

Notice of Extraordinary General Meeting

Australasian College for Infection Prevention and Control Ltd

A public company limited by guarantee incorporated under the Corporations Act 2001 (Cth)

ACN 154 341 036

(Company)

Notice is given that an extraordinary general meeting of the Company will be held on **19 August 2024 at 12.30 p.m. (AEST)** online via videoconference (**Meeting**) at (*the Zoom link has been emailed to voting members*).

The Meeting is convened by resolution of the Company directors pursuant to clause 16.3(a)(i) of the current constitution of the Company (**Constitution**).

The Meeting is being held by videoconference pursuant to clause 17.1 (b) of the Constitution.

1 Background

We refer to our letter of **12 July 2024** addressed to the members and provided with this notice.

To improve the quality of governance of the Company, the Company proposes to adopt a new constitution. A copy of the proposed constitution prepared by Hall & Wilcox to be adopted by the Company is annexed as **Annexure A** to this Notice (**Proposed Constitution**).

The Company will continue to perform its charitable objects and continue to be a health promotion charity registered with the Australian Charities and Not-for-profits Commission.

2 Proposed Resolutions

The purpose of the Meeting is to consider the following resolutions:

2.1 Special Resolution 1

IT IS RESOLVED as a special resolution of the members to replace the existing Constitution of the Company so that the Company adopts the Proposed Constitution, a copy of which is annexed as **Annexure A**.

2.2 Special Resolution 2

IT IS RESOLVED that the Board (known as the Executive Council) of the Company is empowered to give effect to these resolutions and make consequential amendments to the Proposed Constitution as required for ASIC, ACNC and ATO approvals including notifications to ASIC, ACNC and other regulatory bodies as required.

3 Entitlement to attend and vote

The Executive Council has determined that, for the purposes of the Meeting (including voting at the Meeting), a member is a person who is a financial Full Member, a financial Fellow or a Life Member of the Company at 9.00 am (AEST) on the day of the meeting (**Members**).

Voting rights can be exercised as follows:

- **In Person:** You may attend the Meeting online and vote.

- **By Proxy:** A Member who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on behalf of that Member.

If you would like to appoint a proxy to attend the Meeting on your behalf, this can be done by completing and signing the attached proxy form and sending it to the Committee by:

Mail: Level 6, 152 Macquarie Street Hobart TAS, 7000

Email: office@acipc.org.au

IMPORTANT: All proxy appointment forms must be submitted and received by the Company Secretary by no later than **12.30 pm (AEST) on Sunday, 18 August 2024**. Any proxy appointment form received after that time will not be valid for the scheduled Meeting.

For more information regarding the appointment of proxies, refer to the proxy form.

4 Undirected proxies

The Chair of the Meeting intends to vote any undirected proxies in favour of each of the two (2) resolutions.

Note: For a special resolution to be passed, at least 75% of the votes cast by Members entitled to vote on the resolution and who vote at the meeting in person online or by proxy must be in favour.

5 Questions for members

Members who would like to ask questions of the Executive Council concerning resolutions set out in this notice of meeting are invited to do so by attending an information session being held prior to the extraordinary general meeting at **1pm (AEST) on Thursday, 1 August 2024** or by sending an email to office@acipc.org.au. Members can register for the Zoom information session using the following link (*the Zoom link has been emailed to voting members*).

Your questions are important and although each question may not be able to be replied to individually at the Meeting, the Board will respond to as many of the frequently asked questions as possible at the Meeting.

6 Enquiries

For further information relating to the Meeting, please contact the Committee Secretary of the Company at its registered office at Level 6, 152 Macquarie Street Hobart TAS, 7000 or email office@acipc.org.au

By order of the Executive Council.

Stephane Bouchoucha
President
Australasian College for Infection Prevention and Control Ltd



Date:

Australasian College for Infection Prevention and Control Ltd

ACN 154 341 036

(Company)

FORM OF APPOINTMENT OF PROXY

I,
(full name of member)

of.....
(address)

being a member of the above Company.

hereby appoint.....
(full name of proxy)

of
(Insert address)

as proxy of the appointing member

at the Extraordinary General Meeting of the Company to be held on

the **19th day of August 2024**

and at any adjournment of that meeting.

My proxy is authorised to vote (please tick selected option) for the following resolutions:

Resolution	In favour of	Against	Abstain	As they see fit
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....
Signature of the authorised signatory of
member appointing proxy

.....
Date

NOTES: In accordance with clause 19.2(a) of the Constitution, this proxy must be received by the Company no later than 24 hours before the time for holding the meeting or adjourned meeting.

Please send all proxy forms to either:
Mail: Level 6, 152 Macquarie Street Hobart TAS, 7000
Email: office@acipc.org.au

Annexure A - Proposed Constitution

A copy of the revised Constitution is attached and is also available online.

<https://www.acipc.org.au/constitution>