

## ACTA Annual General Meeting Agenda

<b>Date:</b>	Thursday 26 November 2020
<b>Time:</b>	1:00 – 2:00 pm AEDT
<b>Place:</b>	Virtual Event The meeting will be held on a virtual platform, using zoom video-conference via the following link: <a href="https://us02web.zoom.us/j/85901507836?pwd=bnhTSHQ5ejVEemEwVWpma3NmWmtHUT09">https://us02web.zoom.us/j/85901507836?pwd=bnhTSHQ5ejVEemEwVWpma3NmWmtHUT09</a>

Item	Description	Responsible
1.	Welcome and Introductions	Chair
2.	Apologies and Notice of Proxies	Secretary
3.	Acceptance of Minutes of previous Annual General Meeting	Chair
4.	Chair's Report	Chair
5.	Questions to Directors	Chair
6.	Confirmation of and Questions to the Auditor	Chair
7.	<b>Proposed Resolutions</b>	<b>Moved by</b>
	Motion to adopt the amended Constitution of the Australian Clinical Trials Alliance Limited (ACTA) as tabled ("Proposed Constitution") at the Annual General Meeting).	Chair
8.	Receive Annual Financial Statements and Reports	Chair
9.	Election of Directors	Secretary
10.	General Business	Chair
11.	Meeting Close	Chair

**The Explanatory Notes that follow provide important information regarding the items of business to be considered at the Annual General Meeting (AGM) by the Australian Clinical Trials Alliance (ACTA) Members.**

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### **Items of Business**

Item 7 will be proposed as a special resolution. Items 8-9 will be proposed as an ordinary resolution, and Item 9 will be determined by an anonymous ballot if voting is determined to be required. All other items of business will be for discussion and noting.

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### **Agenda Item 6: Confirmation of and questions to the Auditor**

Members are requested to submit any questions to the auditor one-week prior to the AGM, by sending to Simone Yendle at: [acta@clinicaltrialsalliance.org.au](mailto:acta@clinicaltrialsalliance.org.au).

#### **Background:**

Under the provisions in the *Corporations Act 2001*, ACTA is required to appoint an auditor. PKF Melbourne Audit & Assurance Pty Ltd has been the sole auditor of ACTA since incorporation.

#### **Sponsor:**

This proposal is endorsed by the Chair, Prof John Zalcborg.

#### **Recommendation:**

That the Members note that PKF Melbourne Audit & Assurance Pty Ltd is retained as the auditor of ACTA.

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**Agenda Item 7: Motion to adopt the amended Constitution of the Australian Clinical Trials Alliance Limited (ACTA) as tabled (“Proposed Constitution”) at the Annual General Meeting).**

The Proposed Constitution is attached with the AGM Notice. A marked-up copy of the Proposed Constitution will be available to the Membership on the ACTA website ([click here to access the PDF attachment](#)) and also by request. This document shows all proposed amendments to the current Constitution. Proposed additions to the current Constitution are underlined, and all deletions are indicated by strike through lettering.

**Summary of proposed amendments:**

Following comprehensive governance and structural reviews of ACTA, the proposed amendments have been identified as an important step towards building a sustainable and well-run organisation. Toward this aim, extensive changes have been made. The below table is provided as a summary for those seeking a high-level guide and is not exhaustive. Please use the above link to access the complete amendments.

Area of change	Current Constitution	Proposed Constitution (Amended Version)	Primary Reference in Proposed Constitution
General tidy up	Some sections had become out of date and some confusing references.	Consistent with best practice and compliant with the Corporations Act	Throughout
Simplify the fundamental set of rules and principles by which ACTA should operate under the Constitution	Relatively inflexible and contained significant procedural detail	The Proposed Constitution includes an appropriate level of macroelements, allowing the Board to provide specific direction under amendable Regulations	Throughout, including removal of Annexure A
Objects	17 Objects as well as the mission statement	Objects have been combined and refined to three core activities	Clause 2.1
Australian Charities and Not-for-profits Commission (ACNC)	Not eligible to apply for charity status	Possible to apply for charitable status (or operate as is)	Throughout, particularly clauses 20.1-20.10, “ACNC Act” “Eligible Recipient” and “Surplus Assets” definition clause 24.1
Adapt to the use of technology	Required all Members consent to hold a virtual AGM	Brought up to date: possible to hold fully or partially virtually AGM easily. Allows for electronic execution of documents, electronic record keeping, hybrid and virtual meetings and electronic polls	Throughout, particularly clauses 8.26, 8.37 (Meeting of Members), 4.14, 4.27 (Meeting of the Board), 24.3

