

NOTICE OF MEETING

Special General Meeting

A Special General Meeting of Members of *Australian Dental & Oral Health Therapists' Association (Tasmanian Branch) Inc* (the Association) will be held on Saturday 15 June 2019 at 11:30am AEST at The Grange, Campbell Town, Tasmania.

Agenda

Special Business

- Distribution of property:** to consider and, if thought fit, to pass the following resolution as a special majority (2/3rds) resolution in line with section 33 of the *Associations Incorporation Act 1964* (Tas):

‘That in the process of seeking voluntary cancellation of incorporation of *Australian Dental & Oral Health Therapists' Association (Tasmanian Branch) Inc* (registration number 03087C) (herein called the Association) any surplus property of the Association vests in *Australian Dental and Oral Health Therapists' Association Incorporated* (registration number A36457 ABN 71 674 573 247) as indicated by rule 14 of the Association’s Rules and that relevant members of the committee of the Association be authorised to implement actions that may be required to effect the transfer of any such surplus property, including actions which may be required with the Court in accordance with section 33 of the *Associations Incorporation Act 1964* (Tas), to that nominated body which the Committee of the Association has assessed as being consistent with relevant requirements of the section 33 of the *Associations Incorporation Act 1964*.’
- Request for cancellation of incorporation:** to consider and if thought fit to pass the following resolution as a special resolution where, as required by s23 of the *Associations Incorporation Act 1964*, voting is limited to members entitled to vote who are present in person at the general meeting and where, despite rule 9.8 of the Association’s Rules, proxies will not be counted:

‘That *Australian Dental & Oral Health Therapists' Association (Tasmanian Branch) Inc* (registration number 03087C) (herein called the Association) incorporated under the *Associations Incorporation Act 1964* (Tas) (the Act) requests cancellation of incorporation as the Association is no longer carrying on operations, has assets of less than \$1000 and has paid all fees and lodged all required documents with Consumer, Building and Occupational Services and because the activities of the Association would be better performed by *Australian Dental and Oral Health Therapists' Association Incorporated* (registration number A36457 ABN 71 674 573 247) and members of the Committee of the Association and the Public Officer of the Association be authorised to implement actions that may be required to effect this request of cancellation of incorporation of the Association.’

Notes

Item 1 is a special majority resolution which in accordance with section 33 of the Act requires at least a 2/3rds majority to pass.

Item 2 is a special resolution and in accordance with section 23 of the Act and rule 9.7 of the Association's Rules will be passed if notice is given of the resolution in accordance with rule 9.3 of the Association's Rules and is approved by at least 75% of the votes cast by Members at the meeting in person and eligible to vote.

Note that section 23 of the Act specifies voting is by members '*...as may be present in person at a general meeting...*' which displaces rule 9.8 of the Association's Rules which allows proxies to vote at general meetings.

In accordance with rule 9.4 of the Association's Rules, a quorum for the meeting is 10 Members present in person or represented by proxy.

The Committee recommends that Members vote in favour of both items of business.

Explanatory notes are attached. Members will be able to ask questions or make comment at the meeting.

Proxies

In accordance with rule 9.8 of the Association's Rules, a Member is entitled to appoint in writing another Member as a proxy. Details in relation to a Member's entitlement to appoint a proxy and instructions for the lodgement of a Proxy Form are set out in the accompanying Proxy Form. To be effective, Proxy Forms need to be returned to the Public Officer no later than the time given and to the address given on the proxy form.

Issued by the Committee in accordance with rules 9.2 & 9.3 of the Association's Rules.

afurlan

Ashlea Furlan

ADOHTA TAS President

Australian Dental & Oral Health Therapists' Association (Tasmanian Branch) Inc

21 May 2019

Special General Meeting 15 Jun 2019
Explanatory Notes

1. Winding up the Tasmanian Branch operations

Members will be aware that for an extended period the ADOHTA movement in Australia has been assessing and progressively moving to a single national organisation rather than separate State-based organisations. This is the next step for Tasmania in that restructuring process.

