

Notice of Annual General Meeting *and* Special Resolutions

1. Notice of 2019-2020 Annual General Meeting

Notice is hereby given that the Annual General Meeting of Permanent Care and Adoptive Families (PCA Families) will be held:

- Date:** Wednesday February 24, 2021
- Time:** 6.00pm – 8.00pm (Registration from 5.45pm)
- Venue:** Reading Room, Fitzroy Town Hall, 201 Napier Street, Fitzroy
- Purpose:** To conduct the business set out in the attached Agenda including election of Board members.

2. Notice of Special Resolutions

Notice is hereby given that at the upcoming AGM, it is intended that the following motions be proposed as special resolutions:

- 1. Change our name to Permanent Care and Adoptive Families Inc**
“That the name of the association be changed from “Post Placement Support Service Inc” to “Permanent Care and Adoptive Families Inc”.”
- 2. Replace the current Rules with a new Constitution.**
“That the rules of the association be repealed in their entirety and replaced by the Constitution document tabled at the meeting and signed by the Chair for identification.”

Further details of these proposals are attached as Appendix 1 to the Agenda.

Our constitution may only be changed by way of special resolution. A special resolution requires 75% or more of members who vote in person or by proxy at the AGM to vote in favour for it to be passed.

Whilst only members can vote at the AGM or by proxy, we invite all interested parties to attend.

3. Proxy voting form

We hope to see you at the AGM. However, if you cannot attend the AGM in person, you may still vote by providing your proxy to a PCA Families member who is attending or to the Chair of the meeting (the President) or other board members.

[A Board approved proxy form is available here.](#) You may use your own form, however you must comply with [PCA Families Rule 34](#) and provide sufficient detail to verify you are a current member for your proxy to be valid.

Proxies should be provided by email to **president@pcafamilies.org.au** or posted to **PO Box 201, Fitzroy 3065** and received more than 24 hours before the AGM. Proxies presented in person must be given to the Chair of the Meeting, at or before the commencement of the AGM.

Please note Rule 51 allows nominations for board member positions to be made at the AGM.



Annual General Meeting Agenda

Item	Resolution
1. Welcome and apologies	
2. President's Report	
3. Treasurer's report	
4. CEO's report	
5. Ordinary business resolutions	To consider, and if thought fit, pass each of these resolutions as an ordinary resolution:
5.1 Confirmation of prior AGM minutes (Rule 38(3) allows only members present at prior AGM to vote)	"that the minutes of the PCA Families Annual General Meeting held on 24 October 2019 are a true and accurate record."
5.2 Tabling of 2020 Annual Report and acceptance	"that the tabled 2020 PCA Families Annual Report be accepted."
5.3 Acceptance of financial statements	"that the PCA Families financial statements, including the directors' declaration and auditor's report, for the year ending 30 June 2020 be accepted" Link to Financial statements for year ending 30 June 2020
5.4 Appointment of auditor	"That PCA Families appoint the current auditors, Connect Audit, to continue as auditors for the year ending 30 June 2021"
5.5 Annual subscription	"That, in accordance with PCA Families Rule 12(1), no annual subscription fee for the year ending 30 June 2021 will apply."
6. Special resolutions	To consider, and if thought fit, pass each of these resolutions as a special resolution:
6.1 Change of name	<i>"That the name of the association be changed from "Post Placement Support Service Inc" to "Permanent Care and Adoptive Families Inc"."</i> Further information is in Appendix 1 to this Agenda
6.2 Change of rules	<i>"That the rules of the association be repealed in their entirety and replaced by the Constitution document tabled at the meeting and signed by the Chair for identification."</i> Further information is in Appendix 1 to this Agenda

7. Board member elections	Further information is in Appendix 2 (page 7) to this Agenda
7.1 Number of ordinary board members until next AGM for year ending 30 June 2021	To consider, and if thought fit, pass the following resolution: ‘that in accordance with PCA Families Rule 53(1), the number of ordinary board members of the Board to hold office until the next Annual General Meeting for the year ending 30 June 2021 is 5.’
7.2 Chair declares all board member positions vacant	In accordance with PCA Families Rules 51-54, prior to the election for each position, the President will call for any further nominations. If there is more than one nomination, or the nominations for ordinary board members determined in 8.1 is exceeded, a secret ballot will be conducted. If such a ballot is necessary, candidates may make a one-minute speech and the President will nominate a returning officer. Candidates statements for all nominations received prior to the AGM notice date are located below.
7.3 Election of President	The Board recommends that current board member Meredith Carter be reappointed as President.
7.4 Election of Vice-President	The Board recommends that current board member Naomi Colville , currently acting as Vice-President, be appointed as Vice-President.
7.5 Election of Treasurer	The Board recommends that current board member Roslyn Rule be reappointed as Treasurer.
7.6 Election of Secretary	The Board recommends that current board member Chris Lockwood be reappointed as Secretary.
7.7 Election of Ordinary members	The Board recommends the following current ordinary board members be reappointed: <ul style="list-style-type: none"> • Leslie Annear • Dan Barron • Judy Gouldbourn • Kris Peach • Sarah Witty <p>Additional nominations to become ordinary board members have been received from:</p> <ul style="list-style-type: none"> • Julio Gonzalez • Jose Torres
8. Other business	
8.1 Acknowledgments	
9. Meeting close	

Appendix 1 Special Resolutions

5.1 Change of name

The Board recommends passing this resolution as a special resolution:

‘That the name of the association be changed from “Post Placement Support Service Inc” to “Permanent Care and Adoptive Families Inc”.’

