

# Australian Communications Consumer Action Network

## Constitution Amendments

### **Motion**

That the ACCAN Members approve the following changes to the Constitution.

### **Background**

The Board has undertaken a review of ACCAN's Constitution in order to ensure the Constitution remained relevant for the organisation and reflects contemporary best practice.

The Board now recommends these changes to ACCAN's members. The current version can be accessed at <https://accan.org.au/about-us/reporting/constitution>. A marked up version indicating the proposed amendments is included in the AGM papers.

### **Proposed Amendments**

#### Clause 3 - Objects and Powers

Clause 3.1.1 provides for ACCAN to be the peak body in Australia representing the interests of consumers in relation to communications and telecommunications issues, however the remaining clauses only refer to telecommunications issues.

The proposed amendment **Replaces** all references to 'telecommunications' with 'communications and telecommunications' in Clauses 3.1.2 to 3.2.7 to align with Clause 3.1.1.

#### Clause 13 - General Meetings

This amendment is required in order to allow meetings to be conducted virtually if required. The Corporations Act allows hybrid meetings to be held for all companies and registered schemes. Entities can hold hybrid meetings even if their constitutions do not contain provisions specifically facilitating them. The Corporations Act allows companies and registered schemes to hold virtual-only meetings if this is expressly required or permitted by the entity's constitution.

ACCAN's Constitution does not expressly permit virtual-only meetings, and the Board endorsed the following additional amendments to the Constitution at the August 2023 Board meeting.

**Amend** Clause 13.1 and 13.2 to read:

13.1 Annual General Meeting

The Company must hold an Annual General Meeting in every calendar year within five months of the end of its financial year at the time and place determined by the Board. The

Annual General Meeting may be held either in person, virtual-only or a combination of both (hybrid).

### 13.2 Extraordinary Meeting

The Board may convene an Extraordinary Meeting at such time and place as the Board thinks fit, but must be convened in accordance with the Act. Voting Members may also convene an Extraordinary Meeting, but only in accordance with the Act. Extraordinary General Meetings may be held either in person, virtual-only or a combination of both (hybrid).

### Clause 16 - Appointment of Proxy

ACCAN no longer has the capacity to receive communications via fax. This amendment is required in order to remove references to fax communications.

**Amend** Clause 16.2.1 to read:

16.2.1 The Company must receive the instrument appointing a proxy (and an original or certified copy of the power of attorney, if any, under which it is signed) at:

16.2.1.1 the Registered Office; or

16.2.1.2 a place or electronic address specified for such purpose in the notice of meeting,

not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument is to vote.

### Clause 37 - Notices

This is another minor amendment to remove references to fax communications.

**Amend** Clause 37.1 and 37.2 to read:

37.1 The Company may serve notice on any Member either personally, or by sending it through the ordinary post to the Member's Registered Address, or by leaving it at the Registered Address in an envelope addressed to the Member or by sending it to the electronic address (if any) nominated by the Member.

37.2 A notice of meeting sent by electronic means is taken to be served on the Business Day after it is sent. Any notice sent by post is taken to be served three days after the day it is posted. In proving such service, it is sufficient to prove that the envelope containing the notice was properly addressed and deposited as a prepaid letter at the post office or in some postal receptacle.