



Society for Creative Anachronism Ltd (Australia)

PO Box 4160, Weston Creek ACT 2611, Australia

ABN 13 117 403 648

Website: <http://www.sca.org.au> Email: chair@sca.org.au or secretary@sca.org.au

Notice of Annual General Meeting

Time: 11:00AM, AEST, Sunday 24 May 2020

Method: Meeting will be held via Zoom.

[CLICK HERE TO REGISTER FOR THE MEETING](#)

Agenda

1. Welcome and apologies
2. Chair's Report
To note the Chair's report.
3. Treasurer's presentation of Financial reports
To note the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2019.
4. Minutes from the 2019 Annual General Meeting
To accept the minutes of the 2019 Annual General Meeting as a true and correct record..
5. Correspondence addressed to the AGM
6. Appointment of Company Directors and Office Holders
 - a. Continuing Board Directors
To endorse the continued SCA Ltd Board Membership of Georgia Winter, Rob Aked, Benjamin Smith, Cat Colwell and Lara Mucha; and to ratify the appointment of Paul Adams in accordance with clauses 29 and 30 of the SCA Ltd Constitution.
 - b. Appointment of Director
To declare Jeremy Gregson as duly elected in accordance with clauses 29 and 30 of the SCA Ltd Constitution.
 - c. Appointment of the SCA Ltd Executive
To appoint to the Executive Board Rob Aked as Chair, Paul Adams as Deputy Chair, Lara Mucha as Treasurer and Cat Colwell as Secretary, in accordance with clause 27 of the SCA Ltd Constitution.
7. Special resolution to amend the Constitution of the Company
*To consider and, if thought fit, pass the following resolution as a special resolution:
That, from the close of the 2020 Annual General Meeting, the Company's constitution be amended as shown in the document marked **Revised Constitution of the Society for Creative Anachronism Ltd.***
8. General business
9. Close of meeting
10. Details of next Annual General Meeting

Notes to Notice of Annual General Meeting

This information forms part of the Notice of Annual General Meeting (AGM).

1. A Member who is entitled to attend and cast a vote at the 2020 AGM may appoint a person as the Member's proxy to attend and vote on behalf of the Member at the AGM.
2. A proxy form is included with this Notice of AGM.
3. An appointed proxy is not required to be a Member of the SCA Ltd.
4. Where a proxy appointment is signed by a Member's attorney, the original of the power of attorney or a certified copy of the power of attorney must accompany the proxy appointment.
5. Proxy appointments for the 2020 AGM must be received by 9:00am on Saturday 23 May 2020.
6. A proxy form may be lodged with the SCA Ltd via email to chair@sca.org.au
7. A proxy has the same rights as the Member to speak at the AGM, to vote (but only to the extent allowed in the appointment) and to join in a request for a poll.
8. A proxy appointment may direct the proxy on how they are to vote on a particular resolution. If it does:
 - a. the proxy is not required to vote on a show of hands, but if the proxy does, the proxy must vote in accordance with the direction provided;
 - b. if the proxy has two or more appointments that specify different directions, the proxy must not vote on a show of hands;
 - c. if the proxy is the Chair, the proxy must vote on a poll, and must vote as directed by the proxies received and where not directed how to vote will vote in favour; and
 - d. if the proxy is not the Chair, the proxy is not required to vote on a poll, but if the proxy does, the proxy must vote in accordance with the direction provided.
9. Members with questions about any aspect of the AGM (including the appointment of proxies) may contact Cat Colwell, Company Secretary, by email secretary@sca.org.au

Explanatory notes to the Agenda of the Annual General Meeting

Item 2: Chair's Report

The Chair's report may be accessed via: <http://sca.org.au/wp-content/uploads/2020/05/2020-SCA-Ltd-AGM-Chairs-Report.pdf>

Item 3: Financial Report

The Company's Financial Report, which includes the Directors' Report and the Auditor's Report, for the financial year ended 31 December 2019 may be accessed online through the Company's website at: <https://sca.org.au/wp-content/uploads/2020/05/2020-SCA-Ltd-AGM-2019DraftFinancialStatements.pdf>

During this item of business, members will have a reasonable opportunity to ask questions and make comments on the Company's Financial Report, including the Directors Report and the Auditor's Report, and the business and management of the Company generally.

Item 4: Minutes from the 2019 Annual General Meeting

The draft minutes from the 2019 SCA Ltd Annual General Meeting can be accessed here: <http://sca.org.au/wp-content/uploads/2020/05/2019-SCA-Ltd-AGM-Minutes-Draft.docx-1.pdf>

Only members who were in attendance at the previous AGM can vote to accept the minutes.

Item 5: Correspondence addressed to the AGM

Any correspondence addressed to the AGM may be provided by email to secretary@sca.org.au no later than 9:00am AEST on Saturday 23 May 2020.

Item 6: Appointment of Company Directors and Office Holders

Candidate statements for appointments to the Executive Board for Rob Aked as Chair, Paul Adams as Deputy Chair, Lara Mucha as Treasurer and Cat Colwell as Secretary can be accessed at: <http://sca.org.au/wp-content/uploads/2020/05/2020-SCA-Ltd-AGM-Candidate-Statements.pdf>

Candidate statement for election to the Board for Jeremy Gregson can be accessed at: <http://sca.org.au/wp-content/uploads/2020/05/Candidate-Statement-Jeremy-Gregson.pdf>

Qualifications for all continuing Board Directors may be seen within the Directors Report provided within the Financial Report.

Item 7: Special resolution to amend the Constitution of the Company

Following the commentary period February 23 to March 8 on proposed revisions to the SCA Ltd Constitution (last revised in 2016), proposals have been reviewed and updated to reflect member commentary. The Board would like to thank members who took time to provide feedback on this document. In order to assist members in reviewing the proposed constitution, the Board has prepared a document summarising revisions.

See below links to the following documents:

- Original proposed Constitution draft, Summary of proposed changes, and tracked changes (Feb 2020) <https://sca.org.au/posts/commentary-sought-on-proposed-revisions-to-the-sca-ltd-constitution/>
- Proposed Constitution draft (clean) <http://sca.org.au/wp-content/uploads/2020/05/2020-DRAFT-Constitution-SCA-Ltd.-Australia-v2.0-CLEAN.pdf>
- Proposed Constitution draft (tracked changes) <http://sca.org.au/wp-content/uploads/2020/05/2020-DRAFT-Constitution-SCA-Ltd.-Australia-v2.0-Marked-up.pdf>
- Current Constitution <https://sca.org.au/wp-content/uploads/2016/04/SCA-Ltd-Constitution.pdf>