

Law Institute of Victoria
ABN 32 075 475 731

Notice of 2020 Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM** or **meeting**) of Law Institute of Victoria Limited (**LIV**)

(ABN 32 075 475 731), will be held:

When: Wednesday, 18 November 2020

Time: 6pm

Venue: Law Institute of Victoria, Conference Room, Level 13, 140 William Street, Melbourne 3000

The meeting will also be webcast via Zoom. LIV members can register to stream the live meeting.

IN RESPONSE TO GOVERNMENT RESTRICTIONS AND THE POTENTIAL HEALTH RISKS ARISING FROM THE COVID-19 PANDEMIC, MEMBERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON. MEMBERS WILL BE ABLE TO PARTICIPATE IN THE MEETING IN THE MANNER DESCRIBED BELOW.

How members can participate:

1. View the meeting live via webcast instead of attending in person. Register your attendance by emailing your Member ID to register@liv.asn.au;
2. Submit any questions prior to [**and during**] the AGM by emailing questions to secretariat@liv.asn.au;
3. Submit proxy votes prior to the AGM. Members are strongly urged to appoint the Chairperson of the meeting as their proxy. Members can complete the proxy form to provide specific instructions on how a member's vote is to be exercised on each item of business and the Chairperson of the meeting must follow your instructions. For further information on how to vote please refer to the voting notes on pages 3 and 4 of this notice.

As at the date of this notice of meeting, Victorian Government requirements prohibit the LIV from admitting attendees to the physical meeting.

ORDINARY BUSINESS

1. To receive and deal with the minutes of the preceding Annual General Meeting held on 20 November 2019.

2. To receive and consider the annual financial report and the reports of the Council and the auditors of the Law Institute of Victoria Limited for the year ending 30 June 2020.

The reports may be viewed at: www.liv.asn.au/AnnualReport

3. To declare the names of persons elected as Council members in place of those retiring or otherwise.
4. To declare the names of persons to hold the uncontested offices of President and President Elect for the 2021 calendar year.
5. To elect a person by ballot for the contested position of Vice President as described in the Explanatory Notes and to declare the name of the person to hold the office of Vice President for the 2021 calendar year.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution as a **special** resolution.

6. That approval be given to amend the LIV's existing constitution with effect from the end of the meeting, as set out in the Explanatory Notes.

The accompanying Explanatory Notes form part of this notice of meeting and should be read in conjunction with it.

Dated at Melbourne on 22 October 2020, by order of the Board.



Xian Volkmer
Company Secretary

IMPORTANT INFORMATION FOR MEMBERS

QUORUM

The LIV constitution provides that a member, for the purpose of establishing quorum, is a member who is present at a general meeting in person or by proxy. Under the constitution the Chairperson, together with the proxies he holds, will constitute a quorum for the meeting.

HOW TO PARTICIPATE IN THE MEETING

You will be able to watch the meeting online from your computer or mobile device by entering a URL address in your web browser:

Members who intend to watch the meeting via Zoom and wish to obtain this URL address will need to register to participate in the meeting. To register to watch the meeting online, email to **register@liv.asn.au**. Please include your member ID in the body of the email as proof of LIV membership.

Those who are eligible to view the webcast of the meeting will receive an email the morning of 18 November 2020 with the Zoom access link and passcode.

Please note that only members who have registered to view the webcast of the meeting will be provided with the login details for the webcast.

Registration will close at **5pm, Wednesday 18 November 2020**.

Please contact **secretariat@liv.asn.au** if you have any difficulty registering.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the meeting. The Chairperson has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chairperson will have regard to the number of members impacted and the extent to which participation in the business of the Meetings are affected. Where they considers it appropriate, the Chairperson may continue to hold the Meetings and transact business.

HOW TO ASK QUESTIONS

Members will be able to submit questions to the LIV in advance of the meeting. Questions should relate to the business of the meeting and can be submitted using one of the following methods:

- **Email:** secretariat@liv.asn.au
- **Post:** Law Institute of Victoria, Level 13, 140 William Street, Melbourne VIC 3000.

Questions must be received by **no later than 5pm on Wednesday, 11 November 2020**.

Members will also have the opportunity to submit questions online during the meeting via email at: secretariat@liv.asn.au and online via the Zoom platform. At the start of the meeting, the Chairperson will provide instructions as to how to submit questions during the meeting.

The Chairperson of the meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions submitted. Please note that individual responses will not be sent to members.

