



VLGA Constitution

As amended November 2009

Contents:

- **VLGA Vision, Mission and Values**
- **Rules of VLGA Inc (Operating as Victorian Local Governance Association) under Associations Incorporation Act 1981**

Vision, Mission and Values

Vision

Our communities will be inclusive, sustainable and dynamic characterised by strong leadership and effective local governance.

Mission

The VLGA is a unique peak body for councillors, community leaders and local governments working to build and strengthen their capacity to work together for progressive social change.

Values

We believe that transparent, accountable and democratic governance policies and practices in all settings enable citizens to create their own sustainable futures.

TABLE OF CONTENTS

NAME	4
INTERPRETATION.....	4
MEMBERSHIP	4
ENTRANCE FEE AND ANNUAL SUBSCRIPTION	5
REGISTER OF MEMBERS	5
RESIGNATION OF MEMBER	5
EXPULSION OF MEMBER.....	6
DISPUTES AND MEDIATION	7
ANNUAL GENERAL MEETING (AGM)	8
GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS.....	8
CONVENING SPECIAL GENERAL MEETINGS	8
NOTICE OF MEETING	9
PROCEEDINGS AT MEETINGS OF MEMBERSHIP	9
CHAIRING MEETINGS OF MEMBERSHIP.....	9
ADJOURNING MEETINGS OF MEMBERSHIP	9
DETERMINATION OF QUESTION ARISING.....	10
VOTING RIGHTS	10
CHAIRPERSON ROLE IN UNDERTAKING A POLL.....	10
ENTITLEMENT TO VOTE	10
PROXY VOTING	10
BOARD.....	11
BOARD MEMBERSHIP	11
OFFICE BEARERS.....	11
ELECTION OF OFFICERS AND VACANCY	12
OFFICE BEARER VACANCY.....	12
CONVENING OF BOARD MEETINGS.....	12
CHIEF EXECUTIVE OFFICER	13
TREASURER.....	13
REMOVAL OF A MEMBER OF THE BOARD	13
CHEQUES	14
SEAL.....	14
ALTERATION OF RULES AND STATEMENT OF PURPOSES.....	14
NOTICES.....	14
WINDING UP OR CANCELLATION	14
CUSTODY OF RECORDS	14
FUNDS	14

VLGA (INC)
OPERATING AS
VICTORIAN LOCAL GOVERNANCE ASSOCIATION

ASSOCIATIONS INCORPORATION ACT 1981

RULES of VLGA INCORPORATED

As amended at the Special General Meeting 6 March 2008

NAME

1. The name of the incorporated association is **VLGA Incorporated** - operating as the Victorian Local Governance Association ("the Association")

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:
Board means the Executive Board of the Association;
financial year means the year ending on 30 June;
general meeting means a general meeting of members convened in accordance with Rule 11;
member means a member of the Association;
the Act means the Association Incorporation Act 1981;
the Regulations means Regulations under the Act.
2. (2) In these rules,
 - (a) a reference to the Chief Executive Officer is a reference to the person who holds the office Chief Executive Officer of the Association under these rules, and
 - (b) a reference to the Public Officer is a reference to the Chief Executive Officer who holds the office of Public Officer of the Association under these rules.
2. (3) Words or expressions contained in these rules shall be interpreted in accordance with the provision of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

MEMBERSHIP

3. (1) Membership of VLGA includes
 - (a) a natural person, nominated and approved for membership as provided in these rules, is eligible to be a member on payment of the annual subscription payable under these rules, provided that they formally indicate their commitment to democratic local government through agreement to the Vision, Mission and Values of the Association, and that they are not aged less than 16 years;
 - (b) an incorporated and democratically elected local government in the state of Victoria, which shall appoint the Mayor or nominated Councillor as Council's representative ;
 - (c) an incorporated organisation or body which supports the Vision, Mission, and Values of the Association, and appoints a member of that organisation as its representative
 - (d) a councillor of a member local government is eligible to be a member and therefore has a voting right independent of council's voting right, provided that
 1. the councillor formally indicates their commitment to democratic local government through agreement to the Vision, Mission and Values of the Association; and
 2. their local government remains a member of the VLGA.

