

Notice of special general meeting

Victorian Chamber of Commerce and Industry

Date: 19 May 2023
Time: 9:30am
Place: This meeting is to be held at Level 3, 150 Collins
Street, Melbourne VIC 3000 and virtually, using
online platform Zoom

Notice of special general meeting

A special general meeting of members of Victorian Chamber of Commerce and Industry (**VCCI**) will be held at Level 3, 150 Collins Street, Melbourne VIC 3000 and virtually, using online platform Zoom on 19 May 2023 at 9:30am (**SGM**).

Rules 27(b), 27(c) and 41 of VCCI's registered rules (**Existing Rules**) entitle the Executive Council to call a special general meeting of members of VCCI for the business proposed at the SGM on prior notice. This is supplemented by section 601BC(8)(f)(ii) of the *Corporations Act 2001* (Cth) (**Corporations Act**) which requires that members be given 21 clear days' notice of the meeting for members to approve the proposal to be considered at the SGM, which is VCCI changing entity type to a company limited by guarantee under the Corporations Act.

The business to be considered and resolutions proposed to be passed at the SGM are set out below. Information on the resolutions is contained in the Explanatory Statement and the ancillary documents enclosed with this Notice of Meeting.

Under rule 27(b) of the Existing Rules, the Executive Council has directed that the SGM be called and held as a hybrid general meeting in person and online, using online platform Zoom. Further instructions for accessing the SGM online is contained in the Explanatory Statement accompanying this Notice of Meeting.

The Explanatory Statement and enclosed ancillary documents should be read in conjunction with this Notice of Meeting. All members of VCCI are encouraged to vote at the SGM (either in person, by corporate representative or by proxy).

Members who are unable to attend the SGM (either in person or virtually) and are entitled to vote by proxy under the Existing Rules are encouraged to complete the proxy form enclosed with this Notice of Meeting and vote at the SGM. The properly completed proxy form must be submitted to the Secretary no later than 9:30am on 17 May 2023 at secretary@victorianchamber.com.au or Level 3, 150 Collins Street, Melbourne VIC 3000.

Unless otherwise specified, capitalised terms used in this Notice of Meeting and the Explanatory Statement take the meaning given to them in the Existing Rules.

Business

1. Resolution 1 – Registration of VCCI as a company limited by guarantee under the Corporations Act

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That, for the purposes of rule 27 of the registered rules of Victorian Chamber of Commerce and Industry (**VCCI**) (**Existing Rules**), sections 601BA and 601BC of the *Corporations Act 2001* (Cth) (**Corporations Act**) and all other purposes:

- (a) VCCI change its entity type from a body corporate established under the *Fair Work (Registered Organisations) Act 2009* (Cth) (**RO Act**) to a company limited by guarantee registered under and in accordance with the Corporations Act;
 - (b) subject to the resolution at paragraph (a) being approved:
 - (c) for the purposes of rule 41 of the Existing Rules, the Existing Rules be repealed;
- and

- (d) for the purposes of section 601BG of the Corporations Act and all other purposes, the form of the proposed new constitution enclosed with the Notice of Meeting be approved and adopted as the constitution of VCCI, being a company limited by guarantee registered under the Corporations Act known as 'Victorian Chamber of Commerce and Industry Limited',

in each case, with effect on and from the date that the Australian Securities and Investments Commission (**ASIC**) effects the registration of VCCI as a public company limited by guarantee under the Corporations Act.'

Please refer to the Explanatory Statement and ancillary documents enclosed with this Notice of Meeting for further information relating to this Resolution 1.

2. Resolution 2 – Cancellation of VCCI's registration as a body corporate under the RO Act

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That, subject to Resolution 1 being approved by the requisite majority, for the purposes of rule 27 of the Existing Rules, section 30(1)(a) of the RO Act, regulations 33 and 34 of the *Fair Work (Registered Organisations) Regulations 2009* (Cth) and all other purposes, VCCI apply under section 30(1)(a) of the RO Act for the cancellation of its registration as a body corporate established under the RO Act, following the date that ASIC effects the registration of VCCI as a public company limited by guarantee under the Corporations Act.'