Why does the board recommend this change?

Our current legal name is *Post Placement Support Services Inc*. This name does not reflect the name our members know us by and is not used in our communications.

Permanent Care and Adoptive Families Inc is proposed to be our new legal name as it is more reflective of who we are and what we do, and we are currently trading using this name. It will also be easier for the public to find us on the Australian Charities and Not-for-profits Commission (ACNC) website.

5.2 Change of rules

In accordance with PCA Families Rule 76, the Board recommends passing this resolution as a special resolution:

“That the rules of the association be repealed in their entirety and replaced by the Constitution document tabled at the meeting and signed by the Chair for identification.”

Why is the board recommending this change?

1. Our current rules were adopted in 2013 and no longer fully comply with the ACNC Act and the Victorian Associations Incorporation Reform (VAIR) Act 2012. We must comply with both as we are a registered charity, with deductible gift recipient status, and an incorporated association.
2. Members rights are not adequately safeguarded in the current rules
3. Extensive and unnecessary process clauses:
 - a. restrict the Board’s flexibility to deal with unusual circumstances such as Covid-19.
 - b. increase the difficulty of easily complying with the Rules, putting our registration as a charity and government funding at risk, as these require us to comply with relevant legislation and good governance requirements.
4. Contradictory clauses exist.
5. The current rules do not reflect contemporary good governance as set out in the ACNC model Constitution. Best practice corporate governance protects member interests and assists in attracting high quality board member candidates.

6. Our 'purpose' in the current rules does not fully reflect our current activities as it does not refer to our advocacy on behalf of members and their interests, which has been so important this year in obtaining additional flexi-funding.

What process did the Board follow?

Our pro bono lawyers, Herbert Smith Freehills, recommended completing replacing the rules, using the ACNC model Constitution as a base. In their view, shared by the Board, the risks and costs of making the significant changes required on a piecemeal basis to the current rules were extensive and not supportable.

We sought feedback on the proposals by putting the proposed Constitution and explanatory materials on our website, sought input from a Not-for-profit corporate governance expert, Patrick Moriarty, and held a webinar with members on 29 January 2021. As a result of their feedback, amendments were made in finalising the proposed Constitution.

What are the changes from the current Rules to the proposed Constitution?

See below for copies of the following documents that set out in detail the changes:

- [Current rules](#)
- [Proposed constitution](#)
- [Herbert Smith Freehills overview of the changes](#)
- [Powerpoint document of detailed changes, including changes from member and expert feedback](#)

The key changes proposed permit digital general meetings, improve proxy votes and voting processes for members, increase the notice period for general meetings, add advocacy to our incidental purposes, move board membership nomination, election, size and terms to best practice, specifically prohibit board member fees, and remove unnecessary process requirements regarding financial management and disciplinary proceedings.

What do the proposed changes mean for the election of board members at the AGM?

The proposed Constitution will be voted on at the AGM prior to the election of the board members for 2021. However, the provisions can only be applied once the Constitution is approved by Consumer Affairs Victoria. This means the board members will be elected under the current Rules, which include the Board recommending the maximum number of ordinary board members for the members to determine by ordinary resolution (see Appendix 2).

Under the proposed Constitution the new board member terms will apply from the date the Constitution is adopted (24 February 2021 if approved) and 1/3 will therefore need to submit themselves for re-election at the next AGM, which will need to be held within 5 months of our 30 June 2021 year end.

Appendix 2 Board composition

The Board recommends that the AGM resolve that the number of ordinary members of the Board it wishes to hold office for the next year should be five. The Board also recommends that the four candidates who nominated for the specified board positions be elected as follows:

- President: Meredith Carter
- Vice-President: Naomi Colville
- Treasurer: Roslyn Rule
- Secretary: Chris Lockwood

The Board also recommends the following five people be elected to ordinary member positions:

- Leslie Annear
- Dan Barron
- Judy Gouldbourn
- Kris Peach
- Sarah Witty

This creates a board of nine, consistent with our usual practice over the past decade. It reflects the requirements of the Rules that the board include at least five members with a close personal or family connection to adoption or permanent care, and at least two community members with no personal family involvement in these kinds of care.

The Board recommended nominees have strong governance experience both on this and other boards. This is critical to the successful functioning of a board. The composition proposed by the Board also reflects the considerations set out in the PCA Families' Board Composition Policy. The endorsed nominations are recommended for their broad range of skills, expertise, experience and personal qualities, that will best contribute to the effectiveness of the Board.

The newer members of the current Board were recruited following a process advertised to the public in 2019 to attract people with their skills and experience. They complement existing strategic, financial, advocacy and legal skills with strong expertise in accounting, fundraising, marketing and communications, and human resources. These are skills the Board identified as vital to PCA Families' sustainability following review of our Board Skills Matrix.

The recommended nominees are also drawn from different groups of our membership. Their re-appointment would reflect diverse backgrounds, ages and sexes and would not favour any one family. The Board notes that the additional 2 nominees for ordinary board members are from the one household. More than one board member from any one family gives rise to the appearance and potential for conflicts of interest and factions on the Board and would not enhance the breadth of lived experience represented on it at this time. This is important to how our funders and others perceive the Board as well as to our members.

The board composition proposed by the Board offers strong representation of both community members and people with lived experience of permanent care and adoption as children, as parents, and as members seeking permanent care or adoption orders.