NOTICE OF MEETING OF MEMBERS AND EXPLANATORY MEMORANDUM

HARM REDUCTION AUSTRALIA INCORPORATED INC1401352

Harm Reduction Australia Incorporated INC1401352 (**Association**) gives notice that a meeting of members of the Association will be held:

|  |  |
| --- | --- |
| **Time:** | **3:45pm (AEDST time)** |
| **Date:** | **2nd February 2017** |
| **Place:** | **Teleconference**  **Phone: 1800 179 061 then enter 2984882#** |

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| **Time:** | **3:45pm (AEDST time)** |
| **Date:** | **2nd February 2017** |
| **Place:** | **Teleconference - Phone: 1800 179 061 then enter 2984882#** |
| **Business:** | To consider, and if thought fit, to pass the resolutions set out below (**Resolutions**) |

SPECIAL RESOLUTIONS

1. SPECIAL RESOLUTION

That the Association be changed from an association incorporated under the *Associations Incorporations Act 2009* (NSW) (**AI Act**) to become registered as a company limited by guarantee under the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Conversion**).

1. SPECIAL RESOLUTION

That upon the Conversion taking effect, the Association change its name from Harm Reduction Australia Incorporated to Harm Reduction Australia Limited.

1. SPECIAL RESOLUTION

That upon the Conversion taking effect, the Association remove the existing constitution of Harm Reduction Australia Incorporated (**Existing Constitution**) as its governing document.

1. SPECIAL RESOLUTION

That upon the Conversion taking effect, the Association adopt a new constitution for a company limited by guarantee under the Corporations Act (**New** **Constitution**) as its governing document.

ORDINARY RESOLUTIONS

1. ORDINARY RESOLUTION

That the individuals set out in Part A of Annexure A be appointed directors of Harm Reduction Australia Limited (the company limited by guarantee under the Corporations Act).

1. ORDINARY RESOLUTION

That the individual set out in Part B of Annexure A be appointed company secretary of Harm Reduction Australia Limited (the company limited by guarantee under the Corporations Act).

1. ORDINARY RESOLUTION

That the individuals set out in Part C of Annexure A be members of Harm Reduction Australia Limited (the company limited by guarantee under the Corporations Act), in each case subject to the relevant individual providing a completed and signed application for membership to the Association.

1. ORDINARY RESOLUTION

That each of the individuals set out in Part A of Annexure A (with the assistance of Ashurst) be authorised to complete, execute and lodge any necessary forms or other documents in order to give effect to the Conversion, in accordance with the provisions of the Corporations Act and the AI Act.

Niki Parry

**Secretary**

**Harm Reduction Australia Incorporated**

ANNEXURE A

1. PART A — DIRECTORS OF HARM REDUCTION AUSTRALIA LIMITED
   * 1. Nick Crofts;
     2. Greg Denham;
     3. Kate Dolan;
     4. Meghan Fitzgerald;
     5. Frank Hansen;
     6. Mary Harrod;
     7. Penny Hill;
     8. Annie Madden;
     9. Matt Noffs;
     10. Niki Parry;
     11. Garth Popple;
     12. Tony Trimingham; and
     13. Gino Vumbaca.
2. PART B — COMPANY SECRETARY OF HARM REDUCTION AUSTRALIA LIMITED
   * 1. Niki Parry
3. PART C — MEMBERS OF HARM REDUCTION AUSTRALIA LIMITED

