

From: bruce.mellor@icloud.com
Subject: Re: Prilis & Ors - Old Newingtonians' Union Incorporated - URGENT
Date: 16 May 2024 at 11:49 am
To: Angus Talbot angus.rnt@bigpond.com, Peter Hedge hedgepj@gmail.com, Ian Webster ian.webster@sallymilner.com.au
Cc: Alexander Pagonis apagonis@live.com.au, James Jordan jj@jordandjundja.com.au, Mark Bland mark@moserbland.com.au, Ross XENOS rxenos@newington.nsw.edu.au

B

Hi All,
I agree with Peter and Angus ,
We should proceed to get the EOI,
We should then meet to discuss next steps.
I am of the opinion that the ONU End of year is 30 June , so I would support an AGM
being organised for the earliest in July 2024, effectively 6 weeks away ,
Like Angus I am not averse to others reaching out to SNC to relay where we are at to
get the earliest election for all our members ,
Cheers
Bruce

Bruce Mellor
+61 (0)448 072 837
Bruce.mellor@icloud.com

From: Angus Talbot <angus.rnt@bigpond.com>
Date: Thursday, 16 May 2024 at 11:15 am
To: 'Peter Hedge' <hedgepj@gmail.com>, 'Ian Webster' <ian.webster@sallymilner.com.au>
Cc: 'Alexander Pagonis' <apagonis@live.com.au>, 'Bruce Mellor' <Bruce.mellor@icloud.com>, 'James Jordan' <jj@jordandjundja.com.au>, 'Mark Bland' <mark@moserbland.com.au>, 'Ross XENOS' <rxenos@newington.nsw.edu.au>
Subject: RE: Prilis & Ors - Old Newingtonians' Union Incorporated - URGENT

To All.

I agree with peter in general terms..

The plaintiffs will be obliged to make full disclosure of all the facts whether we are present or not. We should stay away from the litigation and proceed with the task on hand as Peter urges us to do. After all we as close to complying with the constitution as one can get in the current circumstances. The claim against the EOIs is a red herring . It is merely a procedural tool for processing filling of casual vacancies

Let us presume the Court makes an order; who will be charged with compliance given the defendant is the ONU?A body which is currently dysfunctional

If someone perceives some advantage by meeting with the proposed plaintiffs I am ok with that but not in any capacity that is representative of me.

From: Peter Hedge <hedgepj@gmail.com>
Sent: Thursday, 16 May 2024 10:11 AM
To: Ian Webster <ian.webster@sallymilner.com.au>
Cc: Alexander Pagonis <apagonis@live.com.au>; Angus Talbot <angus.rnt@bigpond.com>; Bruce Mellor <Bruce.mellor@icloud.com>; James Jordan <jj@jordandjundja.com.au>; Mark Bland <mark@moserbland.com.au>; Ross XENOS <rxenos@newington.nsw.edu.au>
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With all due respect Ian , we have a treasurer who has researched this issue and already shared the relevant information.

We do not have to hypothesising or wastour time on this issue as we have no authority in any event to make a determination ... only the ONU Council may address this question following the Constitution and Rules and related legislation.

We have a constitution and rules and there exists legislation for a reason ... let's just follow them and stop trying to over complicate things.

Regards
Peter

Peter Hedge

+61 418264041

On Thu, 16 May 2024 at 9:48 AM, Ian Webster <ian.webster@sallymilner.com.au> wrote:

Hi Bruce and Alex.

As you have requested below I can now provide information regarding the **Financial Year end of the ONU**, despite not receiving copies of the last 5 financial years' Financials as requested.

It appears that over the last 7 years the ONU financial year has either been undefined, or has moved out to 31 December in each FY, since at least 2020, despite the FY not having ended as at the date of the AGM.

1. Until FY 2013, the FY definitely ended on 30 June each year as reflected in the then Audit Reports that have been provided by former Treasurers. FY 2013 (ending on 30 June 2013) was the last year that the ONU accounts were audited during to a change in legal audit requirements for the Union.
2. Former Treasurers advise that until the FY2016 year as reported to each years AGM, the FY of the ONU ended on 30 June, despite the absence of an audit requirement to do so. I have not seen these three reports, but have no reason to doubt that claim.
3. From FY 2017 to FY 2019, the Treasurer's AGM report consisted of a simple statement of income and expenditures up to the November date of the AGM, with bank account balances shown, including with the College. The dates of the account balances varied between August and November dates depending on the dates of the last bank statements. There was no mention of a "Financial Year" end in those

reports.

