



## ANIMAL WELFARE LEAGUE NSW

ABN 88 000 533 086

### NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

Animal Welfare League NSW  
1605 Elizabeth Drive,  
Kemps Creek NSW 2178  
Saturday, 20 February 2021  
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 in the grounds of **AWL's Head Office, 1605 Elizabeth Drive, Kemp's Creek NSW 2178 on Saturday, 20 February 2021 commencing at 11.00am (Sydney time).**

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

#### IMPORTANT NOTICE – FORMAT OF AGM

*As at the date of this Notice, the Board intends that the AGM be held in a marquee erected in the grounds of the Company's head office at Kemp's Creek and that members will be able to attend the AGM in person. The AGM will be conducted in accordance with all applicable COVID-19 restrictions in force at the date of the AGM, including (if applicable) any limit on the number of attendees and physical distancing requirements. A COVID-19 Safety Plan will be in place for the AGM.*

*If the COVID-19 restrictions in force on the date of the AGM mean that it is not possible or practicable for members to attend the AGM in person, the Company will notify all members who have provided their email addresses of any postponement of, or any alternative arrangements for holding, the AGM as soon as possible. Details will also be published on our website at [www.awlnsw.com.au/members](http://www.awlnsw.com.au/members).*

*If you do not wish to attend the AGM in person or are unable to do so, you are encouraged to vote by casting a Postal Vote or by appointing a proxy or attorney to attend the AGM and vote on your behalf in accordance with the instructions 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.

By order of the Board

**David Hope**  
President

16 December 2020

## AGM Calendar

Date	Time	Event
11 January 2021		Distribute Formal Notice of Meeting
Thursday, 18 February 2021	11.00am (Sydney time)	Close of proxies and postal votes
Saturday, 20 February 2021	11.00am (Sydney time)	Conduct AGM

## AGM Agenda

### 1. Chair's Welcoming

### 2. Apologies

### 3. Minutes of 2019 Annual General Meeting

### 4. Company Presentation

### 5. Annual Reports

To receive and consider the Company's 2019 and 2020 Annual Reports.

### 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 2019; and
- the financial year ended 30 June 2020.

### 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 **Glyn Boobyer** be re-elected as a Director."

Resolution 2. "THAT **Nick Debere** be elected as a Director."

Resolution 3. "THAT **Paul Gladman** be elected as a Director."

Resolution 4. "THAT **Audrey McGeown** 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 or as provided to AWL 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. To adopt a new constitution

Resolution 5.

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

*"THAT the constitution signed by the President for the purpose of identification and tabled at the Meeting be adopted as the constitution of the Company, in place of the existing constitution of the Company, with effect from the close of this Meeting."*

**NOTE:** This resolution is a special resolution. To be effective, it must be passed by at least 75% of the votes cast by the Members (either in person or by proxy, attorney or postal vote) entitled to vote on it.

### 9. Meeting Close

***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 or attorney 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) can still attend the Meeting. The rights of the Member (or his or her Attorney) 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) 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, 18 February 2021** 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) 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, 18 February 2021** 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.

## **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.

## **Explanatory Notes**

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

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

The Company's Annual Reports for 2018-2019 and 2019-2020 and the financial report (which includes the financial statements and Directors' declaration), the Directors' report and Auditor's report for the financial years ended 30 June 2019 and 30 June 2020 respectively 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 financial report, Directors' report and Auditor's report for the financial years ended 30 June 2019 and 30 June 2020 as well as the 2019 and 2020 Annual Reports are available on the Company's website at <http://www.awlnsw.com.au/members>

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

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

Under the Constitution:

- (a) the permitted maximum number of Directors in nine (9); and
- (b) four (4) of the nine (9) Directors in office as at the date of this Notice must retire at the end of the Meeting.

Accordingly, there are four (4) vacancies to be filled at the Meeting.

