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

DATE	Thursday, 13 November 2025
TIME	4.00 pm (Australian Eastern Standard Time)
PLACE	Novotel Sydney Parramatta, 350 Church Street, Parramatta NSW 2150
PRESENT	Linda Geddes (Chair) Marg Steel (Vice President) Colleen Ringe (Vice President) Glyn Boobyer (Director) Tina Pacey (Director) Helen Swarbrick (Director) Tiffany Roxburgh (Treasurer) Olivia Tyler (Director) Claire Pithan (Director)
APOLOGY	Nil
IN ATTENDANCE	Stephen Albin (CEO) Anne-Marie Nassif (Executive Officer) Marbill De Gracia (Company Secretary) Aidan Smith (HLB Mann Judd) (Auditor) Juanelle Portelli (SDJA) (Returning Officer) John McCombe (McCombe Lawyers) (Lawyer)
MEMBERS	51 Members as per the attendance sheet 5 Non-Members as per the attendance sheet

1. Opening Meeting

Linda Geddes, President of Animal Welfare League NSW (AWL NSW), on behalf of the Board and Management of Animal Welfare League NSW, welcomed members to the 13 November 2025 Annual General Meeting and thanked the Members, staff, volunteers and guests for their attendance.

In accordance with the AWL NSW Constitution, Linda Geddes was Chair of the Meeting and gave an Acknowledgement of Country.

The Chair welcomed fellow Board Members Marg Steel, Colleen Ringe, Treasurer Tiffany Roxburgh, Glyn Boobyer, Tina Pacey, Claire Pitham, Helen Swarbick and Olivia Tyler.

The Chair also welcomed:

- Stephen Albin, AWL NSW CEO;
- Aidan Smith, AWL NSW's Auditor from HLB Mann Judd;
- Juanelle Portelli, Returning Officer of SDJA; and
- John McCombe AWL NSW's lawyer from McCombe Lawyers.

Quorum

The Chair noted the required quorum for this Meeting is present: that being 51 members present, or taken to be present, in person or by proxy or attorney and declared the Annual General Meeting open at 4:00 pm. The Chair acknowledged that there was on oil spill on the M4 so would keep the doors open until voting starts to allow late members to join the Meeting.

2. Apologies

The Chair noted there were no apologies.

3. Notice of 2025 Annual General Meeting

The Chair noted the Notice of Meeting, dated 13 October 2025 convening the 13 November 2025 Annual General Meeting, was sent to all members by post or email. It was also displayed on the AWL NSW website.

There having been no objections lodged, the Notice of Meeting was circulated and taken as read.

4. Minutes of previous Meeting

The Chair noted the minutes of the previous Annual General Meeting of members held on 14 November 2024, a copy of which has been posted on AWL NSW's website, have been signed by the Chair, in accordance with the Corporations Act. There having been no objections lodged, the Minutes were taken as read.

5. Business of the Meeting

The Chair noted the four Items of Business before the current Meeting, namely:

1. the receipt and consideration of the Company's 2025 Annual Report;
2. the receipt and consideration of the Company's financial statements and associated Directors' Report and Auditor's Report for the financial year ended 30 June 2025;
3. the election of 5 Directors; and
4. the appointment of HLB Mann Judd Assurance (NSW) as the Company's auditor.

However, as the audit of the 2025 financial statements has not yet been completed, AWL NSW will not be in a position to table or consider them at this meeting. The delay in finalising the preparation and audit of the financial statements has resulted from a number of unusual factors, including:

- the rebuilding the accounting system to improve the recording and reporting of our financial information. As the change occurred midway through the financial year, the audit process for this year was more complex - because information had to be collated from two systems; and

- compliance with Government Grant reporting has been particularly complex. For example, the obligation to supply an audit certificate for the Enforcement Grant effectively took 3 weeks out an already tight overall audit schedule.

Following the Chair's presentation our Treasurer, Tiffany Roxburgh, will provide an overview of our financial performance during, and financial position as at the end of, the 2025 financial year when considering the 2025 Annual Report. This will be based on unaudited financial information.

The Chair noted that there is no requirement under our Constitution, the Corporations Act or the ACNC Act for members to approve or adopt the 2025 Annual Report or the 2025 financial statements and reports. Accordingly, there will be no vote on these items of business.

