



**U3A NETWORK NSW INC.**

12<sup>th</sup> April 2020

Dear Presidents, Secretaries and Committee Members,

**Annual General Meeting (AGM)**

In the previous advice I informed you that the Management Committee would meet 3 April to discuss how and when the AGM may be conducted.

Legal advice has been obtained, Justice Connect<sup>1</sup>, and discussions conducted with the Department of Fair Trading (DFT).

The Network's Constitution provides that an AGM shall be conducted within six months of the expiration of the financial year, i.e. 30 June 2020. As such we are precluded from an application under Section 37 (2)(b) of the Association Incorporation Act, 2009, from an application for an extension of time to convene an AGM after 30 June 2020.

Presently the Network Constitution does not allow for a General Meeting, including an AGM, to be conducted by electronic means. Allowance does exist, as you have recently been aware, for a Special General Meeting (SGM) to be conducted electronically. An AGM cannot be conducted as an SGM.

An interactive AGM conducted by the Zoom platform is not practical on available resources and could not be conducted from another location because of the current social isolation issues. The host site would need capacity for the Membership and onsite technical back up to ensure all Members have equal and every opportunity to participate. Security is also a factor.

On the demonstration, that Network has exhausted all practical opportunities to conduct its AGM, DFT are accepting, and agreeing to applications for extensions of time to conduct AGM's, regardless of the technical issue raised above, Paragraph 3. This is based on the extraordinary circumstances that current prevail.

A suggestion made by Justice Connect was that Network consider amending the Constitution to provide that General Meetings may be conducted similarly as with the current provisions for SGM's. When that advice was received there was insufficient time to conduct both an SGM and an AGM by 30 June but otherwise the suggestion has merit.

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<sup>1</sup> Justice Connect a source of legal advice for NFPs and Charities <https://justiceconnect.org.au/our-services/not-for-profit-law/>

Your Management Committee has accepted both the DFT advice, and that of the Justice Connect, and accordingly,

1. An application is being made to DFT for an extension of time to conduct the AGM
2. Network will convene an SGM to give rise to amending the Constitution to allow for Electronic General Meetings

Present indications of the measures employed by Government, is that public gatherings or gatherings of any size will be precluded until September. Once a date is known we will then be faced with the calling for nominations, 35 days and notice of meeting + 21days, possible date, mid to late October. Timing is in the hands of the Government in terms of when that process can commence.

As the AGM will be conducted without the additional attraction of the Annual Conference a location suitable to the Membership will need to be a consideration to suit, at least, the greater majority of the Membership.

Management Committee have agreed that an amendment should be proposed to the Constitution to allow for an electronic vote at General Meetings and AGMs. If agreed, this will facilitate an earlier AGM this year, than what the current Health restrictions may allow, and will address any inconvenience for many members travelling to some central NSW location.

Due to the delay in the AGM, Network is contemplating, releasing a 2019 Annual Report, as an interim measure at an earlier date, providing much of the information that would normally not be released until the AGM.

Your comments to the above are invited and are welcome.

Kind Regards

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