Summary of material differences between VRL's Existing Constitution and VRL's proposed New Constitution

Background to 2011 Constitution Proposal

The Board proposes that VRL adopt a new constitution on 24 March 2011.

Since adoption of the Company's existing Constitution in 1996, previously known as the memorandum and articles of association (Existing Constitution), there have been a number of significant amendments to Australian corporations legislation and to the Listing Rules. As a result of these changes, parts of the Company's Existing Constitution are inconsistent with the current requirements of the Corporations Act (previously the Corporations Law) or the Listing Rules, and some of its provisions have become redundant or outdated. There have also been many developments in corporate governance principles and general corporate practice since 1996, which have been usefully incorporated into an updated draft Constitution.

The Existing Constitution also has a number of redundant provisions in relation to the Company's former preference shares, which it is now appropriate to remove.

Rather than making a large number of small amendments to the Existing Constitution to accommodate these developments, the Board recommends that a new constitution be adopted. The Board is also taking the opportunity to amend the Existing Constitution in some other respects.

Although many changes are being proposed, the structure and effect of the proposed new Constitution (New Constitution) are not materially different from that of the Existing Constitution, except as indicated in the summary set out below. The information provided below is intended to summarise the material differences between the effect of the New Constitution and that of the Existing Constitution. Accordingly, it is not a summary of all provisions of the New Constitution, nor does it refer to all of the differences between the New Constitution and the Existing Constitution.

As mentioned above the special rights attaching to Preference Shares will be removed. There are no preference shares currently on issue and the Board considers it unlikely that any would ever be issued without a separate shareholder vote. Accordingly, the New Constitution does not accommodate an issue of preference shares.

Copies of the New Constitution and the Existing Constitution are available on the Company's website at www.villageroadshow.com.au and one or both can be obtained at any time prior to the meeting by contacting the Company's Investor Relations Department at www.investor_relations@vrl.com.au. A copy of the New Constitution will also be available for inspection at the General Meeting.

Repeal of the Memorandum of Association

On 1 July 1998, the then Corporations Law was amended by the Company Law Review Act 1998 (CLRA). As a result of those amendments, the Company's memorandum and articles of association are now collectively called the 'constitution'.

The Corporations Act provides that a company's internal management may be governed either by 'replaceable rules' set out in the Corporations Act, or by a constitution. In the case of a company that existed before CLRA (such as VRL), the memorandum and articles of association are taken to form the constitution (unless and until a new constitution is adopted).

It is no longer necessary for a company's constitution to deal with some of the matters that were previously set out in a memorandum of association. As a result, certain matters currently contained in the Existing Constitution will not be included in the New Constitution, including the Company's name and initial subscribers, and the amount of authorised capital of the Company and its division into shares with a specified nominal or par value.

Share capital

CLRA also made significant changes to the provisions of the then Corporations Law concerning share capital. In particular, CLRA:

(a) abolished the concepts of par value, authorised and nominal capital, issuing shares at a premium or a discount, a share premium account and a capital redemption reserve; and

(b) removed the need for a company's constitution to authorise an increase or reduction of capital, consolidation or subdivision of shares, and a buy-back of shares.

The New Constitution reflects these changes.

Under the New Constitution, a special resolution of the Company will not be required for the Company to undertake an equal reduction of capital. This reflects the position that, since CLRA, a special resolution is no longer required by the Corporations Act for equal reductions. In contrast, Article 9.3 of the Existing Constitution requires all reductions of capital (whether equal or selective) to be authorised by special resolution of the Company.

Forfeiture provisions

The New Constitution will update the provisions concerning the forfeiture of partly paid shares following non-payment of a call, and the redemption of forfeited shares, to refer to and reflect the currently applicable provisions of the Corporations Act.

Members' Meetings

CLRA also amended the provisions of the then Corporations Law dealing with the calling and holding of members' meetings, the content of proxies and the requirements for lodgment of proxies. Further changes to the provisions relating to notices of meeting and the appointment of proxies were subsequently introduced into the Corporations Act by the Corporate Law Economic Reform Program (Audit Reform and Corporate Disclosure) Act 2004 (CLERP 9 Act).

