

Holiday Explorers Inc - Amendment of Constitution

Introduction

The Constitution sets out how the Association is to operate and be governed. The current Constitution was adopted in 2005 and amended in 2017 quite extensively.

The impact of COVID-19 restrictions has illustrated a number of deficiencies in the Association's Constitution in relation to holding virtual or electronic meetings. Whilst temporary relief or waiver has been provided at present, this will not last forever and in any event the Constitution needs to allow for meetings of the Association, the Board and Board Committees to be held in this way. It is noted that the Federal Government has just determined to incorporate these sorts of provisions permanently into the Corporations Act 2001, although Companies still need to amend their Constitutions to facilitate the usage of these means. However, these provisions do not apply to the Association, but do provide guidance.

Due to the evolution of the Association, the Board feels that in addition to the above changes, the rules governing the term of, retirement of and election of Board Members should be modernised and reflect the common standard of ASX Listed Companies.

These changes lead to a number of amendments made. Due to the number of these, largely minor amendments and to ensure there is an easily readable document, we are proposing simply to replace the existing Constitution with the amended version.

Key Changes

Clause 11.3, Membership of Board: this replaces the existing requirement for Board Members to retire every 2nd year, with the ASX listed company standard of 1/3rd of the Board retiring each year, ie. Each Board member will essentially have a 3 years term.

Clause 18, Meetings of the Board: clause 18.10 and 18.11 are new sub-clauses and enable the Board to conduct meetings through the use of modern technology such as telephone or the internet.

Clause 19, Committees of the Board: clause 19.5 and 19.6 are new sub-clauses and enable a Committee of the Board to conduct meetings through the use of modern technology such as telephone or the internet.

Clause 30, Procedures at General Meetings: clause 30.11 and 30.12 are new sub-clauses and enable a General Meeting of Members to be conducted through the use of modern technology such as telephone or the internet.

A copy of the amended Constitution can be obtained by contacting the office on 8331 2399.