



**International Womens
Insolvency & Restructuring
Confederation
WESTERN AUSTRALIA**

**IWIRC (WA) – THE INSOLVENCY PROFESSIONAL’S
NETWORK INC.**

Notice of Annual General Meeting and Explanatory Statement

**Annual General Meeting to be held at The Spaniard, 31 Wolf Lane, Perth, Western
Australia on Wednesday, 16 August 2017 at 5.15pm**

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of IWIRC (WA) – The Insolvency Professional’s Network Inc. (**IWIRC (WA)**) will be held at **The Spaniard, 31 Wolf Lane, Perth, Western Australia** at **5.15pm (WST) on Wednesday, 16 August 2017**.

The Explanatory Statement, which accompanies and forms part of this Notice of Meeting, describes the special resolution to be considered.

Any members who are unable to attend the Annual General Meeting but still wish to vote on the resolutions being passed may contact the IWIRC (WA) secretary, Saran Bavich (Saran.Bavich@emslegal.com.au) to obtain a Proxy Form. All completed Proxy Forms must be returned to Ms Bavich by **Wednesday, 9 August 2017**.

AGENDA

1. Opening of meeting and welcome.
2. Present and apologies.
3. Approval of minutes of previous Annual General Meeting held on 3 August 2016.
4. Consideration of the financial accounts of IWIRC (WA), and reports of the Management Committee of IWIRC (WA).
5. Election of Management Committee Members, including:
 - (a) the Executive Committee, which comprises:
 - (i) a President;
 - (ii) a Vice President;
 - (iii) a Secretary; and
 - (iv) a Treasurer; and
 - (b) the General Committee.
6. Special Resolution – Repeal and Replacement of Rules of Association:

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*That, for the purposes of section 30 of the Associations Incorporation Act 2015 (WA), rule 22(1) of IWIRC (WA)’s Rules of Association and for all other purposes, the Rules of Association attached at **Annexure A** be approved and adopted by IWIRC (WA), in substitution for and to the exclusion of the existing Rules of Association of IWIRC (WA)."*
7. Any other business.
8. Meeting closure.

Explanatory Statement

This Explanatory Statement has been prepared for the information of members in relation to the special resolution which will be considered at the Annual General Meeting.

Background

On 1 July 2016, the *Associations Incorporation Act 2015* (WA) (**Act**) commenced, and replaced the previous *Associations Incorporation Act 1987* (WA).

All associations are required to update their rules to ensure they comply with the new requirements of the Act.

The Act contains a transitional provision which allows the management committee of an association to make any alterations to the rules of the association which are required to ensure that the rules comply with the new requirements of the Act. However, this provision only applies in respect of amendments which do no more than is necessary to give effect to the new requirements of the Act.

In the course of updating its Rules of Association (**Rules**) to comply with the new requirements of the Act, IWIRC (WA) has undertaken a broad review of its Rules, and has made a number of amendments to better reflect IWIRC (WA)'s current practices and operations. As such, IWIRC (WA) has elected to obtain member approval to repeal its existing Rules, and adopt the Rules set out at **Annexure A**.

Legal Requirements

Pursuant to rule 22(1) of the Rules, and section 30 of the Act, IWIRC (WA) may amend its rules by special resolution. A special resolution must be passed by at least a 75% majority of those members who are entitled under the Rules to vote and do vote in person or by proxy vote (given that proxies are allowed by the Rules).

A quorum for a general meeting is 10 members. This is the minimum number of members that must be present before the meeting can proceed.

Rule 17(8) of the Rules provides that members must receive 21 days notice of a meeting at which a special resolution is to be proposed. The meeting notice must also include the content of the resolution to be proposed and the intention to propose it as a special resolution.

If the special resolution is passed, then IWIRC (WA) must, within one month after the passing of the special resolution, lodge a notice with the Department of Mines, Industry Regulation and Safety (formerly named the Department of Commerce):

- (a) informing it of the special resolution;
- (b) setting out the content of the amendments; and
- (c) providing a certificate given by a Committee Member certifying that the resolution was duly passed as a special resolution and that the amended Rules comply with the requirements of the Act.

Summary of Amendments

IWIRC (WA)'s Rules of Association (**Rules**) have been redrafted to ensure:

- (a) compliance with the new requirements of the Act; and
- (b) that the Rules are as easy to read and understand as possible.

A clean copy of the proposed Rules is set out at **Annexure A**. A tracked copy of the Rules, which shows all proposed amendments to the Rules, is set out at **Annexure B**.

