in the Constitution.

*Proposed changes to the Constitution*

This Special Resolution 4 will amend Clauses D20 and H1, as follows:

*Table Special Resolution 4*

Clause	From	To
D20	<p>The Board may establish Committees of the Board, which must include:</p> <ol style="list-style-type: none"> <li>a) Finance</li> <li>b) Risk management</li> <li>c) Ethics.</li> </ol>	<p>The Board may establish and delegate any of its powers to Committees of the Board consisting of such Directors and other persons as the Board thinks fit and may from time to time revoke such delegations. All such Committees must be chaired by a Director and operate in accordance with any applicable ByLaws. The Board must ensure that Committees address the areas of Finance, Risk, Ethics and Regulation.</p>
H1	<p><b>Authority for the establishment of National Committees</b></p> <ol style="list-style-type: none"> <li>1. National committees are commissioned by the Board in accordance with the bylaws.</li> <li>2. The Board may: <ol style="list-style-type: none"> <li>a. establish the number of national committees;</li> <li>b. establish the number of members of each national committee;</li> <li>c. dissolve any particular national committee; and</li> <li>d. fix the quorum necessary for a national committee to function;</li> <li>e. ratify members of the committee;</li> <li>f. ratify convenors.</li> </ol> </li> </ol> <p><b>Convenors</b></p> <ol style="list-style-type: none"> <li>3. Convenors of national committees are nominated by the National President and ratified by the Board.</li> <li>4. The convenor of a national committee must be a financial member of the Company.</li> </ol>	<p><b>Authority for the establishment of National Committees</b></p> <p>The Board may establish National Committees to address matters in support of the Objectives set out in Clause A3 and determine through the ByLaws the purposes, structure, terms, conditions, reporting obligations and all other matters related to the operation and administration of such Committees.</p>

	<p><b>Membership</b></p> <p>5. Membership of a national committee is open to all members of the Company unless specified otherwise in the By Laws.</p> <p>6. Members may only be a member of one national committee unless otherwise approved by the Board.</p> <p><b>Minimum size</b></p> <p>7. There must be a minimum of five active members in each national committee, unless otherwise determined by the Board. If the number of members of a national committee falls below the number set by the Board, the continuing members must immediately inform the Board through the CEO.</p> <p><b>Terms of office</b></p> <p>8. a) The term of office of a member of a national committee is two years.</p> <p>b) A member cannot serve as a member of a specific national committee for more than 6 consecutive years.</p>	
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**Special Resolution 5 – Alternate Directors**

It is proposed that the Association remove the rule that permits a Director to appoint an Alternate Director.

Alternate Directors are not agents of the appointing Directors and are subject to the same legal duties and liability as elected Directors. The perception that an Alternate Director can represent an absent Director and vote in accordance with the wishes of the absent Director is erroneous. The *Corporations Act* is clear on this point: that Alternate Directors need to act independently. The use of Alternate Directors is also potentially disruptive to the effective functioning of the Board and is not considered best practice for an organisation like AASW.

Serious questions must also be asked of the implications to Alternate Directors of being on a Board like AASW. Because of circumstances, they may carry the same risk as other Directors with regard to major decisions yet because of the nature of the role, they may have had limited involvement with those decisions.

The Board is of the view that the concept of Alternate Directors is inappropriate for an organisation like AASW. With the capacity of modern communications, the risk is virtually non-existent that the Board will be unable to act because so many Directors are unavailable that a quorum cannot be achieved.

**Proposed changes to the Constitution**

This Special Resolution 5 will amend Clause D26 and delete Clause D27, as follows:

**Table Special Resolution 5**

Clause	From	To
D26	With the majority of the other Directors' approval, a Director may appoint an Alternate Director to exercise some or all of the Director's powers for a specified period in a manner as described in the By Laws.	A Director is not entitled to appoint an Alternate Director.
D27	When a member is appointed as an Alternate Director, they should stand down from membership of any other Company office during the term of their alternate Directorship.	<i>(Clause D27 will be deleted in its entirety and not replaced).</i>