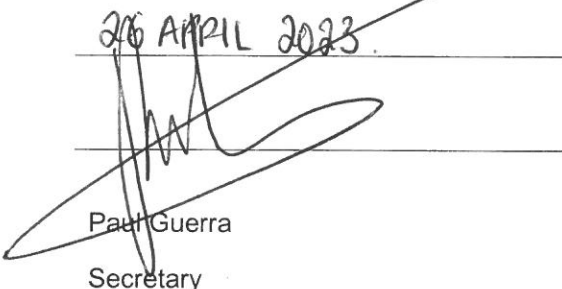
Please refer to the Explanatory Statement and ancillary documents enclosed with this Notice of Meeting for further information relating to this Resolution 2.

3. Other business

To transact any other business which may legally be brought before the meeting.

By direction of the Executive Council and on behalf of the Secretary under rules 27(b) and 27(d) of the Existing Rules.

Date 26 APRIL 2023

Signed 

Name Paul Guerra

Title Secretary

Access the SGM online

Members who wish to attend and participate in the SGM (including to vote) will be able to do so online via the online platform **Zoom**. To join the SGM online, please click the following link:

<https://victorianchamber-au.zoom.us/j/88956724639>

The online platform will allow members to view the SGM, vote, make comments and ask questions in real time. As a matter of good corporate governance, the Executive Council has determined to conduct the SGM in accordance with the requirements of the Corporations Act in respect of hybrid meetings (with which obligations VCCI will need to comply following the change of entity type).

A hybrid general meeting (ie one that is conducted in person and online) is permitted under the Corporations Act provided that members, as a whole, are given a reasonable opportunity to participate in the SGM.

We recommend logging onto the online platform at least 15 minutes prior to the scheduled start time for the SGM.

Technical difficulties

Technical difficulties may arise during the course of the SGM. The Executive Council has directed under rule 27(b) of the Existing Rules that the Chairperson have discretion as to whether and how the SGM should proceed in the event that a technical difficulty arises.

Quorum

In accordance with rule 29(f) of the Existing Rules, a quorum of members for business to be transacted at the SGM will be 15 members present in person (physically or virtually) and not by proxy.

Proxies

A proxy form is enclosed with this Notice of Meeting.

To be eligible to vote, a proxy must be a financial member of VCCI under rule 29(b) of the Existing Rules. The financial member may direct the proxy to vote either for or against each resolution. If no direction is given, the proxy may vote at their discretion.

Please submit a complete proxy form to the Secretary no later than 9:30am on 17 May 2023 at secretary@victorianchamber.com.au or Level 3, 150 Collins Street, Melbourne VIC 3000.

As noted above, a proxy will not be counted in the quorum for the SGM.

Representatives

Under rule 16(a) of the Existing Rules, a member which is a firm, company or other incorporated body may by written notice to the Secretary signed by the manager or secretary of the member from time to time appoint a representative to act for the member in meetings and proceedings of VCCI.

Any written notice from a member appointing a representative provided to the Secretary before the SGM (including those already held by the Secretary as at the date of this Notice of Meeting) will be valid as at the date of the SGM, unless notice is provided revoking that appointment.

Please provide written notice of any new representative's appointment to the Secretary no later than 9:30am on 17 May 2023 at secretary@victorianchamber.com.au or Level 3, 150 Collins Street, Melbourne VIC 3000.

A representative shall have all privileges of a member under the Existing Rules (including to attend and vote at the AGM) (see also rules 16(b) and 27(m) of the Existing Rules).

Questions

If you have any questions or need more information, please contact the Secretary at secretary@victorianchamber.com.au.

Explanatory Statement

Introduction

This Explanatory Statement and the ancillary documents enclosed with this Notice of Meeting form part of this Notice of Meeting.

The purpose of this Explanatory Statement is to provide members with:

- (a) a high level overview of VCCI's proposed:
 - (i) change of entity type from a body corporate established under the RO Act to a company limited by guarantee registered under the Corporations Act, including the adoption of the proposed new constitution enclosed with this Notice of Meeting (**New Constitution**) in replacement of the Existing Rules; and
 - (ii) following VCCI's registration as a company limited by guarantee under the Corporations Act, cancellation of its registration as a body corporate established under the RO Act; and
- (b) information required to consider the resolutions set out in the Notice of Meeting and the requisite member approval required to be passed or given (as applicable) in order for the proposed change of entity type and cancellation of registration under the RO Act to proceed.

Members in attendance at the SGM will also have an opportunity to ask questions in relation to the business to be considered and resolutions proposed to be passed at the SGM. Members are encouraged to attend and vote at the SGM either in person or virtually.