Two of the retiring Directors, namely Audrey McGeown and Glyn Boobyer, were last elected at the 2017 AGM and 2018 AGM respectively and retire by rotation. The other two retiring Directors, namely Nick Debere and Paul Gladman, were appointed by the Board to fill casual vacancies since the 2019 AGM. Each of the retiring Directors, being eligible, is standing for re-election or election (as the case may be).

On 18 November 2020, the Company called for nominations for the election of Directors at the Meeting. Four (4) Nominations were received by the Close of Nominations. Accordingly, there are four (4) candidates in total.

#### **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 AGM.

If the New Constitution is approved by Voting Members, the Directors will appoint from among their number the Elected Chairperson, up to 2 Elected Vice Chairpersons and Treasurer at the first Board meeting following the AGM. If the New Constitution is not approved, the Directors will appoint from among their number the President, 2 Vice-Presidents and Treasurer at that Board meeting.

### 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 or as provided to AWL is set out below.

Candidate	Qualifications and experience
<p><b>Glyn Boobyer</b></p>	<p><b>Experience:</b></p> <p>I feel honoured to be associated with such a reputable organisation as AWL, as supporter since 1977, long-time member, secretary of Western Suburbs Branch, director since 2014 (former VP) and currently member of four AWL committees.</p> <p>Working alongside other directors and a strong management team, I have witnessed remarkable achievements, such as the state-of-the-art cattery and mobile vet clinic, a one-of-a-kind success. If re-elected, I hope to continue contributing to AWL’s goals, in line with the five-year strategy. This will include sound financial management, compliance, increased adoptions, strong prevention focused inspectorate, reduced animal cruelty through education and adhering to the highest standards in animal welfare to see AWL become the “go-to” organisation for all animal welfare related matters.</p> <p>I am proud of AWL’s reputation and wish to recognise the dedication and commitment of volunteers from AWL’s branches - without them, AWL could not be the strong organisation it is today.</p>
<p><b>Nick Debere</b></p>	<p><b>Qualifications:</b></p> <p>Member Australian Institute of Company Directors  <b>1992-1995 University of Hull - BA (Hons) Business Management.</b></p> <p><b>Experience:</b></p> <p>I have specialised in the Human Services sector for the last decade and have managed organisations to deliver a range of private and outsourced government contracts. I have worked as a senior executive for the last fifteen years and have experience as a CEO, working with organisations to drive, develop and implement growth and diversification strategies and have also set up a business and established various new divisions.</p> <p>Longer-term projects with clients have focused on growth, change management, diversification and performance improvement. As Federal and State governments fund many of the programs, operational performance and financial returns are underpinned by a strong focus on compliance, quality and risk. I have experience establishing governance structures with a focus on enhancing service delivery.</p> <p>Projects have involved working closely with Ministers, Advisors and government departments and I was on the Minister’s panel for the future of employment services in 2018.</p> <p>I have experience as a Non-Executive Director and am currently Deputy Chair for a Board and also Chair their Finance and Risk committee.</p> <p>My career began in the wildlife sector in Botswana and my passion for animals has only increased since then.</p>