- (e) provided that a General Meeting subsequently approves, the Board may also offer membership to natural persons deemed worthy for any or all of the following categories and each such person will have a full voting right for the tenure of their appointment. The categories are:
 - 1. Governance Patron
 - 2. Life Member (no more than 3 to be awarded in any financial year, in line with adopted Board criteria)
 - 3. Honorary Membership for past services to Local Government.
- 3. (2) A nomination of a person, local government or organisation for membership of the Association:
 - (a) shall be made in writing; and
 - (b) shall be lodged with the Chief Executive Officer.
- 3. (3) As soon as is practicable after the receipt of the nomination, the Chief Executive Officer shall refer the nomination to a general meeting for approval or rejection.
- 3. (4) Upon a nomination being approved by the membership of the Association the Chief Executive Officer shall, with as little delay as possible, notify the nominee in writing of the approval for membership and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- 3. (5) The Chief Executive Officer shall, upon payment of the amounts referred to in sub-clause (4) within the period referred to in that sub-clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member.
- 3. (6) A right, privilege, or obligation of a person by reason of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 4. (1) The annual subscription for each category of membership outlined in clause 3. (1) shall be determined by the Board, subject to ratification at a general meeting.
- 4. (2) The Board shall have power to determine concessional rates of annual subscription.

REGISTER OF MEMBERS

- 5. The Chief Executive Officer shall keep and maintain a register of members which shall be available for inspection by members upon request.

RESIGNATION OF MEMBER

- 6. (1) A member of the Association who has paid all moneys due and payable by the member to the Association may resign from the Association by first giving one month's notice in writing to the Chief Executive Officer of their intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
- 6. (2) Upon the expiration of a notice given under sub-clause (1) the Chief Executive Officer shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.

EXPULSION OF MEMBER

7. (1) If the Board is of the opinion that a member:
- (i) has refused or neglected to comply with these Rules including the Vision, Mission and Values; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- then, subject to these rules, the Board may by resolution:
- (a) expel a member from the Association; or
 - (b) suspend a member from the Association for a specified period.
7. (2) A resolution of the Board under sub-clause (1):
- (a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3), confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
7. (3) If the Board passes a resolution under sub-clause (1), the Chief Executive Officer shall, as soon as practicable, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 and not more than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting lodge with the Chief Executive Officer a notice to the effect that she or he wishes to appeal to the Association in general meeting against the Resolution.
7. (4) At a meeting of the Board held in accordance with sub-clause (2), the Board:
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or revoke the resolution.
7. (5) If the Chief Executive Officer receives a notice under sub-clause (3 (iii)), he or she shall notify the Board and the Board shall convene a meeting of the Association to be held within 21 days after the date on which the Chief Executive Officer received the notice.
7. (6) At a general meeting of the Association convened under sub-clause (5):
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
7. (7) If at the general meeting:
- (a) two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

DISPUTES AND MEDIATION

8. (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.
8. (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
8. (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
8. (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
8. (5) A member of the Association can be a mediator.
8. (6) The mediator cannot be a member who is a party to the dispute.
8. (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. (8) The mediator, in conducting the mediation, must--
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
8. (9) The mediator must not determine the dispute.
8. (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

ANNUAL GENERAL MEETING (AGM)

9. (1) The Association shall in each calendar year convene an annual general meeting (AGM) of its members.
9. (2) The annual general meeting shall be held on such day as the Board determines.
9. (3) The annual general meeting shall be specified as such in the notice convening it.
9. (4) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
 - (c) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act (financial statement).
9. (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
9. (6) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

10. All general meetings other than the annual general meeting shall be called general meetings or special general meetings to which all members are invited.

