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Dear Members

Thank you to those that provided feedback to the proposal to adopt a new constitution of the APSI. The feedback received by both discussions with Board Members and the few formal submissions was both positive and constructive.

As a result of the consultation process minor typographical amendments and one further qualification to the composition of the Executive will be amended and proposed. The further qualification being the Ordinary Member on the Executive will be elected by the Board (please see New Constitution 4.4(d)).

### ***Special General Meeting Notice***

The Board provides the attached notice of Special General Meeting to occur on 24 October 2019 at 6pm in the Ainsley room at Abode Woden, 10 Bowes St, Phillip ACT 2606

### ***Special General Meeting Motion***

The Board provides the attached motion to be considered at the above mentioned Special General Meeting. The motion provides for the adoption of the new Constitution and other special resolutions to provide transition. The two key transitional items are proposed to ensure operations of the APSI continue. As has been in the past and to provide future stability the terms of the President and Treasurer are staggered by 2 years. The term of the President is due to expire at the APSI's Annual General Meeting 2020 (**AGM**). In this case, the initial term of the Treasurer will be two years and thereafter 4.

***If any Member is unable to attend please see the attached proxy form.*** Please note the instructions contained on the proxy form on how to cast a valid proxy vote.

## Transitional Process

In the event the membership votes to adopt the new constitution and therefore the new composition the following processes will occur:

- each current Board member to resign following reporting to the AGM
- nominations of all new Board members to be received two months prior to the AGM
- nominations may include a written background and proposal, photo and video of the proposed board member
- nominations will be made available to all Members
- online voting to commence in the month prior to the AGM
- online voting, proxy voting and physical voting to be tallied and verified at the AGM
- adoption of new Board at AGM 2020

The current board is unanimous in its recommendation to the members to adopt the proposed constitution. The recommendation is not only voiced by all board members but also in action as all current serving members will resign to see the adoption occur.

Yours sincerely

Anthony Hill

APSI President

### **Enc:**

- ***Notice of Special General Meeting***
- ***Motion***
- ***APSI Letter to Members dated 18 August 2019***
- ***APSI Constitution OLD***
- ***APSI Constitution NEW***
- ***COMPARE APSI Constitution Old to New***

## **NOTICE OF SPECIAL GENERAL MEETING**

Notice is hereby given of a Special General Meeting of the Members of APSI

Date: Thursday 24 October 2019

Time: To commence at 6:00pm

Place: The Ainsley Room

Abode Woden

10 Bowes St, Phillip ACT 2606

### **AGENDA**

1. Attendance, apologies and confirmation of quorum
2. Vote on the adoption of a new Constitution of APSI Incorporated
3. Close of Special General Meeting

**AUSTRALIAN PROFESSIONAL SNOWSPORT INSTRUCTORS INC.**

**PROXY VOTE**

I ..... (Insert Member Name)  
of ..... (Insert Member Address)  
being a member of APSI Inc appoint ..... (Insert Proxy Name)  
of ..... (Insert Proxy Address)  
or failing the person named above, or if no person is named, the Chairperson of the meeting  
as my proxy to vote for me on my behalf at the Special General Meeting of APSI to be held  
on 24<sup>th</sup> of October at 6pm at Abode Woden, 10 Bowes St, Phillip ACT 2606, and at any  
adjournment of that meeting.

Signed:..... Date:.....

If you wish to instruct your proxy how to vote, please tick or otherwise mark the appropriate box opposite each item. Unless otherwise instructed to the contrary, proxies in favour of the Chairperson will be used in support of the specific matters set out in the notice of meeting.

	Motion	For	Against
1	<p><i>By special resolution:</i></p> <ul style="list-style-type: none"> <li>• <i>to adopt the Constitution circulated to members on 24<sup>th</sup> of October and attached to this motion and that the new constitution apply to the operations of APSI Incorporated as from its adoption by the Special General Meeting pending final approval by the Director-General (NSW Office of Fair Trading) in accordance with the provisions of the Associations Incorporation Act 2009 (NSW); and</i></li> <li>• <i>to retain the existing members of the Board at this Special General Meeting to the APSI Incorporated Annual General Meeting 2020; and</i></li> <li>• <i>to amend the Term of the Treasurer to 2 years from the date of the APSI Incorporated Annual General Meeting 2020 and thereafter 4 years</i></li> </ul>		

**NOTES:**

1. Any instrument appointing a proxy in which the name of the appointee is not filed is deemed to be given in favour of the Chairperson of the meeting.
2. A member entitled to attend and vote is entitled to appoint only one proxy to attend and vote instead of the member.
3. Only members entitled to vote under the constitution may be appointed proxies.
4. The proxy form and authority (if any) under which it is signed must be sent to the address of APSI or emailed to constitution@apsi.com.au not less than two clear Business Days before the time for holding the meeting. Unless this is done the proxy will not be valid.

5. Proxies must be confirmed by the representing member when registering their attendance at the Annual General Meeting or Special General Meeting.