Australian Securities & Investments Commission

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Form 205
Corporations Act 2001
136(5), 157(2), 162(3), 461(2), 491(2), 506(1B), 507(11), 510(1A)
Corporations Regulations 2001
1.0.12

Notification of resolution

If there is insufficient space in any section of the form, provide details in an annexure – refer to Guide for annexure requirements

Company details

Company name
AUSTRALIAN LACE GUILD

ACN/ABN
006 462 175

Lodgement details

An image of this form will be available as part of the public register.

Who should ASIC contact if there is a query about this form?

ASIC registered agent number (if applicable)

Firm/organisation
AUSTRALIAN LACE GUILD

Contact name/position description
LYLE BURNS / TREASURER

Telephone number (during business hours)
( ) 0422 058 251

Email address (optional)
lyle.burns9@gmail.com

Postal address
1/84 MORETON STREET

Suburb/City
NEW FARM

State/Territory
QLD

Postcode
4005

Signature

This form must be signed by a current officeholder or external administrator of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name
LYLE BURNS

Capacity
☑ Director ☐ Company secretary ☐ External administrator

Signature
L. Burns

☑ Annexure endorsed as specified in guide

Date signed
06/10/21
[D D] [M M] [Y Y]

Provide details of resolution over page.

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841.

For more information
Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

1 Subject(s) of the resolution

ASIC internal form code

Please tick box(es) which apply
Must select at least one

Section		Subject	ASIC internal form code
157(2)	☐	Change of company name **Has a name reservation been lodged to reserve the proposed new company name?** ☐ Yes ☐ No If yes, provide reservation number (if any) **Is the proposed name identical to a registered business name(s)?** ☐ Yes ☐ No If yes, I declare that I hold, or am registering the company name for the holder(s) of, the identical business name(s), the registration details of which are listed below. ABN or Previous business number / Previous state/territory of registration (For business names registered before 28 May 2012 without an ABN.)	A
162(3)	☐	Change from public company to proprietary company	B
162(3)	☐	Change from proprietary company to public company	C
162(3)	☐	Change from no-liability company to company limited by shares	F
162(3)	☐	Change from limited company to unlimited company	G
162(3)	☐	Change from unlimited company to limited company	H
162(3)	☐	Change from company limited by guarantee to company limited by shares	AA
162(3)	☐	Change from company limited by both shares & guarantee to company limited by shares	AB
162(3)	☐	Change from company limited by both shares & guarantee to company limited by guarantee	AC
162(3)	☐	Change from limited (mining) company to a no-liability company	X
136(5)	☑	Alteration of constitution	J
491(2)	☐	Voluntary winding up by members/shareholders	L
491(2)	☐	Voluntary winding up by creditors	M
461(2)	☐	Company resolved to be wound up by Court	AD
506(1B)	☐	Powers & duties of liquidator (voluntary)	AF
507(11)	☐	Company's arrangement with liquidator	AG
510(1A)	☐	Binding arrangements on company/creditors	AH
	☐	Other Section number Brief description	R

2 Details of the resolution

Provide date of meeting

Date of meeting

23/09/21
[D D] [M M] [Y Y]

Tick the appropriate box & provide details. Annexures must be endorsed as specified in the guide.

The resolution: ☐ Set out below ☑ in the attached annexure marked "A" (a, b, c or 1, 2, 3 etc). was passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the *Corporations Act 2001*.

6/10/21 L. [illegible] 006 462 175 ANNEXURE A Page 1 of 4

	SCHEDULE OF AMENDMENTS **Articles of Association – Australian Lace Guild**	It is proposed to amend the Articles of Association (in the version approved by ASIC dated 29 April 1996) as follows.	
Clause	**Current Clause**	**Proposed New Clause**	**Why are we proposing the change**
8.2	**Directors Qualification** In order to be elected as Directors, the Directors shall be Members of the Company. Unless the Company in general meeting otherwise determines, a majority of the Directors must be resident in the State or Territory in which the Office is located (as set out in Article 18).	**Directors Qualification** In order to be elected as Directors, the Directors shall be Members of the Company. The Director who is elected President, and at least one other Director holding the office of either Vice President, Treasurer or Secretary, must reside in the same state of Australia. Directors may otherwise be drawn from the membership of any state of Australia.	To allow our committee to be made up of members from any State so that no one state has to bear the burden of forming two full committees. Having the president and one other in the same state is to facilitate things like signing documents and cheques
8.4	**Duration of Appointment by Directors** Any Director appointed pursuant to Article 8.3 holds office only until the next following annual general meeting of the Company and is eligible for re-election.	**Duration of Appointment by Directors** Any Director appointed pursuant to Article 8.3 holds office only until the next following annual general meeting of the Company and is eligible for re-election subject to this clause. (a) A Director is entitled to be appointed as a Director for a maximum term of five consecutive years, if re-elected at each annual general meeting (**Maximum Term**); (b) After a Director has served the Maximum Term, they must not stand for re-election as a Director for a period of at least 12 months from the date they last ceased to be a Director (**Director's Break**); (c) Notwithstanding the terms above, if the Company is unable to appoint the minimum number of Directors required by clause 8.1, within 90 days of an Annual General Meeting, then a Director that has served the Maximum Term may be reelected at a general meeting	To ensure we have rotation of leadership positions a maximum term has been set for each Director. With the exception that if the Guild is unable to fill the minimum number of positions required, a previous director can be reappointed without being required to have a 12 month break.