HOW TO VOTE

Under the LIV constitution, only full members whose subscription is not in arrears and who is present in person or by proxy at the meeting will be entitled to vote at the meeting. In response to Government Restrictions and the potential health risks arising from the COVID-19 pandemic, members will not be able to attend the meeting in person.

As such, members are encouraged to vote at the meeting by appointing the Chairperson as their proxy and submitting a completed proxy form which directs the way in which the Chairperson is to vote on the resolutions in Items 5 and 6.

If you appoint another person as your proxy, they will not be able to attend the meeting in person and the Chairperson will become your proxy by default.

If you direct your proxy how to vote (by completing the voting directions on the proxy form), your proxy must vote in accordance with your instructions. This will also be the case if the Chairman becomes your proxy by default.

If you **do not** direct your proxy how to vote (by leaving the voting boxes on the proxy form blank), and the Chairperson is or becomes your proxy, the Chairperson intends to vote all available undirected proxies in favour of Item 6 (Constitution amendment). The Chairperson will not cast any undirected proxies on Item 5.

Further instructions on how to vote on Item 5 (Election of Vice President) are set out in the Explanatory Notes for that item of business.

PROXIES

A member may appoint one (1) proxy. A proxy may, but need not, be a member. A proxy form accompanies this Notice of AGM and must be signed by the member, or his or her attorney, or other person duly authorised in writing.

To be valid, the proxy form must be received by the Law Institute of Victoria by no later than 6pm on Monday, 16 November 2020.

You can submit your proxy form using any of the following methods:

- **Email:** secretariat@liv.asn.au
- **Post:** Law Institute of Victoria, Level 13, 140 William Street, Melbourne VIC 3000.

(Note: the requirements for electronic lodgement of a proxy under clause 39.2 of the LIV constitution are included on the form).

IF YOU WISH TO VOTE AT THE MEETING THE COMPANY MUST HAVE RECEIVED YOUR PROXY FORM BY 6PM ON MONDAY, 16 NOVEMBER 2020. YOU ARE STRONGLY ENCOURAGED TO APPOINT THE CHAIRPERSON AS YOUR PROXY AND TO DIRECT THE CHAIRPERSON HOW TO VOTE ON THE RESOLUTIONS IN ITEMS 5 AND 6.

EXPLANATORY NOTES

Item 3 – Declaration of [elected and] re-elected Council members

A number of eligible candidates are standing for [election and] re-election as members of the LIV Council for the 2021 calendar year. This election will be conducted via a ballot prior to the AGM. The ballot papers have been distributed to members

The outcome of the ballot will be known prior to the AGM and, at the AGM, the Chairman will declare those members [elected and] re-elected as Council Members for the calendar year commencing 1 January 2021.

Item 4 – Declaration of President and President Elect

The offices of President and President Elect were not contested for the 2021 calendar year. At the AGM, the Chairman will declare the holders of those offices for the calendar year commencing 1 January 2021.

Item 5 – Election and declaration of Vice President

Candidates

There are three candidates standing for election to the office of Vice President for the 2021 calendar year: Molina Asthana, Gerard Bean, and Meghan Warren.

Molina Asthana

Molina is the Principal of her commercial law practice, having previously worked at Clayton Utz, Minter Ellison and the Victorian Government Solicitor's Office for over 15 years. She has been on Council for 4 years and on various committees for 5 years before that.

Molina chairs the Sexual Harassment Taskforce at the LIV, contributes regularly on policy submissions and is a regular contributor to the LIV Journal. She has extensive governance experience on various boards including the Graduate House of the University of Melbourne, AFL South East Commission, Gymnastics Victoria and Good Shepherd AUSNZ and is a member of the Football Federation of Victoria Tribunal. She is also the National Vice President of the Asian Australian Lawyers Association. Her advocacy work has won many awards and is occasionally reported in media.

Gerard (Gerry) Bean

I am a Partner, DLA Piper and active contributor to its pro bono practice. I am an experienced practitioner and LIV Councillor since 2013. Actively involved in the LIV's Ethics and Audit Committees (previously on a number of LIV Board committees).

I promise that if elected as Vice President I will work hard for the LIV and its members. I will be available, honest and transparent. I am enthusiastic and looking forward to this challenge.

I am standing for Vice President because the impact of COVID19 was a wake-up call for me. How we do business is changing. We need new ideas on the LIV Executive about how best to focus on benefiting, supporting and advocating for our members.

