

ANNUAL GENERAL MEETING

NOTICE TO ALL MEMBERS OF THE

OLD SCOTCH COLLEGIANS' ASSOCIATION

Explanatory Memorandum

Nominations for Appointment as Council Members

Under the Constitution Nominations for Appointment as Council Members:

1. Messrs P Lam, A Macrae and J Adams shall cease to hold office at the conclusion of the Association's Annual General Meeting. Each of them is eligible for re election for a new term of office.
2. Messrs M Guthridge, A A G Wilson and S Webster continue to hold office for a further one (1) year.
3. Messrs J Gallacher, P Wright, B James and J Paterson, and Mrs P Westmore, continue to hold office for a further two (2) years
4. Mr A Coates has resigned effective from the conclusion of the AGM.

In accordance with the Association's Constitution, Messrs P Lam, A Macrae and J Adams will retire from the Council and have offered themselves for re-election.

Nominations are hereby called for election as Council members.

Any two members may nominate a member who is a member for election as a Council member. The nomination must be in writing and signed by the member and the member's proposer and seconder and be lodged with the Executive Director between the hours of 8.30 am and 5.00 pm at least thirty five business days before the Annual General Meeting to be held on Wednesday 17 November 2021. For 2021, this submission may occur as a pdf document sent by email to the Executive Director at: scott.montgomery@scotch.vic.edu.au

A list of candidates' names in alphabetical order will be posted in a conspicuous place at the Registered Office of the Association, Scotch College, 1 Morrison Street, Hawthorn for at least seven (7) days immediately preceding the Annual General Meeting. Given the ongoing interruption of the COVID-19 pandemic, a list of candidates' names in alphabetical order will also be posted on the Association's website for at least seven (7) days immediately preceding the Annual General Meeting.

Special Resolutions – Amendments to the Constitution (Item 4)

Set out in the table below are the proposed changes to the Association’s constitution, along with a drafting comparison to the current constitution, and the reasons for these changes being sought by Council.

Each change is unanimously endorsed by Council, and Council unanimously recommends that members vote in favour of each special resolution.

| Special resolution | Current constitution | Proposed amendment | Reasoning |
|--------------------|--|---|--|
| 1 | <p>Clause 46:</p> <p>Election of office-bearers (a) The office-bearers shall be elected by the Council from amongst the members of the Council. The election shall be held annually at the first Council meeting following the annual general meeting.</p> | <p>Clause 46:</p> <p>Election of office-bearers (a) The office-bearers shall be elected by the Council from amongst the members of the Council. The election shall be held annually at the first Council meeting following the annual general meeting <i>provided that the Council may, prior to the annual general meeting, elect or re-elect a Council member to be or continue to be President for the next year.</i></p> | <p>Restore position to that in the Association’s old Memorandum and Articles of Association (pre 2019), which Council considers desirable from an operational point of view, helping to facilitate advance planning for next calendar year activities.</p> |
| 2 | <p>Clause 36(b):</p> <p>No person other than a Director vacating office under rule 36(c) is eligible to be elected a Director at any general meeting unless a notice of the person's candidature (signed by the person) is given to the Association at its registered office at least 35 Business Days before the meeting (or, in the case of a meeting that Members have requested the Council to call, 30 Business Days).</p> | <p>Clause 36(b):</p> <p>No person other than a Director vacating office under rule 36(c) is eligible to be elected a Director at any general meeting unless a notice of the person's candidature (<i>in the form of Annexure A to this Constitution, signed by two other Members as proposer and seconder, and also</i> signed by the person) is given to the Association at its registered office or provided by electronic mail and received by the Executive Director, at least <i>10 days</i> 35 Business Days before the meeting <i>at which the election is to take place</i> (or, in the case of a meeting that Members have requested the Council to call, 30 Business Days).</p> | <p>First proposed change in the clause is for procedural certainty, to confirm the position as was the case under the Association’s old Memorandum and Articles of Association (pre 2019), requiring nominees to obtain a proposer and seconder to their nomination for Council. Current Constitution is silent on the point.</p> <p>Second proposed change in the clause adjusts the lead time for the Association to receive a member nomination for election to Council. The proposed timeframe matches the duration under the Association’s old Memorandum and Articles of Association (pre 2019).</p> |

S R Montgomery
 Executive Director

23 September 2021