



## ANIMAL WELFARE LEAGUE NSW

ABN 88 000 533 086

### NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

**Parramatta RSL Club**  
**Cnr of O'Connell Street and Macquarie Street,**  
**Parramatta NSW 2150**  
**Saturday, 21 April 2018**  
**Commencing at 11.00am (Sydney time)**

#### **Notice of Annual General Meeting**

Notice is given that the Annual General Meeting (**AGM**) of the members of Animal Welfare League NSW (ABN 88 000 533 086) (**AWL** or the **Company**) will be held at **Parramatta RSL Club, Cnr of O'Connell Street and Macquarie Street, Parramatta NSW 2150 on Saturday, 21 April 2018 commencing at 11.00am (Sydney time).**

The items of business to be considered at the AGM are set out in the AGM Agenda below.

The Explanatory Notes accompanying this Notice explain the formal items of business. The Explanatory Notes form part of this Notice and should be read in conjunction with it. Unless otherwise stated, capitalised terms used in this Notice of Meeting have the meaning given to them in the Glossary and a reference to a section is a reference to a section of the Explanatory Notes.

**Christine Richardson**  
President, Board of Directors

5th March 2018

## AGM Calendar

Date	Time	Event
28 March 2018		Distribute Formal Notice of Meeting
Thursday 19 April 2018	11.00am (Sydney time)	Close of proxies and postal votes
Saturday 21 April 2018	11.00am (Sydney time)	Conduct AGM

## AGM Agenda

**1. Chair's Welcoming**

**2. Apologies**

**3. Minutes of 2017 Annual General Meeting**

**4. Company Presentation**

**5. Annual Report**

To receive and consider the Company's 2017 Annual Report.

**6. Financial statements and reports**

To receive and consider (a) the Company's financial statements; (b) the Director's report; and (c) the auditor's report, in respect of the financial year ended 30 June 2017.

**7. Election of Directors**

Four (4) directors are to be elected. There are four (4) candidates seeking election. They are listed in alphabetical order in the following resolutions

To consider, and if thought fit, to pass the following resolutions as separate ordinary resolutions:

Resolution 1. "THAT Glynis Boobyer be re-elected as a Director."

Resolution 2. "THAT Aaron Heiler be elected as a Director."

Resolution 3. "THAT David Hope be re-elected as a Director."

Resolution 4. "THAT Christine Richardson be re-elected as a Director."

**NOTES:**

1. A summary of the qualifications and experience of each of the candidates as set out in their Nomination Forms is set out in section 7.3.
2. Information in relation to the voting on the resolutions for the election of Directors is set out below and in section 7.2

**8. Appointment of Auditor**

Resolution 5

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"THAT, Hall Chadwick (NSW), having consented to act as auditor of the Company, be appointed as the auditor of the Company with effect from the close of this Meeting."

**9. Meeting Close**

**10. Informal feedback session on draft new Constitution**

Following the conclusion of the Meeting, Members will be given an opportunity to provide the Board with their feedback on, and to ask questions about, the draft new Constitution which will be posted on the Company's website prior to the Meeting.

***At the conclusion of the meeting, members, visitors and guests are invited to join the Directors for refreshments***

## VOTING ON RESOLUTIONS

### VOTING WITHOUT ATTENDING THE ANNUAL GENERAL MEETING

A Member who is entitled to vote at the Meeting and who does not wish to attend and vote at the Meeting personally may vote in **EITHER** of 2 ways:

1. By casting a Postal Vote; OR
2. By appointing a proxy to attend and vote on their behalf at the Meeting.

By validly casting a Postal Vote, it will not be necessary for a Member to appoint a proxy to attend and vote on their behalf.

### CASTING A POSTAL VOTE

A Member who is entitled to vote on a resolution at the Meeting may vote on the resolution by giving the Company a Postal Vote Notice setting out how the Member wishes to vote on the resolution. A Postal Vote Notice is enclosed with this Notice of Meeting. A valid Postal Vote which has not been revoked in accordance with the Constitution will count as a vote cast on a poll called on the resolution taken at the Meeting.