Resolution 1 –Registration of VCCI as a company limited by guarantee under the Corporations Act

1. Rationale for proposed change in entity type

VCCI is currently a body corporate established under the RO Act and is seeking the approval of its members to change entity type to a company limited by guarantee registered under and governed in accordance with the Corporations Act.

VCCI has been a 'registered organisation' established under the RO Act (or its predecessor Acts) since 30 June 1961. An object of the RO Act is to enhance relations within workplaces by requiring registered organisations to meet various democratic and accountability standards as set out in the RO Act. These values remain consistent with VCCI's purpose and activities today as a not for profit Victorian organisation supporting business organisations and employers in Victoria, and will continue to be relevant to VCCI notwithstanding the proposed change of entity type.

The proposed change of entity type to a company limited by guarantee under the Corporations Act forms part of VCCI's broader strategy refresh to modernise and energise the organisation, to maintain VCCI's unparalleled position as a business advocacy group for its members and the broader Victorian economy, and to provide clear direction on VCCI's business going forward.

VCCI's strategic objectives are to enhance its ability to:

- (a) be agile in a modern economic environment;

- (b) enhance and maintain its ongoing financial stability;
- (c) reflect the corporate structure and priorities of its members;
- (d) innovate and expand its business operations and offerings;
- (e) be flexible and more responsive to the needs of members and the Victorian economy; and
- (f) prioritise its environmental, social and governance (ESG) objectives.

VCCI considers that changing entity type to a company limited by guarantee registered under the Corporations Act is a change to a more flexible and well understood corporate structure in Australia, and is the corporate structure that is best suited to VCCI's activities and future direction.

A company limited by guarantee registered under the Corporations Act is the most commonly adopted structure for large member-based organisations and other industry bodies around Australia. This makes it a particularly well suited structure for VCCI as Victoria's largest and most influential member-based business and employer organisation.

Importantly, VCCI's proposed change of entity type to a company limited by guarantee under the Corporations Act will preserve all of VCCI's existing assets, functions and membership services.

VCCI has engaged with the Fair Work Commission (**FWC**), as the regulator of registered organisations under the RO Act, in respect of VCCI's proposed change in entity type from a body corporate registered under the RO Act to a company limited by guarantee under the Corporations Act to seek to ensure a seamless transition to the new corporate governance structure. The FWC has confirmed that it does not have any objection to VCCI's proposed change in entity type, noting that the RO Act is silent in this regard.

2. Companies limited by guarantee

A company limited by guarantee is a common type of member-based company which is governed by the Corporations Act, and registered with the Australian Securities and Investments Commission (**ASIC**). ASIC is Australia's corporate and securities regulator.

In particular, a company limited by guarantee differs from other types of companies registered under the Corporations Act (for example, companies limited by shares), the most common form of corporate entity in Australia on the basis that:

- (a) the company limited by guarantee cannot pay dividends (such that any profit is to be reinvested towards the organisation's purposes);
- (b) the company limited by guarantee cannot issue shares (such that no person can acquire a controlling interest or profit from a sale of ownership interest); and
- (c) each member of the company limited by guarantee is entitled to a single vote.

A company limited by guarantee must comply with the provisions of the Corporations Act and the terms of its constitution (if adopted), which sets out specific rules governing the operations and affairs of the company – much like the Existing Rules of VCCI, which currently govern VCCI in addition to the RO Act.

On registration as a company limited by guarantee under and in accordance with the Corporations Act, VCCI will become governed by the Corporations Act and the New Constitution. The Corporations Act sets out the laws dealing with business entities in Australia, and it is the legislation which governs most incorporated businesses in Australia. The New Constitution will supplement the Corporations

Act and govern the internal affairs of VCCI and certain rights and obligations of its members. Item 4 of this Explanatory Statement provides further detail in respect of the New Constitution and its terms.

Similar to VCCI's existing corporate governance structure, a company limited by guarantee has members and is governed by a board of directors empowered to appoint executive management. Item 6 of this Explanatory Statement provides further information in relation to the governance and management of VCCI as a company limited by guarantee under the Corporations Act.

3. Requirements for VCCI to effect change in entity type

To effect VCCI's proposed change of entity type to a company limited by guarantee under and in accordance with the Corporations Act, members must pass a special resolution (as set out in this Notice of Meeting) approving the change in entity type from one established under the RO Act.

In order to approve the special resolution at Resolution 1, section 601BC(8)(f) of the Corporations Act requires that at least 75% of the votes cast by members present and voting on the resolution at the SGM, (whether in person (physically or virtually), by proxy or by a representative duly appointed under rule 16 of the Existing Rules) be in favour of the special resolution.

