

**MINUTES OF THE ANNUAL GENERAL MEETING OF MEMBERS OF
ANIMAL WELFARE LEAGUE NSW
ACN 000 533 086**

DATE	Saturday, 15 June 2019
TIME	11.00 am (Australian Eastern Standard Time)
PLACE	Parramatta RSL Club, Cnr O'Connell Street & Macquarie Street, Parramatta, NSW 2150
PRESENT	David Hope (Chair) Audrey McGeown (Director) Glyn Boobyer (Director) Narelle Cocks (Director) Annette Tomlinson (Director) Marg Steel (Director) Leonie Elvin (Director) Aaron Helier (Director)
IN ATTENDANCE	Mark Slater (CEO) Maryse MacMurdo (Company Secretary) Stephen Jean-Louis (Returning Officer – Grant Thornton Australia Ltd) Maria Townsend (Legal Advisor – HWL Ebsworth) Sandeep Kumar from Hall Chadwick (Auditors)
APOLOGIES	Steve Sampson (Director)
MEMBERS	39 Members as per the signed attendance sheet 5 Non-members as per the signed attendance sheet

1. Opening Meeting

David Hope, Chair, welcomed the AWL members staff, and volunteers and fellow Board Members. The Chair also welcomed Maria Townsend, Legal Advisor of HWL Ebsworth, Mr Stephen Jean-Louis, Returning Officer of Grant Thornton Australia Ltd who will ensure the independence and integrity of the counting of the votes on the resolutions to be put to the meeting and Sandeep Kumar from Hall Chadwick the Company's Auditors.

Quorum

The Chair noted a quorum was present and declared the Annual General meeting open at 11.05 am.

2. Apologies

The Chair noted an apology had been received from Steve Sampson a Director of the Company.

3. Recognition of Previous Director/Chair

The Chair thanked Christine Richardson (previous President) and Shawn Skyring (previous Director) who resigned during 2018 for their services to the Company.

4. Notice of 2019 Annual General Meeting

The Chair noted the Notice of Meeting dated 2 April 2019 convening the 2019 Annual General Meeting was sent to all members via email or post. There being no objections, the Notice of Meeting was taken as read.

5. Minutes of previous meeting

The Chair noted the minutes of the previous Annual General Meeting of members held on 21 April 2018, a copy of which had been posted on the Company's website, have been signed by the Chair of that meeting in accordance with the Corporations Act and there being no objections were noted and taken as read.

6. Company Presentations

The Chair noted there is no requirement under the constitution, the Corporations Act or the ACNC Act for members to approve or adopt the 2018 Annual Report or the financial statements and reports and advised accordingly, there would be no vote on these items of business.

2018 Annual Report

The 2018 Annual Report was tabled and laid before the meeting. The Chair noted the Annual Report provides information on the activities of the Company over the past year and commended everyone for their hard work. It was noted a copy of the Annual Report was sent to members with the Notice of Meeting and is available on the website for those who would like to consider it in more detail.

Chair's Presentation

The Chair provided a short address to the meeting providing the highlights over the financial year.

Testimonials from Branches

The meeting was presented with slides noting the testimonials from Branch members

Remembrance of Members

A slide was presented to the meeting in remembrance of members.

7. 2018 Financial Statements and Reports

The Chair provided a short address to the meeting of the financial results for the financial year ended 30 June 2018.

The financial report, directors' report and auditor's report for the financial year ended 30 June 2018 were laid before the meeting

The Chair opened the floor for questions in respect to the 2018 Annual Report and Financial Statements and Reports. There was one question from a member in relation the management of funds following the sale of Ingleside and how the return on investment will be managed. The Chair noted that those funds from the sale did not fall into the 2018 financial year and that JB Were have been engaged by the Company to management the Company's investment strategy.

8. Election of Directors

The Chair advised the meeting Mr Aaron Heiler wished to speak to the meeting in respect to an issue he has encountered pertinent to this item of business.

Mr Aaron Heiler addressed the meeting and noted he had 100 proxy votes which were sent by his bank manager who is a JP who signed the forms and noted the time these were sent. Mr Aaron Heiler advised the Returning Officer had advised him he had 65 proxies due to the others being received at 11.03 am and 11.11 am. Mr Aaron Heiler advised the meeting he believed it was important for members to know what goes on at the AGM as he noted many members had spoken to him voicing their concerns in respect to the Board.