Notices of meeting

The Corporations Act now:

(c) requires that at least 28 days' notice be given of general meetings of the Company (while it is listed). Prior to 1 July 1998, only 21 days' notice was required for a general meeting at which a special resolution was to be considered and only 14 days notice was required for any other general meeting. The New Constitution incorporates the notice period and other procedural requirements provided under the Corporations Act; and

(d) enables companies to give notices and reports to members by a range of electronic means, including (for example) by sending a notice of meeting by email or sending an email advising that the notice of meeting is available for viewing or downloading from a company's website. The New Constitution incorporates provisions that allow the Company to serve notice using the range of methods now permitted by the Corporations Act, and that deem service to occur on the date of electronic transmission or electronic notification of the notice.

The New Constitution also changes the provisions for service of notice in other respects, including by allowing for service by courier, deeming the date of service by facsimile transmission to be the date on which the transmission is sent and removing outdated provisions concerning the giving of notice by publication. The New Constitution also deems notice sent by a permitted method to have been served notwithstanding the death of a member.

Where a general meeting is adjourned for more than 30 days, the New Constitution will require notice of the adjourned meeting to be given as if it were an original general meeting. In contrast, the Existing Constitution requires only three clear days' notice to be given where a general meeting is adjourned for more than 21 days.

Proxies, representatives and voting rights

The Corporations Act now:

(a) provides that a member entitled to cast more than one vote at a meeting may appoint two proxies and where the member fails to specify the proportion of votes each proxy may exercise, each proxy may exercise half of the votes (disregarding any fractions of votes). The New Constitution reflects this rule. In contrast, article 14.5(c) of the Existing Constitution provides that the appointment is of no effect unless each proxy is appointed to represent a specified proportion of the member's voting rights;

(b) prohibits directors from stipulating what will constitute a valid form of proxy and does not require proxy appointments to be in writing. Instead, a form of proxy will be valid if it contains the information prescribed by section 250A of the Corporations Act. Thus, article 14.9(b) of the Existing Constitution, which requires an appointment of a proxy to be in a form prescribed or accepted by the directors has not been retained in the New Constitution, and the New Constitution does not maintain the requirement that proxy appointments be in writing;

(c) deems the Company to have received a proxy appointment when the appointment is received at a fax number at the Company's registered office (or any other fax number specified in the notice of meeting). This expands article 14.7 of the Existing Constitution, which only contemplates physical depositing of proxy forms; and

(d) enables a company to allow proxy appointments to be authenticated by the appointing member in a way permitted by the Corporations Regulations and to be lodged by electronic means made available by the Company. In contrast, before the CLERP 9 Act, proxy appointments needed to be signed by the appointing member and there was doubt as to whether they could be lodged electronically. The Corporations Regulations specify requirements for the authentication of proxy appointments by electronic means (such as email or through an online facility). The New Constitution reflects the current position under the Corporations Act.

In line with developments in corporate practice, the New Constitution also differs from the Existing Constitution in the following respects in relation to proxy appointments:

(a) where a member lodges a proxy appointment that does not name the proxy in whose favour it is given, the New Constitution will allow the chairperson to act as proxy or to complete the proxy appointment by inserting the name of a director or a secretary to act as proxy; and

(b) unless otherwise provided in the instrument appointing the proxy or attorney, the New Constitution will have the effect that the appointment of a proxy or attorney will be taken to confer authority to vote on motions moved at the meeting but not referred to in the notice of meeting (including, for example, a motion for amendment of a proposed resolution or that a proposed resolution not be put, and any procedural motion - such as a motion for adjournment of the meeting).

In the New Constitution, the provisions relating to representatives of corporate members have been updated to reflect the position under the Corporations Act, and to provide that appointments or certifications executed by the corporate member in accordance with the Corporations Act are prima facie evidence of the representative's appointment.

In relation to the voting rights of holders of partly paid shares, the New Constitution clarifies that amounts paid on partly paid shares in advance of a call are not to be taken as paid up for the purposes of determining the voting rights of the holders of partly paid shares.

Conduct of meetings

The Corporations Act now permits members with at least 5% of the votes that may be cast at a general meeting to demand a poll. Before CLRA commenced, it was necessary for members to hold at least 10% of the votes to be entitled to call a poll and this is reflected in article 13.6 of the Existing Constitution. The

New Constitution mirrors the now applicable '5% rule'. Also, consistent with the post-CLRA position, the New Constitution would no longer permit a poll to be demanded by members holding at least 10% of the total amount paid up on all voting shares. In addition, the New Constitution reflects the position under the Corporations Act that a poll may be demanded before a vote is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.