4. In the FY 2020 year, the AGM's financial reports consist of statements of income and expenditure for the Calendar Years ended 31 December in 2019 and 2020 year, despite the FY 2020 year not having ended. Clearly the report of Actual income and Expenditures could only have been actual and anticipated figures. The reported bank and College account balances also varied between August and October in the 2020 FY.

5. The Financial Reports for the FY2021 -23 are not available to me because they were distributed on links that have now expired. As the same Treasurer was in place over that period it is likely that the report format and FY remained unchanged since the 2020 FY, that being the year ended 31 December, after the dates of each AGM!

I trust that the "fluid" Year End dates for the ONU accounts over the last 10 years supports our view that the ONU FY in 2024 can simply revert back to 30 June 2024 should the ONU Council agree to do so based on the recommendation of the PPIC, thus paving the way for an AGM in mid-July 2024, to meet the democratic demands of members as expressed at the March SGM>

Regards

Ian

On 15 May 2024, at 8:18 PM, Bruce Mellor <bruce.mellor@icloud.com> wrote:

All,

See attached last audited report showing 30 June as the ONU year end date ,

I as not aware of any change to this year end date during my time as president or post that time until now ,

Bruce Mellor

bruce.mellor@icloud.com

+61 (0) 448 072 837

On 15 May 2024, at 7:41 PM, Alexander Pagonis <apagonis@live.com.au> wrote:

Gents,

We are all pretty busy can we keep emails concise, everyone is time poor and I'd rather just clearly understand the point you are trying to make from the start.

A few things:

1. Can we confirm that our End of Year is 30 June?
 - a. If yes, please provide documents or prove that this is the case.
 - b. If no, is it changeable?
 - i. If yes, how? A resolution by the ONU Council? Please provide a the correct way of doing so.
2. In order to call an AGM, we should fill the role of Secretary through a casual vacancy in order to run the administration of the AGM. I don't believe any other roles are required to be filled.
3. We should not postpone the EOI window ending Monday 20 May
 - a. We can decide not to fill the vacancies as previously planned and roll all EOI's into nominations for positions at the AGM.
 - b. I think closing would just be confusing to our members and it saves us asking for nominations again.

If we can achieve the above, AS PER THE RULES, I have no issue so we can all move on.

Happy to be involved in a meeting as previously suggested if it will help this process as I am absolutely sick of getting legal threats off the back of already being removed as President.

I am not far from following Grogin & Baykitch in just walking away from all of this - I don't have much left to give.

Alex

From: Ian Webster <ian.webster@sallymilner.com.au>
Sent: Wednesday, 15 May 2024 6:51 PM
To: Peter Hedge <hedgepj@gmail.com>; Bruce Mellor <bruce.mellor@icloud.com>; Alexander Pagonis <apagonis@live.com.au>; Angus Talbot <angus.rnt@bigpond.com>; Mark Bland <mark@moserbland.com.au>; James Jordan <jj@jordandjundja.com.au>
Cc: Ross XENOS <rxenos@newington.nsw.edu.au>
Subject: Re: Prilis & Ors - Old Newingtonians' Union Incorporated - URGENT

Dear All,

It is disappointing that I have not received wide support for my proposal below during the course of the day. so far

my proposition during the meeting and any, or even
anyway.

For the record I have now received unsolicited communications this afternoon which lead me to believe that the SNC is very serious about their intended actions, and I am convinced that their intentions are not “bluffing” as is suggested by Peter in his email of yesterday at 5.05pm. It is important we understand the ramifications of this, or at least go into it with our eyes open.

Accordingly, and once again in the interests of progressing this matter in a way that keeps the ONU out of expensive legal proceedings, I not only table my suggested path forward (per below) but further suggest that we as the PPIC (not as the ONU) DO agree to respond to Mr Miller at GHB, and make an undertaking on a 'no admissions and no prejudice basis' for a period of seven days to suspend the EOI nomination/selection process (that we control), and not take any further steps in relation to it during that period, which would end at 6pm on Wednesday next week. The purpose of this interim undertaking is to provide time for us to reach an agreement and possible compromise that will see an end to these ONU legal proceedings. I have reason to believe that GHB's SNC clients will agree to this undertaking and respond accordingly.