I will invite questions or comments from the floor after the presentation of the Treasurer's report and again after the discussions on the election of directors and the appointment of the auditor.

6. Voting Instructions

Voting Member
The Chair noted that Members eligible to vote would have been given a Member Voting Paper by the Returning Officer. The Voting Paper includes instructions on the six resolutions to be put to the Meeting.

Proxyholder
The Chair noted that Proxy Vote holders for a voting Member would have been given a Proxyholder Voting Paper together with a summary of proxy votes that sets out details of:

- the total number of valid proxy appointments in their favour;
- the total number of directed proxy votes (if any) in respect of each resolution given to them by the members who appointed them as their proxyholder;
- the total number of undirected or open votes available to be cast on each resolution by them on behalf of the members who appointed them as their proxyholder; and
- voting instructions on the resolutions.

A voting Member who is also a Proxyholder will have been given both sets of voting papers.

Visitors
The Chair noted that only those in possession of a Voting Paper are entitled to speak or to vote at the Meeting.

Any visitors are not entitled to speak or vote at this Meeting.

7. 2025 Annual Report

The 2025 Annual Report was tabled and laid before the Meeting. The Annual Report provides information on AWL NSW's activities over the past financial year and the Chair commended everyone for their hard work. The Chair noted a copy of the report is available on the website should Members wish to consider it in more detail.

8. 2024-2025 Financial Statements and Report

The Chair handed over to Treasurer Tiffany Roxburgh who presented the Treasurer's Report.

The Treasurer noted that the Financial Statements were still in the process of being audited and that the results will be published once it has been finalised as well as submitted to the ACNC ahead of their deadline.

The Treasurer provided a high-level overview of the financial results including:

- Projected surplus of $2.5M, double from the previous year, primarily driven from bequest income and grants
- Bequest income increased by 43% highlighting the importance of legacy giving as a critical revenue stream for the organisation
- Adoption income increased of 17%
- Fundraising increased by 18%
- Donations increased by 37%
- Grant income increased by 50%
- Conversely, there has been a decline in veterinary and surrender income due to higher inspectorate activity
- Increased funding of $5million year on year

Operating Costs and Financial Position

AWL NSW experienced notable changes in its cost structure during the 2024-25 financial year. Labour costs increased by 23%, due to an increase additional resourcing to meet increased operational need and activity. This escalation in payroll expenses reflects a broader trend towards investment in core services and compliance as the organisation grows. Animal welfare costs rose significantly by 37% which includes expenditure on veterinary care, shelter operations, enrichment, and direct animal support. Insurance and other operating costs also increased by 21% due to premium increases and general inflation. All of these costs are essential for delivering on our mission and maintaining business continuity and safety.

Despite these cost increases, financial performance remained robust. We have achieved earnings of $2.51 million for the last financial year. It demonstrates our ability to not only generate more income to cover our costs, but also to manage our costs.

Overall, we have increased our net equity up to $38.6 million, which is a 39% increase from the prior year. The increase in driven by both the $2.51million surplus that we were able to generate through our operations and also form the strategic revaluation of our assets which we undertake every three years.

Financial Drivers and Risks

Operational changes, including increased inspectorate activity, have led to reduced private veterinary and surrender income, but have also increased labour and other operating costs. The significant rise in grant income helped offset these cost increases.

AWL NSW remains highly dependent on unpredictable income streams such as bequests and grants. To address this, a new Strategy and Transformation Committee is developing plans for income

diversification, including the creation of an endowment fund will create ongoing earnings from an investment portfolio which will deliver constant, regular earnings to help offset some of the income volatility.

Conclusion

The Treasurer concluded that AWL NSW achieved its largest-ever surplus in 2024-25, with improved financial sustainability across all key financial metrics and operational areas. AWL NSW will await the completion of the audit process, after which the audited financials will be published on the organisation's website for all members.

The Treasurer thanked everyone for all of their contributions to making AWL NSW a sustainable organisation into the future to continue on its vital mission.

9. Chair's Address

The Chair thanked the Treasurer for her report.

The Chair, as foreshadowed earlier, noted that she will shortly open the floor for questions and comments on the 2025 Annual Report and the Treasurer's Report.

The Chair requested members, in fairness to others, to be succinct and to confine their questions to matters which are relevant to those items of business and that all questions be asked to, or through her, as the Chair of the Meeting.

