



Central Coast Conservatorium of Music Ltd
ACN 675 954 720

45 Mann Street, Gosford NSW 2250
Ph: 4324 7477

www.centralcoastconservatorium.com.au

NOTICE OF THE ANNUAL GENERAL MEETING OF CENTRAL COAST CONSERVATORIUM OF MUSIC LTD

Notice is given to all members of Central Coast Conservatorium of Music Ltd (Company) of the Annual General Meeting of the Company to be held:

Tuesday 23rd April 2024 at 4:00pm (registration from 3:45PM) at 45 Mann Street, Gosford NSW and via appropriate communication platform as required.

AGENDA

Chair: Claire Braund

1. Welcome, attendance list and apologies.
2. Confirmation of the minutes of the Annual General Meeting of the Central Coast Conservatorium of Music Inc held on 13 April 2023.
3. Receive reports for the 2023 financial year.
4. Receive and consider financial statements.
5. Election of Non-Executive Directors. *
 - a) That Claire Braund retires as an initial director under Clause 43 of the Constitution and being eligible to stand for re-election under Clause 42, is elected for a three-year term.
 - b) That Robert Kitchen retires as an initial director under Clause 43 of the Constitution and being eligible to stand for re-election under Clause 42, is elected for a three-year term.
 - c) That Penny Lee retires as an initial director under Clause 43 of the Constitution and being eligible to stand for re-election under Clause 42, is elected for a three-year term.
6. General discussion



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7. Close of meeting



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*** Background to election of directors**

Members previously approved (November 2023) the Central Coast Conservatorium of Music Inc transitioning to a company limited by guarantee, to be called Central Coast Conservatorium of Music Ltd. The directors of the incorporated association became the “initial directors” of this new company. Normal and best practice governance is to stagger the retirement of initial directors over three years, and this is included in our constitution. This minimises all directors having the same election date, and thereby the risk of significant loss of corporate memory and experience at Board level should all nine directors be replaced with new directors at the same time.

Clause 43 of the company constitution provides for the staggered retirement of the directors holding office on such transition. Specifically, under the clause:

- one third (to the nearest whole number) of the directors holding office on transition must retire at the first AGM after the organisation is registered as a company limited by guarantee.
- the directors who must retire first are those who are the longest-serving directors as at the date of transition to a company (ie, one-third of the directors, being the directors who have held office for the longest period of time as at the date of transition, must retire)
- the directors that retire are eligible to be re-elected for a further term of three years under clause 42.2, noting that any person who has held office for nine years is not eligible for re-election (see clause 42.3) unless two-thirds of the directors determine that they can be re-appointed for one final year (clause 42.4);
- a further one third of the directors (to the nearest whole number) that held office on transition will retire:
 - at the second AGM after the transition (being the second longest serving directors on the date of transition); and
 - at the third AGM after the transition (being the directors who served the least years on the date of transition); and
- as with the first third of directors that retire at the first AGM post-transition, initial directors retiring at the second and third AGMs are eligible for re-election (subject to the term limits in clause 42.3).



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Clause 42 provides staggered retirement requirements for directors generally (which applies to directors appointed post-transition, including initial directors that must retire under clause 43 and are re-elected).