



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

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

TIME: 10.00am (Sydney time)
DATE: Thursday, 19 October 2023
PLACE: 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 via Zoom Conference on 19 October 2023 at 10:00 am (Sydney time) 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 4 October 2022.

ITEM 2 - CHAIRMAN'S REPORT

To receive and consider the Chairman's report of the Institute for the year ended 30 June 2023.

ITEM 3 - FINANCIAL STATEMENTS AND REPORTS – PERIOD FY 2022/2023

To receive and consider the annual financial statements, the directors' report and the audit report of the Institute for the year ended 30 June 2023.

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.

B Special Business

RESOLUTION 1 – APPOINTMENT OF THE CHAIRMAN

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 Chairman is appointed with immediate effect at the end of this Meeting."

RESOLUTION 2 – APPOINTMENT OF THE VICE CHAIRMAN

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 Chairman is appointed with immediate effect at the end of this Meeting."

RESOLUTION 3 – REMOVE INCUMBENT AUDITORS, GSB, AS AUDITORS OF THE INSTITUTE.

RESOLUTION 4 - APPOINT SDJA AS THE NEW AUDITORS OF THE INSTITUTE, EFFECTIVE IMMEDIATELY.

By order of the Board

Jonathan Rudman
Company Secretary
Date: 18 September 2023

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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 10.00am (AEST) on Thursday, 19 October 2023 via 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, 29 September 2023.

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 30 September 2023.

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.