



## Notice of Special General Meeting

**Venue:** Weetangera Primary School and Zoom

**Date:** 2-00 pm, Sunday 15 May 2022

The Coordination Committee has called a Special General Meeting to be held immediately before the 2022 Annual General Meeting for members to consider changes to [fotpin's Management Rules](#). As stated in Rule 28, changes to the Rules can only be considered at a Special General Meeting called for that purpose.

### Need for the rule changes:

The changes to Rules 4 and 31 are being proposed by the Committee to secure registration with the Australian Charities and Not-for-profits Commission (ACNC). Registration with ACNC is required to retain the fotpin domain name (fotpin.org.au), as explained in the accompanying documents. Other benefits, such as GST exemption may also flow from that.

The change to Rule 24 is being proposed to bring our defined Financial Year date into line with our current practice.

A package of information is attached with more detail outlining the reasons for the changes, the changes to be made and the Rules that govern Rule changes.

### Meeting Agenda

1. Welcome and Apologies
2. Presentation and discussion of the proposed changes to fotpin's Management Rules
3. Moving of motions to effect the proposed changes to the rules

#### Motion 1: *(to make explicit that fotpin is a not-for-profit organisation)*

"That fotpin's Management Rules be amended as follows:

- a. by the addition of the words '*and Legal Structure*' at the end of the heading of Rule 4.
- b. by appending the following paragraph at the end of Rule 4:

*'The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.'*

and

- c. by deleting paragraphs (1) and (2) of Rule 31 and replacing them with the paragraph: *'In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.'* "

#### Motion 2: *(to make our defined Financial Year consistent with current practice)*

"That the word '*July*' be replaced with '*May*' in Rule 24 of fotpin's Management Rules."

4. Close of Meeting



## Proposed Changes to Management Rules for consideration at a Special General Meeting on May 15<sup>th</sup> 2022

### Contents:

- A. Purpose of the proposed changes to the Rules (page 1)
- B. Reasons for the proposed Rule changes (page 1 - 2)
- C. Details of the proposed changes to the wording of the Rules (page 3)
- D. Rules relating to changing the Rules (page 4)

### A. Purpose of the proposed changes to the Rules:

- To make explicit that fotpin is a not-for-profit organisation
- To make our defined Financial Year consistent with current practice

### B. Reasons for the proposed Rule changes

#### 1. Explicitly stating that fotpin is a not-for-profit organisation

The eligibility requirements for the “.org.au” internet domain have recently changed and now require unincorporated organisations (such as fotpin) having domain names with that extension to provide evidence that they are a non-for profit organisation. The recommended way to achieve this is to register with the Australian Charities and Not for Profit Commission (ACNC). This requires that our “governing document”, in our case our Management Rules, include some explicit statements about our not-for-profit nature.

The proposed changes to **Rule 4** of the [current fotpin Management Rules](#) address this requirement by defining the nature of our normal ongoing activities required for us to be considered not-for-profit. The paragraph proposed to be added is the wording suggested by the ACNC for this purpose. To supplement this change the words added to the heading of Rule 4 make it clearer what is included in this Rule.

The proposed changes to **Rule 31** of the [current fotpin Management Rules](#) address this requirement by specifying that the assets of fotpin, in the event that it is wound up, must go to another not-for-profit organisation. The paragraph that is proposed to replace the current Rule 31 is the wording suggested by the ACNC for this purpose.

#### Proposal:

- a) Add “and Legal Structure” to the end of the heading of Rule 4
- b) Add The following paragraph at the end of Rule 4:  
“The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.”
- c) Remove paragraphs (1) and (2) in Rule 31 and replace with:  
“In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.”

The effects of these proposals on the wording of the rules is shown in context on page 3.

**2. Defining the date of our Financial Year to be consistent with our current practice**

**Rule 24** of our [current fotpin Management Rules](#) define our Financial Year to begin on 1 July each year and therefore end on 30 June. Since we moved forward the date of our AGM from July to May in 2019, we have been preparing our Annual Audited Financial Statements to end on 30 April each year so that they have more immediate relevance when they are tabled at the AGM than if they were for a Financial Year that ended 10 months previously. This proposed change will bring the date in the Rules into line with our current practice.

**Proposal:**

Replace “July” in Rule 24 with “April”.

The effects of this proposal on the wording of the rules is shown in context on page 3.

## C. Details of the proposed changes to the wording of the Rules

Proposed changes (additions and deletions highlighted in yellow)

### 4. Relationship with the ACT Government and other groups and Legal Structure

FOTPIN operates on the Pinnacle Reserve with the permission of the ACT Government which is the controlling agency for the Pinnacle Reserve. All FOTPIN activities on the Pinnacle Reserve require the approval of the ACT Government as the ACT Government has public liability insurance cover for the approved activities of members on the Pinnacle Reserve.

Members of FOTPIN agree to abide by the current [ACT Government Volunteer Policy Guidelines](#).

The group is an unincorporated body that includes a policy-making coordination committee. FOTPIN will operate under the umbrella of one of the incorporated land care groups (e.g. Ginninderra Catchment Group) as it deems it necessary to do so.

The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

### 24. Financial Year

The financial year of the group begins on 1 July May each year.

### 31. Surplus Property

(1) At the first General Meeting of the group, the group is to pass a special resolution nominating a fund, authority or institution for the purposes of vesting any surplus property in the event of the dissolution or winding up of the group.

(2) A subsequent special resolution may modify or substitute the fund, authority or institution chosen under sub rule 31(1).

In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

#### D. Rules relating to changing the Rules

The complete fotpin Management Rules may be found at:

[https://www.fotpin.org.au/docs/fotpin\\_Management-Rules\\_19-May-2019.pdf](https://www.fotpin.org.au/docs/fotpin_Management-Rules_19-May-2019.pdf)

##### 28. Alteration of Objectives and Rules

Neither the objectives of the group nor these rules may be altered except in accordance with these rules and **by calling a Special General Meeting** for such purpose

##### 20. General Meetings and Special General Meetings

- (1) The Committee may convene a General Meeting whenever and however it thinks fit.
- (2) A minimum number of 6 members may request a General Meeting be held.
- (3) Any request for a General Meeting must:
  - (a) state the purpose(s) of the meeting;
  - (b) identify the members making the request; and
  - (c) be lodged with the Secretary.
- (4) The quorum required at a General Meeting called under this rule is 6 members.
- (5) If the Committee fails to convene a General Meeting within 4 weeks of the date on which a request for such a meeting is lodged with the Secretary, any one or more members making the request may convene a Special General Meeting to be held not more than 8 weeks after the date of the request.
- (6) A Special General Meeting will comply as nearly as practicable with the arrangements for General Meetings but requires a quorum of 10 members.**

##### 20. Notice of General Meetings

- (1) At least 14 days before the holding of a General Meeting the Secretary must arrange delivery of a notice specifying its place, date and the nature of business to be transacted.
- (2) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution [see rules 28 and 31], the Secretary must, at least 21 days before the date fixed for the General Meeting, have a notice delivered to each member specifying the intention to propose the special resolution in addition to the matter required under sub rule 21(1).**
- (3) A member desiring to bring any business before a General Meeting may give notice of it in writing to the Secretary who will include it in the notice convening the meeting.
- (4) Only the business / motions specified in the notice convening the meeting under sub rule 21(3) are to be considered at the General Meeting.