Meghan Warren

The LIV exists for members, to strengthen lawyers individually and our profession as a whole. In the last three years on Council, Meghan has assisted the LIV living into that vision in its strategic direction, governance and critical support of members.

In her 13 years at city and suburban firms, Meghan's commercial, estate and dispute (litigation and ADR) practice comes with specialised experience in medical, health, life sciences and SMEs, and long term trusted client relationships. She is a director and principal at Burke & Associates Lawyers, demonstrating outstanding commitment and leadership abilities in the support and development of those around her.

Meghan is a graduate of the AICD, admitted to practice law in Australia and the United States (New York), was recently awarded a Bachelor of Business (Financial Planning) and comes with significant prior charitable and non-profit Board experience

So that members can hear from each of the candidates before voting on item 5, LIV will hold a webinar at which the three candidates will speak to their candidacy. The webinar will be held at 10am on Monday 16 November 2020. To register your attendance at this webinar, email secretariat@liv.asn.au.

Gerard Bean and Meghan Warren will each vacate their position as Council member in accordance with Rule 46.3 of the LIV constitution, and are eligible to be re-elected as a Council member. Dr Bean and Ms Warren are standing for re-election via the ballot to be conducted prior to the AGM (as described in the Explanatory Notes to Item 3). If re-elected, their re-appointment as Council Members will be declared at the AGM and they will hold their office as Council member from 1 January 2021.

As such, Dr Bean and Ms Warren will only be eligible to be elected to the role of Vice President (under Item 5) if they are declared re-elected as Council members under Item 3 of this Notice of Meeting. If neither of Dr Bean or Ms Warren are re-elected as Council Members, Ms Asthana will be elected Vice President by default. If only one of Dr Bean and Ms Warren is re-elected as a Council Member, then the eligible candidate with the most votes in favour will be elected Vice President.

Ballot voting process

Voting on Item 5 will be conducted by ballot. The proxy form for this meeting will constitute the "ballot paper".

1. Members must indicate their first preference by inserting the number '1' next to the name of their preferred candidate.
2. Members may indicate their subsequent order of preference by inserting increasing numbers against the names of additional candidates in order of decreased preference (e.g. insert a '2' next to your second choice, and '3' next to your third choice). Members are not required to insert a number next to every candidate; rather, you may vote for as many additional candidates as you desire.
3. The vote is valid only if you:
 - (i) are a financial member; and
 - (ii) at a minimum, select one candidate as your preferred nomination, and indicate this selection by inserting the number '1' against their name.
4. A vote is valid even if:
 - (i) a number is not inserted against the name of every candidate;
 - (ii) the numbers inserted are not in consecutive order; and

- (iii) any numbers are repeated; however, if the same number is applied to multiple candidates, only the first candidate to receive the ranking on the list below will receive a vote.

In order to be counted, the proxy forms (containing the completed ballots) must be received by the Company no later than 6:00pm Melbourne time on Monday, 16 November 2020.

At the AGM, the Chairman will declare the successful Council member who has won the ballot and been appointed to the office of Vice President for the 2021 calendar year.

Item 6 – Proposed amendments to the constitution

The LIV proposes to amend the current constitution to provide additional flexibility for members regarding how they attend and participate in meetings.

The COVID-19 pandemic has demonstrated the importance of having flexibility with respect to meeting procedures. The Federal Government has implemented interim measures to temporarily provide flexibility for meetings of companies under the *Corporations Act 2001* (Cth) to be held using one or more technologies. Unfortunately, these interim measures did not extend to charitable companies. The LIV believes that the increased flexibility introduced by these measures would be helpful to members and therefore should be permanently reflected in the wording of the LIV constitution.

The procedures for future meetings will be decided on a case-by-case basis. However, the Council considers that updating the constitution is important to ensure that the flexibility is available in future if needed, both to afford members the best opportunity to participate in meetings and to allow the LIV to adapt meetings arrangements where needed to meet any future events which may impact on members ability to attend meetings.