Candidate	Qualifications and experience
<p><b>Paul Gladman</b></p>	<p><b>Qualifications:</b></p> <p>MBA</p> <p>Graduate Australian Institute of Company Directors</p> <p><b>Experience:</b></p> <p>30 years' experience in Australian Financial Services working for some of Australia's largest for-profit firms as well as some smaller for-purpose firms.</p> <p>Primarily in General Management, including C-suite roles, culminating in the most recent role as CEO with a Private Health Insurer.</p> <p>Experienced in operations management, strategic management, transformation leadership and people leadership, with success achieved in periods of crisis as well as during more prosperous times.</p> <p>Now pursuing a career as a professional director, I feel that my experience on both sides of the for-profit/for-purpose fence provides a rare perspective and capacity to leverage the strengths and benefits of one into the other.</p> <p>I feel a particular synergy with the for-purpose sector and feel that my experience, skills, passion and time commitment can be of great benefit to Animal Welfare League (NSW).</p>
<p><b>Audrey McGeown</b></p>	<p><b>Qualifications:</b></p> <p>Member of Animal Welfare League NSW 15 years.</p> <p>Business management experience (30+ years in retail and construction industries)</p> <p>Diploma in Business Administration. Diploma in Work Health &amp; Safety.</p> <p>Winner of three business awards</p> <p>Committee representation - Animal Welfare League NSW and Richmond TAFE (developed partnership proposal with Richmond TAFE &amp; AWL to provide work placement for students and house AWL Cats on campus).</p> <p>AWL Hawkesbury Valley Branch and Hawkesbury Council (developed Cat Pilot Program with Hawkesbury City Council to reduce cat euthanize rate).</p> <p>7+ years as a member of Blacktown Councils Urban Animal Management Advisory Sub- Committee. Instrumental in assisting Blacktown Council in implementing mandatory de-sexing all companion animals sold from its Animal Holding facility.</p> <p>German Shepherd rescue program: 17+ years assessing &amp; re-habilitating German Shepherds</p> <p><b>Experience:</b></p> <p>AWL NSW Member of fifteen years. My aim is to facilitate a growing AWL League with stable leadership and management by providing a high level of dedication and commitment to all board responsibilities, have the ability to drive organisational performance, remaining objective and impartial to serve in the best interest of the League. Utilising my years of experience to implement strategic direction to execute our five-year strategy, monitor strategies and objectives and oversee any potential pit falls and risks. I continue to be extremely passionate about the welfare of animals and believe that all companion animals deserve a safe and loving home and that this can be achieved through AWL's work in rehoming, education and desexing programs.</p>

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## Item 8. Adoption of New Constitution

### 8.1 Background

A proposed new constitution of the Company (**2019 Proposed Constitution**), which was formulated after an extensive Board review and Member consultation process, was submitted for approval by the Members at the Company's 2019 AGM. A former director and a number of other Members raised concerns about some aspects of the 2019 Proposed Constitution in the lead up to, and at, the 2019 AGM. In the result, the special resolution to adopt the 2019 Proposed Constitution was not passed by the required majority of votes cast by Members (or their proxies).

An updated proposed new constitution (**New Constitution**) has now been prepared. It includes a number of amendments to the 2019 Proposed Constitution intended to address the concerns previously raised by Members as well as some drafting refinements. The New Constitution is otherwise substantially the same as the 2019 Proposed Constitution. The key amendments to the 2019 Proposed Constitution are:

- increasing the minimum number of directors from 3 to 5 (clause 49);
- including a specific prohibition on the payment of fees to a director (or any entity the director controls) for any professional, technical or other services they provide to, or other work they do for, the Company (clause 58(c)); and
- inserting a consequential limitation on the payments for goods and services provided to the Company by members which are permitted as an exception to the prohibition on the distribution of the Company's income and assets to its members (clause 10(b)).

The approval of Members to the New Constitution is being sought under Resolution 5. If approved, the New Constitution will entirely replace the Company's existing constitution (**Existing Constitution**). Members are being asked to approve the New Constitution as a whole.

The purpose of the following Explanatory Note is to:

- explain why Members are being asked to approve the New Constitution;
- summarise the key differences between the New Constitution and the template constitution for companies limited by guarantee which are registered charities published by the Australian Charities and Not-for-profit Commission (**ACNC Template Constitution**); and
- summarise the key differences between the New Constitution and the Existing Constitution.

### 8.2 Why are Members being asked to approve a new constitution?

The Existing Constitution was adopted by Members at the 1999 Annual General Meeting and subsequently amended in 2007 and 2013.

In December 2012, the Company became a registered charity (**Registered Charity**) under the *Australian Charities and Not-for-profit Commission Act 2012* (Cth) (**ACNC Act**). Amongst other things, the ACNC Act "switched off" some requirements of the Corporations Act relating to the governance of Registered Charities registered under the Corporations Act, including the Company.