If VCCI resolves to change entity type to a company limited by guarantee under the Corporations Act, it will be necessary for the name of VCCI to change from 'Victorian Chamber of Commerce and Industry' to 'Victorian Chamber of Commerce and Industry Limited' in order to comply with section 148 of the Corporations Act. VCCI will also be assigned an *Australian Company Number* (commonly referred to as an ACN) and, subject to confirmation from the Australian Taxation Office, intends to retain its existing Australian Business Number (**ABN**), which identifies VCCI to the government and community.

4. Requirements for VCCI to adopt the New Constitution and repeal the Existing Rules

If the special resolution to approve VCCI changing entity type to a company limited by guarantee under the Corporations Act is approved at the SGM, the Existing Rules (which were adopted to supplement the RO Act and govern VCCI as an entity established under the RO Act) will no longer be fit for purpose as the governing rules of VCCI.

Accordingly, it is proposed that members approve a special resolution to adopt the New Constitution and repeal the Existing Rules.

Rule 41 of the Existing Rules requires members to pass a special resolution (as set out in this Notice of Meeting) approving the repeal of the Existing Rules of VCCI to facilitate adoption of the New Constitution. In order to approve the special resolution at Resolution 1, rule 41 of the Existing Rules requires a three-fourths majority of the members present and voting at the SGM to approve repeal of the Existing Rules.

As noted in item 2 of this Explanatory Statement, the Corporations Act permits companies limited by guarantee to adopt a constitution to supplement the provisions of the Corporations Act in respect of their governance and operation. A constitution provides for certain procedures relating to a company's governance, and relevantly for VCCI as an existing entity, will allow VCCI to adopt a governance framework which is similar to the existing governance framework of VCCI under the Existing Rules (for example, a consistent approach has been taken in the New Constitution in respect of VCCI's stated purpose and eligibility and classes of membership). Importantly, the adoption of the New Constitution will not result in any change to the benefits and offerings that are currently available to you as a member of VCCI.

Subject to members approving Resolution 1 at the SGM, VCCI will adopt the New Constitution with effect on and from the date that ASIC registers VCCI as a company limited by guarantee under the Corporations Act and the Existing Rules will be repealed at the same time.

A high level summary of some of the key principles of New Constitution is enclosed with this Notice of Meeting.

Members are encouraged to read the New Constitution in full prior to the SGM.

5. *Effect of change in entity type of VCCI to a company limited by guarantee and continuation of membership*

Importantly, VCCI will not cease to exist and VCCI's business will remain unchanged as a result of the proposed change in entity type from a body corporate established under the RO Act to a company limited by guarantee registered under the Corporations Act.

In accordance with section 601BM of the Corporations Act, VCCI changing entity type will not create a new legal entity or affect VCCI's existing assets, rights or obligations.

Existing members will remain members of VCCI as a company limited by guarantee. This is reflected in clause 6.2 of the New Constitution. The rights of members of VCCI following the change in entity type will be prescribed in the Corporations Act and the New Constitution. Item 7 of this Explanatory Statement provides further information in relation to member consents required in connection with VCCI as a company limited by guarantee.

Your membership with VCCI will continue to renew in the same way as it currently does, including the requirement to pay any annual subscription fees applicable to you as specified in any renewal notice issued to you after VCCI's change in entity type to a company limited by guarantee under the Corporations Act (if approved at the SGM). As is the case now, payment of your annual subscription fee when due will ensure that you continue as a member of VCCI each year.

All benefits, services, tools and other supports and opportunities available to members in connection with membership will not change or otherwise be impacted by VCCI's change in entity type from a body corporate established under the RO Act to a company limited by guarantee registered under the Corporations Act.

6. *Management and governance of organisation after VCCI's change in entity type to a company limited by guarantee*

There will be no change in VCCI's board of directors or executive management team as a result of VCCI's change of entity type from a body corporate established under the RO Act to a company limited by guarantee registered under the Corporations Act. As a result, VCCI will have the benefit of continuity of its day to day management and commitment to its strategic direction, and there will be no loss of corporate knowledge, experience or skills as a result of the business proposed for consideration and approval at the SGM.