The Corporations Act also now enables meetings of members to be held at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, should the directors choose to avail themselves of this provision. The New Constitution reflects this position.

In light of common corporate practice and legislative developments, the New Constitution also includes various provisions relating to the conduct of meetings of members that are not contained in, or that differ from, the Existing Constitution but are now considered appropriate. In particular, the New Constitution:

(a) confirms the chairperson's power to determine the general conduct of each general meeting of the Company (including the procedures to be adopted at the meeting for the election of directors or otherwise), and to provide that no vote may be taken by the members on the chairperson's determination of any dispute on a question of procedure;

(b) reinforces the voting exclusion requirements of the Corporations Act or the Listing Rules (which, in broad terms, apply where a member has a personal interest in, or is associated with a person who has a personal interest in, the outcome of a particular resolution), including by providing that a member is not entitled to vote on a resolution where the Corporations Act or Listing Rules have the effect that the member's vote on that resolution must be disregarded and that any vote purportedly cast by a member contrary to these requirements will be invalid;

(c) confirms that a personal representative or trustee or administrator of a deceased member (or a member who has become mentally or physically incapacitated) may exercise the member's rights at general meetings of the Company (and that several executors or administrators of a deceased member will be taken to be joint holders);

(d) reinforces the statutory rights of shareholders and the Company's auditor (or its representative) to be heard at annual general meetings of the Company;

(e) confirms that the chairperson may elect to vacate the chair for any part of a general meeting in favour of any person nominated by the chairperson (who must be a director unless no director is present and willing to act), and provides that the nominee will have all the powers of the chairperson for the relevant part of the meeting (other than the power to adjourn the meeting);

(f) provides that a decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so;

(g) provides that a poll cannot be demanded on any resolution concerning the election of the chairperson, as permitted by the Corporations Act. In contrast, the Existing Constitution allows a poll to demanded on any such resolution; and

(h) extends the chairperson's power to ask a person to leave and not return to a meeting to cover any circumstance where the person causes disruption to the meeting and gives the chairperson the power to delegate his or her powers to refuse a person admission to, or to ask a person to leave, a meeting to any person the chairperson thinks fit.

Sale of non-marketable parcels of Shares

Consistently with the constitutions of many listed companies, the New Constitution will, subject to certain restrictions, enable the Company to invoke a procedure under which Ordinary Shares held by members who hold less than a 'marketable parcel' of shares (known as a 'non-marketable parcel') may be sold by the Company on their behalf, unless the member gives notice to the Company by a specified date that they wish to keep their shares. The procedure may only be invoked once in any 12 month period.

In addition the procedure may be applied to a non-marketable parcel arising from a transfer of shares registered after the date the New Constitution is adopted (Future Transfer).

Under the ASX Market Rules, a non-marketable parcel of quoted Ordinary Shares is currently a parcel worth less than A$500 (based on the closing price of the Ordinary Shares).

If the Company wishes to invoke the procedure for sale of non-marketable parcels of Ordinary Shares set out in the New Constitution (Procedure), the Company would be required to give notice to each member (or to each member whose shares are not held in a CHESS holding) who holds a non-marketable parcel of Ordinary Shares. Each member, excluding a member whose non-marketable parcel arises from a Future Transfer, would then have at least six weeks from the date of service of the notice (Relevant Period) to notify the Company that the member wishes to keep its Ordinary Shares. If a member does not (or is not entitled to) notify the company within the Relevant Period that the member wishes to keep its Ordinary Shares, then the Company may:

(i) in the case of CHESS holdings, move the Ordinary Shares from the CHESS holding to an issuer-sponsored holding in accordance with the ASX Settlement Operating Rules for the purpose of divestment by the Company in accordance with the Procedure; and

(j) in any case, sell the member's Ordinary Shares as agent for and on behalf of the member in accordance with the Procedure,

but only if the member's holding remains a non-marketable parcel at the end of the Relevant Period.

