# 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:

**Monday 14th April 2025 at 4:00pm** (registration from 3:45PM) at the Robert Knox Hall,
45 Mann Street, Gosford NSW and via appropriate communication platform as required.

# AGENDA

**Items of business**

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| 1. **Welcome, attendees and apologies:**
2. Confirm the chair for the meeting
3. Attendees
4. Apologies
5. Quorum
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| 1. **Proxy appointments**
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| 1. **Minutes of the previous general meeting:**
2. Confirm the minutes
3. Matters arising
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| 1. **Questions about how the Company is managed**
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| 1. **Election of directors (see Annexure A)**
2. That Douglas Wallace retires as 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.
3. That Catharine Retter retires as 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.
4. That Kate McCallum retires as 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.
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| 1. **Resolution and Special Resolution for voting on by members** (see Annexure B and Annexure C below and Annexure D)
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| 1. **Any other business**
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| 1. **Meeting ends**
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**Proxies**

Any member entitled to vote may appoint a proxy to attend and cast a vote at the meeting. The proxy does not need to be a member of the Company. A proxy must be appointed in accordance with clauses 32 and 33 of the Company's current constitution.

**Annexure A: Background to election of directors**

Members previously approved (November 2023) the Central Coast Conservatorium of Music Inc transitioned to a company limited by guarantee, to be called Central Coast Conservatorium of Music Ltd, in April 2024. 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).

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).

**Annexure B – Resolution and special resolution for voting on by members**

The Company proposes the following resolution under clause 16.2 of the current Company constitution:

*‘The members resolve, in accordance with clause 16.2 of Central Coast Conservatorium of Music Ltd (****the Company****)'s current constitution, that the classes of membership set out in the amended constitution and explained at* ***Annexure C*** *to the notice of meeting be approved. The members acknowledge and agree that, under the new membership model, only persons holding office as directors or engaged by the Company as teachers on the date of this resolution will remain members of the Company, and any other persons that want to be members of the Company will need to apply under one of the new membership classes and pay the membership fee (if applicable)'.*

The Company proposes the following special resolution under section 136 of the *Corporations Act 2001* (Cth), for voting on by members:

*‘The members resolve by special resolution, under* *section 136 of the* *Corporations Act 2001* (Cth)*, that Central Coast Conservatorium of Music Ltd (****the Company****) accept the provisions of the constitution attached at* ***Annexure D*** *to the notice of meeting as the constitution of the Company in substitution for and to the exclusion of the existing constitution of the Company, with effect on and from the date of this resolution.’*

**Explanatory Note:**

1. As set out at in the discussion paper at Annexure C, moving from an incorporated association to a company limited by guarantee has presented an opportunity for the Company to restructure and revitalise the membership of the Company.
2. Specifically, to:
	1. reduce the members from 850 to a manageable number of engaged / active members;
	2. ensure a stable and engaged membership base that supports the Company's strategic objectives; and
	3. provide opportunities for the Company to develop a platform for stakeholder engagement or leverage membership into a loyalty or similar program.
3. The purpose of the resolution is for the members to, in accordance with clause 16.2 of the current constitution, approve the change to the Company's membership model and introduction of the proposed new membership classes.
4. Any members that are not directors of the Company, or teachers engaged by the Company, on the date the new membership model and constitution are approved, will cease to be members. If any person that ceases to be a member wants to continue to be a member with governance rights under the constitution, they can apply under the new constitution to be an Ordinary Member.
5. The purpose of adopting a new constitution is to:
	1. reflect the changes to the membership model and introduction of the Ordinary Member and Director and Teacher Member classes of membership; and

reflect changes that came into effect on 1 January 2024 regarding the administration

**Appendix C: CCCM Membership Discussion Paper**

**Purpose**

Moving from an Incorporated Association to a Company Limited by Guarantee has presented an opportunity to restructure and revitalise the membership of the Conservatorium. This is the last step in the restructure of the organisation. Specifically:

* To reduce the members from 850 to a manageable number of engaged / active members.
* To ensure a stable and engaged membership base that supports CC Con strategic objectives.
* To provide opportunities for the CC Con to develop a platform for stakeholder engagement or leverage membership into a loyalty or similar program.

**Background**

Previously (prior to April 2024) membership of the Incorporated Association was divided into four categories:

1. Ordinary Members
	1. A person who had applied for and been approved for membership of the association.
	2. a student enrolled in one-to-one tuition at the association, or where the person is less than eighteen years of age, the nominated guardian of that person. Where two or more members of the one family unit are enrolled, then only one person is eligible for membership from that family unit.
	*(this category allowed for many people to become members and not even realise there were members*)
2. Honorary Life Members
3. Committee of Management Members
4. Teacher Members.

There was no ability for CC Con alumni or members of the community who supported the Con to become a member.

**As of April 2024 members of the Company are:**

* the persons who were members of Central Coast Conservatorium of Music Inc at the time of application for registration of the Company and who consent to be Members of the Company; and
1. any other persons, corporations or organisations who are admitted to membership in accordance with this Constitution,

The CLG Constitution 2024 outlines that number of Members with which the CLG proposes to be registered is unlimited. The Directors may from time to time determine, vary and replace:

* the classes of membership of the Company (including the rights attaching, or not attaching, to a particular class of membership) provided that such a determination, variation or replacement will have no effect unless and until it is approved by a resolution of the Company passed in general meeting by not less than a majority of the Members entitled to vote on the resolution; and
* the qualifications for admission, and continued membership, in a particular class of membership (including any membership fees payable on application or on a periodic basis).

In order to reduce the current member numbers and promote active membership, we propose to set up new Member Classes as follows with proposed fees.

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| --- | --- |
| **Member Type** | **Fee Proposed** |
| Directors & Teachers | $0 |
| Ordinary Members(individual and corporation members) | $55 individual$550 corporation |

*All fees include GST and are per annum*

The only benefit that comes with membership now is voting rights as per the Constitution.

Following on from setting the member classes and enrolling some members, we can then start to add ‘benefits’ to the classes of membership.

**General Principles**

* All new member classes to require individuals to submit an application for membership to allow us to keep an update to date list of members.
* Directors and teachers to be given a free membership.
* Administrative staff (those on full or part time contracts who work for the CCCM) are ruled ineligible to join and vote.
* All members must be aged over 18 in the case of an individual or be a registered organisation with an ABN in the case of a corporation.
* All memberships to have only one vote.
* All membership applications to be available electronically