



## ANIMAL WELFARE LEAGUE NSW

ABN 88 000 533 086

### NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

**Novotel Sydney Parramatta  
350 Church Street  
Parramatta NSW 2150  
Thursday, 13 November 2025  
Commencing at 4.00pm (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 NSW** or the **Company**) will be held at **Novotel Sydney Parramatta, 350 Church Street, Parramatta. NSW 2150 on Thursday, 13 November 2025 commencing at 4.00pm (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.

**Linda Geddes**  
President

13 October 2025

## AGM Calendar

Date	Time	Event
No later than Friday, 17 October 2025		Distribute Formal Notice of Meeting
Tuesday, 11 November 2025	4.00pm (Sydney time)	Close of proxies and postal votes
Thursday, 13 November 2025	4.00pm (Sydney time)	Conduct AGM

## AGM Agenda

- 1. Chair's Welcoming**
- 2. Apologies**
- 3. Minutes of 2024 Annual General Meeting**
- 4. Company Presentation**
- 5. Annual Report**  
To receive and consider the Company's 2025 Annual Report.
- 6. Financial statements and reports**  
To receive and consider (a) the Company's financial statements; (b) the Directors' report; and (c) the Auditor's report, in respect of the financial year ended 30 June 2025.
- 7. Election of Directors**  
Five (5) directors are to be elected. There are five (5) 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 **Tina Pacey** be re-elected as a Director."

**Resolution 2.** "THAT **Claire Pitham** be elected as a Director."

**Resolution 3.** "THAT **Tiffany Roxburgh** be elected as a Director."

**Resolution 4.** "THAT **Helen Swarbrick** be re-elected as a Director."

**Resolution 5.** "THAT **Olivia Tyler** be elected as a Director."

### NOTES:

- A summary of the qualifications and experience of each of the candidates as provided to AWL NSW is set out in section 7.3.
- 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 6.

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

"THAT, HLB Mann Judd Assurance (NSW) Pty Ltd, 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

## 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, fax or email 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 4.00pm (Sydney time) on Tuesday, 11 November 2025** by:

**The Returning Officer  
Animal Welfare League NSW  
SDJA  
PO Box 324, West Pennant Hills NSW 2125**

**Email: [info@sdja.com.au](mailto:info@sdja.com.au)**

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 another Member as their proxy to attend and vote on their behalf. In accordance with the Constitution, the proxy must 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 4.00pm (Sydney time) on Tuesday, 11 November 2025** by the Returning Officer at the address, fax number or email address 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 Juanelle Portelli of SDJ Audit Pty 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 this Notice.

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

The Company's Annual Report for 2024-2025 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 2025 will be tabled at 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 NSW.

A copy of the financial report, Directors' report and Auditor's report for the financial year ended 30 June 2025 as well as the 2025 Annual Report are available on the Company's website at <http://www.awlnsw.com.au/members>

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### Item 7. Election of Directors

#### 7.1 Vacancies and candidates

Under the Constitution, five (5) 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 five (5) vacancies available to be filled at the Meeting.

Two of the retiring Directors, namely Tina Pacey and Helen Swarbrick, were last elected at the 2023 AGM and retire by rotation. Three (3) of the retiring Directors, namely Claire Pitham, Tiffany Roxburgh and Olivia Tyler, were appointed by the Board to fill casual vacancies since the 2024 AGM (**Casual Appointees**).

Each of the retiring Directors, being eligible, is standing for re-election or election.

On 12 September 2025, the Company called for nominations for the election of Directors at the Meeting. No valid Nominations other than those submitted by the three Casual Appointees were received by the Close of Nominations. As Tina Pacey and Helen Swarbrick were last elected at the 2023 AGM and have held office as a Director since, under the Constitution they were not required to submit a formal Nomination. Accordingly, there are five (5) candidates in total.

#### 7.2 Voting for Directors

The Chairperson will call a poll on each of the five (5) Resolutions for the election of a Director set out in item 7 of the Notice in accordance with clause 43 (a)(iii) of the Constitution.

Voting Members are entitled to vote FOR or AGAINST one or both 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.

### 7.3 Qualifications and experience of candidates

A summary of the qualifications and experience of each of the candidates (listed in alphabetical order) as provided to AWL NSW is set out below.