CONVENING SPECIAL GENERAL MEETINGS

11. (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
11. (2) The Board shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
11. (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Chief Executive Officer and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
11. (4) If the Board does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Chief Executive Officer, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
11. (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

12. (1) The Chief Executive Officer shall, at least 7 days before the date fixed for holding a general meeting of the Association, and at least 14 days before the date fixed for the Annual General Meeting, cause to be sent to each member of the Association at the address appearing in the register of the members, a notice by pre-paid post or email stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
12. (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
12. (3) A member desiring to bring any business before a meeting shall give notice of that business in writing to the Chief Executive Officer, who shall seek the advice of the Board as to the manner it is to be dealt with.

PROCEEDINGS AT MEETINGS OF MEMBERSHIP

13. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting (AGM) with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
13. (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
13. (3) 10 members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
13. (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall be a quorum.

CHAIRING MEETINGS OF MEMBERSHIP

14. (1) The President, or in the President's absence, a Vice-President, shall preside as chairperson at each general meeting of the Association.
14. (2) If the President and both Vice-Presidents are absent from a general meeting, the members present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNING MEETINGS OF MEMBERSHIP

15. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
15. (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

15. (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

DETERMINATION OF QUESTION ARISING

16. A question arising at a general meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the Minute Book of the Association is evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

VOTING RIGHTS

17. (1) Upon any question arising at a general meeting or election, a member has one vote only.
17. (2) All votes shall be given personally in attendance voting or electronically or by postal vote should as such be provided by the Board or the Returning Officer.
17. (3) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.

CHAIRPERSON ROLE IN UNDERTAKING A POLL

18. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
18. (2) A poll that is demanded on the election of a chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

ENTITLEMENT TO VOTE

19. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid in full at least 7 days prior to the vote. Only fully financial members will be entitled to vote at the annual general meeting.

PROXY VOTING

20. There is no provision for proxy voting.

BOARD

21. (1) The affairs of the Association shall be managed by the Board constituted as provided in Rule 22.

21. (2) The Board:

- (a) shall, collaboratively with the membership, control and manage the business and affairs of the Association and set and oversee policy on behalf of and in accordance with the wishes of the membership of the Association.
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

BOARD MEMBERSHIP

22. (1) Subject to section 23 of the Act, the Board shall consist of:

- (a) the officers of the Association; (Rule 23.1) and
- (b) six ordinary members, two of whom shall at the time of nomination be elected Councillors from member local governments of the Association, and two of whom shall be from the community or individual membership of the Association.
- (c) In the event of an unfilled position on the Board, a person co-opted from the membership by the Board.

22.(2) The Board shall annually examine the operation of the working groups of the Association and at its discretion, review and consider co-option of Chairs of relevant working groups as non-voting members of Board.

OFFICE BEARERS

23. (1) The officers shall be:

- (a) a President (who shall at the time of nomination be an elected Councillor from a member local government)
- (b) three Vice-Presidents (two of whom shall at the time of nomination be elected Councillors from member local governments, one of whom shall be from the community or individual membership.)
- (c) a Treasurer (who shall at the time of nomination be an elected Councillor from a member local government)

23. (2) Elections must be held for the positions of the Board in February every two years, each Member of the Board shall hold office for two years and is eligible for re-election.

23. (3) In the event of a casual vacancy in any office referred to in sub-clause (1) the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the General Meeting where the next ballot is conducted (Rule 23(2)) following the date of the appointment.

23. (4) Between meeting of the Board the affairs of the Association (rule 21(2)) shall be managed by the Officers.

ELECTION OF OFFICERS AND VACANCY

24. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Board:
 - (a) shall be made in writing, signed by two members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Chief Executive Officer not less than 7 days before the date fixed for the holding of the Ballot.
24. (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the relevant general meeting.
24. (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
24. (4) If the number of nominations exceeds the number of vacancies to be filled, voting will be conducted.
24. (5) The voting for the election of officers and ordinary members of the Board shall be concluded at the February general meeting in such usual and proper manner as the Board may direct.

OFFICE BEARER VACANCY

25. For the purposes of these Rules, the office of an officer or of an ordinary member of the Board becomes vacant if the officer or member:
 - (a) ceases to be a member;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (c) resigns from office by notice in writing given to the Chief Executive Officer.