**Special Resolution 6 – Administrative and ancillary**

Numerous administrative and ancillary changes to certain other clauses will align and strengthen the Association's Constitution to better governance practice and removing differences with the *Corporations Act*, which in most cases applies anyway regardless of what the Constitution may say. These amendments include, *inter alia*: aligning certain definitions to the *Corporations Act* (that apply anyway), cross referencing Director remuneration practices to the *Corporations Act*, making it explicit that financial records, financial statements, Directors' Reports, audit reports and other reports required to be presented to Members comply with the *Corporations Act*, clarifying that Board consent to use of any technology should be given annually (required by the Courts), with such consent standing for one year, clarify the Board's right to determine the terms and conditions under which the Company Secretary holds office (applying under the *Corporations Act* anyway) and clarifying that the person chairing a meeting has a vote as a member of the Board but does not have a casting vote.

**Proposed changes to the Constitution**

This Special Resolution 6 will amend certain definitions contained in the "Definitions and interpretation" of the Constitution and Clauses A8(b)(v), B4, B6(a), C7(a), D14, D22, D25, E5(a), E5(b), F4(b), F5(c), F6(a), K1, K9, L(2)(ii), L14, L15, L16 and L21 of the Constitution, as follows:

**Table Special Resolution 6**

Definition	From	To
Officer	A Director or Secretary	has the same meaning as in the Act and includes a Director or Secretary
Ordinary director	A director who is not the President or one of the Vice Presidents	A director who is not the National President or National Vice President
Secretary	the person appointed to perform the duties of Secretary of the Australian Association of Social Workers	the person to perform the duties of Secretary of the Company

Definition	From	To
Special resolution	has the same meaning as in the Corporations Act	has the same meaning as in the Act
A8(b)(v)	paying reasonable remuneration for their ordinary services as Directors provided that the requirements of the Constitution as outlined under K9 are adhered to.	paying reasonable remuneration for their ordinary services as Directors provided that the requirements of the Constitution as outlined under Clauses K8, K9 and K10 are adhered to.
B4	The Board may by resolution establish in the By Laws categories and levels of membership and student membership, and determine the additional eligibility requirements, rights and obligations for each such category and level.	The Board may by resolution establish in the By Laws categories and levels of membership and student membership and determine the additional eligibility requirements and obligations for each such category and level.
B6(a)	All financial members are entitled to vote.	All financial members are entitled to attend general meetings, address general meetings, vote on matters before the Members and be nominated and appointed a Director, subject to this Constitution.
C7(a)	members with at least 5% of the vote that may be cast at a general meeting; or	members with at least 5% of the votes that may be cast at a general meeting; or
D14	The Board will keep minutes in which it records within 1 month: a) all appointments of officers and staff; b) the names of members of the Board who attend the Board and general meetings; c) proceedings and resolutions of Board and general meetings; d) proceedings and resolutions of Executive Committee meetings; e) resolutions passed by Directors without a meeting; and f) all delegations of the Board's powers to national committees and boards of practice.	The Board will keep minutes in which it records within 1 month: a) all appointments of officers; b) the names of members of the Board who attend meetings of the Board and general meetings; c) proceedings and resolutions of Board and general meetings; d) proceedings and resolutions of all meetings of Committees of the Board; e) resolutions passed by Directors without a meeting; and f) all delegations of the Board's powers.

Clause	From	To
D22	<p>A Director who has a material personal interest in a matter that is being considered at a Board meeting:</p> <p>a) must not vote on the matter; b) must not be present while the matter is being considered at the meeting; and c) must not be counted in a quorum</p> <p>except in the circumstances set out in the Corporations Act.</p>	<p>A Director who has a material personal interest in a matter that is being considered by the Directors:</p> <p>a) must not vote on the matter; b) must not be present while the matter is being considered at a meeting; and c) must not be counted in a quorum for a meeting</p> <p>except in the circumstances set out in the Act.</p>
D25	<p>The Company may be resolution at a general meeting, but not otherwise, remove any Director from office in accordance with Section 203D of the Corporations Act.</p>	<p>The Company may be resolution at a general meeting, but not otherwise, remove any Director from office in accordance with Section 203D of the Act.</p>
E5(a)	<p>In accordance with the requirements of the Corporations Act, the Board must appoint a Company Secretary and ensure that the person appointed is aware of the responsibilities of the office as a statutory officer of the Company.</p>	<p>In accordance with the requirements of the Act, the Board must appoint a Company Secretary and ensure that the person appointed is aware of the responsibilities of the office as a statutory officer of the Company.</p>
E5(b)	<p>The Board may determine the remuneration and other benefits of the Company Secretary.</p>	<p>The Board determines the terms and conditions under which the Company Secretary holds office.</p>
F4(b)	<p>The person chairing the meeting has a vote as a member of the Company but does not have a casting vote.</p>	<p>The person chairing the meeting has a vote as a member of the Board but does not have a casting vote.</p>
F5(c)	<p>The resolution is passed when the last Director signs the document containing the statement.</p>	<p>The resolution is passed when the last Director entitled to sign signs the document containing the statement.</p>
F6(a)	<p>A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw such consent within a reasonable period before the meeting.</p>	<p>A Board meeting may be called or held using any technology consented to by all the Directors. The consent must be given annually and may stand for one year. A Director may only withdraw such consent within a reasonable period before the meeting.</p>

