

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 Tuesday 3rd December, 2013 commencing at 6.30 p.m.

AGENDA

1. Apologies.
2. Consideration of Minutes of the Annual General Meeting held on 4th December 2012
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 2014"

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

6. Special Business of which notice has been given in accordance with articles 16 and 17 of the Articles of Association. (Refer Explanatory Notes for Item 6)

a) Resolution 2:

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

"That the Articles of Association of the Victorian Bridge Association Ltd be amended to be gender neutral and to include other minor corrections as defined in the explanatory notes 6(a)."

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

b) Resolution 3:

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

"That Clause 11 of the Articles of Association of the Victorian Bridge Association Ltd be amended to remove council's right to terminate an unfinancial member's rights to play in competition"

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

c) Resolution 4:

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

"That Clause 29 of the Articles of Association of the Victorian Bridge Association Ltd be amended to explicitly enable council with the right to make regulations"

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

d) Resolution 5:

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

That Clauses 38, 47 and 57 be amended to explicitly enable council and sub-committees to hold meetings and make decisions electronically, and to communicate electronically.

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

e) Resolution 6:

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

"That Clauses 24 and 25 of the Articles of Association of the Victorian Bridge Association Ltd be amended to enable directed proxies, and to more clearly define the rules around proxy voting "

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

f) Resolution 7:

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

"That Clauses 34, 35 and 40 of the Articles of Association of the Victorian Bridge Association Ltd be amended to new clauses 34, 35, 36, 37 and 38 and 43 to redefine the composition of the council, and to enable the election of Special Councillors"

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

g) Resolution 8:

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

"That Clauses 36(d) of the Articles of Association of the Victorian Bridge Association Ltd be amended as detailed in the explanatory notes 6(g)."

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

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

Kim Frazer
Secretary
7 November 2013

Explanatory Notes (numbers relate to agenda items above):

1. Previous Minutes. As the Minutes of the 2012 AGM are being distributed to all members well before the meeting, a motion will be accepted to take them as read.

5. Annual Report and Balance Sheet. This item will include:
The President's Report to the AGM.
Presentation of Accounts
The MTC Report and the VBA Foundation Report will be tabled and taken as read.

Appointment of auditor - The VBA's existing auditors LZR have been renamed and the council recommend appointing LZR Audit and Assurance Pty Ltd as the auditors for the next financial.

6: For over 12 months the council has been working on a major redraft to the Articles of Association to address a number of areas being:

- the modernisation of the articles to be gender neutral, and to update some clauses in line with modern day practice regarding meetings and available technology.
- to address concerns made by members concerning proxy voting; and
- to change the manner in which the representatives of affiliated bridge clubs are elected to the council
- Some grammatical errors and renumbering have also been effected.
- Some additions to definition have been necessary for consistency.

These changes are being proposed as several resolutions to ensure the failure of one change doesn't mean all changes fail.

6a). In line with common practice, several clauses have been re-written to render the Articles of Association gender neutral. The clauses affected by this change are: 4, 6, 7(d), 11, 12, 20, 21, 22, 23, 26, 28, 32, 33, 35, 36(a), 36(g), 40, 41, 42, 48, 57, and 61. Clause 1(t) has been deleted.

A typographical correction to clause 45 has also been made to change the word "course" to "cause". A minor grammatical correction & cross reference has been made to Clause 19.

6b) Clause 11 relates to Cessation of membership, and this clause is being amended to remove the words "his right of play in any competition may be terminated". The VBA allows non-members to play in certain competitions by right of payment of a visitors fee, and any playing rights are governed by regulations and do not need to be included in the articles.

6c) Clause 29 explicitly asserts council's right to make regulations. Council is already able to make regulations, however our legal advice is that by explicitly stating this, the rights of council to do so are strengthened.

6d) Clauses 38, 47 and 57 are being modified to explicitly enable council to make decisions via email circular and to hold meetings using electronic means such as skype. (New clauses are 41, 50 and 60)

6e) Clauses 24, 25 & 32 to detail the rights of proxies, define how proxy voting may be used and clarify the manner in which nominations may be received and voted upon at the General Meeting. This includes the appointment of a Returning Officer to oversee the elections.

6f) Clauses 34 & 35 & 40 become clauses 34 - 38 and 43.

New Clauses 34 - 38 redefine the composition of the council to include VBA ordinary councillors (President, 2xVice Presidents, Secretary, Treasurer & 4 ordinary councillors) and VBA Special Councillors (4 Special Councillors who are not VBA members to represent affiliated clubs via regional zones, and who will be directly elected by the affiliated clubs).

Clause 43 is amended to alter the number of council members required to comprise a quorum to be not less than half the council with a minimum of six.

6g) Clause 36d) has been modified to update the definition by which a councillor may be removed due to mental health reasons.

Notes:

- A draft set of regulations covering election protocols and a draft set of regulations governing the election of special councillors has been developed.
- Elections: All Council positions fall vacant at the AGM and elections will be held for the positions of President, two Vice Presidents, Secretary, Treasurer and eight ordinary Councillors. Nominations should be made on the Nomination Sheet in the Sara Tishler Room. Nominations by letter will also be accepted provided they contain the required information and signatures, and arrive at the VBA by close of business on Friday 30th November. All nominations at the VBA office close at 5.00 p.m. on Friday 29th November, 2013.
- If at the closing time the number of nominations for any position is equal to or less than the number of vacancies those nominations will be declared elected, and nominations will be received at the AGM for the remaining vacancies.