



Notice of Annual General Meeting and Explanatory Memorandum

Breakaway Inc ABN 53 852 792 649

Date of Meeting: Monday, 29 October 2018

Time of Meeting: 10:30am (AEST)

Place of Meeting: the Amity Room at the Redcliffe Cultural Centre,
Downs St Redcliffe

Notice of Annual General Meeting

Notice is given that the 2018 Annual General Meeting of the members of Breakaway Inc ABN 53 852 792 649 (“**Association**”) will be held at the Amity Room at the Redcliffe Cultural Centre, Downs St Redcliffe on Monday, 29 October 2018 at 10:30am Australian Eastern Standard Time.

Agenda

ATTENDANCE

1. Roll Call & Quorum

Total membership announced. Attendance taken by the secretary and declaration of proxies.

Confirmation of meeting Quorum requirements.

ORDINARY ITEMS OF BUSINESS:

2. Management Committee Report (Chairman’s address)

Addressed by the Chairman of Breakaway Inc, Linda Hartman

3. Financial Statements and Reports

To consider the Financial Statements and the Auditors Report for the Association for the year ended 30 June 2018.

No resolution is required for this item of business.

SPECIAL ITEMS OF BUSINESS:

4. Retirement of Management Committee

As per article 11 (2) of the constitution all Management committee members declare their retirement subsequent to the appointment of the new Management committee by a vote of the members.

No resolution is required for this item of business.

5. Appointment to Management Committee

The following resolutions must be passed by majority resolution (i.e. greater than 50% of the votes cast):

(a) Resolution 1: Re-election of Linda Hartman as an officer of the Management Committee

To consider, and if thought fit, pass the following as a majority resolution of the Association:

(b) Resolution 2: Re-election of Vickie Saezza as an officer of the Management Committee

To consider, and if thought fit, pass the following as a majority resolution of the Association:

(c) Resolution 3: Re-election of Kenneth Manning as an officer of the Management Committee

To consider, and if thought fit, pass the following as a majority resolution of the Association:

(d) Resolution 4: Re-election of Amy Saezza as an officer of the Management Committee

To consider, and if thought fit, pass the following as a majority resolution of the Association:

(e) Resolution 5: Re-election of Barbara Adams as an ordinary member of the Management Committee

To consider, and if thought fit, pass the following as a majority resolution of the Association:

(f) Resolution 6: Re-election of Colin Tysoe as an ordinary member of the Management Committee

To consider, and if thought fit, pass the following as a majority resolution of the Association:

(g) Resolution 7: Re-election of Lorraine Lockrey as an ordinary member of the Management Committee

To consider, and if thought fit, pass the following as a majority resolution of the Association:

(h) Resolution 8: Appointment of Auditor

To consider, and if thought fit, pass the following as a majority resolution of the Association:

GENERAL BUSINESS:

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Association.

By order of the Management Committee

15 October 2018

Contents

1. Explanatory Memorandum	5
2. Notes.....	7
3. Breakaway Policies and Procedures	9
4. Proxy.....	10

1. Explanatory Memorandum

This Explanatory Memorandum is an important document and should be read carefully.

It is important that you either attend the Meeting or complete and lodge the enclosed proxy form.

LOCATION, DATE, & TIME OF MEETING

10:30am (AEST) on Monday, 29 October 2018 at the Amity Room at the Redcliffe Cultural Centre, Downs St Redcliffe.

WHAT YOU NEED TO DO

Step 1: Read the Notice of Meeting and Explanatory Memorandum

This Explanatory Memorandum is intended to provide Members eligible to vote, with information about the proposed Resolutions contained in the Notice of Meeting.

You should read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Step 2: Vote on the Resolution

The Meetings will be held at 10:30am (AEST) on Monday, 29 October 2018 at the Amity Room at the Redcliffe Cultural Centre, Downs St Redcliffe.

You can vote on the Resolution by attending the Meetings and voting in person, or by completing and returning the enclosed Proxy Form.

Proxy Forms must be received by the Secretary by 5:00pm (AEST) on Friday, 26 October 2018.

For details on how to complete and lodge the Proxy Forms, please refer to the instructions on the Proxy Forms.

ITEMS OF BUSINESS

Item 1: Roll Call & Quorum

The Secretary will call for paid up members to raise their hands. Each member with their hands up will be selected, cross checked then recorded as present.

The quorum requirements for an Annual General Meeting are set out in rule 22.(1) of the Constitution. That is, the quorum for the meeting will only be satisfied where *the*

number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one”.

No business can be transacted at any annual general meeting unless the quorum of members is present at the time when the meeting proceeds to business. For the purposes of satisfying the quorum requirements, ‘member’ includes a person attending as a proxy or as representing a corporation which is a member.

