

## **The College of Law Limited – Notice of Meeting 2020 Annual General Meeting**

Dear Member

### **2020 Annual General Meeting**

The 2020 Annual General Meeting (AGM) of The College of Law Limited ACN 138 459 015 (the Company) is to be held at 11:00am (AEDST) on Tuesday, 20 October 2020.

In light of the COVID-19 pandemic and the current restrictions on public gatherings, to ensure the safety of our Members, advisors and Board, the Board has determined the Company will hold a virtual AGM, accessible to all Members, via the Zoom Online Video Conference platform or by telephone dial-in. The virtual AGM will provide equal opportunity for all Members to participate in the AGM regardless of location. No in-person attendance at the AGM will be possible.

The Company expects to provide pre-registered Members with the Zoom Online Video Conference link and dial-in information for the virtual AGM on Tuesday, 13 October 2020. Members will be able to log into the video conference and register attendance at the meeting from 10:00am (AEDST) on the day of the virtual AGM.

The AGM is an important event for the Company. It provides Members with an opportunity to receive an update on significant events and on the performance of the Company during the year.

For those of you unable to attend the AGM:

1. you can appoint a proxy to attend to vote on your behalf at the AGM by completing the attached Proxy Form; or
2. you can lodge a direct vote prior to the AGM by completing the attached Direct Voting Form,

and return it to the Company Secretary in the manner detailed on the respective forms.

Details on how to participate in this year's virtual AGM – including how to pre-register for access details, vote and ask questions prior to or during the meeting can be found on pages 2 and 3 of this document.

The Board and I look forward to seeing you at the virtual AGM and we thank you for your continued support.

Yours faithfully



**Joseph Catanzariti AM**

Chairman

25 September 2020

## 2020 NOTICE OF MEETING:

Notice is given that the Annual General Meeting (AGM) of The College of Law Limited ACN 138 459 015 (the Company) will be held:

<b>Date:</b>	Tuesday, 20 October 2020
<b>Time (AEDST):</b>	10:00am Registration 11:00am Commencement

The Company continues to monitor developments with regard to the COVID-19 pandemic, including guidance from the Government, regulators and chief medical officers. In light of the current restrictions on public gatherings, to ensure the safety of our Members, advisors and Board, and in line with the temporary relief provided by the Commonwealth Treasurer, the Company will hold a virtual AGM accessible to all Members, via the Zoom Online Video Conference platform. No in-person attendance at the AGM will be possible.

Members will be able to participate in the AGM, including voting and asking questions by video conference. Members who access the meeting by video conference are encouraged to keep their cameras on for the voting section of the meeting.

Members will also be able to join by telephone. If joining by telephone, Members are encouraged to vote and provide any questions in advance of the meeting by completing the attached Direct Voting Form and AGM Member Question Form.

Given the small number of Members for the Company and to facilitate the voting process at the virtual AGM, online participation of Members via the Zoom Online Video Conference platform is preferred.

The virtual AGM will provide an equal opportunity for all Members to participate in the AGM regardless of their location.

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## HOW TO PARTICIPATE IN THE AGM



### Pre-Registration

To facilitate the virtual AGM meeting preparations, between Friday, 25 September 2020 and Monday, 12 October 2020, Members will be able to pre-register for the AGM online.

- Visit our AGM website at <https://www.collaw.edu.au/about/corporate-governance/AGM-2020>
- Complete the Pre-Registration Form, which will include your name, email address and Member category and whether you will be attending via Zoom Online Video Conference (the preferred option) or telephone

We understand that circumstances on the day may mean that you need to change your nominated option to access the virtual AGM. To facilitate the Company's administration of the meeting, we ask if you could (i) endeavour to access the virtual AGM using your nominated access option or (ii) if not possible, provide us with advance notice of your change in access by contacting the Company Secretary on +61 2 9965 7031 or [klaurie@collaw.edu.au](mailto:klaurie@collaw.edu.au)



### Email with Zoom Online Video Conference Details

Members who register in accordance with the "Pre-Registration" procedures on page 2 and indicate they will be attending by Zoom Online Video Conference will receive an email containing the Zoom Online Video Conference link, meeting ID and password (Online AGM Details). The Company expects to send this email to Members on Tuesday, 13 October 2020.

If you pre-register after Tuesday, 13 October 2020 you will be emailed the Online AGM Details following receipt by the Company of your completed Pre-Registration form.



### Email with Telephone Dial-in Details

While the preference is for Members to attend the virtual AGM by Zoom Online Video Conference, we understand that there may be Members whose only means of attendance is by telephone.

