

RESOLUTIONS AND EXPLANATORY NOTES

Special Resolutions

1. To consider, and if thought fit, to resolve that the organisation will convert from an incorporated association to a company limited by guarantee;
2. To consider, and if thought fit, to resolve that from the date of the conversion, the new constitution (Addendum A) will be adopted as the constitution of the organisation in full replacement of its current constitution;
3. To consider, and if thought fit, to resolve that the directors immediately following the adoption of the constitution, will be Committee members in office at the time of adoption; and
4. To consider, and if thought fit, to resolve that once the conversion has been completed, the registration of the organisation as an incorporate association be cancelled.

Ordinary Resolution

To consider, and if thought fit, to authorise each director (or their delegate) to do all things necessary to give effect to the resolutions passed including, but not limited to, completing and lodging all required forms with the appropriate Regulators.

Explanatory Notes

These Notes have been prepared as a guide for the business to be conducted at the Special General Meeting. Members should consider the information set out in these Notes as they accompany and form part of the Notice of Meeting. Please read the Notice and the Notes carefully before deciding how to vote on the special and ordinary resolutions.

It is natural for the strategic and operational aims of an association to evolve over time and for its activities to expand across state borders. The Australian Hydrographers Association (AHA) is currently registered as an association in New South Wales but has members across all states and territories of Australia. As part of this evolution, it is helpful to consider whether the current governance and entity type continues to be the best fit for the organisation or whether a different model would better serve the organisation into the future. There are various options available for organisations that expanded their operations outside their jurisdiction of incorporation, namely:

- a. Incorporating separately as an Association in other States or Territories; or
- b. Registered Australian Body; or
- c. Registration as a Company Limited by Guarantee (CLG).

Based on a comparison and discussions by the current Committee of AHA, the transition from Incorporated Association to a CLG is recommended as the preferred option.

The transition aims to enhance governance, operational efficiency, and legal protection while maintaining AHA's mission and objectives. By undertaking this transition, AHA can strengthen its legal protections, enhance credibility, and position itself for sustainable growth and impact. Implementation of the transition plan will require careful planning, collaboration, and adherence to legal requirements. However, the long-term benefits of the transition outweigh the challenges, enabling AHA to fulfill its mission and serve its members and other stakeholders more effectively in the years to come.

The AHA Committee held a meeting on 2 April 2025 where they considered the special and ordinary resolutions and unanimously recommends that members vote IN FAVOUR of the special and ordinary resolutions.

The Chair of the meeting intends to vote all undirected proxies IN FAVOUR of the special and ordinary resolutions.

A special resolution requires 75% of the members voting to be in favour to pass.

An ordinary resolution requires a simple majority of the members voting to be in favour to pass.

Addendum A: Proposed Constitution