

Special Resolution for consideration at the 2016 Annual General Meeting of the Association of Massage Therapists Ltd.

RESOLUTION: that the proposed amendments to the constitution of the Association of Massage Therapist Ltd detailed in the motions below be adopted.

PREAMBLE: The rationale behind these proposed changes is to modernise the Constitution of AMT in line with changes in the operation of the Association and corporate law in Australia.

MOTION 1

Change the designation of presidents and vice-presidents of the Association

Throughout the constitution, delete all reference to the *'President'* and *'Vice-President'*.

Replace with *'Chairperson'* and *'Vice-Chairperson'* where relevant.

Reason: AMT's corporate structure has evolved substantially since the constitution was originally established. The designation of "Chairperson" better encapsulates the role and functions now performed by the AMT President. The Chairperson is the highest-ranking officer on the Board of Directors and is not involved in the day-to-day running of AMT. The Chairperson presides over meetings of the Board.

This change also clearly maintains the delineation (within AMT) between the role of the Company Secretary and the role of the President.

MOTION 2

Rule 13 - General Meetings

Replace current wording for the timing of Annual General Meetings with:

"The AGM is to be held between 1 March and 31 May each year."

Reason: The current 2-month window to hold the AGM (between March 1 and May 1) coincides with a number of major national public holidays. It also coincides with school holidays across most states in Australia. Extending the period over which the AGM can be held will mitigate the constraints posed by these holiday interruptions, with the intent of maximising the opportunities for members to attend the meeting.

MOTION 3

Memorandum of the Association

Remove all references to the Memorandum of the Association.

Reason: The Memorandum of Association is an artefact from an earlier era when a public company's rules were laid out in two separate documents - the Memorandum and Articles of Association. From 1 July 1998, companies were no longer required to have a Memorandum of Association.

AMT's Memorandum of Association was last updated in 1996.

A company's memorandum used to contain the objects clause of a company. However, the objects clause is now less significant because of the abolition of the doctrine of ultra vires in relation to corporate capacity in 1998 in Australia (that is, something that is outside or beyond the powers of a company).

In other words, prior to 1988 there was a legal requirement for a company to specify the purpose it was trading towards (objects). If the company acted outside those parameters, those actions were considered invalid and therefore void. Nowadays, AMT articulates its objects through the Vision and Mission Statement. The AMT Memorandum is no longer required or relevant now that corporate law has changed and all companies have the capacity and rights of a natural person.