Any Ordinary Shares sold on a member's behalf in accordance with the Procedure are to be sold on their behalf on the terms, in the manner (whether on-market, by private treaty or otherwise) and at the time or times determined by the Directors. The proceeds of the sale (less any unpaid calls and interests) would be paid to the relevant member or as the member directs. Subject to the Corporations Act, the Company or the purchaser will bear any costs of sale.

Transfer of Shares

The New Constitution will not retain the provision in the Existing Constitution (article 7.7) that permits the Company to close its transfer books and register of members for up to 30 days in each year. This provision is considered unnecessary given that trading and settlement of the Company's shares occurs electronically through the CHESS system and that the record date for determining members' entitlements to vote at a meeting, or to participate in a corporate action, are now determined in accordance with specific provisions of the Corporations Regulations and the ASX Settlement Operating Rules.

The New Constitution will give the Directors the discretion to refuse to register a transfer of Shares or other securities that are not quoted by ASX. In contrast, article 7.2 of the Existing Constitution may limit the scope of the Directors' discretion to refuse registration of unquoted securities to circumstances where the transfer is not in registrable form or to the limited circumstances in which the Listing Rules would permit refusal to register a transfer if the securities were quoted. The New Constitution will also confirm that the Directors may refuse to register a transfer of quoted securities in the circumstances permitted by the Listing Rules.

The New Constitution will also recognise the Company's flexibility to participate in any clearing and settlement facility for transactions in its Shares that is approved by regulation from time to time (in addition to the approved facility known as CHESS and operated by ASX Settlement) in accordance with the provisions of the Corporations Act. The Company's participation in any such facility will be required to comply with the operating rules of the facility.

Shareholder disclosure

The New Constitution will require a member to provide information to the Company, within a specified timeframe, where the member has entered into any arrangement restricting the transfer or other disposal of Shares that is of a kind required to be disclosed by the Company under the Corporations Act or the Listing

Rules. By way of example, disclosure is required of the forthcoming release of any restricted securities not less than ten business days before they are released (Listing Rule 3.10A) as disclosure is required to be made in the Company's Annual Report of details of securities subject to escrow (Listing Rule 4.10.14).

Nomination of Directors

Since adoption of the Existing Constitution, ASX changed the default deadline for depositing notices of nomination for election as a director with a listed company from at least 30 business days before the general meeting at which directors are to be elected to at least 35 business days before the meeting. This change reflected the increased notice period for general meetings of public listed companies after 1 July 1998. The New Constitution reflects this change. In light of the extended notice period for nomination of candidates for election as directors, it is expected that all candidates will usually be referred to in the Company's notice of meeting.

Suspension of Directors

The New Constitution includes provisions that will enable a Director to be suspended from office where a majority of the Directors at a meeting consider that the conduct or position of the Director is such that his or her continuance in office is prejudicial to the interests of the Company. Within 14 days of the suspension, the Directors must call a general meeting at which members may consider a motion to remove the director from office. If the motion is not carried, the Director's office is reinstated.

Directors' remuneration

The New Constitution would ensure that the Company may provide remuneration to the executive and non-executive Directors in any non-cash form (including, for example, by provision of shares under a share plan introduced by the Company), provided that, in the case of the non-executive Directors, the total value of their remuneration in aggregate must not exceed the cap approved by shareholders from time to time (currently $800,000 per annum).

Directors' interests

Since the commencement of the Corporate Law Economic Reform Program Act 1999 (CLERPA) on 13 March 2000, directors of public companies have been subject to a statutory obligation to disclose any material personal interest in a matter that relates to the affairs of the company, with limited exceptions. Given the introduction of this statutory duty of disclosure, it is considered unnecessary for the Directors to be subject to separate, and to some extent inconsistent, additional disclosure obligations under the general law and the constitution. Accordingly, the New Constitution refers to the Corporations Act disclosure obligations and limits the Directors' disclosure obligations to those imposed under the Corporations Act.

Where the Corporations Act so requires, Directors having an interest in a matter being considered at a Directors' meeting will be prohibited from being present at that meeting or voting on the matter (and from being counted in a quorum in relation to consideration of that matter). Where the Corporations Act does not prevent a Director from voting on a matter in which they have an interest, the Director will be able to vote on the matter.