Clause	From	To
K1	The Board shall adhere to the following principles in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing its invested assets. The Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Company's capital in line with the Company's risk management policy.	The Board shall adhere to the following principles in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing its invested assets. The Board shall avoid speculation, looking instead to the prudent disposition of the funds, considering the probable income, as well as the probable safety of the Company's capital in line with the Company's risk management policy.
K9	The Board may at its discretion, advise the membership at the AGM the fees to be paid to each individual Director.	Subject to obligations under Section 202B of the Act, the Board may at its discretion, advise the membership at the AGM the fees to be paid to each individual Director.
L(2)(ii)	would enable true and fair financial statements to be prepared and audited.	would enable true and fair financial statements to be prepared and audited in accordance with the Act.
L14	Remuneration for the CEO and other staff members shall be authorised by the Board from time to time, in a manner prescribed in the Company By-laws.	Remuneration for the CEO and other staff members shall be authorised by the Board from time to time, in a manner prescribed in the By-laws.
L15	The Company will appoint, remunerate and regulate the duties of its auditor. A certified audit of the Company books shall be obtained on an annual basis.	The Company will appoint, remunerate and regulate the duties of its auditor in accordance with the Act. An audit of the Company books shall be obtained on an annual basis in accordance with the Act.

Clause	From	To
L16	<p>a) In accordance with the Act, the Company must prepare annual financial reports for presentation at the AGM.</p> <p>b) Unless a member elects to not receive reports, the Company must report to members for a financial year by either sending members copies of:</p> <ul style="list-style-type: none"> <li>(i) the financial report for the year;</li> <li>(ii) the Directors' report for the year; and</li> <li>(iii) the auditor's report on the financial report</li> </ul> <p>or the Company must send members a concise report for the year that complies with the Act.</p>	<p>a) In accordance with the Act, the Company will prepare annual financial and other reports for presentation at the AGM.</p> <p>b) Unless a member elects to not receive reports, the Company must report to members for a financial year by either sending members copies, as required by the Act, of:</p> <ul style="list-style-type: none"> <li>(i) the financial report for the year;</li> <li>(ii) the Directors' report for the year; and</li> <li>(iii) the auditor's report on the financial report</li> </ul> <p>or the Company must send members such other reports for the year that comply with the Act.</p>
L21	<p>Where a document has been executed by fixing the Seal to the document, the Board shall be advised in writing at its next meeting.</p>	<p>Where a document has been executed by fixing the Seal to the document, it may only be done on the prior authority of the Board and the Board shall be advised in writing at its next meeting.</p>



## GLOSSARY

**Ancillary amendments** means all ancillary and definitional changes necessary to give effect to the substantive amendments to the Constitution

**Board** means the Directors of the Company from time to time

**Board Meeting** means a meeting of the Directors acting as a Board.

**ByLaws** means the Company's ByLaws approved by the Board pursuant to Clause L18 of the Constitution

**CEO** means the Chief Executive Officer of AASW

**Chair** means the Chair of the General Meeting

**Company** means the Australian Association of Social Workers Limited (ACN 008 576 010)

**Constitution** means the current Constitution, last amended 27 November 2015, of the Company

**Corporations Act** means *the Corporations Act 2001 (Cth)*

**Director** means a person who is, for the time being, a Director of the Company

**General Meeting** means the General Meeting of the Company to be held on 24 May 2019

**Member** means a member of the Company as set out in the definitions and interpretation section of the Company's Constitution

