NOTICE OF MEETING
Special General Meeting

A Special General Meeting of Members of Australian Collaborative Education Network Inc (ACEN) will be held on Wednesday 5 June 2013 at 11:30 am (AEST) at Room 14, Level 2, Building 11 RMIT University, 124 La Trobe Street, Melbourne, Vic 3000.

AGENDA

Special business

1. **Change of registration**: to consider and, if thought fit, to pass the following resolution as a special resolution:

   "That in accordance with section 106A of the *Associations Incorporation Act 1991* application be made to the chief executive for authority to transfer the incorporation of *Australian Collaborative Education Network Inc* to a company limited by guarantee under the Corporations Act 2001, part 5B.1, and that the application be signed by the President, Judie Kay and members of the management committee Matthew Campbell and Calvin Smith.

2. **Change of name for the company**: to consider and, if thought fit, to pass the following resolution as a special resolution:

   "That the name of the company be *Australian Collaborative Education Network Limited* with the change to apply from when it is registered with the Australian Securities and Investments Commission.

3. **Adapt a constitution for the company**: to consider and, if thought fit, to pass the following resolution as a special resolution:

   "That the constitution tabled at the general meeting and initialled by the chair of the general meeting for the purpose of identification (a copy of which has been made available to members), be adopted as the constitution of the company *Australian Collaborative Education Network Limited* in substitution for the constitution of *Australian Collaborative Education Network Inc* with effect from when the Australian Securities and Investments Commission registers the company.

**Items 1, 2 & 3** are special resolutions and under the Act they will be approved if passed at a general meeting of the association by the votes of 3/4 of the members who are present and entitled to vote on the resolution. If resolution 1 is not passed then resolutions 2 & 3 will not be put.

Explanatory notes are included below.

The Management Committee recommends that Members vote in favour of each item of business.
NOTICE OF MEETING (continues)

Proxies

A Member who is entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of the Member. Details in relation to a Member’s entitlement to appoint a proxy and instructions for the lodgement of a Proxy Form are set out in the accompanying Proxy Form. To be effective, Proxy Forms need to be returned to the Secretary prior to the meeting. To facilitate administration of proxies, submission 24 hours before the meeting would be appreciated.

Teleconference attendance

To facilitate attendance at the meeting, teleconference participation has been arranged. Members wishing to participate through teleconference are invited to call the appropriate number and use the access code provided:

<table>
<thead>
<tr>
<th>City</th>
<th>Dial In Number</th>
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<tbody>
<tr>
<td>Melbourne</td>
<td>03 8779 7440</td>
</tr>
<tr>
<td>Canberra</td>
<td>02 6210 0851</td>
</tr>
<tr>
<td>Hobart</td>
<td>03 6218 0647</td>
</tr>
<tr>
<td>Adelaide</td>
<td>08 8220 0883</td>
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<tr>
<td>Darwin</td>
<td>08 8989 0817</td>
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<tr>
<td>Perth</td>
<td>08 9460 0829</td>
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<tr>
<td>Brisbane</td>
<td>07 3811 0988</td>
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<tr>
<td>Gold Coast</td>
<td>07 5560 0956</td>
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<tr>
<td>Sydney</td>
<td>02 9696 0774</td>
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</tbody>
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National TOLL FREE Number: 1800 857 029 (for participants outside capital cities)

Guest Access Code (needed after you dial the relevant number above) 75660836#

By order of the Management Committee
Matthew Campbell
Secretary
13 May 2013
Explanatory Notes

1. Change of registration

ACEN is registered as an incorporated association under Queensland law. Because ACEN operates outside of Queensland it is also required to be registered under the Corporations Act as a Registrable Australian Body. The Queensland law allows this transfer to occur.

Being a public company limited by guarantee under the Corporations Act is a more appropriate structure for ACEN than is being an incorporated association under the Associations Incorporation Act which is designed more for small local entities. Being a company imposes clearer governance obligations on ACEN with members having clearer rights and directors having clearer duties. It also means that ACEN would have to deal with one as opposed to two administrative requirements under the law.

This resolution is the first step in the process of changing registration. If members agree to the change then ACEN must make application to the Office of Fair Trading in Queensland who must first approve the change prior to ACEN making application to ASIC to register the company.

During this item of business, members will have a reasonable opportunity to ask questions about, and make comments on, the transfer.

Recommendation
Directors unanimously recommend that Members vote in favour of agenda item 1.

2. Change of name for the company

This is an administrative resolution to meet a technical requirement of the Corporations Act.

As a company, ACEN must include ‘Limited’ or ‘Ltd’ in its name. As an incorporated association ACEN must include ‘Incorporated’ or ‘Inc’ in its name. To change a name requires a special resolution. Because ACEN is not a charity it does not have an option under the Corporations Act of not using ‘Limited’ in its name.

The modified name would only apply if ACEN is successful in changing its registration and ASIC registers the name.

During this item of business, members will have a reasonable opportunity to ask questions about, and make comments on, the name.

Recommendation
Directors unanimously recommend that Members vote in favour of agenda item 2.
3. Adopt a constitution for the company

As a not for profit entity ACEN must have a constitution and the Corporations Act has different replaceable rules to the model rules under the Associations Incorporation Act, hence the need for a specific constitution for the company.