In December 2014, the Australian Charities and Not-for-profit Commission (**ACNC**) released a template constitution designed to help a charitable, not-for-profit company limited by guarantee (such as the Company) create a suitable governing document (**ACNC Template Constitution**). It is a straightforward and modern set of rules for the good governance of a Registered Charity intended to be adapted by Registered Charities to suit their particular circumstances. It complies with the legal requirements under the ACNC Act for the constitution of a Registered Charity and is consistent with the provisions of the Corporations Act which continue to apply to Registered Charities registered under that Act. It is drafted in a plain English style.

The Existing Constitution is inconsistent in some respects with the dual regulatory regime which currently applies to Registered Charities. Some provisions are now obsolete. The Board considers it is important that the Company's constitution be consistent with the current law and good practice and that it embody a governance structure which is contemporary and relevant. Accordingly, following an extensive review process, the Board has formulated the New Constitution for approval by the Members at the Meeting.

The Board considered it was appropriate that the New Constitution be based on the ACNC Template Constitution and that it be modified as appropriate in the light of some of the key principles embodied in the Existing Constitution.

### **8.3 Proposed New Constitution**

A copy of the proposed New Constitution is available on the Company's website - [www.awlnsw.com.au/members](http://www.awlnsw.com.au/members). A copy is also available for inspection at the Company's head office at Kemps Creek and at each Branch office. Members can also obtain a copy without charge by calling Tegan Primmer on 02 8777 4461 - in which case, the Company will mail you a copy. A copy will also be available for inspection at the Meeting.

### **8.4 What are the key differences from the ACNC Template Constitution?**

The New Constitution differs from the ACNC Template Constitution in regard to certain matters relevant to the Company. The key differences from the ACNC Template Constitution are the following - but those differences reflect the Existing Constitution:

- (a) the requirement for a unanimous resolution of members to amend clause 54(h) dealing with the loss of office of a director who is or becomes a member, office bearer or employee of certain bodies (clause 11);
- (b) the recognition of certain categories or groups of membership, including General Members, Life Members, Concession Members and Junior Members, the automatic classification of existing members as appropriate and confirmation of the voting and other rights of members in each Membership Group (clause 15) and requirements for a meeting of members in a Membership Group (clause 36);
- (c) obligations on applicants for membership to pay an Application Fee and on members other than Life Members to pay an annual fee (clauses 17 - 21);
- (d) the ability of the Directors to postpone or cancel a general meeting of members (clause 29);
- (e) voting restrictions at general meetings (eg. if the Membership Group of a member specifically excludes voting rights) (clause 44);
- (f) the inclusion of postal voting procedures (clause 48);
- (g) requirements to be eligible for election as a director (clause 50(c)) or appointment as a director (clause 50(d)) and election of office bearers (clause 51);
- (h) removal of directors (clause 53) and circumstances when a director stops being a director (clause 54);
- (i) proceedings of directors' committees (clause 57) and the effect of irregularities on resolutions of directors / directors' committees (clause 69); and
- (j) requirements relating to branches (clauses 78 - 83).

Other key differences from the ACNC Template Constitution are:

- (k) the requirement that only individuals can be members (clause 13);
- (l) the omission of detailed provisions regulating disputes between members, directors and the Company (clause 23) and the disciplining of members (clause 24) - which instead will be set out in the relevant Procedures approved by the directors from time to time;
- (m) signed proxies given by members without naming the proxy will be given to the Elected Chairperson (clause 45(e)) - this is typical practice to enable the members' voting wishes to be given effect to at a general meeting;
- (n) disclosure by directors of any memberships in animal welfare entities (clause 61(a));
- (o) the rights of former directors to access Company documents are limited to documents relating to their period of office (clause 87(c)); and
- (p) the key differences from the Existing Constitution listed in sections 8.5(g) - 8.5(u) below.

