



COMMONWEALTH GAMES AUSTRALIA

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (GM) of members of Commonwealth Games Australia Limited ACN 629 915 448 (CGA) will be held on the date, time and place specified below.

All information and papers regarding this CGA General Meeting are distributed to members electronically and are available on CGA's website. Should any member require a hard copy of the meeting papers, please contact the CGA office on (03) 9453 9300 prior to Thursday 28 November 2024.

Date & Time: Thursday, 5 December 2024 at 1:00pm

Venue: Pullman Melbourne on the Park, 192 Wellington Pde, East Melbourne VIC 3002

AGENDA

1. Call to Order
2. Minutes of the 2024 Annual General Meeting – *Attachment 1*

To confirm the Minutes of CGA's Annual General Meeting held on 15 May 2024.
3. Amendments to the Constitution of Commonwealth Games Australia Limited – *Attachment 2*

Special Resolution One: Eligibility Criteria Amendments

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

'The members resolve, as a special resolution, that with effect from the conclusion of this meeting, the constitution of Commonwealth Games Australia Limited be and is amended in the manner set out in the amended constitution titled "Eligibility Criteria Amendments" provided to members with the explanatory memorandum dated 14 November 2024, which includes:

- (a) *amendments in the nature of additional text in blue and underlined, in Part 1.1 (Definitions), Part 2 (Preliminary), Part 4.1 (Members), Parts 4.2(a), 4.2(c) and 4.2(d) (Membership Class definitions), Part 6 (General Meetings), Part 7.2 (Requirement for a quorum), Part 7.8(a) (Adjournment of General Meeting), Part 17.1(b) (Foundation / trusts), Part 24.2 (Excess property on winding up) and Part 25 (Changes to the Constitution); and:*
- (b) *amendments in the nature of deleted text in red and strikethrough, in Part 1.1 (Definitions), Part 2 (Preliminary), Parts 4.2(a), 4.2(c) and 4.2(d) (Membership Class definitions), Part 4.4(a) (Voting of Members), Part 6 (General Meetings), Part 7.1 (Number for a quorum), Part 7.2 (Requirement for a quorum), Part 7.8 (Adjournment of General Meeting), Part 7.14 (Election of Directors), 9.2 (Eligibility and Disqualifying Positions), Part 17.1(b) (Foundation / trusts), Part 24.2 (Excess property on winding up) and Part 25 (Changes to the Constitution),*

with each amendment shown in such document being taken to be specified in this resolution.'

In accordance with section 136(2) of the *Corporations Act 2001 (Cth)* and Part 25.1 (a) of the CGA constitution, a special resolution is required to amend the CGA constitution. For a special resolution to be valid, the resolution must be passed by at least 75% of the votes cast by members in attendance at the meeting entitled to vote.

Please refer to the explanatory memorandum at Attachment 2 for further information in relation to this item.

Special Resolution Two: Modernisation Amendments

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

'The members resolve, as a special resolution, that with effect from the conclusion of this meeting, the constitution of Commonwealth Games Australia Limited be and is amended in the manner set out in the amended constitution titled "Modernisation Amendments" provided to members with the explanatory memorandum dated 14 November 2024, which includes:

- (a) *amendments in the nature of additional text in blue and underlined, in Part 1.1 (Definitions), Parts 4.2(a) and 4.2(b) (Membership Class definitions), Part 4.4 (Voting of Member Delegates), Part 7.5 (President to preside over General Meetings), Part 7.8(a) (Adjournment of General Meeting), Part 7.15 (Circular resolution of Members) and Part 9.3 (Nomination for election) and Part 17.1(b) (Foundation / trusts); and:*
- (b) *amendments in the nature of deleted text in red and strikethrough, in Part 1.1 (Definitions), Parts 4.2(a) and 4.2(b) (Membership Class definitions), Part 4.4 (Voting of Member Delegates), Part 7.5 (President to preside over General Meetings), Part 7.8(a) (Adjournment of General Meeting), Part 7.15 (Circular resolution of Members) and Part 9.3 (Nomination for election),*

with each amendment shown in such document being taken to be specified in this resolution.'

In accordance with section 136(2) of the *Corporations Act 2001 (Cth)* and Part 25.1 (a) of the CGA constitution, a special resolution is required to amend the CGA constitution. For a special resolution to be valid, the resolution must be passed by at least 75% of the votes cast by members in attendance at the meeting entitled to vote.

Please refer to the explanatory memorandum at Attachment 2 for further information in relation to this item.

Appointment of Member Delegates

If a Program Sport Member or State Division Member has not yet appointed its Member Delegate(s) for the purposes of this upcoming GM, such Program Sport Member and or State Division Member (as applicable) can do so now by contacting the CGA's Executive & Office Manager, Maria Cabeliza, on (03) 9453 9300 or maria.cabeliza@commonwealthgames.com.au to obtain, complete and return a Member Delegate appointment form to CGA as soon as possible but no later than 10:00am on Thursday 28 November 2024. Maria Cabeliza will also facilitate any travel arrangements required.

Please note that:

1. Program Sport Members and State Division Members are entitled to appoint Member Delegates to attend and vote at the GM.
2. A Member Delegate need not be a Member.
3. Program Sport Members are entitled to cast two votes and may appoint two Member Delegates each.
4. State Division Members are entitled to cast one vote and may appoint one Member Delegate each.



CRAIG PHILLIPS AM
Chief Executive Officer &
Joint Company Secretary
14 November 2024



DIANNE O'NEILL
General Manager Corporate &
Joint Company Secretary
14 November 2024

Attachments

1. Minutes of the 2024 Annual General Meeting
2. Explanatory Memorandum regarding proposed amendments to the CGA constitution with annexures:
 - Constitution setting out the proposed "Eligibility Criteria Amendments" in mark up (i.e., proposed deletions are shown in red strikethrough and proposed additions are underlined in blue);
 - Constitution setting out the proposed "Modernisation Amendments" in mark up (i.e., proposed deletions are shown in red strikethrough and proposed additions are underlined in blue); and
 - Constitution setting out the aggregate of the proposed "Eligibility Criteria Amendments" and the "Modernisation Amendments" in mark up (i.e., proposed deletions are shown in red strikethrough and proposed additions are underlined in blue).