Election and voting process	Inflexible due to the level of procedural detail.	Election process able to be determined by the Board. Allows voting by electronic ballot prior to the AGM.	Removal of Annexure A (page 45), and addition of clauses 10.5-10.7, amend clauses 8.24-8.26
Membership Categories and Criteria	Membership criteria explicitly defined	Principles of Membership only: Board able to review and determine the categories and criteria for Membership in Regulations	Clauses 24.1 (Definitions), 3.5-3.6
Membership procedures, including the application and cessation of Membership processes	Some references to Members unclear if voting or non-voting. Relationship between Designates and Representatives unclear. Application and removal process inflexible.	Simplified acceptance and removal processes. Clarified the role of Designates. Clarified references to voting versus non-voting Members. Provisions for Affiliate Members to be organisations that are not legal entities.	Clauses 3.5-3.14, 3.18 (non-transferrable), 4.6-6.16
Termination of Membership:	Unclear	Clear and supported by provisions for dispute resolution and disciplining members	4.7 (Dispute resolution), 4.8 (Discipline), "Termination Event" Definition, clause 24.1
Independent Directors: clarification on the retirement for Directors	Some references to Directors unclear if Independent or Elected	Clarified retirement and rotation of Directors: does not relate to Independent Directors	Clauses 10.4 – 10.6
Payments to Members and Directors and distribution of funds	Unclear Allows gratuity, pension, allowance payments to former Directors	Clarified, to allow distribution of grant monies to Members and payment of Directors within ACNC guidelines. Payments to Former Directors removed	Clauses 7.1-7.4 Clauses 11.1-11.5 (removal of previous clause 4.7)
Skills and Experience Qualification requirements	Requirement to have a representative from each core member type on the Board and hold separate elections for these positions	Removed absolute requirement. This will be dealt with within Regulations. It is the intention that the Board would be diverse and representative of the Membership, and Directors represent the entire Membership once in office.	Removal of Annexure A and related references throughout.
Additional best practice provisions	Not provided for	Added clauses around: duties of directors, disclosures of interest, Directors' material personal interest, dispute resolution and discipline, and corporate representatives.	Clauses 4.7 (Dispute resolution), 4.8 (Discipline), 13 (Duties of Directors), reference to "Corporate Representative" throughout

Please contact Simone Yendle at [acta@clinicaltrialsalliance.org.au](mailto:acta@clinicaltrialsalliance.org.au) prior to the AGM if you have any difficulty in accessing the Proposed Constitution, would like it sent by email or mail, or if you would like to discuss any of the proposed amendments

**Justification:**

The ACTA Board is proposing to amend the Constitution in order to improve the operational efficiency of the Company, including by:

- Tidying up some minor drafting issues and reducing uncertainty in the meaning or operation of certain clauses in the Constitution;
- Updating outdated references and practices in the Constitution;
- Streamlining the election and Membership approval, renewal and termination processes to provide significant efficiencies for the organisation;
- Clarifying and simplify the Objects of ACTA, to ensure good governance and clarity of ACTA's direction (it is noted that ACTA will continue to establish Strategic Plans, with input from Members, that will provide greater detail to the Objects);
- Providing the ACTA Board with the flexibility to provide greater operational and procedural direction through regulations, without risking the Constitution being unreflective of current practice. Under the Proposed Constitution, the ACTA Board will still have the ability to make, amend, prescribe and issue regulations which operate pursuant to the Constitution and Members will be informed of any changes through the publication of these regulations.

The ACTA Board believes that the Proposed Constitution reflects contemporary corporate governance practices and the current operations of ACTA and will provide the flexibility in its decision making in relation to the business and operations of ACTA and to support and promote our Members interests.

**Sponsor:**

This proposal is endorsed by the Chair, Prof John Zalcborg.

**Proposed Resolution:**

That the amended Constitution of the Australian Clinical Trials Alliance Limited (ACTA) as tabled at the Annual General Meeting ("Proposed Constitution") is adopted as the new Constitution of ACTA.

**Recommendation:**

The Board recommends that the Members pass this resolution.

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**Agenda Item 8: Receive Annual Financial Statements and Reports**

To receive and consider the Financial Statements and the reports of the Directors and the Auditor for the year ended 30 June 2020.

**Proposed Resolution:**

That the Financial Statements and Reports tabled at the Annual General Meeting be received.

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**Agenda Item 9: Election of Directors**

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The Board currently consists of nine Directors, three of whom were appointed by the Board as Independent Directors.

The terms of the following elected Directors will expire at the end of the 2020 AGM:

- Professor John Zalberg
- Professor Judith Trotman

Prof John Zalberg, having served in office for two terms (six years), is eligible to stand for re-election and has indicated that he intends to do so.

Prof Judith Trotman will retire at the 2020 AGM and is not seeking re-election. Prof Trotman was elected to the Board on 21 November 2017 and since this time, has served on various committees. The Board would like to thank Prof Trotman for her valued contribution to ACTA.

Please be advised that Ms Margo MacGillivray, Independent Director, having served one term (three years), has been re-appointed by the Board for another term of three years, effective at the 2020 AGM.

The Notice of the AGM was sent to all Full Members on 5 November 2020 called for nominations for the election of three Directors in Open Positions, as defined in the Constitution of ACTA.

**Justification:**

Under the provisions in the ACTA's Constitution, at least one-third of elected Directors must retire (and may seek re-election if they are eligible) at each AGM. The provisions of the Constitution, and in particular Annexure A, set out the qualifications and appointment of Directors.

**Proposed Resolution:**

If the number of new nominees is greater than two, that an anonymous ballot is held in accordance with the Constitution and that the Members ratify the results of the ballot. Should the number of eligible candidates be equal to or less than the number of vacancies, that the Members resolve to elect the eligible candidates.

**Recommendation:**

That the Members ratify the results of the election.

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