CONVENING OF BOARD MEETINGS

26. (1) The Board shall meet at least 6 times in each year at such place and such times as the Board may determine.
26. (2) Special meetings of the Board may be convened by the President or by any 4 of the members of the Board.
26. (3) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
26. (4) Any 6 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
26. (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

26. (6) At a meeting of the Board:
- (a) the President or in the President's absence a Vice-President shall preside; or
 - (b) if the President and all Vice-Presidents are absent, such one of the remaining members of the Board as may be chosen by the Board members present shall preside.
26. (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined collaboratively or by a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
26. (8) Each member present at a meeting of the Board or of any sub-committee or pro-tem working group appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. When a subcommittee has an equality of votes, the matter is referred to the next Meeting of the Board.
26. (9) Written notice of each Board meeting shall be served on each member of the Board by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post or email addressed to the member at the member's last known place or abode at least three business days before the date of the meeting.
26. (10) Subject to sub-clause (4) the Board may act notwithstanding any vacancy on the Board.

CHIEF EXECUTIVE OFFICER

27. The Chief Executive Officer:
- (a) shall ensure that minutes of the resolutions and proceedings of each general meeting and each Board meeting together with a record of the names of persons present are kept in books provided for that purpose.
 - (b) shall manage the work of the VLGA, its staff and contractors on behalf of the Board and in accordance with the strategic plan of the Board.

TREASURER

28. The Treasurer:
- (a) shall collect and receive moneys due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs with full details of all receipts and expenditure connected with the activities of the Association.

REMOVAL OF A MEMBER OF THE BOARD

29. (1) The Association in general meeting may by resolution remove any member of the Board, except the Chief Executive Officer, before the expiration of the member's term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member. The Chief Executive Officer's tenure, appraisal, supervision, authority and delegation is solely within the powers of the Board.
29. (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Chief Executive Officer or President and requests that they be notified to the members, the Chief Executive Officer or the President may send a copy of the representations to each member or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

30. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including electronic transfer approvals shall be signed or authorised by two members specifically authorised by the Board, one of whom must be a member of the Board.

SEAL

31. (1) The Common Seal shall be kept in the custody of the Chief Executive Officer.
31. (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and the Public Officer.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

32. These Rules and the Statement of Purposes shall not be altered except in accordance with the Act.

NOTICES

33. (1) A notice may be served on behalf of the Association upon any member either personally or by sending it by post or email (and noted on the VLGA website) to the member at the nominated address whether by post or email shown in the Register of Members.
33. (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

34. In the event of the winding up or the cancellation of the incorporation of the Association, the assets shall be disposed of in accordance with the provisions of the Act.

CUSTODY OF RECORDS

35. (1) Except as otherwise provided in these Rules, the Chief Executive Officer shall keep in their custody or under their control all books, documents and securities.
35. (2) All accounts, books, documents and securities shall be available for inspection and copying by any member upon request.

FUNDS

36. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines. The Board has the authority to enter into commercial partnerships as it determines and to legally structure the work of the VLGA as is deemed necessary provided there is a full reporting of all such substantial matters to a general meeting of members.

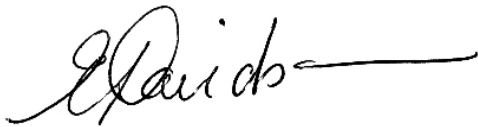
This Constitution was approved by:

1. A General Meeting of VLGA Members on 6 March 2008
2. A Meeting of the VLGA Board on 3 April 2008

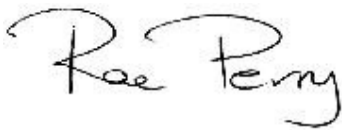
The Constitution of the VLGA so approved is effective from 6 March 2008

Signed for and on behalf of VLGA Inc. by:

President, Cr Beth Davidson

A handwritten signature in black ink, appearing to read "Davidson", followed by a horizontal line extending to the right.

Chief Executive Officer and Public Officer, Rae Perry

A handwritten signature in black ink, appearing to read "Rae Perry", written in a cursive style.

Dated: 17 April 2008.