* Emily Arnold
* Kath Ashton
* Jesse Balcombe
* Zoltan Barczi
* Julie Bates
* Sam Biondo
* Phillip Boulten
* Sophie Bourchier
* Jack Braithwaite-Byrne
* Eli Brasse
* Ian Bridges-Webb
* Edwin Briggs
* Stephen Bright
* Nathan Brown
* Jeff Buckley
* Joshua Butson
* Steven Capell
* Julie Carnell
* Anne Caroll
* Theo Chang
* Luke Chenery
* Julie clark
* Lesley Clarke
* Nadia Cleber
* Bernie Coates
* Shelley Cogger
* Danielle Couch
* Marie Coughlan
* Nicholas Cowdery
* John Nicholas Crofts
* Cassandra Crone
* Gary Croton
* Brendan Curran
* Ian Curtis
* Julie Deam
* Greg Denham
* Paul Dessauer
* Kate Dolan
* Joshua Donelly
* Jimmy Dorabjee
* Casey Doyle
* Maurice Dutton-Challis
* Domina Elle
* Andrew Ewing
* SJ Finn
* Jane Fischer
* Jenny Fleming
* Samuel Gibbings
* Travis Gilbert
* Candice Gilford
* Matthew Gleeson
* Patrick Griffiths
* Wayne Hall
* Nicole Hallahan
* Miranda Halliday
* Kate Hamilton
* Frank Hansen
* Sarah Harvey
* Rodney Hatch
* Peter Higgs
* Sarah Hiley
* Penelope Hill
* Renee Hoare
* Jenny Holmes
* John Hopkins
* Louise Hughes
* Caitlin Hughes
* David Jackson
* Marianne Jauncey
* Darlene Jones
* Shayne Kilford
* Shayne Kilford
* Mariusz Krol
* First Name Last Name
* Ian & Gillian Latchford
* Toby Lea
* Cameron Ljubic
* Colin Lowe
* Glenn Lyons
* Rebecca MacBean
* Alannah Mactiernan
* Annie Madden
* Peta Malins
* Rob Marsh
* Sharyn Marshall
* Gillian Marshall-Pierce
* Melanie Martin
* Robyn Maurice
* Marion McConnell McConnell
* David McDonald
* Terry McGrath
* Sheila McHale
* Lee McIntosh
* Kate Merlin
* Elizabeth Merrilees
* Richard Michell
* Peter Miller
* MIchael Miller
* Charmaine Miller
* Stephen Milne
* Gladys Mitchell
* Penny Morrison
* Joel Murray
* Jay Murray
* Vivian Nguyen
* Emma Nixon
* Matthew Noffs
* Julie O'Donnell
* Bill O'Loughlin
* Anna Olsen
* Molly Oreilly
* Julie Owens
* Mick Palmer
* Niki Parry
* Daniel Perry
* Daniella Phillips
* James Pitts
* Sean Popovich
* Garth Popple
* Amanda Power-Hall
* George Quittner
* Jake Rance
* Will Ranson
* Vicki Redmond
* Andrew Reed
* Jill Roberts
* Bill Robertson
* John Rogerson
* Dean Rogut
* James Rowe
* Anna Ruut
* Dorota Sacha-Krol
* Natisha Sands
* devushka scardigno
* dom shelley
* Peter Sidaway
* Joan Silk
* Catherine Silsbury
* Anthony Skinner
* Philip Smith
* Chloe Span
* Tamara Speed
* David Stanley
* Robert Stirling
* Carolyn Stubley
* Deb Sullivan
* Melanie Sutherland
* Sean Swift
* Ann Symonds
* David Templeman
* Kirsten Thompson
* Ruth Toomey
* Carla Treloar
* Tony Trimingham
* Kylie Valentine
* Dierk von Behrens
* Gino Vumbaca
* Suzanne Wales
* Nick Wallis
* James Ward
* Gideon Warhaft
* Debbie Warner
* Ian Webster
* Michael White
* Edward (Ted) Wilkes
* Donna Williamson
* Alex Wodak
* William Wood
* Roger Wyndham
* Steven Zanuttini

Explanatory Memorandum

HARM REDUCTION AUSTRALIA INCORPORATED INC1401352

1. BACKGROUND

Harm Reduction Australia Incorporated INC1401352 (the **Association**) is currently an association incorporated under the *Associations Incorporations Act 2009* (NSW) (**AI Act**). To further its objectives and to facilitate its expansion in States and Territories around Australia and potential fundraising activities the Association intends to become registered as a company limited by guarantee under the *Corporations Act 2001* (Cth) (**Corporations Act**) (the **Conversion**) and register with the Australian Securities and Investments Commission (**ASIC**) and the Australian Charities and Not-for-profits Commission (**ACNC**).

1. The Conversion

The Association will need to resolve to undertake the Conversion by passing the resolutions set out in the Notice of Meeting (**Resolutions**) and undertaking a number of administrative steps required by the AI Act and the NSW Office of Fair Trading (**OFT**) and the Corporations Act and ASIC. The meeting has been convened to consider and, if thought fit, pass the Resolutions, which are described below.

* 1. Special Resolutions

The Special Resolutions provide that the Association be changed from an association incorporated under the AI Act to become registered as a company limited by guarantee under the Corporations Act.

As part of this conversion, the Association is required to undertake the following:

* + 1. change its name from "Harm Reduction Australia Incorporated" to "Harm Reduction Australia Limited";
    2. remove the existing constitution of Harm Reduction Australia Incorporated (**Existing Constitution**) as its governing document; and
    3. adopt a new constitution for a company limited by guarantee under the Corporations Act (**New** **Constitution**) as its governing document.
  1. Ordinary Resolutions

The Ordinary Resolutions provide for the intended appointment of directors, a company secretary, and the acceptance of members of Harm Reduction Australia Limited. It is intended that:

* + 1. the individuals set out in Part A of Annexure A be appointed directors of Harm Reduction Australia Limited;
    2. the individual set out in Part B of Annexure A be appointed company secretary of Harm Reduction Australia Limited; and
    3. the individuals set out in Part C of Annexure A be members of Harm Reduction Australia Limited.

In order to give effect to the Resolutions and undertake the Conversion, the Ordinary Resolutions also provide that the individuals set out in Part A of Annexure A be authorised to complete, execute and lodge any necessary forms or other documents in order to give effect to the Conversion (with the assistance of Ashurst), in accordance with the provisions of the Corporations Act and the AI Act.

* 1. If the Resolutions are passed

Shortly after the Resolutions are passed, the forms and administrative activities necessary to give effect to the Conversion will be completed, including the lodgement of Forms A10 and A12 with the OFT and Form 202 with ASIC.

