

The ACEL ACE Task Force

1. Purpose

The role of the task force is to examine the case for a merger of the two organisations and, if appropriate, to make recommendations to their governing bodies and memberships.

2. Composition

The task will consist of the following members:

From ACEL:

Neville Highett, President (SA)
Chris Presland, Member Appointed Director (NSW)
Graham Chadwick, Branch Director (NT)
John Ewington, Branch Director (Tas)

From ACE:

Denise Bradley, President (NSW)
Lyndsay Connors, President-elect, (NSW)
John DeCourcy, ACE NSW State President (NSW)
Michael Battenally, Deputy Chair, ACE National Council (ACT)

The task force will choose an independent chair.

The CEOs of ACEL and ACE will attend meetings of the task force.

3. Terms of Reference

On behalf of the Boards of ACEL and ACE the role of the task force is to:

- a. manage the preparation of the case for a merger of ACEL and ACE;
- b. agree to the position and supporting documentation to be put simultaneously to a general meeting of ACEL and a general meeting of ACE;
- c. determine the timing for the general meetings referred to in b;
- d. keep the Boards of ACEL and ACE informed of all decision;
- e. oversee the appointment of a CEO; and
- f. agree on arrangements for the interim presidency of the new entity.

4. Work Plan

At the first meeting of the task force it will agree on a nominal work plan that will include:

- a. the preparation of statements of current and planned ACEL and ACE activities for presentation to the ACEL and ACE;

- b. the due diligence needed by ACEL and ACE for the case for a merger, including an audit of the assets and liabilities of each organisation;
- c. the discovery of legislative and taxation matters that need consideration in a merger;
- d. proposals for membership grades, and qualifications for membership, of the new entity;
- e. proposals for governance arrangements of the new entity;
- f. proposals for the selection of an inaugural President of the new entity;
- g. the preparation of a Constitution, By Laws and name for the new entity;
- h. any necessary changes under the Corporations Law;
- i. a communications strategy to keep members of ACEL and ACE informed of the status of the discussions on a possible merger; and
- j. instructions to the CEOs of ACEL and ACE, or other agents, to undertake all or some of these investigations and actions on its behalf.

At subsequent meetings of the task force it will:

- k. receive reports from the CEOs or other agents it appoints to assist in developing the case for a merger of ACEL and ACE;
- l. review and, if necessary, modify the work plan;
- m. plan for the general meetings referred to in 3b;
- n. should the general meetings referred to in 3b. resolve in favour of a merger of ACEL and ACE agree on the financial year of the new entity and how existing partnerships and contracts will be handled, and to task the CEOs to recommend staffing and business systems of the new entity; and
- o. take other such actions as may be necessary arising from the general meetings referred to in 3b, including a public announcement strategy if the general meetings resolve in favour of a merger of ACEL and ACE.