The New Constitution will ensure that voting contrary to the requirements of the Corporations Act will not render any contract or arrangement in which the Director has an interest void or voidable, and nor will the fact of the Director's interest or the fact that the Director holds office as a director and has fiduciary obligations arising from that office.

The New Constitution will also ensure that a Director may be or become a director or other officer of, or otherwise be interested in, any related body corporate of the Company or any other body corporate promoted by the Company or in which the Company has an interest, and that the Director will be entitled to keep any remuneration or other benefits received by the Director as a result of such office or interest.

Delegation

CLERPA introduced a statutory provision that permits the directors of a company to delegate their powers to any person, unless the Company's constitution provides otherwise. The New Constitution ensures that the Directors have the broad delegation powers now permitted by the Corporations Act.

Directors' meetings and resolutions

The Corporations Act permits directors of a company to call and hold directors' meetings using any technology consented to by all directors of the company and allows each director to give a standing consent for this purpose. The New Constitution reflects this position.

Indemnities

Article 35 of the Existing Constitution currently indemnifies officers of the Company in the specific circumstances in which companies were permitted to indemnify their officers prior to the commencement of CLERPA in 2000. CLERPA amended the provisions of the then Corporations Law that dealt with a company's ability to indemnify its officers (including directors) to address some recognised deficiencies in the scope and drafting of those provisions. Primarily, the CLERPA amendments modified the circumstances in which a company is permitted to indemnify its officers for legal costs. Under the previous statutory provisions (and, therefore, article 35 of the Existing Constitution), a company was permitted to indemnify its officers for costs incurred in defending proceedings only if the officer was acquitted of the charge or judgment awarded in his or her favour. As a result of the CLERPA amendments, a company may now give an indemnity for legal costs incurred by an officer in defending proceedings that are withdrawn or settled. This is significant as before the CLERPA amendments, an officer was not entitled to be indemnified until the Court proceedings were finalised. If proceedings are withdrawn or settled or continued for a long period, this has the potential to cause substantial hardship to officers in the form of on-going legal costs. Potentially, lack of access to funds can also prejudice an officer's ability to adequately defend proceedings.

In addition to providing officers with indemnity for legal costs incurred by an officer in defending proceedings that are withdrawn or settled, under the CLERPA amendments a company may be able to give an officer a loan or advance for such legal costs as described below. The officer advanced funds is obliged to repay the loan if once the outcome of the proceedings is known the person is not entitled to indemnification (namely, where the outcome is adverse to the officer).

The Directors consider it appropriate for the Company to change the scope of the indemnities currently given to officers so as to reflect the maximum extent of indemnification now permitted by the Corporations Act. Accordingly, under the New Constitution, the Company may indemnify the current and former directors and company secretaries of the Company, to the extent permitted by law, against any liability (other than for legal costs) incurred in their capacity as an officer of the Company, and against reasonable legal costs incurred in defending an action for a liability allegedly incurred by that person as an officer of the Company (including for liabilities and legal costs, respectively, incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

The New Constitution will also ensure that the Company may advance amounts to a current or former officer to assist them to fund their legal costs in defending proceedings brought against them in their capacity as a current or former officer, before the outcome of the proceedings (and their entitlement to indemnification) is known. Once the outcome is known, amounts advanced to the officer will be repayable if the officer would not be entitled to indemnification for the relevant legal costs.

The New Constitution will also permit the Company to enter into a deed with any person to give effect to the rights conferred by the indemnification provisions of the New Constitution on such terms as the Directors think fit and which are not more favourable to the person than permitted under the New Constitution.

Dividends

The Existing Constitution (article 28.5) gives the Ordinary Shareholders in general meeting power to declare final dividends up to the amount recommended by the Directors and the Directors power to authorise payment of interim dividends. As a result of CLRA, the Corporations Act currently permits a company (by its directors) to either declare a dividend or to determine that any dividend is to be paid, whether final or interim, and to fix the amount, time and method of payment of that dividend without having to first obtain shareholder approval in general meeting before making payment of a final dividend. The New Constitution reflects this position. This is significant as it will enable final dividends to be declared and paid within a shorter time frame from the end of a financial year as there will be no need to first obtain the approval of Ordinary Shareholders in general meeting to declare a final dividend. The New Constitution also enables the Directors to revoke or amend a decision to pay a dividend, before the date scheduled for payment, as now permitted by the Corporations Act. This may occur, for example, where the Company's financial position no longer justifies the payment.