Members who pre-register in accordance with the "Pre-Registration" procedures on page 2 and indicate they will be attending by telephone will receive an email containing telephone numbers, meeting ID and password (Telephone AGM Details). The Company expects to send this email to Members on Tuesday, 13 October 2020.

If you pre-register after Tuesday, 13 October 2020 you will be emailed the Telephone AGM Details following receipt by the Company of your completed Pre-Registration Form.



### How to Ask Questions at the virtual AGM

Members are encouraged to submit written questions in advance of the AGM by completing and returning the attached AGM Member Question Form. Questions submitted in advance of the AGM must be received by the Company Secretary **on or before Sunday, 18 October 2020**.

The Chairman will answer these questions submitted in advance, during the AGM.

During the AGM, Members will also be provided with the opportunity to ask questions, including an opportunity to ask questions of the Company's External Auditor, PricewaterhouseCoopers.

The Chairman will provide further instructions during the AGM.



### How to Vote at the virtual AGM

Members will have the option to vote on resolutions considered at the AGM by:

- a) lodging a Direct Vote with the Company (by completing and returning the attached Direct Voting Form to the Company Secretary) **before 11:00am (AEDST) on Sunday, 18 October 2020**
- b) appointing a proxy to vote on their behalf at the AGM (by completing and returning the attached Proxy Form to the Company Secretary) **before 11:00am (AEDST) on Sunday, 18 October 2020**
- c) Voting on video or by telephone during the AGM



### Virtual AGM Trial

At 5:30pm (AEDST) on Tuesday, 13 October 2020 there is expected to be a trial run of the Company's virtual AGM process. This will provide Members with an opportunity to test the device that they intend using for the virtual AGM and see how the system will work on the day of the virtual AGM.

Members who wish to participate in the trial run should contact the Company Secretary on +61 2 9965 7031 or [klaurie@collaw.edu.au](mailto:klaurie@collaw.edu.au) before 5:00pm (AEDST) on Friday, 8 October 2020. Access details will be provided to Members who have indicated their interest in participating in the trial run.

Alternatively Members can contact the Company Secretary to arrange a personal trial run of the system.

## ITEMS OF BUSINESS

### 1. Address by the Chairman

### 2. Address by the Chief Executive Officer

### 3. Address by the Chairman of the Academic Board

### 4. Consideration of the 2020 Annual Financial Report

To receive and consider the Governors' Report, the Financial Statements, the Notes to the Financial Statements and the Independent Auditor's Report of The College of Law Limited for the financial year ended 30 June 2020.

### 5. Re-election of Governor – Mr Joseph Catanzariti AM

To consider and if thought appropriate, pass the following ordinary resolution:

*"Joseph Catanzariti, a Governor retiring in accordance with the Constitution, being eligible, is re-elected as a Governor of The College of Law Limited."*

### 6. Re-election of Community Ordinary Member – Mr Joseph Catanzariti AM

To consider and if thought appropriate, pass the following ordinary resolution:

*"Joseph Catanzariti, a Community Ordinary Member retiring in accordance with the Constitution, being eligible, is re-elected as a Community Ordinary Member of The College of Law Limited."*

### 7. Announcement of Elected College Ordinary (Alumni) Members

### 8. General Business

By Order of the Board



**Kathryn Laurie**

Company Secretary  
25 September 2020

#### NOTES RELATING TO PROXIES AND DIRECT VOTING:

- Pursuant to article 7.2 of the Constitution of the Company:
  - a Member entitled to attend and vote at a general meeting of the Company or of any class of Members of the Company is entitled to appoint a person as the Member's proxy to attend and vote for the Member at the general meeting
  - a proxy has the same right as the Member to speak at the general meeting
- A proxy need not be a Member of the Company. The appointing Member must satisfy the requirements relating to the appointment of a proxy and the execution of the Proxy Form, pursuant to article 7.2 of the Constitution of the Company
- All Proxy Forms, Direct Voting Forms and Question Forms must be received by the Company Secretary at [klaurie@collaw.edu.au](mailto:klaurie@collaw.edu.au) or the registered office of the Company at "The College of Law", 2 Chandos Street, St Leonards, NSW, 2065, no later than 11:00am (AEDST) on Sunday, 18 October 2020

Following are the Explanatory Notes with regard to the matters of business to be considered at the AGM

## **EXPLANATORY NOTES:**

### **Business**

#### **1. Address by the Chairman**

The Chairman will report on matters of governance with regard to the Company including the work of the Board of Governors during the 2020 financial year.