The following changes are proposed to be made to the constitution:

New provisions	
Proposed amendment	Reason for change
<p>Clause 23.1 (Meaning of “member”) That Clause 23.1 be amended by inserting the following words: <i>... “member” means any full member whose subscription (if any) is not in arrears and who, in the case of a meeting, is present in person, or by proxy, or using such electronic participation facility or other technology as determined by the Council.</i></p>	<p>LIV’s current constitution does not recognise a member as being present at a meeting if they join the meeting using technology. This means that the member is not entitled to vote or count towards a quorum if LIV wishes to hold a meeting virtually. Making this amendment will allow the Council to choose the most appropriate technology to conduct member meetings and to count members in the quorum, as well as counting the votes of members cast using such technology.</p>
<p>Clause 31.1 (Voting Rights) That Clause 31.1 be amended by inserting the following words: <i>Subject to clauses 24 and 31.2, at a</i></p>	<p>This amendment is consistent with the proposed amendment to clause 23.1.</p>

<p><i>general meeting each member present either in person, or by proxy, or using such electronic participation facility or other technology as determined by the Council, and entitled to vote has 1 vote on a show of hands, 1 vote on a poll and 1 vote on a postal referendum.</i></p>	
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<p>New Clause 29A (Use of technology)</p> <p>That a new clause 29A be inserted into the Company's constitution:</p> <p>29A Use of technology</p> <p>(a) <i>The Council may determine to hold a meeting using or with the assistance of any technology that gives the members as a whole a reasonable opportunity to participate, which may include but is not limited to electronic participation facilities or linking separate meeting venues together by technology.</i></p> <p>(b) <i>If a meeting is to be held using technology in accordance with clause 29A(a):</i></p> <p>(1) <i>the Council may prescribe regulations, rules and procedures in relation to the manner in which the meeting is to be conducted; and</i></p> <p>(2) <i>the Council may communicate such regulations, rules and procedures (or instructions on how they can be accessed) to members by posting them on the Company's website.</i></p> <p>(c) <i>In no circumstances shall the inability of one or more members to access, or to continue to access, an electronic participation facility or facilities affect the validity of a meeting, or any business conducted at a meeting, provided that sufficient members are able to participate in the meeting as are required to constitute a quorum.</i></p> <p>(d) <i>Nothing in clauses 29A(a) to 29A(c) is to be taken to limit the powers conferred on the chairperson of the meeting by law.</i></p>	<p>LIV's current constitution does not contemplate that a meeting could be held partially or fully using electronic participation facilities. In particular, the current constitution does not provide for 'live' voting or online attendance by members. Accordingly, it is proposed to amend the constitution to allow for meetings to use such electronic participation facilities and other technology as the Council sees fit.</p> <p>[The LIV has no current intention to move permanently to wholly 'virtual' online meetings. However, the Council considers the proposed amendments are in the best interests of members as they provide the LIV with future flexibility to hold 'virtual' meetings if the Council was of the view that circumstances exist where this would be beneficial and in the interests of members. The amended provisions also allow greater flexibility to hold 'hybrid' meetings in the future, which would provide additional opportunities for members to participate in meetings in the manner most convenient to them.]</p>
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New Clause 29A
(Use of technology)

That a new clause 29A be inserted into the Company's constitution:

29A Use of technology

- (a) *The Council may determine to hold a meeting using or with the assistance of any technology that gives the members as a whole a reasonable opportunity to participate, which may include but is not limited to electronic participation facilities or linking separate meeting venues together by technology.*
- (b) *If a meeting is to be held using technology in accordance with clause 29A(a):*
- (1) *the Council may prescribe regulations, rules and procedures in relation to the manner in which the meeting is to be conducted; and*
 - (2) *the Council may communicate such regulations, rules and procedures (or instructions on how they can be accessed) to members by posting them on the Company's website.*
- (c) *In no circumstances shall the inability of one or more members to access, or to continue to access, an electronic participation facility or facilities affect the validity of a meeting, or any business conducted at a meeting, provided that sufficient members are able to participate in the meeting as are required to constitute a quorum.*
- (d) *Nothing in clauses 29A(a) to 29A(c) is to be taken to limit the powers conferred on the chairperson of the meeting by law.*

LIV's current constitution does not contemplate that a meeting could be held partially or fully using electronic participation facilities. In particular, the current constitution does not provide for 'live' voting or online attendance by members. Accordingly, it is proposed to amend the constitution to allow for meetings to use such electronic participation facilities and other technology as the Council sees fit.

[The LIV has no current intention to move permanently to wholly 'virtual' online meetings. However, the Council considers the proposed amendments are in the best interests of members as they provide the LIV with future flexibility to hold 'virtual' meetings if the Council was of the view that circumstances exist where this would be beneficial and in the interests of members. The amended provisions also allow greater flexibility to hold 'hybrid' meetings in the future, which would provide additional opportunities for members to participate in meetings in the manner most convenient to them.]

