



# Royal Australasian College of Dental Surgeons

## NOTICE OF ANNUAL GENERAL MEETING OF FELLOWS AND MEMBERS

The Annual General Meeting of the Members of The Royal Australasian College of Dental Surgeons (RACDS) will be held as follows:

**Date:** Friday 17 November 2023  
**Time:** 3:00pm AEDT  
**Place:** Level 13, 37 York Street, Sydney NSW 2000 and via videoconference (zoom)

### AGENDA

Fellows and Members are advised that the Agenda for the Annual General Meeting (AGM) is as follows:

1. Unconfirmed Minutes of the previous AGM held on Friday 18 November 2022.
2. RACDS Annual Audited Accounts and Auditor's Report for the year ended 30 June 2023.
3. President's Annual Report and other Reports.
4. Special Resolution 1

### Special Resolution 1

THAT, pursuant to section 136(2) of the Corporations Act 2001, the RACDS' constitution be amended, with effect from the close of the meeting, as described in the explanatory notes for this resolution in this Notice of Annual General Meeting of the Fellows and Members of RACDS. The amendments are set out in the marked-up copy of the constitution that will be tabled at the Meeting and signed by the Chair of the meeting for the purposes of identification.

### How to Vote

You may either attend the AGM in person or you may complete the Appointment of Proxy form and submit it by return email to [ceo@racds.org](mailto:ceo@racds.org) or post it to RACDS, Level 13, 37 York St, Sydney NSW 2000. If you are planning to attend the AGM via videoconference, please register your attendance by clicking on this [link](#). If you are planning to attend in person, please register by emailing [ceo@racds.org](mailto:ceo@racds.org).

Proxies must be notified to the CEO as Company Secretary in writing, no later than **3pm on Wed 15 November 2023** by completing and returning the 'Appointment of Proxy' form.

Click [here](#) for all documents relating to the AGM.

All other documents relating to the agenda are available here or in hard copy on application to the College office.

Should you have any questions regarding the AGM, please feel free to contact me at the College on (02) 9262 6044 or at [ceo@racds.org](mailto:ceo@racds.org).



# Royal Australasian College of Dental Surgeons

## EXPLANATORY STATEMENT

This explanatory statement is an important document and should be read carefully. It forms part of and should be read in conjunction with the Notice of Annual General Meeting of the Fellows and Members of RACDS to be held on Friday 17 November 2023 at 3:00pm AEDT.

### Special Resolution 1 – Amendments to Constitution

Member approval is being sought to approve changes to the RACDS' current constitution. If the resolution to amend the constitution is passed, the changes will be effective from the close of the AGM. Section 136(2) of the *Corporations Act 2001 (Cth)* (**the Act**) provides that modification or repeal of its constitution, may only be made by a special resolution of members. For a special resolution to be passed, at least 75% of the votes cast in relation to that resolution must be in favour of the resolution.

The proposed revisions to the Constitution are available to Members here (tracked version [4.1](#)). Members may also request a hard or soft copy of the proposed replacement Constitution by emailing [ceo@racds.org](mailto:ceo@racds.org).

A summary of the key proposed changes with explanations is available here ([4.2](#)). The proposed changes principally alter the RACDS Board Director elections from biennially to annually. Two-year director terms remain, however they would be staggered so that approximately half of the elected director positions would be up for election each year.

Any constitution should evolve over time as requirements change. Any future amendment will require approval by Members through a special resolution.

Click [here](#) for all documents relating to the AGM.

Please contact the College on (02) 9262 6044 or at [ceo@racds.org](mailto:ceo@racds.org) for any further information relating to the AGM or Special Resolution.

A handwritten signature in black ink, appearing to read 'B. Peek'.

Mr Brendan Peek  
Chief Executive Officer and Company Secretary