The New Constitution is consistent with the prohibition in section 254T of the Corporations Act on a company paying a dividend unless:

(k) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;

(l) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and

(m) the payment of the dividend does not materially prejudice the company's ability to pay its creditors,

and, unlike the Existing Constitution, does not expressly require dividends to be paid or payable out of profits.

In line with the practice of many other listed companies, the New Constitution will also ensure that the Company may pay dividends and other amounts payable to a shareholder not only by cheque but by electronic funds transfer (or other electronic means) to an account with a bank or other financial institution nominated by a shareholder (or a joint holder) and acceptable to the Company, or by any other means determined by the Directors (rather than only by cheque). Dividends or other payments made by a permitted method will be made at the risk of the relevant shareholder (or joint holders).

A debt owing to a member will not arise unless a dividend has been declared or the time specified for payment of a dividend has passed.

The New Constitution includes provisions reflecting the position under the Corporations Act that a person is not entitled to a dividend on a Share if a call has been made on the share and is due and unpaid.

Sale of main undertaking

The Existing Constitution (article 23.2) expressly requires the sale of the Company's main undertaking to be approved by shareholders. The New Constitution will not replicate this requirement leaving regulation of this area to the Listing Rules. In broad terms, the Listing Rules require shareholder approval for the disposal of a company's main undertaking where this occurs in the context of a significant change in the nature or scale of the company's activities.

ASX Listing Rules to have priority effect

Unlike the Existing Constitution, the New Constitution includes a provision that reflects Appendix 15A to the Listing Rules. The provision applies while VRL is listed on ASX. The effect of the provision is to give the operating of the Listing Rules priority where there is a conflict or inconsistency between the Listing Rules and the New Constitution.

Miscellaneous

The New Constitution includes 'boilerplate' interpretation provisions of a kind commonly included in company constitutions.

To the extent permitted by law, the New Constitution will displace the 'replaceable rules' under the Corporations Act in their entirety.

The terminology in the New Constitution has been updated to reflect current terminology in the Corporations Act and Listing Rules, and references in the Existing Constitution to superseded provisions of the law or listing rules have been updated to refer to the currently applicable provisions.

Direct voting

The Existing Constitution presently permits members to appoint proxies to attend general meetings and vote on the appointing member's behalf. An appointment may specify how the member wishes their proxy to vote. However, those wishes may not be given effect unless the proxy actually votes on behalf of the member.

To reduce the risk of members' wishes being ineffective, the New Constitution will allow members, in certain circumstances, to have a direct vote.

Direct votes will be cast by appointing a proxy in the usual way, but indicating on the proxy form that directions on the proxy form are to be regarded as direct votes. Members casting direct votes will be counted for the purpose of determining whether there is a quorum present at the meeting.

The directors intend that direct voting will apply to all future general meetings of the Company and propose to add wording to future proxy forms so that all directions will give rise to direct votes. You will be free, however, to indicate on the proxy form that you do not wish to cast a direct vote and that your proxy is appointed to vote on your behalf.

Direct votes will not necessarily apply to all future votes. For direct votes to be cast, the proxy form must indicate that directions are to be regarded as direct votes (as above). In addition, the Directors will be given the power to prevent direct voting in relation to particular resolutions. The Directors have no present intention to use this power but may do so if, for example, there is a future legal challenge to the validity of direct voting or if they believe that votes on a particular resolution should only be cast after consideration of the discussion at the general meeting.

Direct votes will not be counted on a show of hands but only on a poll. However, to ensure that members' wishes are carried out, the New Constitution will also place a duty on the chairperson to call a poll if the chairperson is aware that direct votes and directions to proxies could change the outcome of a vote.

Direct votes will apply to the primary resolution as amended by the meeting. However, on the question of whether to amend a primary resolution, a proxy form would normally give no direction and, therefore, the proxy you appoint in order to give effect to your direct vote would be authorised to vote on your behalf as the proxy thinks fit. (The proxy would also be authorised to vote on all procedural motions in these circumstances.)

Members' wishes in relation to amendment of direct votes will be protected by the chairperson's discretion to reject amendments which change the fundamental nature of the resolution.