ANIMAL WELFARE LEAGUE NSW

ABN 88 000 533 086

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

Loft Room 1,
Liverpool Catholic Club
424-458 Hoxton Park Road,
Prestons NSW 2170
Saturday, 28 November 2026
Commencing at 10.30am (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 **Loft Room 1, Liverpool Catholic Club, 424-458 Hoxton Park Road, Prestons. NSW 2170 on Saturday, 28 November 2026 commencing at 10.30am (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
31 October 2026

AGM Calendar

Date	Time	Event
No later than Tuesday, 3 November 2026		Distribute formal Notice of Meeting
Thursday, 26 November 2026	10.30am (Sydney time)	Close of proxies and postal votes
Saturday, 28 November 2026	10.30am (Sydney time)	Conduct AGM

AGM Agenda

1. Chair's Welcoming

2. Apologies

3. Minutes of 2025 Annual General Meeting

4. Company Presentation

5. Annual Report

To receive and consider the Company's 2026 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 2026.

7. Election of Directors

Four (4) 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 **John Brennan** be elected as a Director."

Resolution 2 *"THAT **Linda Geddes** be re-elected as a Director*."

Resolution 3. *"THAT **Tina Pacey** be elected as a Director*."

Resolution 4. "*THAT **Claire Pitham** be elected as a Director*."

Resolution 5. "*THAT **Tiffany Roxburgh** be elected as a Director*."

NOTES:

1. A summary of the qualifications and experience of each of the candidates as provided to AWL NSW 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. 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 10.30am (Sydney time) on Thursday, 26 November 2026** by:

The Returning Officer
Animal Welfare League NSW
c/- Mattila Advisory
PO Box 1685,
Double Bay NSW 1360

Email: office@mattila.net.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 10.30am (Sydney time) on Thursday, 26 November 2026** 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 Jenni Mattila of Mattila Advisory 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 this Notice.

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

The Company's Annual Report for 2025-2026 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 2026 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 2026 as well as the 2026 Annual Report are available on the Company's website at http://www.awlnsw.com.au/reports

Item 7. Election of Directors

7.1 Vacancies and candidates

Under the Constitution, four (4) of the eight (8) Directors in office as at the date of this Notice must retire at the end of the Meeting. Accordingly, there are four (4) vacancies available to be filled at the Meeting.

One of the retiring Directors, namely Linda Geddes, was last elected at the 2023 AGM and retires by rotation. Three (3) of the retiring Directors, namely Tina Pacey, Claire Pitham and Tiffany Roxburgh, were appointed by the Board to fill casual vacancies since the 2025 AGM (**Casual Appointees).**

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

On 28 September 2026, the Company called for nominations for the election of Directors at the Meeting. Valid Nominations were received by the Close of Nominations from Linda Geddes, the three Casual Appointees and John Brennan. 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 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. If more than four (4) candidates receive such a majority, the four (4) candidates who receive the highest number of votes validly cast FOR their election will be successfully elected.
In the case of a tie, the candidates who receive the fewest number of votes against the Resolution for their election will be successfully elected.

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
John Brennan	**Qualifications** Contractor Licence in the building industry for over 30 years; **Experience** I have had 15 years service in the NSW Police as a designated detective and service in the Drug Squad and the Homicide Squad. Having a wide and varied working life with experience in the building industry and law enforcement, plus other roles in the work area which I believe have given me a broad spectrum of exposure to many situations needing initiative, resourcefulness and common sense. I have had many years working with animals (assisting my wife) which continues to this day. This is mainly in the dog and cat domain but has included other animals in need. Maintaining a strong belief in the work A.W.L. does I am keen to see this continue in the future.
Linda Geddes	**Qualifications** Master of Public Policy – Griffith University **Experience** As a Board Director since 2023, I am committed to ensuring AWL NSW is governed effectively, manages its finances responsibly and plans strategically for a sustainable future, so we can improve outcomes for animals in our care. Since 2021, I have served on the Eurobodalla Branch Executive, working alongside wonderful volunteers to support companion animals and their owners in our community. My 30+ years of experience in the Australian Defence Force and Australian Public Service have given me a strong foundation in governance, accountability, strategic planning and ethical decision-making. Combined with my Branch experience, I bring valuable understanding of both the organisation's broader responsibilities and the practical work undertaken by our volunteers. AWL NSW is an organisation I care deeply about, built on the dedication of our volunteers, members and staff. I welcome the opportunity to continue contributing my experience, knowledge and commitment to the Board.
Tina Pacey	**Experience** I have been on the Board of AWL NSW for three years, President of the Animal Welfare League Orange Branch for two years and have a strong understanding of the roles and responsibilities of a Director. I have performed the role of Treasurer twice during my term overseeing the financial reports. I am a member of the Audit and Risk Committee, Strategy and Transformation Committee and Animal Welfare Advisory Committee. I have been a volunteer of multiple animal welfare groups for over 30 years, joining AWL NSW seven years ago. I am passionate about animal welfare, and the longevity of AWL NSW.

Candidate	Qualifications and experience
Claire Pitham	**Qualifications** Bachelor of Arts; Master of Arts (Hons) Psychology; Post Graduate Diploma of Occupational Safety and Health **Experience** It has been my pleasure and privilege to serve on the AWL NSW Board and with the Eurobodalla Branch for the past two years. I bring 26 years' experience in public service, including business strategy and governance, together with four years volunteering in my community. I have used these skills on the Board to contribute to discussions about safety, risk, volunteers and, most importantly, the welfare of animals in our care. I am actively involved in Board committees and value bringing a practical, considered and diplomatic approach to my role. I understand the important role AWL NSW plays in its communities and am excited about its future. I would like to continue contributing to the Board as AWL NSW grows, strengthens its volunteer community and works towards achieving its vision for the next five years.
Tiffany Roxburgh	**Qualifications** Bachelor of Commerce (major in Accounting); Chartered Accountant; Graduate of Institute of Company Directors **Experience** 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 AWL NSW, I have a deep understanding of the financial and strategic management needs of our organisation. 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 firsthand the incredible impact of our work and am committed to ensuring we can continue to grow and help more animals. 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 AWL NSW toward a secure and impactful future.

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 (or any part of it).

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.

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 Jenni Mattila of Mattila Advisory.

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.