The following persons currently appointed to VCCI's board of directors will continue to serve as directors of VCCI following its change of entity type: Adrian Kloeden (President), Karyn Sobels (Past President), Jeremy Blackshaw (Vice President), Brendan Britten, Helen Fairclough, Kate Mannix, Peter Radoll, Kylie Warne and Carlene Wilson. Further information in relation to the term of the existing directors, and any new directors appointed to VCCI following adoption of the New Constitution, is set out below.

VCCI's board of directors will continue to appoint, and be supported by, a President and up to two Vice Presidents (as well as various committees and persons with delegated authority under clause 51

of the New Constitution) to ensure the continuity of the management of VCCI's functions and operations. As noted directly above, Adrian Kloeden will continue to serve as President and Jeremy Blackshaw as Vice President of VCCI following its change of entity type.

VCCI's executive management team will also continue in their existing positions under the same terms, including each of Paul Guerra (Chief Executive) and Scott Veenker (Chief Executive – Melbourne Chamber of Commerce).

The Executive Council will also continue to play an important role in VCCI's future direction. However, its role will be refined following VCCI's change in entity type to a company limited by guarantee as the Corporations Act does not permit the board and the Executive Council to both have primary responsibility for the governance of VCCI. To comply with the Corporations Act, the Executive Council will instead operate as a formal committee established by the directors under clauses 51 and 53 of the New Constitution and its role will be to support and make recommendations for consideration of the directors.

In this way, VCCI will be compliant with the requirements of the Corporations Act and the Executive Council will continue to operate as a committee able to influence and shape VCCI's policy positions and direction through its recommendations. The existing and future members of the Executive Council will hold their position as committee members for the terms determined by the directors from time to time under clause 51.3 of the New Constitution.

Under clauses 51 and 52 of the New Constitution, the directors may also establish an Investment Committee, as a specific committee with delegated authority of, the board of directors. The Investment Committee is responsible for making recommendations to the board in relation to the administration and management of VCCI's financial assets and investment portfolio.

Under clause 37 of the New Constitution, each director's term of office will be three years after the director was appointed to the board of VCCI. In the case of the existing directors serving on VCCI's board, such period is inclusive of their current term of office. A director may serve a maximum of two consecutive terms following which they must retire for a period of at least 24 months. Additional terms are permitted for the President and Vice President from time to time, and the most recent Past President, as set out in clauses 37.4 and 37.5 of the New Constitution.

Members will be entitled to elect new directors to VCCI's board on a rotation basis as set out in clause 35.1(a) of the New Constitution.

The introduction of a director tenure in clause 37 of the New Constitution (which was not regulated in the Existing Rules) seeks to maintain the diverse skills and knowledge of VCCI's existing board whilst facilitating board renewal over time, which is consistent with generally accepted corporate governance principles for Australian public companies. Limited tenure of directors will enable the board of VCCI to adapt to change in VCCI's business needs and strategic direction and ensure that the board is comprised of persons with the right experience and skill set to navigate this and take advantage of new opportunities. It is also in line with the market approach taken by most large, commercially focused member-based organisations in Australia.

7. Member contributions to VCCI

As a company limited by guarantee, the Corporations Act requires members to agree to contribute a 'guarantee amount' to the company limited by guarantee if there is a shortfall arising out of any future liquidation and winding up process of the company.

Clause 66.2 of the New Constitution (as extracted below) prescribes a nominal 'guarantee amount' of \$2.20 which is payable by VCCI's members under section 517 of the Corporations Act towards any shortfall arising on the winding up of VCCI:

If the Company is wound up, each Member undertakes to contribute to the property of the Company for the payment of debts and liabilities of the Company and payment of costs, charges and expenses of winding up such amount as may be required, provided that such amount must not exceed \$2.20.

Importantly, members have already agreed to provide a guarantee in the same amount as is proposed under the New Constitution under rule 48(b) of the Existing Rules.

As at the date of this Notice of Meeting, VCCI's financial position is strong and VCCI does not consider it likely that VCCI would wind up its operations in the immediate future. VCCI is committed to its strategy and the sustainable growth of VCCI's activities into the future so that it can best serve and advocate for members business interests.

Members are not required to make any contribution of money in respect of the guarantee amount in connection with this Notice of Meeting or VCCI's change in entity type (if approved).

8. Next steps and other relevant information

If the Resolutions are approved by members at the SGM, VCCI will apply to ASIC to change entity type and become registered as a company limited by guarantee under and in accordance with the Corporations Act. ASIC will consider VCCI's application for registration and may engage with VCCI to request further information relating to its application.

