

**WARRUGANG SKI CLUB LIMITED
NOTICE OF ANNUAL GENERAL MEETING
2024**

Explanatory Note re Special Resolution

Item 4 of the AGM agenda is –

4. To consider and if thought fit, to pass the following resolution as a special resolution to amend the Articles of Association of Warrugang Ski Club Ltd as follows—

Delete clause 44(c) and insert instead—

- (c) *The date by which nominations for Directors must be received by the Honorary Secretary of the Club is at least 30 days before the annual general meeting.*

The relevant Articles of Association currently state—

44. The election of the Directors shall take place in the following manner:-

- (a) *Any two members of the Club may nominate any other member to serve as a Director of the Club.*

**NOMINATION
OF
DIRECTORS**

- (b) *The name of each member so nominated, together with the names of his proposer and seconder, shall be sent in writing to the Honorary Secretary of the Club by the date specified in paragraph (c) and such nominations must be signed by the person so nominated, his proposer and seconder.*

- (c) *The date by which nominations for Directors must be received by the Honorary Secretary of the Club is at least forty five days before the annual general meeting or by 31 January each year (whichever is the later).*

The requirement that nominations should be received at least 45 days prior to the AGM was formulated at a time when all such communication was by mail and meetings were in person.

With email and virtual director meetings, there is no need to have such a long lead time.

I commend the resolution to you.

Tim Doubleday
President