



GFS

FRIENDSHIP - OUTREACH - COMMUNITY

DATE: 26 April 2018

SUBJECT: GFS – Special Resolution adopting the Model Rules

To the Commissioner.

Dear Sir,

I am the Chair of the Girls' Friendly Society Inc within the Anglican Diocese of Perth in the Province of Western Australia ABN 90 628 916 430 ("GFS").

I write in relation to a special resolution carried unanimously by GFS members at our Annual General Meeting on 15 March 2018 adopting the model rules. Accompanying this letter are the required documents pursuant to section 30 of the *Associations Incorporation Act 2015*. The effect of this special resolution is to replace GFS's existing Constitution. (the "2011 Constitution").

On the 10 April 2018 GFS was advised that we could have an extension to the date of this lodgement as we needed to seek legal advice before lodging the documentation.

I wish to highlight the current provision of clause 34 of the 2011 Constitution, which relevantly is in the following terms:

- "(1) this Constitution may be altered, added to, or repealed with the prior written approval of the Perth Diocesan Trustees and by a special resolution passed by the majority of not less than three fourths of the members of the Society who are entitled under this constitution to vote and vote in person or where postal votes are allowed by this Constitution, by postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution."

Although discussions have taken place, prior to and since the Annual General Meeting (hence the delay in lodging), the approval of the Perth Diocesan Trustees was not and has not been obtained for the GFS to replace the 2011 Constitution. We have however obtained legal advice which is to the effect that the requirement of the approval of a third party (not being a voting member of the GFS) in addition to the passing of a special resolution, is likely to have been inconsistent with the then requirement of section 17 (1) of the previous act and therefore unenforceable.

We are also advised that by reason of section 29 of the Act, a special resolution only is required for an incorporated association to now approve the adoption of the model rules as the rules of the Association. The additional requirement that a special resolution adopting the model rules be approved by third party non-member, is not consistent with the legislation and in this situation, is unnecessary.

Further, and alternatively, the effect of section 27 (2) of the Act is such that assuming compliance with Division 2, the existing rules cannot limit the ability of an association to amend its rules in accordance with the Act.

I would be grateful if you could confirm that this interpretation is consistent with your own and that you see no impediment to GFS adopting the model rules as its rules.

Yours sincerely

A handwritten signature in black ink, appearing to read 'J. Steytler', with a stylized flourish at the end.

The Reverend Josie Steytler
Chairman, GFS Inc