I urge you all as remaining members of this PPIC to agree to make this undertaking **by circular email no later than 10.30am tomorrow morning (Thursday 16th May)**, to give us this few days to work out a satisfactory way forward without legal redress. I propose that if a majority of our remaining six committee members wish to offer this 'stay of proceedings' undertaking, then it should be made. If this proposal is not supported by us in the majority, then no undertaking will be offered, and the ONU will have to deal with the consequences of that decision. It boils down to this - do we want some breathing space, or not?

If agreed, please nominate your preference for a member to respond to GHB with the above undertaking. If it helps I am willing nominate myself to prepare such a short letter containing no more than the above offer, to Mr Miller at GHB, which will be copied to each of you, and to Ross Xenos for his information, and if agreed our undertaking must be emailed by no later than 11.00am tomorrow.

Regards,

Ian

On 15 May 2024, at 12:30 PM, Ian Webster
<ian.webster@sallymilner.com.au> wrote:

Dear James,

I agree with your understanding below.

I agree with your understanding below.
Established practice has been that all Old Boys attending general meetings (including AGM's) and other ONU events have been simply that Old Boys. There was never any attempt, for example, to qualify attendance at AGM's or right to vote based on proven membership, or cross referencing with ONU financial membership records. Merely issuing invitations or notices via ONU lists to attend events in no way detracts from the FACT that non-financial Old Boys have attended, supported, stood for and indeed voted at such events and meetings, including the contested 2019 AGM, and the recent SGM.

Peter, while I'm sure your views (copied below) are sincerely held, they are clearly contestable under the ONU Rules with regard to the processes and circumstances for election of ONU Executive and Council members. In addition, as far as I am aware as a PP member, this committee has no written delegated authority to do anything other than to conduct a vote as agreed at the adjourned SGM, and we should get on with preparing for that.

Proposed AGM: Given the undemocratic passage of time, and to recognise your insistence that the election of new office bearers can only be completed from around Rules perspective at an AGM, as a way forward I have now for several weeks suggested that our PP committee agree to hold the 2024 AGM by mid-July, thus responding to both your interpretation of the ONU Rules and the continued agitation by ONU members for a timely vote to be conducted. This would be my hope anyway.

The AGM business would be to elect new members of the ONU Executive and Council, and to conduct the other required AGM business, such as presentation of a financial report. This early date can easily be accomplished by offering a similar brief financial report as at 30 June 2024, as has been presented for at least the last five AGM's.

Unelected current ONU Council members would be most unlikely to reject such an AGM recommendation from the PP committee, given the existential implications for the ONU in going down other than an AGM path, as were forecast by Greg Halpin when a member of this committee.

Proposed EOI process: While this EOI process has been initiated (despite it being beyond our remit to support in my view), there is a major practical difficulty that would occur in the event that more expressions of interest were received than positions available to be filled. Due to the opposing views on the PP committee, how is it proposed that we, as unelected participants, reach any kind of agreement on members suitable to fill those vacancies? Of course it is likely that we won't - that's why we live by democratic principles, and that's why elections are the best way of sorting this out. The ONU members know thatand we should too.

By setting a date and working towards the 2024 AGM in mid-July, the need to fill positions on the ONU Council by this undemocratic EOI section process for such a short period would become unnecessary, or at least would be overtaken by preparations for the AGM. In my view, for procedural fairness all members expressing an interest under the EOI should be advised of the push for an early AGM before having a position offer to them.

I would hope that my proposed early AGM path is a way forward, and can be urgently agreed today, and we can instruct Ross' team to get on with preparations for it. Unfortunately agreement has been largely non-existent on this PP committee, with the possible exception of the first meeting when a large majority agreed to hold a vote. Hopefully agreement now on this proposed way forward may give pause to the SNC to delay taking the legal action or mediation that is proposed to force a vote.

Regards,
Ian

Ian Webster

On 15 May 2024, at 9:44 AM,
James Jordan
<jj@jordandjundja.com.au> wrote:

Peter,

Thank you for that explanation.
Whilst I agree in large part with what you have said, I again express my view that I do NOT believe the membership

Records held by the school archives and database indicates the true position of what the ONU has for DECADES

Considered its membership to be. Not only has the ONU considered its membership to be ALL ex-students, but it has

Also acted in that way for decades. The custom and practice of the ONU, at least since Mark Gilbert's presidency, has been that ALL

Ex-students are members. Angus may have something to say about that, but I don't want to verbal him, and he can comment, should he wish to do so. I simply do not see why this is still an issue for us.

This is a fundamental threshold question for me, and we cannot and should not be trying to wind back our membership now.