Once ASIC has approved VCCI's application, VCCI will be registered as a company limited by guarantee under the Corporations Act and, subject to approval of Resolution 2, will no longer be a body corporate established under the RO Act. Please also refer to the Explanatory Statement in respect of Resolution 2 (as set out in further detail below) in respect of VCCI's proposed cancellation of registration as a body corporate established under the RO Act.

VCCI will provide written confirmation and all relevant information (including VCCI's new ACN) to members once ASIC has approved its application for registration as a company limited by guarantee under and in accordance with the Corporations Act.

Resolution 2 – Cancellation of VCCI's registration as body corporate under the RO Act

9. Rationale for cancellation of registration under the RO Act

Consistent with VCCI's proposed change of entity type to a company limited by guarantee under the Corporations Act and as noted at item 4 of this Explanatory Statement, VCCI's registration as a body corporate under the RO Act will no longer be fit for purpose. On registration as a company limited by guarantee under and in accordance with the Corporations Act, VCCI will become governed by the Corporations Act and the New Constitution, which will allow VCCI to continue its existing operations and continue to provide its existing service offerings to members.

After ASIC has effected VCCI's registration as a company limited by guarantee under the Corporations Act, absent cancellation of registration under the RO Act, VCCI will have the regulatory burden of being registered under both the RO Act and Corporations Act. Noting that these regulatory regimes impose different (and in some cases inconsistent) obligations on VCCI and it is likely to be administratively difficult for VCCI to comply with both legislative regimes (and the New Constitution) concurrently.

If a majority of members of VCCI approve Resolution 2 at the SGM, VCCI and its members will be able to benefit from:

- (a) the efficiencies and certainty of VCCI being governed by a single regulatory regime, being the Corporations Act and the New Constitution;
- (b) the Corporations Act and the New Constitution providing a single point of reference for members to determine their rights and responsibilities in relation to VCCI; and
- (c) the benefit of reducing administrative and compliance costs by limiting VCCI's governance requirements to only those prescribed by the Corporations Act and the New Constitution.

If a majority of members approve Resolution 2 at the SGM, VCCI will apply to the FWC to cancel its registration as a body corporate under the RO Act, following the date that ASIC effects the registration of VCCI as a public company limited by guarantee under the Corporations Act.

If Resolution 2 is approved by Members, the FWC has offered to work with VCCI to effect cancellation of its registration as a body corporate under the RO Act.

10. Requirements to effect cancellation of registration

Section 30(1)(a) of the RO Act and regulations 33 and 34 of the *Fair Work (Registered Organisations) Regulations 2009* (Cth) (**RO Regulations**) provide that a body corporate established under the RO Act can apply to the FWC for cancellation of its registration.

Regulation 33 of the RO Regulations requires a majority of the members to approve VCCI applying for cancellation of its registration under the RO Act. Members of VCCI are being asked to approve Resolution 2 for this purpose.

Under regulation 34(1) of the RO Regulations, an application to cancel VCCI's registration under the RO Act must be made in the prescribed form and contain certain information and declarations as required by the RO Regulations. On filing its application with the FWC, VCCI must also publish on its website a notice that it has lodged an application to cancel its registration (as required under regulation 34(2) of the RO Regulations). A copy of this notice will be provided to members following its publication.

In addition, the FWC will, on receipt of VCCI's application, publish a notice to that effect in the Commonwealth of Australia Gazette (**Gazette**) allowing any *interested person* to object to the cancellation of VCCI's registration within 35 days after publication of the Gazette notice (regulations 34(3) and 34(4) of the RO Regulations). If an *interested person* objects, regulations 34(7) and 34(8) of the RO Regulations require the FWC to give the objector a reasonable opportunity to be heard and make submissions about the application.

11. Consequences of cancellation of registration under the RO Act

Under section 32 of the RO Act, cancellation of VCCI's registration under the RO Act will result in VCCI ceasing to be a body corporate under the RO Act and VCCI will be solely governed by the Corporations Act and the New Constitution as a company limited by guarantee.

Cancellation of VCCI's registration under the RO Act will be subject to a public exposure period but is not expected to affect VCCI's existing assets, rights or obligations, which will continue following VCCI's registration as a company limited by guarantee under the Corporations Act.

VCCI will confirm in writing to members once its cancellation of registration under the RO Act has been effected.

Submission to members

The resolutions set out in this Notice of Meeting are submitted to members for their approval, including the adoption of the new constitution enclosed with this Notice of Meeting.