6/10/21 L. B[illegible] 006 462 175 ANNEXURE A Page 2 of 4

		without being required to comply with the Director's Break; (d) This clause is intended to have retrospective operation – that is, the Maximum Term will apply to Directors currently appointed, commencing from the date they were appointed Directors.	
9.2	**Cheques, Bills, etc.** All cheques promissory notes drafts bills of exchange and other negotiable instruments and receipts for money paid to the Company must be signed by two (2) of the four (4) signatories as determined by the Directors or must otherwise be signed drawn accepted endorsed or otherwise executed by the persons and in the same manner as the Directors determine	**Cheques, Bills, Payments etc.** All money paid by the Company (whether by cheque, electronic funds transfer or other means) must be approved by two signatories. The signatories may give their approval to the payment in writing by digital means (including by email).	To facilitate a more geographical distributed committee as well as new technologies.
10.4	**Nominations** Subject to Article 8.2, no person (not being a Director retiring by rotation) shall be eligible for election to the office as Director at any general meeting unless the person has been nominated in writing and has consented to their nomination and has notified the Company accordingly. Notice of each and every candidature shall be circulated to Members at least 21 days before the annual general meeting. Additional nominations may be accepted from the floor at a general meeting only if the minimum number of nominations received and circulated is below the number required by Article 8.1.	**Nominations** Subject to Article 8.2, no person (not being a Director retiring by rotation) shall be eligible for election to the office as Director at any general meeting unless the person has been nominated in writing and has consented to their nomination and has notified the Company accordingly. Notice of each and every candidature shall be circulated to Members at least 14 days before the annual general meeting. Additional nominations may be accepted from the floor at a general meeting only if the minimum number of nominations received and circulated is below the number required by Article 8.1.	To align clauses 4.4 notice of meeting which only requires 14 days notice of a meeting unless there is a special resolution, with clause 10.4 Nominations.
17	**Minutes** The Directors shall cause minutes to be kept in accordance with the Corporations Law:	**Minutes** The Directors shall cause minutes to be kept in accordance with the Corporations Law:	To facilitate digital approval of minutes rather than requiring physical signatures

6/10/21 L. Brown 006 462 175 ANNEXURE A Page 3 of 4

	(a) Of the names of the Directors present at each meeting of the Directors and of any Committee; and (b) Of all resolutions and proceedings of general meeting sand of meetings of Directors and of Committees. The minutes are to be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.	(a) Of the names of the Directors present at each meeting of the Directors and of any Committee; and (b) Of all resolutions and proceedings of general meetings and of meetings of Directors and of Committees. The minutes are to be approved by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting, and the approval may be given digitally (including by email).	
18.1	**Office** The Office shall be located in each State and Territory for a maximum of a 3 year continuous period and subject to Article 18.2 shall rotate between the States and Territories in the following order with effect from the annual general meeting at the conclusion of the 3 year period: (a) New South Wales; (b) Australian Capital Territory; (c) Victoria; (d) Tasmania; (e) South Australia; (f) Western Australia; (g) Northern Territory; and (h) Queensland.	**Office** The Office may be located in any Australian state or territory, to be determined at an annual general meeting. Pursuant to Article 8.2, the President and at least one other elected official (Vice President, Treasurer or secretary) must be from the same state or territory, with other Directorship positions drawn from the membership of any state or territory.	To facilitate the proposed geographically distributed committee the Office can be located in any state – the Office is just the formal address recorded for Australian Securities and Investment Commission (ASIC) so they can issue documents to the company. It can be a post office box and does not need to be located in any particular state (depending on the committee ASIC matters may sit with the treasurer or secretary)
18.2	**Default** If a State or Territory is unable or unwilling to assume the administration of the Office, the State or Territory next following in	Delete clause entirely.	A geographically distributed committee means this clause is no longer required.

6/10/21 L. B[illegible] 006 462 175 ANNEXURE A Page 4 of 4

	rotation shall have the opportunity to have the Office located within its jurisdiction.		
	SCHEDULE OF AMENDMENTS **Memorandum of Association – Australian Lace Guild** .	It is proposed to amend the Memorandum of Association dated 12 June 1985 as follows	
Clause	**Current Clause**	Proposed New Clause	Why are we proposing the change
9	True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place, and of the property, assets and liabilities of the Company and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of members. Once at least every year, the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies (Victoria) Code.	True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place, and of the property, assets and liabilities of the Company and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of members. The accounts shall be audited by a qualified auditor, or inspected for accuracy by a qualified accountant, who shall report to the members annually.	Provide flexibility to have the books inspected for accuracy rather than audited as an audit is no longer required under law and it is becoming increasingly difficult to find Accountants to conduct Audits due to liability issues.