

16 November 2020
29 Heshvan 5781

ANNUAL GENERAL MEETINGS & SPECIAL GENERAL MEETING

Dear Community,

NOTICE OF ANNUAL GENERAL MEETINGS - THE KING DAVID SCHOOL & KING DAVID SCHOOL JEWISH DAY SCHOOL LIMITED

On behalf of The King David School Council, I have pleasure in inviting you to the Forty Third Annual General Meeting of The King David School and the Thirty First Annual General Meeting of King David Jewish Day School Ltd. In light of current health restrictions imposed on public gatherings by the Victorian Government, the meetings will be held via Zoom conferencing on December 14, 2020 at 6.30pm.

Copies of Annual Reports and Minutes of the 2019 Annual General Meeting may be inspected **by appointment due to COVID-19 restrictions** at the School office, after 16 November 2020 by a member of the School i.e. any adult (18 years and over) of the Jewish faith, or any parent of a child enrolled at the School who has paid the annual membership fee and has agreed to be bound by the Constitution of the School and whose application for membership has been accepted by School Council. Membership entitles a person to vote at the Annual General Meeting. To make an appointment to view the accounts please email danielle.sacher@kds.vic.edu.au.

Only financial members of the school are eligible to vote at the AGM. Please go to <https://events.humanitix.com/kds-agm> to register. When registered you will receive the Zoom link to the meeting.

NOTICE OF SPECIAL GENERAL MEETING - THE KING DAVID SCHOOL HOLDINGS LTD

The King David School Council ('Council') is the governing body of The King David School. Its main role is to formulate and administer the School's policies, direct the School's finances and represent the School in the broader community. This includes raising funds through public appeals. Various sub-committees of Council operate and parents who have specific interests or skills are encouraged to join these sub-committees. The composition and operating guidelines of Council are governed by the Constitution.

Council has completed a substantive review of its governance structure over the past several years. This was largely as a result of Council wanting a modern and functional constitution, to ensure that the School implements best practice corporate governance and to protect the interests of all stakeholders.

Over the past 40 years the School has grown substantially and Council recognised that the current governing arrangements (largely through an unincorporated association) are outdated and does not fit where the School is at in 2020 and beyond. Council recognised the importance of modernising the governance structure and enshrining in the constitution the fundamental principles and objectives of the School that have been set and refined by stakeholders over the last 40 years.

Accordingly, Council has recently adopted a draft new constitution to replace the current constitution with the adoption of the draft new constitution will be the subject of the Special General Meeting which will take place directly after the Annual General Meeting of The King David School and King David Jewish School Limited.

The proposed draft constitution is designed to:

- ensure that the School has a modern constitution;
- ensure that the activities of the School are contained within a corporation (rather than an unincorporated association);
- enshrine into the constitution that the School is based upon the values of Progressive Judaism;
- have a limited number of members (up to 18) that will determine the composition of Council and any future amendment of the constitution.


Council is of the view that the draft new constitution will protect the interests of the School and allow the School to continue to develop and grow, whilst retaining the important principles and objectives that guide the School. Council supports the adoption of the draft new constitution.

The draft new constitution is available for viewing at [HERE](#) and the formal Notice of Special General Meeting is attached.

Should you have any questions regarding the new constitution please email agm@kds.vic.edu.au to ensure your questions are dealt with at the Special General Meeting.

Should you require any further information regarding the Annual General Meetings and the Special General Meeting please contact Danielle Sacher, by email danielle.sacher@kds.vic.edu.au

Yours sincerely,



Jason Arnheim
Company Secretary

THE KING DAVID SCHOOL HOLDINGS LTD

ACN 005 454 704

NOTICE OF SPECIAL GENERAL MEETING OF MEMBERS

NOTICE IS GIVEN that a Special General Meeting of Members of the Company will be held at 517-519 Orrong Road, Armadale, Victoria (participation via Zoom due to COVID-19 restrictions) on 14/12/2020 at 6.30pm for the purpose of considering and passing the following special resolution -

"That:

- (a) at the recommendation of the School Council in accordance with clause 15 of the Company's Constitution, the existing Constitution of the Company be repealed; and;
- and
- (b) the Constitution prepared by Arnold Bloch Leibler, Lawyers and Advisers now before the meeting be adopted as the Constitution of the Company in total substitution for and to the exclusion of all other constituent documents of the Company."

By Order of the President



Jason Arnheim
Secretary
Date: 16 / 11 /2020

1 Purpose of this Meeting & Effective Date

- (a) The special resolution set out in this Notice is proposed in connection with the adoption of a new Constitution of the Company.
- (b) The special resolution becomes effective when the resolution is passed by members by the required majority.

2 Material accompanying this notice

New proposed Constitution.

3 Voting and required majority

- (a) In accordance with section 9 of the *Corporations Act 2001 (Act)* and the current Constitution of the Company for the special resolution to be effective -
 - (i) at least 14 days' notice of the Special General Meeting must be given; and
 - (ii) the special resolution must be passed by at least 75% of the votes cast by members present and entitled to vote on the special resolution.
- (b) On a show of hands, and on a poll, every member has one vote.

4 Notes

Each member who is over the age of 18 and has paid all subscriptions and any other moneys due and payable to the Company is entitled to attend and vote at this Special General Meeting.