The Objects in the new constitution are essentially the same; the wording has been modified slightly to clarify meaning.

Membership retains the same 5 categories with revised wording to clarify meaning and some technical adjustments in line with the Corporations Act, including a clearer statement on the rights of members.

General meeting requirements conform to the broader requirements for a company meeting including 21 days notice rather than 14 and more specific rights related to proxies and the counting of proxy votes.

The major change to the Board is the requirement that at least one Director must be elected from each of five chapters established under the constitution, while the members at large also elect five Directors. The Board may also appoint one Director. Terms of Directors remain two years but the constitution introduces a limit of three successive terms before the individual must stand down for at least a term. This follows a good governance principle to ensure progressive renewal of the Board.

The constitution is longer to include various more exacting requirements under the Corporations Act such as details related to notices.

Much of the intent of the current Constitution remains intact, although generally with the meaning more clearly delineated.


The company constitution would only apply if ACEN is successful in changing its registration and ASIC registers the company.

During this item of business, members will have a reasonable opportunity to ask questions about, and make comments on, the constitution.

Recommendation
The Board unanimously recommends that members vote in favour of agenda item 3.
PROXY FORM

Your vote is important – appointing a proxy can see your vote count even if you cannot attend the AGM.

To complete the Proxy form please read the instructions on the back of this form and accompanying Notice of Meeting for details of each item of business.

1. Registered name and address

Check that your details are correct
If you have any changes mark them on this form

Daytime contact number
Please write your daytime telephone number in case we need to contact you about your proxy form.

2. Appointment of proxy

I, being a member of Australian Collaborative Education Network Inc, hereby appoint:

[ ] Chair of the Meeting    OR    [ ] (print name of person you wish to appoint as proxy)

OR if the person named does not attend, or if no person is named, the Chair of the Meeting as my/our proxy to act generally at the Meeting on my/our behalf and to vote as directed below or if no directions are given as the proxy sees fit at the Special General Meeting of ACEN to be held at Room 14 Level 2, Building 11 RMIT University 124 La Trobe Street Melbourne at 1130 am on Wednesday 5 June 2013 and at any adjournment of that Meeting.

3. Voting directions to your proxy

For each item of business please mark X in one box only to indicate your voting instruction. If you do not specifically indicate how to vote below then your proxy may decide how to vote on any motion at the Meeting.

<table>
<thead>
<tr>
<th>Item of Business</th>
<th>In favour</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. To change registration to a company</td>
<td></td>
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<tr>
<td>2. To change the name of the company</td>
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<tr>
<td>3. To adopt a constitution for the company</td>
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4. Signature of Member

Please sign and date.

Signature

_______ / _______ / 2013

PTO
INSTRUCTIONS FOR COMPLETING YOUR PROXY FORM

1. Registered name and address
This is your name and address as a Member as it appears in ACEN’s Register of Members. If the information is incorrect please make the correction over the page.

2. Appointment of proxy
If you want your proxy to be someone other than the Chair of the meeting please insert their name or role in the box.

If you leave this section blank or your named proxy is unable to attend the Meeting then the Chair will be your proxy.

Remember that if you appoint someone other than the Chair to be your proxy and a poll is called then they are not compelled to exercise your proxy, in which case your vote would not count.

3. Voting directions to your proxy
You may direct your proxy how to vote on a given item of business by placing an X in one of the three boxes opposite that item. If you mark your vote then your proxy must vote that way for your vote.

1. If you want your proxy to vote for the proposal cross the box under **In favour**.
2. If you want your proxy to vote against the proposal cross the box under **Against**.
3. If you do not want your proxy to vote at all regarding the proposal cross the box under **Abstain**.
3. If you are undecided and want to leave the decision to your proxy at the meeting do not mark any box against the item then your proxy will decide how to vote at the meeting.

If you place an X in more than one box against an item then the proxy will not know how to vote and your vote will be invalid.

4. Signature
The Member must sign.

If the proxy is signed under power of attorney, please provide a copy of the power.

5. Lodging your proxy
There are 4 ways for you to lodge your proxy form on this form or on a sheet containing the details on this form by:

1. **Mail** to reach the Secretary at **Building G06 1.09 Gold Coast Campus, Parklands Road, Southport, QLD 4222** by 11:30 am AEST Wednesday 5 June 2013,

OR

2. **Deliver** to reach the registered office of ACEN at **School of Built Environment, Central Queensland University, Bruce Highway, Rockhampton QLD 4701** by not later than 1130 am AEST Wednesday 5 June 2013,

OR

3. **Fax** to reach the Secretary on fax number **07 555 28979**, by not later than 1130 am AEST Wednesday 5 June 2013,

OR

4. **Email** the details on this form or a scanned copy to reach the Secretary at **m.campbell@griffith.edu.au** quoting your Membership number by not later than 1130 am AEST Wednesday 5 June 2013.

**PLEASE NOTE:** while it is valid to deliver proxies prior to the meeting to facilitate administration of proxies it would be a great help if you could please send proxies at least 24 hours before the meeting.

PTO