

Arc @ UNSW Limited

Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide Members with the necessary information to make an informed decision regarding the special resolutions proposed at Arc's Annual General Meeting. The Arc Board recommends that Members vote FOR (in favour of) the proposed constitutional amendments.

CONSTITUTION AMENDMENT C

Proposed amendment

- THAT clause 9.11 is amended to read: "The office of a Director is vacated if the Director
 - (a) ceases to be a Director or becomes prohibited from being a Director under the Corporations Act;
 - (b) resigns their office by written notice to Arc;
 - (c) is absent for more than three (3) consecutive meetings, excluding extraordinary meetings without leave of the Board if the Board so determines; or
 - (d) is removed from the office of Director by a resolution of Arc in accordance with section 9.10."

Explanation

- The proposed amendment does not introduce any new criteria for Directorship, it simply clarifies that a Director's Office is deemed vacant *automatically* upon meeting specific conditions already outlined within the Constitution, rather than requiring the Director to take action.
- This Constitutional Amendment was proposed following legal advice received to provide clarity around the intention and interpretation of the Vacation of Office of Director clause.