#### **2. Address by the Chief Executive Officer**

The Chief Executive Officer will report on matters of importance relating to the operations of the Company during the 2020 financial year.

#### **3. Address by the Chairman of the Academic Board**

The Chairman of the Academic Board will report on matters of importance relating to the academic developments, achievements and issues faced by the Company during the 2020 financial year.

#### **4. Consideration of the 2020 Annual Financial Report**

The Governors' Report, the Financial Statements, the Notes to the Financial Statements and the Independent Auditor's Report for the year ended 30 June 2020 (which are contained in the 2020 Annual Financial Report) will be presented for consideration and comment.

A printed copy of the 2020 Annual Financial Report has been sent to all Members.

Following the consideration of the 2020 Annual Financial Report, the Chairman will give Members an opportunity to ask the Auditor questions relevant to:

- a) the conduct of the Audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the Audit.

#### **5. Re-election of Governor - Mr Joseph Catanzariti AM**

In accordance with article 8.5(b) of the Company's Constitution there must be an election of Governors at each AGM of the Company. Mr Joseph Catanzariti will retire at the AGM and offer himself for re-election.

Mr Joseph Catanzariti was appointed to the Board of the Company in 2009 and has served as Chair during that time. He is also the Chair of the Executive Committee and the Nominations Advisory Committee and a member of the Remuneration Committee.

Mr Catanzariti is also a Director of the College of Law New Zealand Limited, COL Hold Co Pty Limited, College of Legal Practice Limited and COL SIN Private Limited.

He was previously the Chair of College of Law Pty Limited and a Director of College of Law Queensland Pty Limited, College of Law Victoria Pty Limited and College of Law Western Australia Pty Limited.

Mr Catanzariti is a Vice President of the Fair Work Commission, the national workplace relations tribunal.

He is also Co-Chair of the LGBTI Law Committee of the International Bar Association, an Adjunct Associate Professor in Work and Organisational Studies, School of Business at Sydney University, a Visiting Professorial Fellow, School of Law, Faculty of Law at University of New South Wales and a Fellow of the Academy of Law and a Fellow of the College of Law.

In 2015 Mr Catanzariti was awarded an honorary Masters degree from the College of Law.

He is a co-author of Workplace Bullying, published by LexisNexis.

In the 2016 Australia Day awards he was made a member of the Order of Australia for significant service to the law, to legal education, to labour and employment relations, and to professional legal bodies.

Prior to Mr Catanzariti's appointment to the Fair Work Commission he was a Senior Partner and Practice Head of the National Clayton Utz Workplace Relations, Employment and Safety Practice Group. Mr Catanzariti was a trusted adviser to many of Australia's leading private companies and government departments, advising on all aspects of employment law and workplace relations, including developing employment relations strategies, industrial disputes, conciliation and arbitration before State, Territory and Federal Courts, work health and safety (WHS), employee fraud, discrimination, corporate governance, due diligence and senior executive remuneration and terminations. He was also a very experienced Commercial litigator.

Mr Catanzariti previously held the positions of President of the Law Council of Australia, President of the Law Society of New South Wales, Chair of the Workplace Committee of the Law Society of New South Wales, and Secretary of the Industrial Relations Society of Australia.

**Recommendation**

*The Governors (with Joseph Catanzariti abstaining) recommend that Members vote in favour of this ordinary resolution.*

**6. Re-election of Community Ordinary Member – Mr Joseph Catanzariti AM**

In accordance with article 5.4(d) of the Company's Constitution there must be an election of Community Ordinary Members at each AGM of the Company. Mr Joseph Catanzariti will retire at the AGM and offer himself for re-election.

Mr Catanzariti's biography is detailed under explanatory note 5 above.

**Recommendation**

*The Governors (with Joseph Catanzariti abstaining) recommend that Members vote in favour of this ordinary resolution.*

**7. Announcement of Elected College Ordinary (Alumni) Members**

The Chairman will announce the six successful candidates who have been elected by the Company's Alumni Association as College Ordinary (Alumni) Members.

**8. General Business**

The Chairman will call for and raise any items of general business.

If you have any questions relating to any issue to be considered at the AGM, please call me on 02 9965 7031 prior to the virtual AGM.

Yours faithfully



**Kathryn Laurie**  
Company Secretary

**ENCLOSURES:**

- a Proxy Form to be completed if you would like to be represented at the virtual AGM by a proxy
- a Direct Voting Form to be completed if you wish to vote in advance of the virtual AGM
- a Question Form to be completed if you wish to submit a question in advance of the virtual AGM