



Australian Research Alliance for Children and Youth Limited
ACN: 100 902 921

Minutes of the
General Meeting

Hybrid meeting held in person at the offices ARACY – 15 London Crt, Canberra City,
and via Teams App

Time: 12:30pm (AEST)

Date: Wednesday 22 May 2024

DIRECTORS PRESENT

Prof Gervase Chaney (Appointed Chair)
Adj Associate Prof Shamal Dass
Dr Norman Swan
Prof Stephen Zubrick
Dr Jenny Proimos
Prof Karen Thorpe

ORGANISATIONAL MEMBERS

Institute of Child Protection Studies (ACU) – Daryl Higgins
The Smith Family – Anne Hampshire
Australian Healthcare and Hospitals Association – Kylie Woolcock
Health Justice Australia – Sheree Limbrick
Murdoch Children's Research Institute – Sarah Davies
Academy of Child and Adolescent Health – Dr Jenny Proimos
Children's Discovery – Adam Selinger
Royal Far West – Kim Casburn
Flinders University – Gerry Redmond

ORDINARY MEMBERS

Barbara Wellesley
James McDougall

OTHERS PRESENT

Roslyn Dundas (Company Secretary)
Liz Depers (Partnership and Engagement Officer)

APOLOGIES

Anne Cregan (Director)
Hawa Mohammad (Director)
Australian Council of State School Organisations
Family and Relationship Services Australia
World Vision Australia
Macquarie University
Red Dearnley (Ordinary Member)



1. ACKNOWLEDGEMENT OF COUNTRY AND INTRODUCTIONS

The Chair opened the meeting at 12:30pm and welcomed attendees. A Quorum of Organisational Members was represented.

The Chair noted apologies.

The Chair acknowledged the Traditional Owners of land upon which participants were present and paid respects to Elders past and present and leaders emerging.

The Chair asked for an indication of support in taking in the Chair role for the duration of the meeting.

ACCEPTED BY SHOW OF HANDS

2. APOLOGIES

The Chair noted tabled apologies.

3. REPORT ON CLASS MEETINGS OF MEMBERS

The Company Secretary provided a report of the class meetings of ordinary and organisational members that had taken place prior to the General Meeting. It was reported both meetings had resolved that their class rights be varied as provided in the proposed new Constitution.

4. REPORT ON PROXIES AND VOTING PROCESS

The Chair outlined the role of True Vote in supporting the voting process. 3 proxies had been received for this meeting.

5. PROPOSED NEW CONSTITUTION

The Chair outlined the new Constitution being proposed, noting major changes from the current Constitution. It was noted an Explanatory Memorandum had been made available.

The Australian Research Alliance for Children and Youth Limited (ARACY) was established in 2002 as a research institute. Its Constitution dates from 2003. Whilst our purpose has always been, and will remain, to enhance the wellbeing of children and young people, our way of working has evolved.

ARACY no longer primarily undertakes its own scientific research (though it continues to advocate for and use evidence-based practices derived from scientific studies). As we do not now undertake scientific research, we no longer meet the requirements of a research institute – a particular form of charity.

The Board of ARACY has been working to develop an updated, modern Constitution that:

- Properly reflects ARACY's current purpose and the work we undertake now;
- Will enhance the likelihood of ARACY being endorsed as a health promotion charity as it can no longer be a research institute;
- Addresses certain operational issues with the current Constitution;

- Is a useful and accessible rulebook for the organisation;
- Reflects modern governance practice; and
- Will create a solid foundation for ARACY into the future.

The Constitution developed by the Board, which members will be asked to adopt as ARACY's Constitution going forward, was made available to members.

ARACY will remain as it was established, a not-for-profit public company limited by guarantee.

The Board of ARACY has carefully considered the risks associated with this change, noting there is no guarantee ARACY will be accepted as a health promotion charity. However, the charitable category of 'health promotion charity' aligns most closely with our work dedicated to promoting the wellbeing, including health, of young Australians through evidence-based approaches and strategic collaborations. The Board therefore recommends the adoption of the proposed Constitution.

6. QUESTIONS

The opportunity was given for participants in the meeting to raise questions. No questions were raised.

7. RESOLUTION

The Chair put the motion, and asked members to cast their vote:

Resolved by special resolution that the Constitution circulated with this Notice of General Meeting and marked 'A' be adopted as the Constitution of ARACY in place of its current Constitution from the conclusion of this General Meeting.

CARRIED

8. DECLARATION OF POLL

The Company Secretary, on receiving the result of the ballot conducted by True Vote declared the resolution carried.

9. MEETING CLOSE

The Chair thanked members for their participation in this process. The Chair also acknowledged the Board directors and staff team for their significant work on this reform process. Gilbert + Tobin lawyers were acknowledged for their considerable and considerate advice. The meeting was declared closed at 12.45pm.

SIGNED AS A TRUE AND CORRECT RECORD

CHAIR

/ / 2024