If a Member who is entitled to vote on a resolution has validly cast a Postal Vote, he or she (or his or her Attorney or corporate representative) can still attend the Meeting. The rights of the Member (or his or her Attorney or corporate representative) to participate in the Meeting are the same as if the Member did not cast a Postal Vote. If the Member (or his or her Attorney or corporate representative) wishes to, he or she can attend and vote in person at the Meeting. A vote on a poll called on a resolution will revoke any previous Postal Vote cast on the relevant resolution. Attendance at the Meeting only will not revoke a Postal Vote.

A Postal Vote must be made on the enclosed Postal Vote Notice and must be lodged by post or by fax with the independent Returning Officer nominated below.

To be effective, the Postal Vote Notice (and, if it is signed by an Attorney, the original or a certified copy of the relevant Power of Attorney) must be received **no later than 11.00am (Sydney time) on Thursday, 19 April 2018** by:

**The Returning Officer  
Animal Welfare League NSW  
Grant Thornton Australia Ltd  
Locked Bag Q800  
QVB Post Office  
Sydney NSW 1230**

**Fax: 02 9299 4445**

Members should also date the Postal Vote Notice. If they do not, it is taken to be dated when it is received by the Company.

### APPOINTING A PROXY

A Member who is entitled to vote at the Meeting has a right to appoint a proxy to attend and vote on their behalf. The proxy may, but need not, be a Member. A Proxy Form is enclosed with this Notice of Meeting.

A proxy's authority to speak and vote for a Member at the Meeting is suspended if the Member (or his or her Attorney or corporate representative) is present at the Meeting.

In accordance with the Constitution, if both a Postal Vote Notice and an appointment of proxy is validly given by a Member:

- if the Postal Vote Notice and the appointment of proxy have the same date, the appointment of the proxy will be treated as revoked and the Postal Vote Notice will be treated as valid; and
- if the Postal Vote Notice and the appointment of proxy have different dates, the earlier one will be treated as revoked and the later one will be treated as valid.

To be effective, the Proxy Form (and, if it is signed by an Attorney, the original or a certified copy of the relevant Power of Attorney) must be received **no later than 11.00am (Sydney time) on Thursday, 19 April 2018** by the Returning Officer at the address or fax number shown above (and on the top of Proxy Form)

Members should also date the Proxy Form. If they do not, it is taken to be dated when it is received by the Company.

## **CORPORATE REPRESENTATIVES**

A Member that is a body corporate may appoint an individual to act as its representative at the Meeting in accordance with section 250D of the Corporations Act. The appointment must be executed in accordance with the body corporate's constitution. The representative should bring to the Meeting evidence of his or her appointment.

## **RETURNING OFFICER**

The Company has appointed Kirsten Taylor-Martin of Grant Thornton Australia Ltd as Returning Officer to oversee the voting on the resolutions at the Meeting, including those for the election of Directors. The Returning Officer's role is to ensure the independence and integrity of the counting of votes.

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## **Explanatory Notes**

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These Explanatory Notes are incorporated in, and comprise part of, this Notice and should be read in conjunction with the Notice.

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### **Items 5 and 6. Annual Report and Financial Statements and Reports**

The Company's Annual Report for 2016-2017 and the financial report (which includes the financial statements and Directors' declaration), the Directors' report and Auditor's report for the financial year ended 30 June 2017 will be tabled before the AGM. No vote is required for these items of business under the Constitution or the Corporations Act.

Members will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports, and on the business and operations of AWL.

A copy of the Annual Report accompanies this Notice. A copy of the financial report, Directors' report and Auditor's report for the financial year ended 30 June 2017 as well as the Annual Report are available on the Company's website at <http://www.awlnsw.com.au/members.html>

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### **Item 7. Election of Directors**

#### **7.1 Vacancies and candidates**

In accordance with the Constitution, Christine Richardson, Glynis Boobyer and David Hope must retire by rotation at the Meeting and, being eligible, offer themselves for re-election. Christine Richardson and Glynis Boobyer were last elected at the 2014 AGM. David Hope was last elected at the 2016 AGM and, being eligible, offers himself for re-election.

On 25 January 2018, the Company called for nominations for the election of Directors at the AGM. A total of 4 nominations were received by the Close of Nominations. They included each of the 3 retiring Directors named above. A nomination was also received from Aaron Heiler.

