

NOTICE OF SPECIAL GENERAL MEETING

ROYAL GUIDE DOGS FOR THE BLIND ASSOCIATION OF TASMANIA

(ACN 009 486 873)

NOTICE is hereby given that a Special General Meeting of the Royal Guide Dogs for the Blind Association of Tasmania will be held at 164 Elizabeth Street, Hobart in Tasmania on Friday, 24th day of June 2016 at 5:00 p.m. for the purpose of considering and if thought fit to pass the following resolution:

MERGER / ASSOCIATION WITH VISABILITY LIMITED

That for all reasons noted in the Letter accompanying this Notice and for all other reasons and purposes, the Members by Special Resolution approve of the merger/association with VisAbility Limited which will require:

- (a) The Board pursuing the merger / association with VisAbility Limited on such terms, covenants, conditions and provisos as the Board shall approve;
- (b) The Board doing all such acts matters and things and signing all such agreements, transfers and other documents as may be reasonably required and/or necessary to effect the merger / association and the transactions proposed in relation to it;
- (c) The Board transferring assets and undertakings of the Company to VisAbility Limited to effect the merger / association between the two entities; and
- (d) The following consequential amendments to the Constitution necessary to effect the merger/association:

(i) Constitution – Addition to Objects

The addition of the following object as clause 2.1.9:

“2.1.9

to assist any not for profit and/or charitable firm, company, corporation or entity which provides services for and endeavors to maximize the quality of life of Tasmanians who may be blind and/or vision impaired and by its Constitution it is not permitted to distribute income to its members but is required to apply its income and profits towards blind and vision impaired persons. Such assistance may be with or without conditions and may be by gift, donation, grant or otherwise and may include such amount (if not all) of the assets and undertakings of the Company as the Directors see fit.”

(ii) Directors

- (a) The addition of a definition in clause 1 of the Constitution of a Representative Director as follows:

“**Representative Director**” means a person nominated by VisAbility Limited as a Representative Director on the Board.”

- (b) That Clause 9.1 of the Constitution be deleted and substituted with the following clause:

“9.1

The number of Directors (exclusive of the Representative Director) must be comprised of not less than five (5) and no more than twelve (12) persons whom (other than the Representative Director) must be:

9.1.1 a natural person ordinarily resident in Australia; and

9.1.2 a Member of the Company.

There must be one (1) Representative Director.”

- (c) The addition of a clause 9.2 as follows:

“9.2

The Representative Director shall be nominated by VisAbility Limited and shall be approved for appointment as the Representative Director when the Directors are elected. If there is a casual vacancy of the Representative Director the position may be filled by a person nominated by VisAbility Limited. The Representative Director shall cease to hold office upon VisAbility Limited withdrawing its nomination and or otherwise advising the Company that the Representative Director should not be the Representative Director. Otherwise, the terms of this clause 9 shall apply mutatis mutandis to the Representative Director.”

- (d) The numbering of clauses 9.2 – 9.17 (together with the relevant sub-clauses) shall be changed to clauses 9.3 – 9.18 (together with the relevant sub-clauses).

NOTE:

- (a) The amendments to the Constitution will assist the Company and the Board in achieving the merger/association with VisAbility Limited in such manner as the Board shall consider reasonably appropriate in all of the circumstances.
- (b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in the member's stead. A proxy form is also **enclosed** with this Notice.

DATED

By Order of the Board

Secretary