### **8.5 What are the key differences from the Existing Constitution?**



The New Constitution differs from the Existing Constitution because the New Constitution is based on the ACNC Template Constitution.

The key differences from the Existing Constitution - but which reflect the ACNC Template Constitution are:

- (a) a director appointed by the directors to fill a casual vacancy on the Board must be a member (clause 50(d));
- (b) a person does not cease to be a director as a result of a failure to declare his or her interests;
- (c) a proxy cannot vote on a show of hands (clause 46(a));
- (d) the requirements regarding accounts and audit have been removed as they are governed by the ACNC Act (whilst the Company is a Registered Charity) or the Corporations Act (if the Company ceases to be a Registered Charity);
- (e) notice is taken to be given to members on the third day after posting of the notice (clause 77); and
- (f) the members of the Company will determine which similar entity will receive the Company's surplus assets on a winding up (clause 89(b)).

Other key differences from the Existing Constitution are:

- (g) the inclusion of a definition of companion animals (clause 5);
- (h) refinement of some of the Company's objects, including those relating to companion animals (clause 8);
- (i) the inclusion of an obligation for members other than Life Members to apply for renewal of their membership (clause 14(b));
- (j) the automatic cancellation of a member's membership (as opposed to their membership privileges) in the event they fail to pay their Annual Fee within 3 months from the due date for payment (clause 20(a)) and, as consequence, including such a failure (without reinstatement of membership by the directors) as an event resulting in the immediate cessation of a member's membership (clause 22(c));
- (k) the directors' power to reinstate the membership of a member who stops being a member because they fail to pay their Annual Fee within 3 months from the due date may only be exercised if they decide that exceptional circumstances warrant reinstatement (rather than just when all the member's arrears have been paid) (clause 20(b));
- (l) the inclusion of a detailed hierarchy of entitlement to act as chairperson of a general meeting (clause 33);
- (m) the transfer of a proxy appointment with voting directions given in favour of a person other than the chairperson of a general meeting to the chairperson where the appointed proxy does not attend the meeting or vote on a poll (in substantially the same terms as set out in the Corporations Act) (clause 46(c));
- (n) the minimum number of directors is 5 (rather than 6) (clause 49);
- (o) requiring that a person ordinarily reside in New South Wales in order to be eligible for election or appointment as a director (clauses 50(c)(viii) and 50(d)(iv));
- (p) imposing a maximum term of office for directors of 9 years (either continuously or in broken periods) (clauses 50(c)(ix) and 50(d)(iv));
- (q) modifying the exception from the 2 years membership requirement to be eligible for election as a director so that it only applies to the election of a director previously appointed to fill a casual vacancy at the AGM at the end of their casual vacancy term (clauses 50(c)(i) and (ii));
- (r) the inclusion of a timeframe for the calling and close of nominations for election as directors and requirements for a valid nomination (clause 50(e));
- (s) the inclusion of a specific prohibition on the payment of fees to a director (or any entity the director controls) for any professional, technical or other services they provide to, or other work they do for, the Company (clause 58(c));

- (t) a consequential limitation on the payments for goods and services provided to the Company by members which are permitted as an exception to the prohibition on the distribution of the Company's income and assets to its members (clause 10(b)); and
- (u) the quorum for a meeting of directors is a majority of the directors (rather than the fixed number of 4 directors) (clause 65).

The Chairperson will also call a poll on Resolution 5.

#### **8.6 Board Recommendation**

The Board unanimously recommends that Members vote **FOR** Resolution 5.

#### **8.7 Chairperson's voting intentions**

The Chairperson intends to vote all available undirected proxies **FOR** Resolution 5.

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## **Glossary**

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

**ACNC Act** means the *Australian Charities and Not-for-profit Commission Act 2012* (Cth).

**ACNC** means the Australian Charities and Not-for-profit Commission.

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

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

**Constitution** or **Existing Constitution** means the current 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.

**New Constitution** means the new constitution of the Company submitted for approval by the Members referred to in Resolution 5.

**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 this 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.