

# Airwaves - Notice Of Special General Meeting 30th Of May 2019

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## **Notice of Special General Meeting 30th of May 2019**

Notice is hereby given pursuant to section 7.5 of the Constitution and rules of the Hang Gliding Federation of Australia Incorporated, that the Committee will convene a **special**

**general meeting** on the 30th of May 2019. It is intended that the following motion be proposed as a **special resolution**:

THAT the Hang Gliding Federation of Australia Incorporated change structure to a Company Limited by Guarantee including each of the following elements:

**Conclusion of status as Incorporated Association:** To conclude the registration of Hang Gliding Federation of Australia Incorporated pursuant to the Associations Incorporation Act 2009 No 7 (the 'Incorporation Act') of New South Wales, and in particular, to apply under section 78 of the Incorporation Act for the consent of the Director-General to apply for registration of Sports Aviation Federation of Australia Limited as a company limited by guarantee under the Corporations Act 2001 (Commonwealth) (the 'Corporations Act').

**Commencement of status as Company Limited by Guarantee:** To apply to the Australian Securities and Investments Commission (ASIC) to register Sports Aviation Federation of Australia Limited under the Corporations Act as a company limited by guarantee.

**New Constitution:** That Sports Aviation Federation of Australia Limited adopt a new form of Constitution in the form circulated with the notice of meeting. The new Constitution shall come into force on registration as a company.

**Change of Name:** That upon the status of Hang Gliding Federation of Australia Incorporated changing from an incorporated association under the Incorporations Act to a company limited by guarantee under the Corporations Act, the organisation be known as the Sports Aviation Federation of Australia Limited.

**Appointment of New Directors:** That the initial directors of the Sports Aviation Federation of Australia Limited be appointed from the HGFA Committee of Management in accordance with the transitional provisions of section 22 of the new constitution. Those directors shall cause a general election to be called in 2019 in accordance with the transitional provisions of section 22 of the new Constitution.

**Appointment of Members:** That the persons who are members of the HGFA shall be the initial members of the company on registration with ASIC in accordance with the transitional provisions of section 22 of the new Constitution.

Please find **attached**:

- The proposed new Constitution ([click here](#)).
- Plain language explanatory notes describing the meaning of each of the elements of

the special resolution ([click here](#)).

The HGFA Committee of Management supports the proposed special resolution and urges all members of the HGFA to do so and to vote 'For' in the online ballot. By way of summary, the Committee is seeking to change structure to a Company Limited by Guarantee for the following reasons:

- The HGFA was initially established as an Incorporated Association in NSW many years ago. At that time that legal structure was deemed appropriate. However, the law has changed, our organisation has grown, and the accepted conventions of how to best deliver governance have evolved. We must change to remain relevant and prepare for the future.
- The Australian Sports Commission sets out governance principles for national sporting organisations. The principles recommend 'That national sporting organisations be incorporated as a Company Limited by Guarantee under the Corporations Act 2001 (Cth)', particularly 'if a national sporting organisation carries on business in a state other than that in which it is incorporated'.
- NSW Fair Trading is responsible for administering the NSW Associations Incorporation Act 2009. The HGFA is currently below the Financial Threshold for Incorporated Associations but when our membership increases, we will exceed it in the coming years.
- A CLG is in the interests of the Membership;
  - It provides us with a more rigorous legal structure, and,
  - It imposes greater requirements on Board members and staff for transparency and accountability to Members and to the Regulator.

### **How we got here**

When it became clear that we must progress towards changing the HGFA to a Company Limited by Guarantee, the Committee initiated the process in mid 2018. This has included:

- An analysis by the Committee in 2018 of the required process, all the factors involved, and identification of the change of name as one of the most challenging aspects to address.
- An initial Airwaves eNewsletter to members on 21 Sep 2018 ([click here](#)) which describes why we are planning on changing to a CLG, what it means for members, and an outline plan describing the process.
- Further Airwaves eNewsletters to members in Dec 2018 ([click here](#) & [here](#)) seeking members participation in the survey for our new name. The name Sports Aviation Federation of Australia Limited was the most preferred name from that survey and

has been incorporated into this special resolution.

- Consultation with State and Regional Association Presidents and Committees to refine the resolution and proposed constitution.

### **Information about Special Resolutions**

Under the Associations Incorporation Act 2009 No 7 (the 'Incorporation Act') of New South Wales, a special resolution is required to change registration to a Company Limited by Guarantee. For a special resolution to be valid, the special resolution must be passed by at least 75% of the votes cast by members entitled to vote (whether by members present or by proxy or by ballot).

### **Voting on the Special Resolution**

We invite you to attend the special general meeting but understand that our members reside across Australia.

The preferred mechanism for voting on the Special Resolution is online via Election Buddy. Current HGFA members who are eligible to vote will receive another email on 16 May 2019 describing how to vote online in the two week period leading up to the special general meeting. Online voting will close at 7:00pm (Eastern Standard Time) on 30 May 2019.

If you are not a current member you will not be eligible to vote. If you do renew or join after commencement of the election, you will need to notify the office via email on [office@hgfa.asn.au](mailto:office@hgfa.asn.au) of your renewal and desire to vote. Voting instructions will then be forwarded by email to you.

You may also cast your vote on the above special resolution by attending the special general meeting and voting in person.

The special general meeting will be held at 7:00pm on 30 May 2019 at the HGFA offices. If you intend to attend the special general meeting in person we ask that you notify the HGFA Office at least one week prior so that the proper arrangements can be made for attendees.

### **Returning Officer**

The Committee has appointed Iain Clarke as the returning officer for the special resolution. We expect that the result can be declared during the special general meeting.

***Paul Green***

***HGFA President***

On behalf of the HGFA Committee of Management



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