

# **Annexure A**

## **Proposed amendments to the VMSA Constitution**

### **1. Amendment to Clause 2**

#### **Current clause 2:**

The Association's purpose is to advance health by supporting the growth and sustainability of Men's Sheds in Victoria, by without limitation:

- (a) Providing opportunities to bring Victorian Men's Sheds together to share ideas, knowledge and experiences;
- (b) Promoting the profile of Men's Sheds within the Victorian community;
- (c) Providing practical advice, assistance, support and guidance to Victorian Men's Sheds, and in relation to the establishment of a Victorian Men's Shed;
- (d) Advocating on issues affecting Victorian Men's Sheds

#### **Proposed clause 2:**

##### **2.1 Principal Purpose**

The principal purpose of the Association is to advance and promote the physical and mental health and wellbeing of men.

##### **2.2 Objects**

In furtherance of the principal purpose, the objects of the association are:

- (a) to raise awareness of men's health and wellbeing issues in a holistic sense covering physical, mental, emotional and social components;
- (b) to promote the prevention of all forms of disease and mental illness in men to all stakeholders through their involvement in a Men's Shed;
- (c) to provide advice to men through Men's Sheds on the most appropriate ways of promoting the early intervention and prevention of all forms of disease and mental illness in men;
- (d) to promote the value of Men's Sheds to various groups of men, including the elderly, men with a disability, young men, veterans, indigenous and others and to specifically address any issues of loneliness isolation and depression;
- (e) to facilitate links between men and health-related agencies, family organisations and specialist health professionals within the community;
- (f) to promote and support a sustainable Men's Shed movement in Victoria;
- (g) to provide advice, operational support and financial support to proposed Men's Sheds and existing Men's Sheds; and
- (h) to act as a peak body which promotes the profile of Men's Sheds within the Victorian community and represents the interests of all Victorian Men's Sheds to governments at all levels, and other organisations.

## **2. Amendment to Clause 6(a)**

### **Current clause 6(a):**

If, on the winding up or dissolution of the association, any property remains after satisfaction of all its debts and liabilities, and after application of rule 7, this property must only be transferred to an entity that is charitable at law.

### **Proposed clause 6(a):**

If, on the winding up or dissolution of the association, any property remains after satisfaction of all its debts and liabilities, and after application of rule 7, this property must only be transferred to an entity with similar charitable purposes, that is charitable at law, to which income tax deductible gifts can be made.

## **3. Amendment to Clause 7.3(a)**

### **Current clause 7.3(a):**

Upon:

- (1) the winding up of the association; or
- (2) the association ceasing to be a deductible gift recipient under the ITAA 97,

whichever is earlier, any surplus funds in the Gift Account must be transferred to an entity:

- (3) which is charitable at law; and
- (4) gifts to which are deductible under the ITAA 97.

### **Proposed clause 7.3(a):**

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- (5) gifts to which are deductible under the ITAA 97.

**Victorian Men's Shed Association (VMSA)**  
**(ABN 44 206 931 360)**  
**Notice of General Meeting**

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**Date**                    16 October 2023  
**Time**                    3.30pm  
**Place**                    The Meadows, 80 Northcorp Boulevard Broadmeadows

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Notice is hereby given that a general meeting of VMSA (**General Meeting**) will be held on at the date, time and place specified above.

**1. Nature of the business**

**Amendment to Constitution**

VMSA would like to amend its Constitution for the purpose of obtaining deductible gift recipient (**DGR**) status. Specifically, VMSA proposes to change the wording of its stated purpose to align with the stated purpose of other Men's Shed Associations that have current DGR status. A copy of the proposed amendments to the Constitution is attached to this notice as Annexure A.

**2. Proposed special resolution:**

All members to consider, and if thought fit, pass the following resolution as a special resolution:

***THAT** the constitution of VMSA be altered in accordance with s 50 of the Associations Incorporation Reform Act 2012 (Vic) as per the amendments set out in Annexure A.*

**3. Details of voting**

Voting may occur as follows:

- (a) **(Members In Attendance):** members present at the General Meeting will be able to vote in the manner prescribed in clause 9.9 of VMSA's Constitution.
- (b) **(Proxy):** Members may appoint a proxy to attend the General Meeting and vote on behalf of that member. The proxy must be a member or representative of VMSA. A Member intending to appoint a proxy should do so by completing and signing the attached Proxy Form (set out in Annexure B) and returning it to the Secretary (Max Finlayson) at the address indicated prior to the commencement of the General Meeting.

Dated: 4<sup>th</sup> September 2023

By Order of the Board    **Colin Prowd – Vice Chair**



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## Annexure B

### Proxy Form

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member of Victorian Men's Shed Association (ABN 44 206 931 360) (**VMSA**), hereby appoint:

Name \_\_\_\_\_

of \_\_\_\_\_

or, failing him/her, the Chair of the General Meeting to act as my/our proxy at the General Meeting of VMSA to be held at The Meadows 80 Northcorp Boulevard Broadmeadows 3.30pm on 16<sup>th</sup> October 2023 and at any adjournment thereof.

Signature of shareholder \_\_\_\_\_

Date: \_\_\_\_\_

Business	For	Against	Abstain
1. Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*\*You may direct your proxy on how to vote by inserting an "X" in the appropriate box.*

Please forward the completed proxy form to:

The Secretary – Max Finlayson  
Victorian Men's Shed Association  
173-175 Ordish Road  
Dandenong South

Or Send via email to [max@vmsa.org.au](mailto:max@vmsa.org.au)

This form must be received by The Secretary, Max Finlayson prior to the commencement of the General Meeting