* 1. If the Resolutions are not passed

If the Resolutions are not passed, the Existing Constitution will not be altered and the Conversion will not be effected.

1. BACKGROUND INFORMATION

To enable you to make an informed decision about the Resolutions, you are provided with:

* + a Notice of Meeting;
  + this Explanatory Memorandum, which contains relevant information including a summary of the Resolutions and background information about the Resolutions; and
  + a copy of the New Constitution.

We recommend that you read this Explanatory Memorandum carefully before voting on the Resolutions.

1. FURTHER INFORMATION

Members with any questions should contact the Association on 0408244552 during business hours.

Niki Parry

**Secretary**

**Harm Reduction Australia Incorporated**

ANNEXURE A

1. PART A — DIRECTORS OF HARM REDUCTION AUSTRALIA LIMITED
   * 1. Nick Crofts;
     2. Greg Denham;
     3. Kate Dolan;
     4. Meghan Fitzgerald;
     5. Frank Hansen;
     6. Mary Harrod;
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     9. Matt Noffs;
     10. Niki Parry;
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   * 1. Niki Parry
3. PART C — MEMBERS OF HARM REDUCTION AUSTRALIA LIMITED

|  |  |
| --- | --- |
| * Emily Arnold * Kath Ashton * Jesse Balcombe * Zoltan Barczi * Julie Bates * Sam Biondo * Phillip Boulten * Sophie Bourchier * Jack Braithwaite-Byrne * Eli Brasse * Ian Bridges-Webb * Edwin Briggs * Stephen Bright * Nathan Brown * Jeff Buckley * Joshua Butson * Steven Capell * Julie Carnell * Anne Caroll * Theo Chang * Luke Chenery * Julie clark * Lesley Clarke * Nadia Cleber * Bernie Coates * Shelley Cogger * Danielle Couch * Marie Coughlan * Nicholas Cowdery * John Nicholas Crofts * Cassandra Crone * Gary Croton * Brendan Curran * Ian Curtis * Julie Deam * Greg Denham * Paul Dessauer * Kate Dolan * Joshua Donelly * Jimmy Dorabjee * Casey Doyle * Maurice Dutton-Challis * Domina Elle * Andrew Ewing * SJ Finn * Jane Fischer * Jenny Fleming * Samuel Gibbings * Travis Gilbert * Candice Gilford * Matthew Gleeson * Patrick Griffiths * Wayne Hall * Nicole Hallahan * Miranda Halliday * Kate Hamilton * Frank Hansen * Sarah Harvey * Rodney Hatch * Peter Higgs * Sarah Hiley * Penelope Hill * Renee Hoare * Jenny Holmes * John Hopkins * Louise Hughes * Caitlin Hughes * David Jackson * Marianne Jauncey * Darlene Jones * Shayne Kilford * Shayne Kilford * Mariusz Krol * First Name Last Name * Ian & Gillian Latchford * Toby Lea * Cameron Ljubic * Colin Lowe * Glenn Lyons * Rebecca MacBean * Alannah Mactiernan * Annie Madden * Peta Malins * Rob Marsh * Sharyn Marshall * Gillian Marshall-Pierce * Melanie Martin * Robyn Maurice * Marion McConnell McConnell * David McDonald * Terry McGrath * Sheila McHale * Lee McIntosh * Kate Merlin * Elizabeth Merrilees * Richard Michell * Peter Miller * MIchael Miller * Charmaine Miller * Stephen Milne * Gladys Mitchell * Penny Morrison * Joel Murray * Jay Murray * Vivian Nguyen * Emma Nixon * Matthew Noffs * Julie O'Donnell * Bill O'Loughlin * Anna Olsen * Molly Oreilly * Julie Owens * Mick Palmer * Niki Parry * Daniel Perry * Daniella Phillips * James Pitts * Sean Popovich * Garth Popple * Amanda Power-Hall * George Quittner * Jake Rance * Will Ranson * Vicki Redmond * Andrew Reed * Jill Roberts * Bill Robertson * John Rogerson * Dean Rogut * James Rowe * Anna Ruut * Dorota Sacha-Krol * Natisha Sands * devushka scardigno * dom shelley * Peter Sidaway * Joan Silk * Catherine Silsbury * Anthony Skinner * Philip Smith * Chloe Span * Tamara Speed * David Stanley * Robert Stirling * Carolyn Stubley * Deb Sullivan * Melanie Sutherland * Sean Swift * Ann Symonds * David Templeman * Kirsten Thompson * Ruth Toomey * Carla Treloar * Tony Trimingham * Kylie Valentine * Dierk von Behrens * Gino Vumbaca * Suzanne Wales * Nick Wallis * James Ward * Gideon Warhaft * Debbie Warner * Ian Webster * Michael White * Edward (Ted) Wilkes * Donna Williamson * Alex Wodak * William Wood * Roger Wyndham * Steven Zanuttini |  |