Under the Constitution, the permitted maximum number of Directors is nine (9). Following the recent resignations of Jeanette Emanuel and Joanne Righetti, there are seven (7) Directors in office as at the date of this Notice. Accordingly, there are five (5) vacancies but only four (4) candidates. Under the Constitution, the remaining vacancy may be filled by the Board after the Meeting.

#### **7.2 Voting for Directors**

The Chairperson will call a poll on each of the four (4) resolutions for the election of a Director set out in item 7 of the Notice in accordance with clause 18.2(a) of the Constitution.

Voting Members are entitled to vote FOR or AGAINST some or all of the candidates. A Voting Member must not vote FOR and AGAINST the same candidate otherwise their vote will be invalid.

In order to be elected, a candidate must receive more votes validly cast in favour of the resolution for their election than against.

Any vacancies on the Board not filled at the AGM may be filled as casual vacancies by the Board as constituted following the conclusion of the election.

The Directors will appoint from among their number the President, 2 Vice Presidents and Treasurer in accordance with clause 6.4 of the Constitution at the first board meeting following the AGM.

### 7.3 Qualifications and experience of candidates

A summary of the qualifications and experience of each of the candidates (listed in alphabetical order) as set out in their Nomination Forms is set out below.

Candidate	Qualifications and experience
<p><b>Glynis Boobyer</b></p>	<p>Animal lover and long-time supporter of AWL, becoming director in 2014, VP in 2016 and Chair of Animal Welfare Committee. Completed AICD governance training.</p> <p>Passionate about cats with several "happy-ending" rescue stories featured in "Love Tails", and many litters of orphans hand-raised.</p> <p>If re-elected would like to help develop strategies to ensure AWL is recognised as setting the highest standards in animal welfare, providing best outcomes for animals.</p> <p>Continuation of "G2Z" philosophy resulting in increased adoptions.</p> <p>Strengthening relationships with branches, recognition of volunteers, increased funding for desexing campaigns and branch activities.</p> <p>Expansion of community animal welfare education programs.</p> <p>Dialogue with councils, government and interested parties to consider how to alleviate suffering of street cats and reduce unwanted litters.</p> <p>Encourage change of attitude of courts re less leniency when considering animal cruelty.</p> <p>Continuing governance to ensure AWL objectives fit within increased governance requirements for Not for Profits.</p>
<p><b>Aaron Heiler</b></p>	<p>Animal lover spent my life saving and rehoming animals.</p> <p>Passion for closing down puppy farms &amp; caring for those neglected and mistreated.</p> <p>Successful Real Estate Agency owner, employing a number of staff</p> <p>Great communicator, able to lead and work collaboratively, team members imperative and detrimental to the success of any business or organisation.</p> <p>Help started up a new branch, positions held President, Vice President.</p> <p>Would like to see AWL run harmoniously, where Branches, Members, Head Office and Board all work together.</p> <p>Part of a team that is transparent and works in the best interest of animals, ensuring AWL is a strong and valued leader in animal welfare</p>

