



# Notice of extraordinary general meeting

Australian Peacekeeper and Peacemaker Veterans' Association Ltd  
ACN 651 805 702

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Notice is given that an extraordinary general meeting of Australian Peacekeeper and Peacemaker Veterans' Association Ltd (**Company**) will be held at:

<b>Location</b>	Microsoft Teams
<b>Date</b>	Friday 17th May 2024
<b>Time</b>	1400hrs

## Special Business

### 1 **Amendments to Constitution**

To consider and if in favour pass the following resolution as a special resolution.

*'That the current constitution be updated and replaced with the proposed Constitution which was made available to members on the Company's website and is tabled by the chair of the meeting (Proposed Constitution).'*

The Directors unanimously recommend that you vote in favour of this resolution.

Dated 7 April 2024

By order of the board

Mark Horner  
Company Secretary

# Notes for members

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- 1 A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a member of the Company.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- 4 If you have any queries on how to cast your votes then call/sms Mark Horner on 0431041181 during business hours.
- 5 In accordance with rule 5.4 of the Constitution:
  - (a) a Full Member has one vote;
  - (b) a Life Member has one vote;
  - (c) an Honorary Member has no right to vote; and
  - (d) an Associate Member has no right to vote.
- 6 In accordance with rule 10.1 of the Constitution:
  - (a) If a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law about mental health, his committee or trustee or other person who has the management of his estate may exercise any rights of the member about a general meeting as if the committee, trustee or other person were the member.
  - (b) A member whose annual subscription is more than one month in arrears at the date of the general meeting is not entitled to vote at that meeting.
- 7 The proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail or email.

Last time and date for lodgement	
By mail	PO Box 115 DEAKIN WEST ACT 2600 1700hrs 14 <sup>th</sup> May 2024
By email	<a href="mailto:Secretary@peacekeepers.asn.au">Secretary@peacekeepers.asn.au</a> 1700hrs 16 <sup>th</sup> May 2024

\* Any proxy form received after that date and time will not be valid.

# Explanatory memorandum

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This explanatory memorandum accompanies the notice of Extraordinary General Meeting of the Company to be held in person at Suite 6, 18 Napier Close Deakin ACT 2600, 17th May 2024 at 1400hrs].

The explanatory memorandum has been prepared to assist members in determining how to vote on the resolution(s) set out in the notice of Extraordinary General Meeting and is intended to be read in conjunction with the notice of Extraordinary General Meeting.

## Resolution #1: Amendments to Constitution

- 1 In the interests of minimising costs of printing and postage, and reducing our carbon footprint, members can access on the Company's website <https://peacekeepers.asn.au/event/extraordinary-general-meeting> a copy of the Proposed Constitution (with changes marked), and the current constitution.
- 2 The Proposed Constitution increases the number Elected Directors from four to six, and Appointed Directors from two to four (from six directors in total to ten directors in total).
- 3 The Board wishes to increase its number from six to ten, so that the Company:
  - (a) can ensure that the Board is diverse and is representative of the members;
  - (b) can establish a robust Board succession plan by fostering the skills and experience of new directors; and
  - (c) can benefit from the expertise and vision that an additional four directors will bring.
- 4 The provisions at rule 11, which relate to the First Directors, and their retirement requirements, were necessary to facilitate the transition of the Company from an incorporated association to a company limited by guarantee. As the transition has now occurred, the irrelevant provisions have been removed from the constitution as they no longer serve a purpose.
- 5 The reference to the Australian Charities and Not-for-profits Commission Regulation 2013 was changed to reference the 2022 version.
- 6 Other than as a result of cross references updating, no other provisions in the Proposed Constitution differ from the current constitution.
- 7 Under section 136(2) of the Corporations Act *'the company may modify or repeal its constitution, or a provision of its constitution, by special resolution.'*
- 8 What this means is that not less than 75% of the members present at the Extraordinary General Meeting and entitled to vote under the constitution must vote in favour of Resolution 1 for the resolution to be adopted.

**Resolution #2: Election of Six Company Directors**

**Clause 11.3 Elections of Elected Directors**

9 In the interests of providing the board with diverse and equitable members in order to have a succession plan for the Company’s future. The Board proposes to ask the members to elect six company directors taking the total to 10 board members.

10 Elections take place as follows:

- (i) two Members entitled to vote under rule 5.6 may nominate any other Member to serve as an Elected Director under rule 11.1(a);
- (ii) no nominee is eligible for election as an Elected Director unless they give written consent;
- (iii) the nomination and the consent must be left at the Office at least 25 days, and at most 35 days, before the meeting;
- (iv) the candidates’ names (in alphabetical order) and the nominating Members’ names must be forwarded to Members with the notice of Annual General Meeting;
- (v) at the Annual General Meeting each Member is entitled to cast a vote ‘for’ or ‘against’ the appointment of a named candidate for a vacant position for which they have been nominated; and
- (vi) in the case of election of an Elected Director positions under rule 11.1(a):
  - (A) where the number of candidates is equal to or less than the number of available positions, each candidate must obtain majority Member approval in order to be appointed to the positions for which they have been nominated; and

where the number of candidates exceeds the number of available positions, the candidates receiving the highest number of votes ‘for’ are elected, in progressive order, until all vacant positions are filled.

All Candidates have been nominated by two Members entitled to vote under rule 5.6. The Nominations are:

1. Nathan Bradley
2. Mischa Damon
3. Andrew Jenkins
4. Sally O’Connor
5. Pauline Ryan
6. Jessica Sullivan