It will be seen as, and smacks of, an attempt to manipulate any ballot. You will have an absolute revolt from the 70's club, And alumni from the early 1980's backwards.

You may call people a "special interest group". They are not. They are members of the ONU (part of a majority, I remind you), parents, people who are invested in the school, people who no doubt have financially contributed towards the school.... They have been maligned by the College Council publicly, in the press and in communiques. Surely it is about time that we turned down the scorn and derision, and start talking to each other as Old Boys.

I have put my hand up to commence that process. To date, it seems I have not got the support of my fellow past presidents.

Be that as it may, I cannot talk sensibly to ANYONE if we insist on now trying to adopt a narrow, restrictive view of who our members are.

Yours Faithfully,

James Jordan

James Jordan

Partner

Jordan Djundja Lawyers

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Please check our bank account details with us in person. We will not accept responsibility if you transfer money into an incorrect bank account.

From: Peter Hedge

<hedgepj@gmail.com>

Sent: Tuesday, 14 May 2024 5:05 PM

To: Magistrate Grogin

<magistrate.grogin@courts.nsw.gov.au>

Cc: Ross XENOS

<rxenos@newington.nsw.edu.au>;

bruce.mellor@icloud.com;

Alexander Pagonis

<apagonis@live.com.au>; Alex

Baykitch
<abaykitch@bigpond.com>; Ian
Webster
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James Jordan
<jj@jordandjundja.com.au>; Angus
TALBOT
<angus.rnt@bigpond.com>; Mark
Bland
<mark@moserbland.com.au>;
Graeme Fear
<gsfear@bigpond.net.au>; Peter
Hedge
(phedge@hedgeandassociates.com.au)
<phedge@hedgeandassociates.com.au>

Subject: Re: Prilis & Ors - Old
Newingtonians' Union Incorporated

Hi Greg and fellow past presidents

I refer to the email sent to us by
Ross attaching the email and
attachments from Garland Hawthorn
Brahe.(GHB)

The letter is not a basis for us to
vary from the process we have all
agreed upon and are progressing.

None of us have the authority to
represent the ONU on the issues
raised particularly if the view
advanced by Peter Prillis (PP) is
accepted.

I have also spoken to Scott Hedge
and with his knowledge of the
current legal position, it is clear
there is no conceivable basis to
expedite such a hearing as
proposed by the letter.

As you are aware I provided Peter
Prillis with the response to the
emails referred to in the letter from
GHB.

That response clearly outlines the
process that the past presidents'
subcommittee, on behalf of the
ONU council, has implemented to
move forward with filling any casual
vacancies that currently exist.

Once the casual vacancies are filled
in accordance with our constitution

in accordance with our constitution and rules then the AGM will be convened by the ONU council and the elections will be held in accordance with our constitution and rules.

PP and I have corresponded since my initial email and I had a very long discussion with Peter to understand his concerns and issues. PP is aware I will be sharing our correspondence at our next committee meeting.

It is of note that GHB has referred to and attached the letters from PP yet they have not referred to our reply which makes clear the process we are undertaking.

In addition to the above, I have also now researched the school archives and database and the ONU membership records have now been identified.

I have requested the school hand back to the ONU council the members' register so that the ONU may control its own books and records. This is of particular importance given the current breaches in the MOU by the ONU. This will also now also enable these ONU records to be made available for inspection by those members who have been making such requests.

Considering all the matters raised above, the resolutions we have previously passed as a subcommittee, the current lack of office holders, and the need to fill these vacancies so that the ONU as an incorporated association may function again there is no basis to vary from the decisions we have previously made.

We should not be further intimidated or bullied by this special interest group merely because they arrange to have a letter from a solicitor, who does not seem to have been fully instructed, to an email address that has been forwarded to

us all.

There is no basis or authority for us to be engaging paid legal resources at this stage.

I would strongly object to anyone, and even more so anyone previously aligned with this special interest group, communicating or engaging with these individuals on our behalf.

Our role is clear. We need to finalise the process we have commenced to enable the full ONU council to fill the casual vacancies that may currently exist and then we may step aside and allow the executive to continue the objectives of the ONU.

I do not believe they have any basis whatsoever for the proposed action by GHB and we should not be bluffed or bullied into varying from our agreed process.

As a group of past presidents, we have no power other than that otherwise delegated to us as a committee by the ONU Council in accordance with the ONU constitution and rules.

In conclusion, as a subcommittee the GHB email is not for us to respond to and no one should represent that they have the power to do so without a resolution of the full ONU Council.

best regards
Peter