The Chair invited questions from Members and Proxyholders.

Questions were received with respect to:

- Increase in staffing costs which related to increase in resources at all levels to meet the needs of the organisation
- Government grants and obligations including inspectorate activity
- Staff changes including involuntary departures as well as new joiners to meet the growing needs of the organisation
- New systems including AnimalOS and Wiise

10. Election of Directors

The Chair noted that the Notice of Meeting advises there are five (5) vacancies on the Board to be filled at the Meeting and five (5) candidates, each of whom is a current director. In order to be elected, a candidate must receive more votes validly cast in favour of the resolution for their election than against. Information Statements by each of the candidates appear in section 7.3 of the Notice of Meeting.

The Chair moved each of the five separate ordinary resolutions for the re-election and election of the named Directors as set out in the Notice of Meeting.

The Chair confirmed that any undirected proxies given to the Chair in respect of Resolutions 1 to 5 will be voted in favour of those Resolutions.

The Chair opened to the floor for any questions or discussion to any of the resolutions. There were no questions.

In accordance with Clause 42(b) of the Constitution, the Chair requested the Returning Officer to provide a summary of ballot, postal and proxy votes received on Resolutions 1 to 5. The Returning Officer provided a Summary of valid Postal, and Proxy Votes received by the lodgement deadline for each director election resolution on screen.

The Chair called a poll to Members Present on each of the five separate ordinary resolutions for the re-election and election of the named directors set out in the Notice of Meeting in accordance with Clause 43(a)(iii) of the Constitution.

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 Swarbick be re-elected as a director."

Resolution 5. " THAT Olivia be elected as a director."

The Returning Officer indicated that all voting papers have been collected and the Chair confirmed Voting on the five (5) director election resolutions was now closed.

The Returning Officer informed the Meeting of the final voting results.

Resolution	Votes for	Votes Against	Abstained
1. Tina Pacey be elected as a director.	35	47	7
2. Claire Pitham be elected as a director	34	49	6
3. Tiffany Roxburgh be elected as a director	34	48	7
4. Helen Swarbick be elected as a director	77	9	2
5. Olivia Tyler be elected as a director	48	35	6
Total Votes	**228**	**188**	**28**

The Chair noted the results and **FORMALLY DECLARED THAT**:

1. Resolution 1 was NOT PASSED
2. Resolution 2 was NOT PASSED

3. Resolution 3 was NOT PASSED
4. Resolution 4 was PASSED
5. Resolution 5 was PASSED

The Chair congratulated Helen Swrbick and Olivia Tyler on their re-election and election as Directors.

11. Appointment of Auditor

The Chair moved to the last item of business, being the appointment of the Company's auditor HLB Mann Judd Assurance (NSW) Pty Ltd 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 would hold office until AWL NSW's AGM. Accordingly, under Resolution 6, the Chair sought approval of Members to the continuing appointment of HLB Mann Judd as the Company's auditor and noted that a copy of the notice of nomination of HLB Mann Judd as auditor was provided as an annexure to the Notice of Meeting.

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The Chair noted the Board's unanimous recommendation that Members vote in favour of resolution 6. The Chair noted all undirected proxies available to the Chair will be voted in favour of resolution 6.

The Chair opened to the floor for any questions or discussion to any of the resolutions. There were no questions.

In accordance with Clause 42(b) of the Constitution, the Chair requested the Returning Officer to provide a summary of ballot, postal and proxy votes received on Resolution 6. The Returning Officer provided a Summary of valid Postal, and Proxy Votes received by the lodgement deadline for each director election resolution on screen.

The Chair called a poll to Members Present on ordinary resolution 6 set out in the Notice of Meeting in accordance with Clause 43(a)(iii) of the Constitution.

Resolution 6: "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."

The Returning Officer indicated that all voting papers have been collected and the Chair confirmed Voting on Resolution 6 was now closed.

The Returning Officer informed the Meeting of the final voting results.

Resolution	Votes for	Votes Against	Abstained
1. HLB Mann Judd Assurance (NSW) Pty Ltd be appointed as auditor of the Company	73	12	4
Total Votes	**73**	**12**	**4**

12. Closure

There being no further business, the Chair thanked all for their attendance and declared the Meeting closed at 5.23pm.

Signed as a correct record.



Chair

27 July 2026

Date