

27 January 2021

Dear VLGA Member

In accordance with Clause 18 of the VLGA constitution and on behalf of the VLGA board, I am pleased to provide "Notice" of the 2020 VLGA Annual General Meeting (AGM)\* which will be held via Zoom on Thursday 25 February 2021 at 4.30pm.

We invite and encourage you to attend the VLGA AGM which will be held via Zoom commencing at 4.30pm. Please register your attendance via [VLGA AGM 2020](#).

Should you be unable to attend, please complete and return the attached proxy form by 5.00pm Wednesday 24 February 2021 via email to [vlga@vlga.org.au](mailto:vlga@vlga.org.au).

If you have any questions, please contact me on (03) 9349 7999 or [kathryn@vlga.org.au](mailto:kathryn@vlga.org.au) or the VLGA President, Cr Lambros Tapinos on [sue@vlga.org.au](mailto:sue@vlga.org.au).

Kind regards



**Kathryn Arndt**  
**Chief Executive Officer**  
**Company Secretary**

**\*Note:** Due to COVID-19 restrictions Consumer Affairs Victoria (CAV) approved an extension of time for conduct of the 2020 Annual General Meetings and the Lodgement of Financial Statements

**Attendance and Voting**

In accordance with clause 20.4 of the VLGA Constitution, all councillors of a VLGA member council are its representatives and are entitled to attend, and if applicable, speak and vote\* in regard to the items of business listed on the agenda at the VLGA's AGM on behalf of the member council.

In accordance with clause 21 of the VLGA Constitution, all representatives may appoint a proxy to attend, and if applicable, speak and vote\* in regard to the items of business listed on the agenda at the VLGA's AGM on behalf of the member council, instead of the representative. The proxy must be a representative of the same member council.

Proxy forms must be returned by 5.00pm 24 February 2021 to [vlga@vlga.org.au](mailto:vlga@vlga.org.au)

\*In the event that there are resolutions listed on the agenda for the AGM that require a vote.



**Victorian Local Governance Association (VLGA)  
Incorporated**

Reg. No. A0032212V, ABN 25 401 385 085

**Notice of Annual General Meeting 2020\***  
**Thursday 25 February 2021 at 4:30pm**

**Notice is given of this annual general meeting where it is intended that a motion recommended by the Board as set out in the Agenda below be proposed as a special resolution.**

**\*Note:** Due to COVID-19 restrictions Consumer Affairs Victoria (CAV) approved an extension of time for conduct of the 2020 Annual General Meetings and the Lodgement of Financial Statements

**Business**

*The VLGA acknowledges the Traditional Owners of the country throughout Victoria and recognises their continuing connection to land, waters and community. We pay our respects to the Traditional Owners, their elders past, present and future, and to their culture.*

**1. Introduction and Apologies**

**2. Confirmation of Minutes:**

***Recommendation***

*That the Minutes of the Annual General Meeting held on 14 November 2019 be confirmed.*

**3. President's Report: Cr Lambros Tapinos**

***Recommendation***

*That the President's Report be received.*

**4. Receipt of Audited 2019-2020 Financial Statements (incorporating Treasurer's Report): Cr Susanne Newton**

***Recommendation***

*That the Audited 2019-2020 Financial Statements (incorporating Treasurer's Report) be received.*

**5. Confirmation of auditors for 2020-2021 financial year:**

***Recommendation***

*That Stannards Accountants and Advisors be confirmed as auditors for the 2020-2021 financial year.*

**6. CEOs Report: Kathryn Arndt**

***Recommendation***

*That the CEO's Report be received.*

**7. Consideration of Special Resolution as recommended by the Board**

***Recommendation***

That the Constitution of the Association be amended as follows:

1. Insert a new clause 10.4:

10.4 If the rights of a member Council are suspended under clause 10.3, all rights of any elected Board member who is a representative of that member Council are also suspended.

Consequently renumber current clauses 10.4 and 10.5 as clauses 10.5 and 10.6 respectively.

2. Replace clauses 11.5 and 11.6 with:

11.5 Members and Board members must at all times comply with the constitution and regulations\*.

11.6 This constitution is an enforceable contract between the VLGA and each member and Board member.

*See sections 46 and 67 of Associations Incorporation Reform Act 2012 (the Act)\**

3. Insert a new clause 18.3:

18.3 Clauses 18.1 and 18.2 are subject to any extension of time granted by the Registrar.

*See sections 63(2)(b) and 104 of the Act\*.*

Consequently renumber current clauses 18.3–18.7 as clauses 18.4–18.8 respectively.

4. Replace clause 31.6 with:

31.6 Elected Board members also cease to be Board members if they cease to be a representative\* of a member Council, subject to clause 31.7.

31.7 An elected Board member who is re-elected as a Councillor\* at the next general election is taken to continue to be a representative of a member Council without interruption.

Consequently renumber current clauses 31.7–31.10 as clauses 31.8–31.11 respectively.

and that these amendments be taken to apply to the association from 23 October 2020.

### **EXPLANATORY NOTES**

The Special Resolution addresses a range of issues over which the constitution is silent or unclear as follows. The Board commends the Special Resolution to members to remove any doubt in relation to these matters:

#### **Amendment 1**

This amendment makes explicit that, if the rights of a member Council are suspended because (for example) it is unfinancial, the rights of any Board member who is a representative of that Council are also suspended while the Council is unfinancial.

#### **Amendment 2**

This amendment ensures that Board members are bound by the constitution and regulations in the same way as member Councils and associate members.

#### **Amendment 3**

This amendment codifies the provisions of the Act that enable the Registrar to grant an extension of time for holding the annual general meeting, as will be the case for the 2020 AGM.

#### **Amendment 4**

This amendment resolves a problem created by the Local Government Act, under which Councillors who are re-elected cease to hold office for the period between election day and again being sworn in.

**Close of AGM**

# Annual General Meeting 2020

## Proxy Form

### Appointment of Proxy

I \_\_\_\_\_ (insert full name) of  
\_\_\_\_\_ (council)

being a representative (councillor)\* from a financial council member of the Victorian Local Governance Association (VLGA Inc) appoint

\_\_\_\_\_ (insert full name)

as my proxy to vote (if applicable) on my behalf at the 2020 Annual General Meeting of the VLGA to be held on 25 February 2021 and at any adjournment of that meeting.

I confirm that my proxy is a councillor from the same member council, as per clause 20.4 (b) (ii) of the VLGA Constitution.

\_\_\_\_\_  
*(Signature of Member & Date)*

- A proxy must be a councillor at the same member council as the Member appointing him/her, as per clause 20.4 (b) (ii) of the VLGA Constitution.
- \*Every councillor at a VLGA member council is a representative and therefore is entitled to vote.
- Associate members are entitled to attend the AGM but do not have a vote.

Return completed proxy form via email by 5.00pm 24 February 2021 to [vlga@vlga.org.au](mailto:vlga@vlga.org.au)