The Chair responded to Mr Aaron Heiler's comments and noted this was an issue for the Returning Officer and noted the Board has no influence on the Returning Officer and noted if Mr Aaron Heiler doubted that, he is impugning the good reputation of Grant Thornton. The Chair noted the Returning Officer is bound by the rules of the Constitution and the timeframe for receipt of proxies. The Chair read out the relevant clause 16.3 of the Constitution which notes:

16.3 Deposit of proxy forms and powers of attorney

An appointment of a proxy or power of attorney is not effective for a particular meeting of members unless:

in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and

in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

The Chair moved each of the 5 separate ordinary resolutions for the election of a director set out in the Notice of Meeting.

The Chair noted as detailed in the Notice of Meeting, there are five (5) vacancies on the Board to be filled at this meeting. In order to be elected, a candidate must receive more votes validly cast in favour of the resolution for their election than against.

The Returning Officer provided a Summary of valid Postal and Proxy Votes (including the number of open or undirected proxy votes in favour of the Chair and persons other than the Chair) in respect of each resolution received by the lodgement deadline.

The Chair opened the floor for any questions or discussion in relation to the election of the Directors. There were no questions from the floor.

Call the Polls

In accordance with rule 18.2(a)(iii) of the constitution, the Chair called a poll on each of the 5 resolutions for the election of a director as set out in the Notice of Meeting. The Chair noted as a poll will also be called on the special resolution to adopt a new Constitution and directed that all polls be taken together.

The Chair advised the meeting the voting instructions are set out in the Voting Paper members and proxyholders received on registration are consistent with those set out in the meeting documents and noted should any person have any questions, the Returning Officer will assist.

9. Adoption of new Constitution

The Chair noted as detailed in the Explanatory Note attached with the Notice of Meeting the Board is proposing a new Constitution of the Company be approved by the members to replace the existing Constitution. The Chair noted a copy of the proposed new Constitution has been available on the Company's website and noted he had a copy of that proposed new Constitution signed by him and tabled at the meeting.

The Chair noted as Chair of the meeting he intends to vote all available undirected proxies in favour of this resolution. The Chair called for questions from the floor in relation to the adoption of a new Constitution. There were no questions.

Call the Poll

In accordance with rule 18.2(a)(iii) of the Constitution, the Chair called a poll on resolution 8 as set out in the Notice of Meeting and directed that it be taken now along with the polls on the 5 director election resolutions.

The Chair noted the voting instructions are set out in the Voting Paper members and proxyholders received on registration and are consistent with those set out in the meeting documents.

The Chair requested the meeting attendees to complete their Member Voting Paper and/or Proxyholder Voting Paper. Proxyholders should carefully read the voting instructions in relation to the casting of their available undirected or open votes.

After allowing time for members and proxyholders to complete and lodge their Voting Papers, the Chair advised the meeting that the Returning Officer had indicated that all Voting Papers had now been collected and noted the polls were closed at 12.20 pm.

After allowing time for the Returning Officer to count all votes, the Returning Officer announced the results of the polls on each resolution to the meeting as follows:

	For	Against
1. Narelle Cocks	156	113
2. Karen Davies	46	222
3. Leonie Elvin	258	12
4. Leonie Fergusson	120	131
5. Carol Fulton-Kennedy	151	99
6. Clare Hooper	132	118
7. Stephen Sampson	180	98
8. Margaret Steel	257	7
9. Annette Tomlinson	164	115
10. Constitution	172	83

Constitution - 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) as 67% result was declared the special resolution was not passed.

The Chair noted following the results of the polls just announced and **FORMALLY DECLARED THAT** the following resolutions were passed:

1. Narelle Cocks be re-elected as a Director
2. Leonie Elvin be re-elected as a Director
3. Stephen Sampson be re-elected as a Director
4. Margaret Steel be re-elected as a Director
5. Annette Tomlinson be re-elected as a Director

10. Closure

There being no further business, the Chair declared the meeting closed at 1.17pm.

Signed as a correct record



Chair

30-7-19

Date