Candidate	Qualifications and experience
	<p>Goals to re-home more cats and dogs.</p> <p>Passionate, enjoy challenges, resilient, ability and flexibility to problem solve and follow through.</p> <p>I welcome the opportunity to work with a dedicated team and share my experience in business and animal care for a successful outcome.</p>
<p><b>David Hope</b></p>	<p><b>Qualifications</b></p> <p>Bachelor of Veterinary Science - University of Sydney.</p> <p>Completed Governance course for not for profit directors run by AICD.</p> <p><b>Experience</b></p> <p>I have 38 Years experience as a small animal Veterinarian, the last 31 as Principal at Box Hill Veterinary Clinic which I started in 1987. My whole professional career has been spent in practices that have welfare work as a significant part of their caseload. At Box Hill we currently have 12 Welfare Groups as clients.</p> <p>About 2 years ago I decided that as well as providing hands on veterinary work for welfare, I would donate some time and expertise as a director on the board of AWL NSW. In the past two years I have had the roles of Vice President, Treasurer and Chair of the Audit Committee. I am seeking a further term as director in order to see through many strategic plans that are going to see AWL NSW emerge as an even stronger force for the welfare of companion animals.</p>
<p><b>Christine Richardson</b></p>	<p><b>Qualifications</b></p> <p>RN; Member AICD; Director AWLNSW; Certificate of Governance for Not For Profit Organisation Governance Institute; AICD Governance Not for Profit Course; Director Animal Welfare League Australia.</p> <p><b>Experience</b></p> <p>A retired nurse, with diverse experience in management, animal welfare and political advocacy for animal causes.</p> <p>Over 8 years, my roles included foster carer, cat welfare officer, treasurer and president and reducing the number of kittens euthanized at Hawkesbury Shelter</p> <p>My passions include desexing and reducing euthanasia of healthy companion animals plus promoting and educating the public about responsible pet ownership and 'Getting to Zero'.</p> <p>A director of AWLNSW since November 2014, active on Animal Welfare, Audit &amp; Risk, Building and Constitution committees.</p> <p>President since 2015, my goals include growing the organisation, improving governance and meeting ever-increasing legal complexities for Not for Profits, and maximizing the percentage of funds used directly to benefit the animals in our care.</p> <p>I believe staff, volunteers and members within our organisation, including our wonderful branches are most productive when respected, valued and given credit for being part of a happy and well conducted team.</p>

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## **Item 8. Appointment of Auditor**

### **8.1 Background**

Following a Board review and market assessment of the Company's external audit services, the Board appointed Hall Chadwick (NSW) as the Company's auditor in place of the previous auditor Berger Piepers with effect from 17 July 2017. As required under the Corporations Act, ASIC consented to the resignation of Berger Piepers as the Company's auditor

In accordance with subsection 327C(2) of the Corporations Act, Hall Chadwick (NSW) holds office until the Meeting. Accordingly, under Resolution 5, the approval of Members is sought to the continuing appointment of Hall Chadwick (NSW) as the Company's auditor (as required under the Corporations Act).

In accordance with section 328B of the Corporations Act, the Company has received a Notice of Nomination of Hall Chadwick (NSW) as auditor of the Company from Christine Richardson, a Member and Director. As required under the Corporations Act, a copy of the Notice of Nomination is reproduced below in **Annexure A**.

The Chairperson will also call a poll on Resolution 5.

### **8.2 Board Recommendation**

The Board unanimously recommends that Members vote in favour of Resolution 5.

### **8.3 Chairperson's voting intentions**

The Chairperson intends to vote all available undirected proxies in favour of Resolution 5.

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## **Glossary**

In this Notice of Annual General Meeting, the Explanatory Notes, the Proxy Form and Postal Vote Notice:

**AICD** means Australian Institute of Company Directors.

**ASIC** means the Australian Securities and Investments Commission.

**Chairperson** means the chairman of the Meeting.

**Company** or **AWL** means Animal Welfare League NSW (ABN 88 000 533 086).

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Meeting** or **AGM** means the annual general meeting of the Company convened by this Notice.

**Member** means a member of the Company.

**Notice** means the notice of annual general meeting which accompanies these Explanatory Notes.

**Postal Vote Notice** means the Postal Vote Notice accompanying this Notice.

**Proxy Form** means the Proxy Form accompanying this Notice.

**Resolution** means a resolution in the form proposed in the Notice.

**Returning Officer** means Kirsten Taylor-Martin of Grant Thornton Australia Ltd.

**Voting Member** means a Member who has the right to be present and to vote on at least one item of business to be considered at the AGM in accordance with the Constitution.

## Annexure A - Notice of Nomination of Auditors

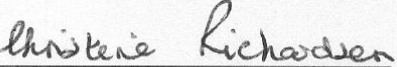
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**TO:** The Directors  
Animal Welfare League NSW  
(ACN 000 533 086)  
(Company)

### NOTICE OF NOMINATION OF AUDITOR

I, Christine Richardson, being a member of the Company, **HEREBY NOMINATE** Hall Chadwick (NSW) of Level 40, 2 Park Street, Sydney. NSW 2000, for appointment as auditor of the Company at the Company's Annual General Meeting to be held on 21 April 2018 and at any adjournment of that meeting.

**DATED** 2 March 2018

  
Christine Richardson  
Christine Richardson