

Resolution to be put to the 2022 AUV AGM

The following resolution will be put to a vote at the 2022 AGM:

Resolution is to accept the proposed changes to **Clauses 73.4 and 73.6** as detailed below and to accept the inclusion of **Schedule 1**. The proposed changes are needed to specifically define the AUV real estate (including Branch real estate) to the Domivky/Halls used for cultural events with our members, but exclude any properties specifically procured for investment purposes.

Changes are required in (2) separate clauses.

- Clause 73.4 which defines the process to be followed in the sale or significant modification to AUV Branch real estate; and
- Clause 73.6 which defines the process to be followed in the sale or significant modification to AUV real estate.

Please note: Sections within the relevant clauses for proposed changes are **highlighted**.

Clause 73.4

Clause 73.4 currently states:

73.4 **Branch real estate** shall not be sold, transferred, mortgaged, disposed of, or have major structural or capital modifications made to, unless the following process is followed:

- (a) If a meeting of Branch members, or a Branch Committee resolves by special resolution that **Branch real estate** shall be sold, transferred, mortgaged, disposed of, or have major structural or capital modifications made to, the Branch Committee shall inform the Board of the passage of such a resolution. The Board shall then at its next meeting consider the resolution and if approved by a special resolution of Board members, the action proposed in the resolution shall be endorsed. The Board shall then convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed, the resolution shall be approved.
 - (i) If the Board does not approve the resolution, the Branch may request that the proposed resolution be taken to an AUV General Meeting. If such a request is made, the Board may convene an AUV General Meeting at which a resolution to approve the sale, transfer, mortgage, disposal or major structural or capital modifications shall be proposed. If the resolution is passed by **special resolution**, the resolution shall be approved.
- (b) If the AUV Board resolves by special resolution that **Branch real estate** shall be sold, transferred, mortgaged or disposed of, the Board shall inform that Branch of the passage of such a resolution. The Branch shall then at its next meeting of Branch members or a Branch Committee meeting consider the resolution and if approved by a special resolution of Branch members or Branch Committee members, the action proposed in the resolution shall be endorsed. The Board shall then convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed, the resolution shall be approved.
 - (i) If the Branch members or Branch Committee members do not approve the resolution, the Board may call an AUV General Meeting at which a resolution to endorse the Branches decision not to sell, transfer, mortgage or dispose of the **Branch real estate** shall be proposed. If the resolution is passed by a

special resolution, the **Branch real estate** shall not be sold, transferred, mortgaged or disposed of.

Proposed new Clause 73.4:

73.4 **Branch real estate detailed in Schedule 1**, shall not be sold, transferred, mortgaged, disposed of, or have major structural or capital modifications made to, unless the following process is followed:

- (a) If a meeting of Branch members, or a Branch Committee resolves by special resolution that **Branch real estate** shall be sold, transferred, mortgaged, disposed of, or have major structural or capital modifications made to, the Branch Committee shall inform the Board of the passage of such a resolution. The Board shall then at its next meeting consider the resolution and if approved by a special resolution of Board members, the action proposed in the resolution shall be endorsed. The Board shall then convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed, the resolution shall be approved.
 - (i) If the Board does not approve the resolution, the Branch may request that the proposed resolution be taken to an AUV General Meeting. If such a request is made, the Board may convene an AUV General Meeting at which a resolution to approve the sale, transfer, mortgage, disposal or major structural or capital modifications shall be proposed. If the resolution is passed by **special resolution**, the resolution shall be approved.
- (b) If the AUV Board resolves by special resolution that **Branch real estate** shall be sold, transferred, mortgaged or disposed of, the Board shall inform that Branch of the passage of such a resolution. The Branch shall then at its next meeting of Branch members or a Branch Committee meeting consider the resolution and if approved by a special resolution of Branch members or Branch Committee members, the action proposed in the resolution shall be endorsed. The Board shall then convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed, the resolution shall be approved.
 - (i) If the Branch members or Branch Committee members do not approve the resolution, the Board may call an AUV General Meeting at which a resolution to endorse the Branches decision not to sell, transfer, mortgage or dispose of the Branch real estate shall be proposed. If the resolution is passed by a special resolution, the Branch real estate shall not be sold, transferred, mortgaged or disposed of.

Clause 73.6

Clause 73.6 currently states:

73.6 **AUV real estate other than Branch real estate shall not be sold, transferred, demolished, redeveloped or disposed of unless the AUV Board resolves to do so by a special resolution of Board members at an AUV Board Meeting. The Board shall then convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed by special resolution, the resolution shall be approved.**

Proposed new Clause 73.6:

73.6 **AUV real estate detailed in Schedule 1** other than Branch real estate shall not be sold, transferred, demolished, redeveloped or disposed of unless the AUV Board resolves to do so by a special resolution of Board members at an AUV Board Meeting. The Board shall then convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed by special resolution, the resolution shall be approved.

Proposed Schedule 1 to be added to the AUV Constitution

Schedule 1:

AUV and AUV Branch real estate at:

Essendon	3-11 Russell St Essendon Vic 3040
Noble Park	26 Chandler Rd Noble Park Vic 3174
St Albans	16 Alexina St St Albans Vic 3021
Geelong	57 Pakington St Geelong West Vic 3218
Geelong	6-21 Monastery Rd Lovely Banks Vic 3221
Wodonga	3 Hunt St Wodonga Vic 3690