

VICTORIAN BRIDGE ASSOCIATION LTD
ACN 004 595 993 – ABN 51 004 595 993

Notice of Annual General Meeting

The Annual General Meeting of the Victorian Bridge Association Ltd will be held at the VBA Clubrooms, 131 Poath Road, Murrumbeena, Victoria, 3163 on Monday 19 November 2018 commencing at 6.00 p.m.

AGENDA

1. Apologies.
2. Consideration of Minutes of the Annual General Meeting held on 20 November 2017
3. Business arising from the Minutes
4. Correspondence to the AGM
5. Annual Report and Balance Sheet

Resolution 1:

To consider and if thought fit pass the following resolution as an ordinary resolution.

"That LZR Audit and Assurance Pty Ltd be appointed as auditors for the financial year ending 31 August 2019"

The chair of the meeting intends to vote available proxies in favour of this resolution.

6. Special Business

Resolution 2:

To consider and if thought fit pass the following resolution as a special resolution.

"That Mr Ben Thompson be made a life member of the VBA."

Moved: Richard Rozen OAM Seconded: Jenny Thompson

Note: The VBA council supports the above resolution. (The Chairman abstained from this resolution)

Resolution 3:

To consider and if thought fit pass the following resolution as a special resolution.

"That Clause 7(c) of the Articles of Association be amended to:

*Honorary Members: Honorary Members shall be persons so designated by resolution of the Council not being ordinary or life members of the Company. Honorary membership may be granted for any period up to twelve months, and extensions may be granted by further resolution of the Council if the Council should so determine. **The Council shall by resolution designate members with fifty years' continuous service to the Company as Honorary Members without limitation as to duration.** During the term of their honorary membership, Honorary Members shall be entitled to enjoy without payment of any fee the rights of membership of the Company, and shall be bound by the Memorandum and Articles of Association of the Company except that their names shall not be entered upon the register and they shall not be liable to make any contribution in the event of the winding up of the Company as provided in the Memorandum.*

Notes: The Council resolved that a member who has achieved 50 years of continuous service will be made an honorary member. The current clause requires council to "re-approve" the decision annually. The new clause will remove this administrative requirement for this class of member.

The chair of the meeting intends to vote available proxies in favour of this resolution.

Resolution 4:

To consider and if thought fit pass the following resolution as a special resolution.

That Clause 31 of the Articles of Association be amended to:

"The Council shall consist of the President, two Vice-Presidents, the Treasurer, not more than five Ordinary Councillors and not more than four Special Councillors. Special Councillors must be financial members of an affiliated club in that zone of Victoria, as prescribed in the regulations, in which they have nominated for election. No employee or other person holding an office of profit under the Company shall be eligible for election to the Council. The duties of members of the Council shall be determined from time to time by the Council. The Council shall appoint a financial member, including councillors but excluding the Officers, as Secretary of the Company.

The chair of the meeting intends to vote available proxies in favour of this resolution.

To support the above, an accompanying change to the notes in the articles of association will be required.

Resolution 5:

To consider and if thought fit pass the following resolution as a special resolution.

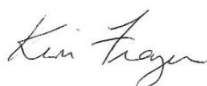
That Clause (h) in the Notes of the Articles of Association be amended to:

h) "Officer" means President, Vice-President and Treasurer of the Victorian Bridge Association elected in accordance with article 33 and includes the meaning assigned to "Director" by section 5(1) of the Act.

The chair of the meeting intends to vote available proxies in favour of this resolution.

Notes: Refer to the accompanying attachment for explanatory notes on Resolutions 4 and 5.

- 7. Election of Council and other Officers
- 8. General Business



Kim Frazer

Secretary

24 October 2018

Attach: Form of Proxy

Explanatory Notes to Resolutions 4 and 5 Election of the Secretary

The VBA structure is a company, and as such the VBA is required to comply with the Corporations Act (2001). It has come to the attention of the VBA Council that the articles in their current form do not comply with Section 204D of the Corporations Act (2001) which states that the Secretary shall be appointed by the directors so the election of a Secretary by the members at the AGM is not a valid action.

The council has consulted with Professor Emeritus Michael Bryan BA PhD, BCL MA who has provided informal legal advice to the VBA Council from time to time. Prof Bryan has suggested council consider the following points in drafting amendments:

1. It is usual (and almost invariable in the case of public corporations) for the secretary *not* to be a board member but instead to be accountable to the Board. But I have asked around various corporate lawyers and ASIC friends, and have been informed that that it is not uncommon for a secretary of a private company to be a board member.
2. He suggests we may like to consider: "The Council shall appoint a financial member, including councillors but excluding the Officers, as Secretary of the Company." This permits appointment of a Secretary without prior election as a councillor, and would increase flexibility of appointments.

The VBA Council has considered the above and consequently is recommending to the members that the alterations to the Articles of Association should allow flexibility with the appointment of company secretary and have agreed to propose amendments to the articles in line with option 2 above.

This will mean an alteration to Clause 31 as set out below and these changes will be proposed to the members at the 2018 AGM as a **Special Resolution**:

Clause 31 currently states:

The Council shall consist of the President, two Vice-Presidents, the Secretary, the Treasurer, four Ordinary Councillors and four Special Councillors. Ordinary Councillors must be financial members of the Company. Special Councillors must be financial members of an affiliated club in that zone of Victoria, as prescribed in the regulations, in which they have nominated for election. No employee or other person holding an office of profit under the Company shall be eligible for election to the Council. The duties of members of the Council shall be determined from time to time by the Council.

Clause 31 proposed wording:

*The Council shall consist of the President, two Vice-Presidents, the Treasurer, **not more than five Ordinary Councillors and not more than four Special Councillors.** Special Councillors must be financial members of an affiliated club in that zone of Victoria, as prescribed in the regulations, in which they have nominated for election. No employee or other person holding an office of profit under the Company shall be eligible for election to the Council. The duties of members of the Council shall be determined from time to time by the Council. **The Council shall appoint a financial member, including councillors but excluding the Officers, as Secretary of the Company.***

To support the above, an accompanying change to the notes in the articles of association will be required. This will mean an additional Special Resolution as outlined below to amend clause h):

Clause h) currently states

- h) “Officer” means President, Vice-President, Secretary and Treasurer of the Victorian Bridge Association elected in accordance with article 33 and includes the meaning assigned to “Director” by section 5(1) of the Act.

Clause h) will change to:

- h) “Officer” means President, Vice-President and Treasurer of the Victorian Bridge Association elected in accordance with article 33 and includes the meaning assigned to “Director” by section 5(1) of the Act.

EXPLANATORY NOTES:

1. This permits appointment of a Secretary without prior election as a councillor. This will also permit the existing secretary to continue in the interim between the AGM and the first council meeting.
2. Please note that s204C of the *Corporations Act* requires the Council to obtain the written consent of the Secretary to act in that capacity before the appointment is made. The written consent must be retained. This section does not necessitate any change to the VBA Articles of Association but administrative arrangements should be put in place for obtaining and storing the Secretary’s consent to act. Consequently, a draft regulation has been prepared which is detailed on the next page. This regulation will be adopted by council following the 2018 AGM. For completeness, the responsibilities of the secretary have also been outlined in the regulation.
3. Both these changes will be moved by Special Resolution and formally circulated with the Meeting Notice and Agenda. This document is an informational document to ensure members are aware of the changes to election of office bearers which the VBA is legally required to make to amend its Articles of Association.