As most Members will be aware, the plan is to close the Tasmanian entity and transfer operations to ADOHTA National which will then operate across the country. Members in Tasmania and other State Branches are already Members of ADOHTA National.

We, along with the other State Branches, will still be able to do local activities and such without having the burden of administering a local legal entity.

The 2 resolutions are the mechanism for approving and commencing the formal process of the winding up.

PROXY FORM

Your vote is important – appointing a proxy can see your vote count even if you cannot attend the general meeting. To complete the Proxy form please read the instructions on the back of this form and accompanying **Notice of Meeting** for details of each item of business.

1. Registered name and address (as per Membership records)

(please advise of any change of address)

Daytime contact number

Please write your daytime telephone number in case we need to contact you about your proxy form.

2. Appointment of proxy

I, being a Member of *Australian Dental & Oral Health Therapists' Association (Tasmanian Branch) Inc* (ADOHTA Tas), hereby appoint:

Chair of the Meeting **OR**
(mark this box with **X**)

(print the name
of the Member you wish to
appoint as your proxy)

to act generally at the Meeting on my behalf and to vote as directed below, or if no directions are given; as the proxy sees fit at the Special General Meeting of ADOHTA Tas to be held at (location) at (time) on Saturday 15 Jun 2019 and at any adjournment of that Meeting.

3. Voting directions to your proxy

For each item of business please mark X in 1 box only to indicate your voting instruction. If you do not indicate how to vote below then your proxy may decide how to vote on that motion at the Meeting.

In Favour

Against

Abstain

1. Distribution of property

4. Signature of Member

Please sign and date.

____ / ____ / 2019

Signature

PTO

INSTRUCTIONS FOR COMPLETING YOUR PROXY FORM

1. Registered name and address

This is your name and address as a Member as it appears in ADOHTA Tas's Register of Members. If the information is incorrect please make the correction over the page.

2. Appointment of proxy

If you want your proxy to be someone other than the Chair of the Meeting, please insert their name or role in the box. Remember if you are appointing someone other than the Chair of the Meeting and have directed them as to how to vote if they vote for you they must vote that way but there is no obligation on them to vote. The Chair of the Meeting must exercise your directed vote.

If you leave this section blank then the Chair of the Meeting will be your proxy.

Remember that if you appoint a Member other than the Chair of the Meeting to be your proxy and a poll is called then they are not compelled to exercise your proxy vote, in which case your vote would not count.

3. Voting directions to your proxy

You may direct your proxy how to vote on a given item of business by placing an X in one of the three boxes opposite that item. If you mark your vote, then your proxy must vote that way for your vote.

1. If you want your proxy to vote for the proposal cross the box under **In favour**.
2. If you want your proxy to vote against the proposal cross the box under **Against**.
3. If you do not want your proxy to vote at all regarding the proposal cross the box under **Abstain**.
3. If you are undecided and want to leave the decision to your proxy at the meeting do not mark any box against the item then your proxy will decide how to vote at the meeting.

If you place an X in more than one box against an item, then the proxy will not know how to vote and your vote will be invalid.

4. Signature

The Member must sign.

If the proxy is signed under power of attorney, please provide a copy of the power.

5. Lodging your proxy

Please lodge your proxies by 48 hours before the meeting to allow time for them to be properly processed. Please lodge your proxy form on this form or on a sheet containing the details on this form by:

1. **Mail** to reach the ADOHTA TAS President, 1/275 Westbury Road, Prospect TAS 7250 by COB Friday 14 Jun 2019,

OR

2. **Delivery** to reach the ADOHTA TAS President, 1/275 Westbury Road, Prospect TAS 7250 by COB Friday 14 Jun 2019,

OR

3. **Email** the details on this form or a scanned copy to reach the ADOHTA TAS President at ashlea.furlan@ths.tas.gov.au by COB Friday 14 Jun 2019.