



AUSTRALIAN FENCING FEDERATION LIMITED
ACN 161 544 752 (“the Company”)

NOTICE OF MEETING

2015 ANNUAL GENERAL MEETING

Notice is hereby given that the 2015 Annual General Meeting of Australian Fencing Federation Limited will be held at the Marathon Room, AIS Indoor Arena, Australian Institute of Sport, Bruce, Canberra, Australian Capital Territory on Saturday, 28 November 2015 at 7:00pm (Canberra time). The business of the meeting is as set out below - please refer to the explanatory notes for further details.

1. Minutes of 2015 Annual General Meeting of Australian Fencing Federation Inc

To consider the minutes of the Annual General Meeting of Australian Fencing Federation Inc (being the predecessor entity of the Company) held on 3 May 2015.

Note: There is no requirement for members to approve the minutes.

2. Interim report on activities

Note: There is no requirement for members to approve the report.

3. Appointment of auditor

To consider and, if thought fit, appoint of Mr Scott Bennison of Infinity Financial Services, as the auditor of the Company.

4. Exemption from Disqualifying Position – Luke Mansfield

To consider, and if thought fit, deem Luke John Mansfield exempt from disqualification, in accordance with clause 13.3(g) of the Company’s constitution.

5. Exemption from Disqualifying Position – Garry Webster (if elected)

To consider, and if thought fit, deem Garry Webster exempt from disqualification, in accordance with clause 13.3(g) of the Company’s constitution.

6. Election of Directors

To elect one person to fill each of the two vacant Elected Director positions, with the election to be conducted by way of exhaustive ballot between the following candidates:

- a) Kylie Caunt
- b) Vincent Elias
- c) Evelyn Halls
- d) Garry Webster (subject to Item 5)

EXPLANATORY NOTES

Item 1 - Minutes of 2015 Annual General Meeting of Australian Fencing Federation Inc

The final Annual General Meeting of the Australian Fencing Federation Inc (AFF Inc) was held on 3 May 2015. A copy of the minutes of that meeting is attached as Annexure A.

The AFF Inc is the predecessor entity of the Company. In accordance with the special resolution passed at the meeting on 3 May 2015, the transfer of incorporation from AFF Inc to the company was completed in August 2015.

While no resolution is required in relation to this item, members will have an opportunity to comment on the minutes and discuss any items arising from them.

Item 2 – Interim report on activities

As the 2015 Annual General Meeting is being held before the end of the first financial year of the Company, an annual financial report, directors' report and auditor's report will not be laid before the meeting.

These reports (covering the period to 31 December 2015) will be considered at the 2016 Annual General Meeting of the Company to be held in May 2016.

However, the President (Andrew Ius) will present a report updating members on the activities of the Company (and its predecessor entity) for the period since 1 January 2015.

Item 3 – Appointment of auditor

Under the Corporations Act, the auditor is required to be appointed at the first Annual General Meeting of the Company.

Pending the Annual General Meeting, the Directors appointed Scott Bennison of Infinity Financial Services as the auditor of the Company, with effect until the date of the meeting. Scott had previously acted as the auditor of AFF Inc since 2012.

Scott is a Chartered Accountant with over 25 years experience in finance and accounting. He is currently the Head of Audit at Infinity Financial Services and is a Registered Company Auditor and Tax Agent.

Scott holds a Bachelor of Business degree from Charles Sturt University and a Diploma of Financial Planning from the Financial Services Institute of Australia (FINSIA). He is also a member of the Institute of Chartered Accountants.

This item will be voted on as an ordinary resolution.

Item 4 – Exemption from Disqualifying Position – Luke Mansfield

Under clause 13.10(a)(ii) of the Constitution, the Directors are required to appoint as a director of the Company the person who was elected to the Athletes' Commission with the most votes. That person is known as the Athletes' Director.

The member of the current Athletes Commission who received the most votes during the elections for the commission held in December 2013 was Luke Mansfield.

The Directors have approved Luke's appointment as the Athletes' Director (until the end of his current term on the Athletes Commission), subject only to the passing of a Special

Resolution at the AGM deeming Luke exempt from disqualification for the purposes of clause 13.3(g) of the Constitution.

A special resolution is required because, as a general committee member of the Executive of New South Wales Fencing Association, Luke holds a disqualifying position (as defined in clause 13.3(a) of the Constitution).

If a special resolution is passed deeming Luke exempt from disqualification, his appointment as the Athletes Director will take effect from the end of the AGM.

Item 5 – Exemption from Disqualifying Position – Garry Webster

Garry Webster has been nominated as one of the candidates for election as a Director under Item 6.

As secretary of the Australian Capital Territory Fencing Association, Garry holds a disqualifying position within the meaning of clause 13.3(a) of the Constitution. Accordingly, in order for Garry to be eligible for election, a Special Resolution deeming him exempt from disqualification must be passed.

Item 6 – Election of Directors

As required under the transitional arrangements for the rotation of Elected Director positions, three of the existing directors of the Company (Jeremy Scudds, Graham Markey and Evelyn Halls) will retire with effect from the AGM.

Following the retirements of Jeremy, Graham and Evelyn, there will be two vacant positions for Elected Directors. The following persons have been nominated by Member States to fill the two vacant positions:

- Kylie Caunt (nominated by Fencing Western Australia)
- Vincent Elias (nominated by NSWFA)
- Evelyn Halls (nominated by Fencing Victoria)
- Garry Webster (nominated by ACTFA)

The completed nomination forms (including the candidates' election statements) are attached as Annexure B.

The election of directors will be carried out in accordance with the requirements of the Constitution and the Corporations Act 2001 (Cth). An exhaustive ballot will be conducted in accordance with the Elected Directors Ballot Policy (attached as Annexure C).