



## NOTICE OF MEETING

NOTICE is hereby given that the **47th Annual General Meeting** of the Scotch College Foundation (Inc.) (**Foundation**) will be held in the Fraser-Smith Theatre, Lithgow Centre at Scotch College on Wednesday, 19 May 2021 at 6.30 pm (**Meeting**).

The following documents accompany this notice:

- Scotch College Foundation (Inc.) Annual General Meeting (AGM) agenda
- Scotch College Foundation (Inc.) Board nomination form; and
- Scotch College Foundation (Inc.) Proxy Form: to be used by members to appoint a proxy to vote on their behalf at the Meeting.

### Election

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#### 11. ELECTION OF MEMBERS OF THE BOARD

**Pursuant to Rule 18 of the Scotch College Foundation (Inc.) Rules the following information regarding elections must be shared with members:**

##### (1) Nominations

Nominations for election, signed by the Nominee, a proposer and seconder who shall be qualified as Members of the Foundation, shall be forwarded in time to reach the Secretary not less than fourteen days prior to the Annual General Meeting of the Foundation. All elections or appointments to the Board are subject to Rule 10. If:

- there are fewer nominations than vacancies on the Board, then all those who have been nominated shall be deemed to have been elected and the Board may appoint such person(s) to the Board as it thinks fit to fill any vacancy or vacancies, having regard to the requirements of Rule 10;
- the number of nominations is equal to the vacancies on the Board, then those who have been nominated shall be deemed to have been elected; or
- there are more nominations than vacancies on the Board, there shall be an election under Rule 11(3).

If the election or appointment of a candidate to the Board under this Rule 11 would result in the requirements of Rule 10 not being met, the Board may appoint such additional person(s) to the Board as it thinks fit to ensure compliance with the requirements of Rule 10.

##### (2) Term

Each Board member shall be elected or appointed for a term of three (3) years which will expire at the third Annual General Meeting following their election or appointment.

Notwithstanding Rule 11(2)(a):

- **at the 2021 Annual General Meeting, the terms of one third of the Board members who were elected or appointed at the 2019 Annual General Meeting will be deemed to have expired; and**
- Any Board member whose term is deemed to have expired pursuant to Rules 11(2)(a) or 11(2)(b) will be immediately eligible for re-election and taken to have been nominated for the purposes of Rule 11(1).

**Proxies**

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A member entitled to attend and vote at the Meeting may appoint a person to attend and vote at the meeting as the member's proxy, provided the proxy is a registered member of the Foundation. Proxies may only be appointed by returning the enclosed proxy form to the Secretary at the Scotch College Foundation, 1 Morrison St, Hawthorn, VIC, 3122 no later than 6.30 pm on Tuesday 18 May 2021. The form may be faxed to the Foundation on (03) 9810 4334 or emailed to [rebecca.mortimer@scotch.vic.edu.au](mailto:rebecca.mortimer@scotch.vic.edu.au) The proxy form (included with this mail out) must be signed by the registered member.



**Tim Shearer**  
Scotch College Director of Development  
Scotch College Foundation Executive Director

**AGM Videoconference email invitation request form**

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Please RSVP by Friday 14 May 2021 by email [rebecca.mortimer@scotch.vic.edu.au](mailto:rebecca.mortimer@scotch.vic.edu.au)

A virtual meeting invitation will be emailed to members who indicate they wish to attend.

Alternately, please complete the form below and mail it to:

The Scotch College Development Office:  
1 Morrison Street  
HAWTHORN, VIC, 3122.

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Name \_\_\_\_\_

I would like to receive a videoconference email invitation to the Scotch College Foundation (Inc.) Annual General Meeting scheduled for 6.30pm on Wednesday 19 May 2021.

I will be an apology for the Scotch College Foundation (Inc.) Annual General Meeting scheduled for 6.30pm on Wednesday 19 May 2021.

Please help us to reduce paper use by advising your email address below:

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