Candidate	Qualifications and experience
<p><b>Tina Pacey</b></p>	<p><b>Qualifications</b> Board of Directors Animal Welfare League NSW for two years. President of Animal Welfare League Orange Branch for two years.</p> <p><b>Experience</b> I have over 25 years volunteer experience within animal welfare groups. I have been on the Board of Directors for over two years, and I have gained a strong understanding of the role and responsibilities of a Director. I performed the role of Treasurer twice during my term overseeing the financial reports. I have been a volunteer for multiple animal welfare groups for over 25 years, joining Animal Welfare League NSW over 6 years ago. I am a passionate advocate for all animals and their welfare.</p>
<p><b>Claire Pitham</b></p>	<p>I would love stay on the AWLNSW Board so we can give every animal a better chance at life. Animals are part of my everyday world— 2 rescue cats, 2 lively young dogs and even fish in my garden pond remind me why this work matters!</p> <p>I bring strong skills in planning, safety and good decision-making, so our organisation runs well and stays true to its mission. I'm also an active volunteer and want every helper to feel welcomed, valued and supported. I will keep focusing on strong local branches and practical rehoming programs so animals in every part of NSW receive care and find new homes.</p> <p>By working together with staff, volunteers, Government and community, we can keep AWLNSW growing, trusted and full of heart. I'll keep giving my energy and experience to make sure animals and the people who care for them always come first.</p>
<p><b>Tiffany Roxburgh</b></p>	<p>I am writing to nominate myself for a position on the Animal Welfare League NSW's board. As a chartered accountant, Graduate of the Australian Institute of Company Directors and the current Treasurer for AWLNSW, I have a deep understanding of the financial and strategic management needs of our organisation.</p> <p>My professional expertise is matched by my personal passion for animal welfare, which I live out every day with my two rescue cats and a flock of seven silkie chickens. I've seen first hand the incredible impact of our work and am committed to ensuring we can continue to grow and help more animals.</p> <p>My unique combination of financial expertise and heartfelt empathy would make me an invaluable asset to the board. I am confident I can help guide the AWLNSW toward a secure and impactful future.</p>
<p><b>Helen Swarbrick</b></p>	<p>After a successful 36-year academic career I retired in 2020 to pursue my passion for animal welfare. While at UNSW I established a cat welfare charity caring for community cats living on campus. This program humanely reduced the cat population from 80 to 7 cats today. I also engaged in advocacy on cat-related issues with several Sydney Councils, and have been proactive in small community cat projects around Sydney.</p>

Candidate	Qualifications and experience
	<p>I was formally appointed to the Animal Welfare League NSW Board in 2023. In my role as Director I have been active in developing community cat management programs, two of which are currently undergoing trials in NSW. I chair the Board’s Animal Welfare Advisory Committee (AWAC), and have assisted in preparing several AWL NSW submissions to State government. I am seeking re-election to the Board to continue to offer my expertise and enthusiasm for the organisation’s directions in animal welfare management.</p>
<p><b>Olivia Tyler</b></p>	<p><b>Qualifications</b></p> <ul style="list-style-type: none"> <li>• Graduate – Australian Institute of Company Directors (GAICD)</li> <li>• MBA – Melbourne Business School</li> <li>• Bachelor of Environmental Engineering – UNSW</li> <li>• Bachelor of Marine Science – University of Sydney</li> <li>• Impact Measurement &amp; Management (Säid Business School, Oxford)</li> </ul> <p><b>Experience</b></p> <p>I have been a lifelong advocate of rehoming companion animals having cared for 2 guinea pigs, 10 cats, 12 dogs, 50+ fish, and a horse. Professionally, I bring 25+ years of leadership in ESG, governance, and transformation across listed companies and not-for-profits. I joined the AWL NSW Board in February 2025, am currently Chief People &amp; Sustainability Officer at IVE Group, and the founder of Good &amp; Should - a sustainability and impact advisory which supports businesses doing good, better.</p> <p>I also hold board and advisory roles with Pet Medical Crisis, The Lost Dogs’ Home, and Earth Charter International.</p> <p>I'm motivated by two principles: making sustainable business second nature, and dedicating my time and capability to improving the lives of animals. AWL allows me to apply both—with strong governance, shared values, and practical leadership that supports AWL’s people, partners, and the animals at the heart of its work.</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 HLB Mann Judd (Assurance (NSW) Pty Ltd (**HLB Mann Judd**) as the Company’s auditor in place of the previous auditor Hall Chadwick NSW with effect from 9 May 2025. As required under the Corporations Act, ASIC consented to the resignation of Hall Chadwick NSW as the Company’s auditor with effect from that date.

In accordance with subsection 327C(2) of the Corporations Act, HLB Mann Judd holds office until the AGM. Accordingly, under Resolution 6, the approval of Members is sought to the continuing appointment of HLB Mann Judd 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 HLB Mann Judd as auditor from Linda Geddes, a Member and the President of the Company. 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 6.

### 8.2 Board Recommendation

The Board unanimously recommends that Members vote in favour of Resolution 6.

### 8.3 Chairperson’s voting intentions

The Chairperson intends to vote all available undirected proxies in favour of Resolution 6.

## Glossary

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

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

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

**Constitution** means the current constitution of the Company and, unless otherwise stated, a reference to a clause is a reference to a clause of the Constitution.

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

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

**HLB Mann Judd** means HLB Mann Judd Assurance (NSW) Pty Ltd.

**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 this Notice.

**Returning Officer** means Juanelle Portelli (an Associate Director of SDJ Audit Pty 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 Auditor

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

### **NOTICE OF NOMINATION OF AUDITOR**

I, Linda Geddes, being a member of the Company, **HEREBY NOMINATE** HLB Mann Judd Assurance (NSW) Pty Ltd of Level 5, 10 Shelley Street, Sydney NSW 2000 for appointment as auditor of the Company at the Company's Annual General Meeting to be held on Thursday, 13 November 2025 and at any adjournment or postponement of that meeting.

**DATED:** 2 October 2025



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**Linda Geddes**