**National President** means a person elected to that role pursuant to Clause D6 of the Constitution

**National Vice President** means a person elected to that role pursuant to Clause D7 of the Constitution

**Notice** means the Notice of Meeting for the General Meeting

**Proxy Form** means the proxy form enclosed.



AUSTRALIAN ASSOCIATION OF SOCIAL WORKERS LIMITED  
ACN 008 576 010  
24 May 2019 GENERAL MEETING

**Proxy Form**

[Please mark  to indicate your directions]

**Step 1 - Appointing a Proxy**

I,  Membership No:   
Full name of member, please print

o  
f  Address

being a financial member or life member of the Australian Association of Social Workers Ltd hereby appoint:  
*please select **one (1)** of the following:*

the **CHAIR** of the meeting

**OR**  Name of proxy  
Leave blank if you have selected one of the above.

Address

(if any)

to vote on my behalf at the General Meeting of the Australian Association of Social Workers Limited to be held on **Friday, 24 May 2019** at 4:00pm AEST at Level 7, 14-20 Blackwood Street, North Melbourne, Victoria and at any adjournment of the meeting.

Signature:	<input style="width: 95%;" type="text"/>	Date	<input style="width: 95%;" type="text"/> 2019
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This proxy form must be submitted to the Company Secretary of AASW at its registered office at Level 7, 14-20 Blackwood Street, North Melbourne, VIC 3051 or by mail to PO Box 2008, Royal Melbourne Hospital 3050; or by email to [geoff.bennett@asw.asn.au](mailto:geoff.bennett@asw.asn.au) so as to be received by not less than 48 hours before the time of holding of the meeting, i.e. **the deadline is 4:00pm (AEST), Wednesday 22 May 2019.**

**Step 2 Voting directions to proxy**

	IN FAVOUR	AGAINST	ABSTAIN
<b>Special business</b>			
	<b>MARK 1 BOX ONLY</b>		
1. Special resolution 1 - National Vice Presidents	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Special resolution 2 - Terms of office, Board Members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Special resolution 3 - Transitional provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Special resolution 4 - Board Committees and National Committees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Special resolution 5 - Alternate Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Special resolution 6 - Administrative and ancillary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*(Please turn over)*

[For full details, please refer to the Notice of Meeting on the AASW website:  
[www.aasw.asn.au/2019\\_General\\_Meeting](http://www.aasw.asn.au/2019_General_Meeting)]

You may direct your proxy how to vote on a given item of business by placing 'X' in one of the three boxes opposite that item. If you mark your vote, then your proxy must vote that way for your vote.

1. If you want your proxy to vote for the proposal, cross the box under **in favour**.
2. If you want your proxy to vote against the proposal, cross the box under **Against**.
3. If you do not want your proxy to vote at all regarding the proposal, cross the box under **Abstain**.
3. If you are undecided and want to leave the decision to your proxy at the meeting, do not mark any box against the item. Your proxy will decide how to vote at the meeting.

If you place an 'X' in more than one box against an item, then the proxy will not know how to vote, and your vote will be invalid.



## General Meeting - 24 May 2019

### QUESTIONS FROM MEMBERS

Members who are unable to attend the General Meeting and who would like to ask questions of the Board concerning the Special Resolutions to be considered at the General Meeting, are invited to do so by completing the form accompanying this Notice of Meeting. Your questions are important to us. Although we may not be able to reply to each question individually, we will respond to as many of the frequently asked questions as possible at the General Meeting and those answers will be posted on our website.

**Note:** Please ensure your question is succinct and does not include statements.

#### MEMBER DETAILS

Member's Name

Membership Number

#### QUESTION/S

Signed:

Date:

This form must be received by the Company Secretary,  
Australian Association of Social Workers  
via mail to Level 7, 14-20 Blackwood Street, North Melbourne VIC 3051  
or PO Box 2008, Royal Melbourne Hospital, VIC 3050  
or email to [geoff.bennett@asw.asn.au](mailto:geoff.bennett@asw.asn.au)  
by **4.00pm AEST Wednesday, 22 May 2019**