



NOTICE OF SPECIAL GENERAL MEETING

This is to advise you of an important Special General Meeting of the members of Queensland Stoma Association Inc. The details of this meeting are:

Date: Saturday, 30th March 2019

Time: 12.00pm

Address: Unit 1/10 Valente Close, CHERMSIDE QLD 4032

RSVP: 07 3359 7570 by Tuesday 26th March, 2019 or by email at admin@qldstoma.asn.au

Purpose: The meeting will ask members to consider a number of Special Resolutions to convert **Queensland Stoma Association Inc** from an incorporated association as at present to a **Company Limited by Guarantee (CLG)**. (Special Resolutions must be passed by a majority of at least 75% of the votes of those members who are entitled to vote and who vote in person at the General Meeting.)

Explanation: The establishment of the Australian Charities and Not-for-Profit Commission as the body governing charities has brought about significant changes to the legal and governance requirements under which charities operate. To enable charities to better cope with these requirements the Queensland Associations Incorporation Act has been amended to facilitate conversion of incorporated associations to a CLG without there being any change in the underlying entity. The new structure will provide greater certainty and clarity of the obligations of directors and the rights of members. Also this structure is preferred in dealings with governments and has potential benefits with the operation of the Stoma Appliance Scheme. The Executive Committee believes that converting to a CLG will put QSA in a stronger position into the future.

Further details of the proposal are set out on the QSA website at <http://qldstoma.asn.au/sgm-explanatory-notes/> The website has a copy of the proposed new constitution; a detailed statement setting out the reasons for the change; and a proxy form.

Please contact Association Secretary, Geoffrey Melton at admin@qldstoma.asn.au if you are unable to access the internet links or you require further information.

Members who are unable to personally attend and vote at the special general meeting may appoint another member of Queensland Stoma Association Inc to vote (act as your "proxy"). To appoint another member as proxy, you must provide a properly completed and signed proxy form (available at <http://qldstoma.asn.au/sgm-explanatory-notes/>) to the office of Queensland Stoma Association Inc no later than close of business Thursday, 28th March, 2019.

The Agenda for the Special General Meeting can be found on the reverse of this letter.

Geoff Melton

Secretary

Correspondence to:
QSA
PO Box 370,
CHERMSIDE SOUTH QLD 4032

Ph: 07 3359 7570
Fax: 07 3350 1882
Email: admin@qldstoma.asn.au

AGENDA OF SPECIAL GENERAL MEETING Saturday 30 March 2019:

- 1. 12.00pm: Opening and Welcome**
- 2. Apologies**
- 3. Conversion, new constitution and updated name**

The Queensland Stoma Association Inc Committee proposes the following Special Resolutions be considered and resolved:

Special Resolution 1: Conversion

The members will be asked to consider and, if they decide to then do so, resolve to pass the following special resolution:

Resolved by special resolution that Queensland Stoma Association Inc transfer from an incorporated association under the laws of Queensland to a company limited by guarantee under the laws of the Commonwealth.

Special Resolution 2: Adopt new constitution

The members will be asked to consider and, if they decide to then do so, resolve to pass the following special resolution:

Resolved by special resolution that the constitution (available at qldstoma.asn.au/sgm-explanatory-notes/) be adopted as the constitution of Queensland Stoma Association Ltd in full replacement of its current constitution – effective upon the date Queensland Stoma Association Inc is converted from an incorporated association to a company limited by guarantee.

Special Resolution 3: Adopt new name

The members will be asked to consider and, if they decide to then do so, resolve to pass the following special resolution:

Resolved by special resolution that the name of Queensland Stoma Association Inc be updated to remove the word 'Incorporated' and add the word 'Ltd' – meaning that its name will change from 'Queensland Stoma Association Incorporated' to 'Queensland Stoma Association Ltd' – effective upon conversion from an incorporated association to a company limited by guarantee.

Other actions

The members will be asked to consider and, if they decide to then do so, resolve to pass the following resolution:

Resolved that each of the Queensland Stoma Association Inc's executive committee members (or a delegate) be authorised to do all things necessary to give effect to the resolutions passed including, but not limited to, completing and lodging all required forms with the appropriate regulators.

- 4. Close of meeting**