



SAGE | Sustainable Agriculture & Gardening Eurobodalla

NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of Sustainable Agriculture and Gardening Eurobodalla Incorporated to be held at the garden at 110 Queen St Moruya NSW 2537 **on 23 August 2020 at 11am**, the business of the meeting will be to conduct the usual business of the AGM and to propose the following resolutions as a Special Resolution, proposed by the Committee of Sustainable Agriculture and Gardening Eurobodalla Incorporated for consideration, and if thought fit, passing by the members in attendance and entitled to vote at the meeting.

AGENDA

Sustainable Agriculture and Gardening Eurobodalla Inc.

ANNUAL GENERAL MEETING

to be held at

11.00 am on Sunday 23 August 2020 at SAGE Garden

ATTENDANCE

APOLOGIES

WELCOME BY PRESIDENT

MINUTES OF PREVIOUS AGM

Moved:

Seconded:

CONFLICTS OF INTEREST

REPORTS

- President's Report
- Treasurer's Report

Dissolution of current committees and Returning Officer takes over running of meeting

Election of Executive Committee

| POSITION | NAME | Nominated by: | Seconded by: |
|----------------------------|------|---------------|--------------|
| President | | | |
| Vice-President | | | |
| Secretary | | | |
| Treasurer | | | |
| Ordinary Committee Members | | | |
| | | | |
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Sub-Committees

A convenor to be determined for the following sub-committees who will then organise the membership

| SUB-COMMITTEE | CONVENOR | Nominated by: | Seconded by: |
|----------------------------|----------|---------------|--------------|
| Farmers Market | | | |
| Agriculture | | | |
| Education and Events | | | |
| Facilities Coordination | | | |
| Grants | | | |
| SAGE Community Food | | | |
| SAGE Garden | | | |
| Marketing & Communications | | | |

OTHER BUSINESS

SPECIAL RESOLUTION No. 1

*“That the Constitution of **Sustainable Agriculture and Gardening Eurobodalla Incorporated** in the form presented to the Special General Meeting and initialed by the Chairman of the Special General Meeting be adopted as the Constitution of **SAGE NSW Inc** in substitution for and to the exclusion of the existing Constitution.”*

SPECIAL RESOLUTION No. 2

*Subject to Special Resolution No 1 being determined in the affirmative, that the name of **Sustainable Agriculture & Gardening Eurobodalla Incorporated** be changed to **SAGE NSW Inc***

SPECIAL RESOLUTION No. 3

*Subject to Special Resolution No 1 and 2 being determined in the affirmative, the executive committee be authorised to change the name of the IMB bank accounts for **Sustainable Agriculture & Gardening Incorporated** and **Sustainable Agriculture & Gardening Eurobodalla Inc Farmers Market** to **SAGE NSW Inc** and **SAGE NSW Inc Farmers Market** respectively.*

Explanatory Message to Members regarding the proposed Special Resolution No 1

- to update the constitution to the current model rules as required by legislation
- to increase the number of the general committee members from 3 to 6
- the general nature and effects of the changes in the new Constitution are referred to in the summary of the proposed new Constitution which is set out below. Copies of the full text of the proposed new Constitution are **attached**.

Summary of changes comparing Model Constitution under the *Associations Incorporation Act 2009* to the Model Constitution and the *Association Incorporation Regulation 2016*.

Reference documents available: <https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/association-laws>

| Clause No. | Clause name | Comments |
|------------|---|--|
| 1 | Introduction | All new |
| 2 | Objectives | All new |
| 6 (d) | Cessation of membership | New clause regarding non payment |
| 9 | Register of members | Secretary replaces Public Officer, privacy provisions for use of membership database and note on electronic records |
| 10 | Fees and subscriptions | All new clause updating provisions which are non-prescriptive on \$ amounts |
| 12 | Resolution of disputes | Updated to comply with current legislation |
| 15 | Powers of the committee | Some semantic changes but essentially no increased powers |
| 16 (1) (b) | Composition and membership of Committee | Increasing ordinary committee members from 3 to 6 |
| 16 (5) | | Prescribing a 4-year maximum term for office bearers. Previously silent on this. |
| 17 (7) | Election of Committee members | New clause requiring all committee members to be financial members |
| 18 (4) | Secretary | Provides for electronic signature of chairperson on minutes |
| 20 (h) | Casual vacancies | Effect on Committee membership if a criminal conviction for fraud or dishonesty carries a custodial sentence of 3 months or more |
| 20 (i) | | Effect on Committee membership if prohibited from being a company director |
| 22 (1) | Committee meetings and quorum | Must meet at least 9 times p.a. – was 3 times |

| | | |
|--------|--|--|
| 22 (2) | | Allows for 'ex officio' persons attendance at meetings e.g. sub-committee chairs or their nominee in a non-voting capacity |
| 22 (7) | | Increases quorum from 3 to 4 |
| 23 | Appointment of association members as Committee members to constitute a quorum | All new clause to allow the committee to function with a quorum if the committee member numbers are less than the number required for quorum |
| 24 | Use of technology at Committee meetings | All new clause to allow meetings to be held using technology to connect to Committee members |
| 29 (6) | Special general meetings – calling of | Allows for electronic requisitions to members |
| 34 | Making decisions | Clause has been deleted from prior constitution allowing for a member/s to demand a poll at a general meeting |
| 36 | Voting | Proxy vote provision deleted from this clause |
| 37 | Proxy votes not permitted | New clause |
| 39 | Use of technology at general meetings | New clause allowing meetings to be held at multiple venues |
| 41 (3) | Issue receipts | Added words "if so requested" as in many situations where we collect money eg door money at events it is impractical. |
| 43 | Association is non-profit | New clause to clearly state the status |
| 44 | Distribution of property on winding up of association | New clause to provide where assets are to go in the case of winding up |
| 45 | Change of name, objects and constitution | Updated to reflect the Act |
| 47 (3) | Inspection of books etc. | Clarifies rules around confidential information, personal, employment, commercial or legal matters that may prejudicial to the association |
| 49 | Financial year | New clause to confirm dates |

More detailed explanation can be found here: <https://www.fairtrading.nsw.gov.au/about-fair-trading/legislation-and-publications/changes-to-legislation/changes-to-association-incorporation-laws>

Please Note:

This Explanatory Message to Members is not to be taken in any way as affecting the wording of the proposed Constitution, but is provided to inform members of what is proposed and to draw attention to particular matters.

The Committee acknowledges that there are probably specific matters in the proposed Constitution which will be of interest to members, but rather than trying to anticipate all of these matters, the Committee invites members to peruse the proposed Constitution and accompanying material and if you have questions or concerns, direct those to the SAGE Secretary for consideration.

Notes to Members

1. All financial Members are entitled to vote on the Special Resolution.
2. To be passed, the Special Resolution must receive votes in favour from not less than three-quarters (75%) of those members who being eligible to do so, vote in person at the meeting.
3. Financial members can appoint a proxy by completing the **attached form** and lodging the completed form with the secretary@sageproject.org.au or by post to PO Box 911 Moruya NSW 2537 by no later than 24 hours prior to the meeting date.
4. The Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
5. Members should read the Explanatory Message to Members following the Special Resolution which explains the nature and effects of the amendments to the Rules contained in the Special Resolution.
6. A copy of the proposed Constitution is **attached to this notice** and members are encouraged to review a copy of the proposed Constitution.
7. Please direct any question or concerns about the Special Resolution to the SAGE Secretary (secretary@sageproject.org.au), in writing by **16 August 2020**.