

## **Explanatory Statement**

### **1. Amendments to VisAbility's Constitution**

#### Board Composition

As part of the merger, both VisAbility and Guide Dogs Tasmania have made commitments to ensure a good working relationship and smooth transition period.

In particular, VisAbility and Guide Dogs Tasmania agreed to appoint Board representatives to each other's Boards. VisAbility has already appointed a nominee, Debbie Schaffer to be a Director of Guide Dogs Tasmania (until it is closed down).

VisAbility has also agreed to allow Guide Dogs Tasmania to nominate representatives from Tasmania to be Directors of VisAbility. As part of this agreement, VisAbility must amend its Constitution to provide that at all times, where there are 9 or more Directors of VisAbility, at least 2 Directors will be permanent residents of Tasmania and where there are 8 or less Directors of VisAbility, at least 1 Director will be a permanent resident of Tasmania.

The Directors of VisAbility therefore wish to put this proposed amendment to the Members for their approval.

#### Definition of Special Resolution

In reviewing its Constitution, VisAbility has noted that the current definition of what constitutes a "Special Resolution" is unclear and overly restrictive and does not reflect the wording or the general principles of the *Corporations Act 2001* (Cth).

To remove any uncertainty, the Directors of VisAbility wish to put a proposed amendment to the Members to amend the definition of "Special Resolution" for their approval.

### **2. Election of Directors**

In accordance with the merger agreement described above, the Board of Guide Dogs Tasmania nominated Sue Shoobridge, its President and Scott Marston, its Vice President to join the VisAbility Board. Both were appointed, by the

VisAbility Directors to fill two vacant positions on its Board, in a casual capacity effective to the date of the AGM.

VisAbility has received by the due date, Board Membership nominations from Sue Shoobridge and Scott Marston. No other nominations have been received. Accordingly, these two nominees stand for election by VisAbility Members.