

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION



THE BRITAIN-AUSTRALIA SOCIETY
(incorporated and registered in England and Wales under number 01030451)

NOTICE OF GENERAL MEETING

Notice of the General Meeting of The Britain-Australia Society to be held at Australia Centre, Strand, London WC2B 4LG on 13 December 2017 at 4 pm is set out on page 3 of this circular.

Whether or not you propose to attend the General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by 4 pm on 8 December 2017.



THE BRITAIN-AUSTRALIA SOCIETY

Patron: HRH The Prince Philip, Duke of Edinburgh KG KT OM GBE AK ONZ QSO

President: The Rt Hon. the Lord Carrington KG GCMG CH MC PC DL

Chairman: Peter Benson AM

28 November 2017

To the members of The Britain-Australia Society

Dear Member

Notice of General Meeting

I am writing to advise that the Special Resolution approved at the October 30th General Meeting of the Society was invalid due to a technical issue related to notification to all members of a change made at the meeting to ensure that voting rights of Corporate Members continue to reflect the rights which those members currently have. For that reason we are required to hold another General Meeting at Australia Centre, Strand, London WC2B 4LG on 13 December 2017 at 4 pm to again submit the Special Resolution set out in the attached papers. The formal notice of General Meeting is set out on page 3 of this document.

The Board is recommending to you that the Society apply to the Charity Commission for England and Wales for charitable status.

This is a logical extension of our principal purpose, which is, as a Society, to provide a not-for-profit education and networking forum and facility to support and promote the important relationships between Britain and Australia. It is expected that charitable status will give the Society more flexibility to optimise its operating model and allow us to undertake new projects and attract new members and partners to support our aims as a Society.

In order to apply for charitable status, the Society will need to obtain the approval of its members to amend its constitutional documents, so that the Society has, among other matters, exclusively charitable objects. Accordingly, members are being asked to consider and, if thought fit, approve the replacement of the Society's memorandum and articles of association, in the form of the documents accompanying this circular. Your Board has also taken this as an opportunity to modernise these documents and to enhance the corporate governance provisions in the Society's articles of association.

The Board apologises for any inconvenience caused and suggests that if you would prefer not to attend another meeting but would like to vote on the resolutions, would you please fill in the proxy form sent to you with this notice and return it to our office as soon as possible. It must be received by 4 pm on 8 December 2017.

The Board considers that the resolutions to be put to the meeting are in the best interests of the Society and its members as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely

Peter Benson, AM
Chairman



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NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting (the "**General Meeting**") of The Britain-Australia Society (the "**Society**") will be held at Australia Centre, Strand, London WC2B 4LG on 13 December 2017 at 4 pm.

The business of the General Meeting will be to consider, and if thought fit, pass the following special resolutions.

SPECIAL BUSINESS

1. **THAT** the articles of association of the Society be amended by deleting all the provisions of the Society's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Society's articles of association.
2. **THAT** the memorandum and articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the memorandum and articles of association of the Society in substitution for, and to the exclusion of, the existing memorandum and articles of association.

By order of the Board

Hari Iyer
Company Secretary

28 November 2017

Registered Office: Australia Centre, Melbourne Place, London, WC2B 4LG
Registered in England and Wales No. 01030451

NOTES

The following notes explain your general rights as a member and your rights to attend and vote at the General Meeting or to appoint someone else to vote on your behalf (assuming that you are an individual member).

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a member of the Society. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the company secretary at +44 (0) 20 7630 1075.
3. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand to the Society at Australia Centre, Strand, London WC2B 4LG or at the electronic address provided in the proxy form, in each case no later than 4 pm on 8 December 2017. A proxy form lodged electronically will be invalid unless it is lodged at the electronic address specified in the proxy form. Any electronic communication sent by a member to the Society or the company secretary which is found to contain a computer virus will not be accepted.
4. An appointment under a proxy form may be revoked by delivering to the Society at Australia Centre, Strand, London WC2B 4LG or at the electronic address provided in the proxy form, a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment will only take effect if it is delivered before the start of the meeting to which it relates.
5. If the proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute the proxy notice on the appointor's behalf.
6. The return of a completed proxy form will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
7. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Society of the votes they may cast), members must be registered in the register of members of the Society at 4 pm on 8 December 2017 (or, in the event of any adjournment, on the date which is two days (excluding any part of a day that is not a working day) before the time of the adjourned meeting). Changes to the register of members of the Society after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. No member shall be entitled to vote at the meeting unless all monies payable by him to the Society have been paid.
9. Any member attending the meeting has the right to ask questions. The Society must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Society or the good order of the meeting that the question be answered.

A copy of this notice and the proposed new memorandum and articles of association of the Society proposed in resolution 2, together with a copy of the existing memorandum and articles of association of the Society, will be available for inspection at the registered office of the Society and at www.britain-australia.org.uk/events/event/notice-of-a-general-meeting/ from 28 November 2017 until the time of the meeting and at the meeting venue for at least 15 minutes prior to the start of the meeting until the end of the meeting.