PROXY FORM FOR Annual General Meeting 2020



Proxy appointments must be received at the Company at least 48 hours prior to the Annual General Meeting (6pm on Monday, 16 November 2020).

Please return this form via email:

secretariat@liv.asn.au

Alternatively, return via post:

Returning Officers, Law Institute of Victoria
c/o Xian Volkmer
Level 13, 140 William Street, Melbourne VIC 3000
or GPO Box 263, Melbourne VIC 3001
or DX 350 Melbourne

DETAILS

Please enter your details to ensure that the proxy can be validated by the Returning Officers

I,

of

being a member of the above-named Company, appoint:

(tick box) The Chairperson,

or

of

or failing him or her, or if no person is named, the Chairperson of the Meeting, as my proxy to act on my behalf (including to vote in accordance with the voting directions below or, if no directions have been given and to the extent permitted at law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 6pm on Wednesday, 18 November 2020 and at any postponement or adjournment of that meeting.

Voting on Item 5 (Election of Vice President): This item will be decided by Ballot. Members must indicate their first preference by inserting the number '1' next to the name of their preferred candidate. Members may indicate their subsequent order of preference by inserting increasing numbers against the names of additional candidates in order of decreased preference. Further details regarding how to vote on Item 5 are set out in the Explanatory Notes to the Notice of Meeting for that item of business.

Voting on Item 6 (Constitution Amendment): Direct your proxy how to vote on Item 6 by marking one of the boxes 'For', 'Against' or 'Abstain'.

The Chairman intends to vote all available undirected proxies **in favour** of the resolution in Item 6 (Constitution Amendment).

The Chairperson will not vote any undirected proxies on Item 5 (Election of Vice President).

VOTING DIRECTIONS

Item 5 (Election of Vice President) – Ballot Paper

Molina Asthana

Gerard Bean

Meghan Warren

Item 6 (Constitution Amendment)

For

Against

Abstain

Member's Signature

Date

EXTRACT OF THE LIV CONSTITUTION

Please refer to the page attached to this form for clauses relevant to the appointment and powers of a proxy.

EXTRACT OF THE LIV CONSTITUTION

37. Appointment of Proxy

37.1 A member may appoint 1 proxy. A proxy may, but need not, be a member.

38. Deposit of Proxy and Attorney Instrument

38.1 An instrument appointing a proxy is not to be treated as valid unless the instrument, and any power of attorney or other authority under which the instrument is signed, or proof of the power or other authority to the Council's satisfaction, is received by the Company at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

38.2 An instrument, power, other authority or proof is received by the Company under clause 38.1 when it is received in accordance with the Corporations Act, and to the extent permitted by the Corporations Act, if the instrument, power, other authority or proof is produced or the transmission of it is otherwise verified to the Company in the way specified in the notice of meeting.

39. Proxy Instrument to be in Writing

39.1 An instrument appointing a proxy must be in writing signed by the appointer or the appointer's attorney or other person duly authorised in writing.

39.2 For the purposes of clause 39.1, an instrument appointing a proxy received at an electronic address specified in the notice of general meeting for the receipt of proxy appointments is taken to have been signed if the appointment:

- (1) includes or is accompanied by a personal identification code allocated by the Company to the member making the appointment; or
- (2) has been authorised by the member in another manner approved by the Council and specified in or with the notice of meeting.

40. Form of Proxy

40.1 An instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow, or in some other form determined by the Council:

**LAW INSTITUTE OF VICTORIA LIMITED
ABN 32 075 475 731**

I, _____ of _____, being a member of the above named company, appoint _____ of _____ or, in his or her absence, _____ of _____ as my/its proxy to vote for me on my behalf at the annual general meeting of the company to be held on Wednesday, **18 November 2020** and at any postponement or adjournment of that meeting.

Signed on __/__/2020 Strike out whichever is not applicable.

41. Effect of Proxy Instrument

41.1 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll, but does not confer authority to demand or join in demanding a postal referendum.

41.2 A proxy may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

42. Voting Rights of Proxies

42.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote on a particular resolution and, where an instrument of proxy so provides, the proxy must not vote on the resolution except as specified in the instrument.

42.2 A vote given under an instrument of proxy is valid despite:

- (1) the previous death or unsoundness of mind of the principal; or
- (2) the revocation of the instrument (or of the authority under which the instrument was executed), if the Company has not received written notice of the death, unsoundness of mind or revocation at the Company's registered office before the commencement of the meeting.