

BOARD UPDATE

Dear Members,

As many of you are aware, a number of directors of SBA have recently resigned from the board. The remaining directors are Scott Harvey (Acting President), Dean Cartwright (Treasurer) and myself, David Hopkins (Secretary).

A key priority for the existing directors is to fill the vacancies on the board so that all positions on the board are filled, namely the office bearers (President, Vice President, Treasurer and Secretary) and three ordinary members. To this end, the existing directors have sought legal advice from Mills Oakley regarding the best way to fill the vacancies on the board.

Previously a requisite number of members requested that the Board convene an EGM to consider a resolution to appoint four directors to the casual vacancies. This EGM was to be held on 8 August 2019, but was cancelled due to a risk to the SBA and its members of being open to the prospect of a legal challenge now or in the future. We are informed that the members who requested that meeting, understanding the situation, will not convene the EGM proposed for 8 August 2019 themselves. Accordingly, we understand that the EGM proposed for 8 August 2019 will not proceed.

In accordance with further advice received from Mills Oakley, it is proposed that the requisite number of members of SBA request in accordance with SBA's constitution that a new EGM be held, the business of which will be to consider and, if thought fit approve:

- a) an amendment to the constitution which makes it clear that the existing directors have the power to fill any casual vacancies on the board; and
- b) a request that the board convene an AGM at the earliest opportunity where all directors (including the current directors and any new directors appointed by the current directors) will resign at the conclusion of the AGM and a new board will be elected by the members in accordance with SBA's constitution.

Mills Oakley have advised that, given the current vacancies on the board, any notice convening an EGM should come from the members, not the existing directors, therefore in accordance with the procedures in the SBA's constitution we expect members will receive a notice of EGM in approximately 4 to 5 weeks. As Secretary, I will assist the members with this process to ensure that the EGM is held in the same manner, so far as possible, as a general meeting convened by the board.

The current directors are committed to ensuring that the various member groups are represented on the board of SBA. Should the proposed constitutional amendment be approved, the current directors will consider any director nominations put forward by members, including any previous nominations (unless withdrawn) before filling any casual vacancy on the board (noting that any new director appointed by the existing directors will only hold office for the period between the proposed EGM and the next AGM, unless re-elected by members).

If you have any questions regarding the process outlined in this email you may contact Nicole Tumiaty at Mills Oakley directly by no later than Friday, 6 September 2019. Nicole's contact details are:

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Regards

The Secretary for and behalf of SBA