

## **NOTICE OF SPECIAL RESOLUTION**

Notice is given of the five (5) Special Resolutions to amend The Victorian Recreational Fishing Peak Body ACN 068 111 624 ("VRFish") Constitution ("Constitution") to be heard on and take effect from 30 September 2021.

*When:* Thursday 30th September 2021

*Time:* 5:30pm (AEDT)

*Venue:* Online via Zoom meeting (a link will be sent upon registration)

*Online Ballot open:* 22<sup>nd</sup> – 29<sup>th</sup> September (a link will be sent via True Vote)

The Members entitled to vote will consider and, if thought appropriate, pass each of the following resolutions. Each resolution is to be considered and passed individually.

1. **Special Resolution One** – Amendments to the definitions.
2. **Special Resolution Two** - Amendments to Classes of Membership.
3. **Special Resolution Three** – Amendments to Effect of Membership.
4. **Special Resolution Four** – Amendments to Board diversity, election and period of office.
5. **Special Resolution Five** - Amendments to Board's power to engage expert.

Amendments contained in each special resolution are documented on the [following pages](#).

A full copy of the constitution available on the VRFish website:

<https://www.vrfish.com.au/about/publications/>

If you would like a hard copy of the documents, please contact Amanda, by email at [info@vrfish.com.au](mailto:info@vrfish.com.au) or M:0427 005 434

If you are unable to attend the Special General Meeting, you can still vote online but please note that electronic voting closes Wednesday 29<sup>th</sup> September and or nomination of a proxy closes 15<sup>th</sup> September.

**Let's make fishing  
better, for everyone.**

### **Special Resolution One – Amendments to the definitions**

1. That the proposed amendments to clause 1.6, 1.22 and 1.25 of the Constitution set out below be approved and adopted:

- (a) In clause 1.6 insert the following wording in red:
  - i. “Chairperson” means the Board Member elected **or appointed** to the position of Chairperson pursuant to this Constitution.
- (b) In clause 1.22 insert the following wording in red:
  - i. “**Recreational Fishing Association and Foundation Member**” means...
- (c) In clause 1.25 delete the following wording:
  - i. “Returning Officer” means the ~~Executive~~ Officer appointed to act as a returning officer for Board elections.

### **Special Resolution Two - Amendments to Classes of Membership**

2. That the proposed amendments to clause 4.1.2 of the Constitution (as set out below) be approved and adopted:

- (a) Insert new clause 4.1.2.2 as follows:
  - (i) Adult Financial Members
- (b) Clause 4.1.2.4 is deleted and replaced with the following:
  - (i) Family Members, family members including their children
- (c) In clause 4.1.2.6 insert the following wording in red:
  - (i) Recreational Fishing Club Members  
Recreational Fishing Club **Members** with aligned Purposes to the Peak Body.
- (d) Insert new clause 4.1.2.8 as follows:
  - (i) Foundation Members.

### **Special Resolution Three - Amendments to Effect of Membership**

3. That the proposed amendment to clauses 4.4.2 and 4.4.3 of the Constitution (as set out below) be approved and adopted:

- (a) In clause 4.4.2 insert the following wording in red:

(i) Recreational Fishing Clubs, Recreational Fishing Associations, Affiliate Members and Corporate Members shall have the right to receive notice of **Annual** General Meetings and to be present and debate and each have one vote per organisation at **Annual** General Meetings.

- (b) Clause 4.4.3 is moved to clause 4.4.4 and a new clause 4.4.3 is inserted as follows:
- (i) All Recreational Fishing Foundation Members Organisations shall have the right to have two (2) Delegates and have the right to receive notice of Annual General Meetings and be present and debate and each Delegate have one (1) vote representing their Organisation at Annual General Meetings.

**Special Resolution Four - Amendments to Board diversity, election and period of office**

4. That the proposed amendment to clause 13 of the Constitution (as set out below) be approved and adopted:

- (a) A new clause 13.2.1 is inserted as follows:
- i. The membership of the Board must have 50% gender diversity
- (b) A new clause 13.2.2 is inserted as follows:
- i. The membership of the Board is required to include cultural diversity
- (c) A new clause 13.3.1 is inserted as follows:
- i. The Board will appoint three (3) Board Members and the remaining six (6) Board Members will be elected by the membership.
- (d) Clause 13.3.1 is moved to clause 13.3.2 and amended as follows
- i. Subject to the requirements of electing ~~for~~ **or** appointing Board Members set out in this clause **13.3**, four (4) Board Members plus the Chairperson shall be elected or appointed at an Annual General Meeting followed by the election of four (4) Board Members at the subsequent Annual General Meeting.
- (e) In clause 13.3.9 delete the following wording:
- i. At a convenient time before the date fixed for the Annual General Meeting, the Board shall appoint ~~the Executive Officer to be the~~ Returning Officer.

and replaced with the following wording in red:

- ii. At a convenient time before the date fixed for the Annual General Meeting, the Board shall appoint **a** Returning Officer

- (f) In clause 13.3.10 delete the following wording:

- i. Should an election be required for the position of Chairperson, the same voting ~~or appointing~~ method used to select the Board shall be used. ~~The Candidate with the lowest tally will be declared elected.~~

and replace the following wording in red:

- ii. Should an election be required for the position of Chairperson, the same voting **or appointing** method used to select the Board shall be used.

(g) In clause 13.3.11 delete the following wording:

- i. The Chairperson shall declare at the Annual General Meeting the ~~result of the election.~~

and replace with the following wording in red:

- ii. The Chairperson shall declare at the Annual General Meeting the **results of the Elected Board Members and the three (3) appointed Board Positions that may include the Chairperson.**

(h) In clause 13.4 insert the following wording in red:

- i. The Board Members **and Chairperson** shall hold office from the conclusion of an Annual General Meeting for a period of two (2) years until the election at the Annual General Meeting according to their term and then shall be eligible for re-election for no longer than **two (2)** terms.

#### **Special Resolution Five - Amendments to Board's power to engage expert**

5. That the proposed amendment to clause 15 of the Constitution (as set out below) be approved and adopted:

(a) Insert an additional clause 15.2.5 as follows:

- i. The Board have authority to engage expertise, advisers as required to assist decision making in accordance with their management of the Peak Body business.

End.