

Special resolutions for inclusion in notice of 2026 AGM

Amendments to constitution

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

That for the purpose of section 136 of the *Corporations Act 2001* (Cth), the Company's constitution be amended by:

- Deleting references to "in the State of Victoria" in clauses 7.4(a)(i) and clauses 7.5(b)(i); and
- Deleting references to "Victorian" in clauses 7.5(a)(ii) and clauses 7.5(b)(ii)

with effect from the close of this Annual General Meeting or any adjournment of it.

EXPLANATORY STATEMENT

This explanatory statement forms part of and should be read in conjunction with the Notice of Annual General Meeting.

MAV seeks amendments to the constitution to widen the scope of Student Membership and Student Affiliate Membership to allow scope for students outside Victoria.

The amendment is intended to provide flexibility to admit students in tertiary education in other States/Territories who may be studying in Victoria and/or intending to work in Victoria.

The amendments are marked up in the copy of constitution enclosed with this notice of AGM and are outlined below. Text marked in bold has been deleted in the amended clause.

Current Clause	Amended clause	Comments
<p>7.4 Student Members</p> <p>(a) A Student Member is an individual who:</p> <p>(i) is enrolled in a tertiary institution in the State of Victoria; and</p> <p>(ii) is studying for a Victorian qualification in an area relevant to education or mathematics.</p>	<p>7.4 Student Members</p> <p>(a) A Student Member is an individual who:</p> <p>(i) is enrolled in a tertiary institution; and</p> <p>(ii) is studying for a qualification in an area relevant to education or mathematics.</p>	<p>Clause (a) has been revised to allow for scope of Student Members who are enrolled in a tertiary institution and studying for a qualification in an area relevant to education or mathematics outside of Victoria.</p>
<p>7.5 Student Affiliate Members</p> <p>(a) A Student Affiliate Member is an individual who:</p> <p>(i) is enrolled in a tertiary institution in the State of Victoria; and</p> <p>(ii) is studying for a Victorian qualification in an area relevant to education or mathematics.</p>	<p>7.5 Student Affiliate Members</p> <p>(a) A Student Affiliate Member is an individual who:</p> <p>(i) is enrolled in a tertiary institution; and</p> <p>(ii) is studying for a qualification in an area relevant to education or mathematics.</p>	<p>Clause (a) has been revised to allow for scope of Student Members who are enrolled in a tertiary institution and studying for a qualification in an area relevant to education or mathematics outside of Victoria.</p>

Voting rights of each class remain the same. Student Members who pay an Entrance Fee and annual Subscription are entitled to vote, while Student Members are not required to pay an Entrance Fee and annual Subscription, hence are not entitled to vote or be elected or appointed to the Board.