Item 2 – Management Committee Report (Chairman’s address)

The Chairman will be invited to provide her address. Following the meeting, the address will be available to members on Breakaway’s website <https://www.breakawayinc.org.au>.

Item 3 – Management Committee Report and Financial Statements and Reports

The Financial and Auditors Report for the financial year ended 30 June 2018 is **attached**.

This item does not require voting by members. It is intended to provide an opportunity for members to raise questions on the financial statements and reports. The Association’s auditor has been invited to be present at the Meeting. If he attends he will be available to answer any questions in relation to the conduct of the audit.

Item 4 – Retirement of Management Committee

Subsequent to the appointment of a new Management Committee as per article 11 (2) of the Breakaway constitution all current members of the Management Committee will retire from office.

Item 5 – Appointment to Management Committee

Under the terms of rule 11.3 of the Associations constitution, should there be at the commencement of the meeting, an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

We note there is a sufficient number of candidates presented in the attached resolutions and as such nominations from the floor will not be taken.

Under the terms of rule 11.(2) of the Association’s constitution, all members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

In accordance with this rule, Linda Hartman, Vickie Saezza, Kenneth Manning, Amy Saezza, Barbara Adams, and Colin Tysoe will retire and will offer themselves for re-election at the Annual General Meeting. The Association has received and accepted nominations for each of Linda Hartman, Vickie Saezza, Kenneth Manning, Amy

Saezza, Barbara Adams, and Colin Tysoe.

There are two types of positions available on the management committee

- 1: An officer and
- 2: An ordinary member.

Officer covers the positions of President, Vice-president, Secretary and treasurer. Ordinary member covers such things as parent representatives, risk or Innovation representative.

Article 24 (3-6) of the constitution states the following.

- (3) Every question, matter or resolution shall be decided by a majority of votes of the members present;
- (4) Every financial member present shall be entitled to one vote and in the case of an equality of votes the question shall be deemed to be decided in the negative: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is in arrears at the date of the meeting;
- (5) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine, and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

2. Notes

PROXIES

If you are unable to attend the Annual General Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf.

A member who is entitled to attend and vote at the Annual General Meeting may appoint a person as their proxy to attend and vote on their behalf (**Proxy Holder**).

A member who is entitled to cast two or more votes may appoint up to two Proxy Holders and may specify the proportion or number of votes each Proxy Holder is entitled to exercise.

The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is an operation, either under seal or under the hand of an officer or attorney duly authorised.

A Member appointing a person as their Proxy Holder may direct the Proxy Holder to vote 'for', to vote 'against', or abstain from voting on each resolution, or may leave

the decision to the Proxy Holder. Please refer to the proxy form for instructions on completion and lodgement.

A Proxy Holder may but need not be a member of the Association. The instrument a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

The Management Committee encourages all Members who submit proxy forms to direct their Proxy Holder how to vote on each resolution.

If you appoint a Proxy Holder, you may still attend the Annual General Meeting. However, your Proxy Holder's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy form if you register at the Annual General Meeting.

Any directed proxy forms that are not voted on a poll at the Annual General Meeting will automatically default to the Chairman of the Annual General Meeting, who is required to vote proxies as directed.

****Special Note***

Please note that proxy forms must be received at Breakaway's office at [insert] **by no later than 5:00pm (AEST) on Friday 26 October 2018.**

HOW THE CHAIRMAN INTENDS TO VOTE UNDIRECTED PROXIES

If the Chairman of the Annual General Meeting is your proxy, the Chairman intends to vote undirected proxies in favour of each resolution.

QUESTIONS TO BE PUT AT THE MEETING

All members are able to ask questions at the Annual General Meeting or submit them prior to the Annual General Meeting.

If you have a question you would like answered at the Annual General Meeting, please email it to info@breakawayinc.org.au prior to **5:00pm (AEST) on Friday 26 October 2018.**

We will endeavour to address as many of the more frequently raised questions as possible at the Annual General Meeting, having regard to available time.

Please note that Management Committee will not respond to questions on an individual basis.

3. Breakaway Policies and Procedures

1.10 Privacy, Dignity and Confidentiality guidelines

Identification

All Breakaway staff and Management Committee members will be required to obtain a national police check (annually as of July 1st, 2018) and blue card and yellow exemption cards (3 yearly) as proof of identification. Payment for the cards is at the expense of the staff member. Breakaway will fund police checks for Management Committee Members.

All Incoming Management Committee members are required to provide identification as set forth in article 1.10 of the Breakaway policies and procedures document, any incoming member without the correct identification will be deemed inadmissible for a position on the Breakaway Management Committee

4. Proxy

Please see separate Proxy Form