

CLAY BRICK AND PAVER INSTITUTE LIMITED
ACN 003 873 309
(Institute)

**NOTICE OF ANNUAL GENERAL MEETING AND
EXPLANATORY MEMORANDUM**

TIME: 3:00pm (AEST)
DATE: Thursday, 5 September 2024
PLACE: Think Brick Australia, 07.01 154 Pacific Highway, St Leonards, NSW 2065
& by Zoom Conference

THIS NOTICE OF MEETING IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY.

If Members are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Institute on (02) 8448 5500.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the Annual General Meeting of the Institute will be held at Think Brick Australia, 07.01, 154 Pacific Highway, St Leonards, NSW 2065 and by Zoom Conference at 3pm (AEST) on 5 September 2024 for the purpose of transacting the following business referred to in this Notice of Annual General Meeting (Notice).

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this Meeting.

This Notice of Annual General Meeting and accompanying Explanatory Memorandum should be read in their entirety. If Members are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

BUSINESS OF THE MEETING

A Ordinary Business

ITEM 1 – PREVIOUS MINUTES OF MEETING

To confirm the minutes of the Annual General Meeting of the Institute held on 19 October 2023.

ITEM 2 - CHAIRMAN'S REPORT

To receive and consider the Chair's report of the Institute for the year ended 30 June 2024.

ITEM 3 - FINANCIAL STATEMENTS AND REPORTS – PERIOD FY 2023/2024

To receive and consider the annual financial statements, the directors' report and the audit report of the Institute for the year ended 30 June 2024.

Neither the Corporations Act nor Constitution requires a vote of Members on the reports or statements. However, Members will be given the opportunity to ask questions or make comments on the reports and statements at the Meeting.

ITEM 4 – REAPPOINTMENT OF AUDITORS

B Special Business

RESOLUTION 1 – APPOINTMENT OF THE CHAIR

To consider and, if thought fit, to pass, with or without amendment, as an ordinary resolution:

“That, for the purposes of the Constitution, and for all other purposes, a Chair is appointed with immediate effect at the end of this Meeting.”

RESOLUTION 2 – APPOINTMENT OF THE VICE CHAIR

To consider and, if thought fit, to pass, with or without amendment, as an ordinary resolution:

“That, for the purposes of the Constitution, and for all other purposes, a Vice Chair is appointed with immediate effect at the end of this Meeting.”

By order of the Board
Jonathan Rudman
Company Secretary
Date: 12 August 2024



IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Members of Clay Brick and Paver Institute Limited, to which this Notice of Meeting relates, will be held at 3.00pm (AEST) on Thursday, 5 September 2024 at Think Brick Australia, 07.01, 154 Pacific Highway, St Leonards, NSW 2065 and by Zoom Conference.

VOTING ELIGIBILITY

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Members at 5.00pm (AEST) on Friday 30 August 2024.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please contact the Association to receive a Proxy Form. Proxy Forms must be received by the Association prior to 5.00pm (AEST) on Friday 30 August 2024.

In accordance with section 249L of the Corporations Act, members are advised that:

- Each member has a right to appoint a proxy
- The proxy need not be a member of the Association

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your membership, and your vote is important.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Members in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice of Meeting.

The Directors recommend that Members read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the meaning given to them in the Glossary.

RESOLUTION 1 – APPOINTMENT OF THE CHAIR

The constitution specifies that at every Annual General Meeting of the Institute, the Chair must retire and may seek reappointment.

RESOLUTION 2 – APPOINTMENT OF THE VICE CHAIR

The constitution specifies that at every Annual General Meeting of the Institute, the Vice Chair must retire and may seek reappointment.



GLOSSARY

In this Explanatory Memorandum and the Notice of Meeting, the following terms have the following meanings unless the context otherwise requires:

ASIC	is the Australian Securities and Investments Commission.
Board	means the board of Directors of the Institute.
Budget Meeting	means the meeting of the Board at which the Board agrees the annual financial budget (including any subscription amounts and, if applicable, any special levies and other fees and monies to be paid by Members) for the Institute for the following full financial year.
Company Secretary	means the secretary of the Institute.
Constitution	the constitution of the Institute
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Institute.
Explanatory Memorandum	means the explanatory memorandum accompanying the Notice of Meeting.
General Meeting or Meeting	means the meeting convened by the Notice.
Institute	means Clay Brick and Paver Institute Limited ACN 003 873 009
Member	means a member of the Institute entitled to vote at the Meeting.
Notice or Notice of Meeting or Notice of General Meeting	means this notice of meeting including the Explanatory Statement and the Proxy Form.
Resolution	means a resolution contained in the Notice of Meeting.
Proxy Form	means the proxy form accompanying this Notice.