While the amendments appear to be substantive, the only material changes to the Rules are in respect of the removal of certain objects of IWIRC (WA), and the insertion and amendment of provisions to ensure that the Rules comply with the new requirements of the Act. All other amendments are not material, and simply expand upon and clarify the operation of the existing provisions.

A summary of the relevant amendments are set out below.

Definitions and interpretation

A number of additional definitions have been inserted into the Rules to make the Rules easy for members to read and understand. All definitions are consistent with the meaning given to the relevant terms in the current Rules.

An interpretation provision has also been inserted into the Rules to guide members on how to read and interpret the Rules.

Objects

The objects of IWIRC (WA) have been reviewed and amended to better reflect IWIRC (WA)'s current practices and focuses. The objects relating to IWIRC (WA) communicating and sharing information with the IWIRC national and international networks, and operating in a way which is consistent with the objectives of IWIRC (USA) have been deleted, as IWIRC has resolved to operate independently from all other IWIRC-branded networks and associations.

Powers

The powers of IWIRC (WA) are now expressly listed in Rules, rather than being incorporated into the Rules by reference to the Act.

Membership and voting rights

The current Rules refer to two categories of membership: "members" and "financial members". A "financial member" is a member whose subscription has been paid on or before the date fixed for its payment, or within 3 months thereafter. Rule 10.10(a) of the current Rules provides that all members who are "financial members" as at the date of an annual general meeting are entitled to vote to elect Committee Members at the annual general meeting.

To reduce complexity, the concept of "financial member" has now been removed from the Rules, and IWIRC (WA)'s membership comprises only ordinary "members". A new rule has been inserted (refer to rule 6.3(d)) which provides that a member whose subscription has not been paid as at the date of a general meeting, is not entitled to vote at that general meeting.

In accordance with the amended Rules, each member therefore has one vote at a general meeting, unless the member has not paid their subscription as at the date of the meeting, in which case their right to vote will be automatically suspended.

Expulsion of members

The Rules currently provide that a member who has been expelled from membership may appeal this decision by following the procedure set out in the Rules. To reduce complexity, this rule has been amended to provide that a member who has been expelled from membership may exercise their rights under the Act to apply to the State Administrative Tribunal to have the dispute determined by that Tribunal, and does not otherwise have an express right to appeal the decision.

Register of members

The rules relating to IWIRC (WA)'s register of members have been substantially amended to comply with the new requirements of the Act.

Eligibility requirements for Committee Members

The Act imposes eligibility requirements on members of the management committee of an association. A new provision has therefore been inserted into the Rules to reflect these new requirements.

Proceedings of the Committee – Conflict of interest

New provisions have been inserted into the Rules which require Committee Members to disclose material personal interests in matters that are considered at Committee meetings. These new provisions reflect the new requirements of the Act.

Proceedings of the Committee – Circular resolutions

A new provision has been inserted into the Rules to allow the Committee to pass a circular resolution without a Committee Meeting being held. This means that a resolution can be made in respect of any matter, other than in respect of the removal of an auditor, the appointment or removal of a Committee Member, or a matter that must be dealt with by special resolution, without a meeting being held if a simple majority all Committee Members sign a statement that they are in favour of the resolution set out in the document. A circular resolution can be passed using any technology, including email, as long as a simple majority of Committee Members consent.

General meetings

The Act requires that the number of members, expressed as a percentage of membership, who may require that a general meeting be convened, be set out in the Rules. The current Rules provide that 5 members may require that a general meeting be convened. However, to comply with the new requirements of the Act, the amended Rules provide that 20% of members may require that a general meeting be convened, unless the prescribed percentage under the Act is lower, in which case the prescribed percentage under the Act will apply. As at the date of this Notice of Meeting, the prescribed percentage under the Act is 20%.

Dispute resolution

New provisions have been inserted into the Rules which set out a dispute resolution procedure to be used to determine disputes between a member and another member, and between members and IWIRC (WA). The inclusion of these provisions is a new requirement of the Act.

Notices

A specific rule relating to the provision of notices under the Rules has been inserted, to clarify the ways in which such notices may be given.

Cancellation of incorporation

The Act now provides that an association may, by special resolution, resolve that its incorporation be voluntarily cancelled. The provisions relating to the winding up of IWIRC (WA) have therefore been amended to ensure that they also apply in circumstances where IWIRC (WA)'s incorporation is voluntarily cancelled in accordance with the Act.

Annexure A – Amended Rules of Association (Clean)

[Click here to view Annexure A](#)

Annexure B – Amended Rules of Association (Tracked)

[Click here to view Annexure B](#)