

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

| | |
|----------------------|--|
| DATE | Saturday, 18 November 2023 |
| TIME | 1.30 pm (Australian Eastern Standard Time) |
| PLACE | Rydges, 1 Columbia Ct Norwest NSW 2153 |
| PRESENT | Marg Steel (Chair) Helen Swarbrick (Director) Tina Pacey (Director) Linda Geddes (Director) Colleen Ringe (Director) Donna Ashelford (Director) |
| IN ATTENDANCE | Stephen Albin – our CEO Steve Ruzic – our CFO and Company Secretary Martin Sabanos - of our auditors Hall Chadwick NSW Simon Joyce – our Returning Officer – SDJA John McCombe – our Lawyer of McCombe lawyers |
| MEMBERS | 40 Members as per the attendance sheet 6 Non-Members as per the attendance sheet |

1. Opening Meeting

Joining Marg Steel as Chair, Linda Geddes welcomed the AWL members. AWL staff, volunteers, and fellow Board Members.

Linda Geddes on behalf of the Chair read out the following acknowledgement:

“I acknowledge the Bidjigal people, the traditional custodians of the land on which we meet today, and pay my respects to their elders, past, present and emerging. I extend that respect to any aboriginal and Torres Strait Islander people here today”.

1. Opening Meeting(cont.)

Linda Geddes on behalf of the Chair and on behalf of the Board and management of Animal Welfare League NSW, welcomed members to the 18 November 2023 Annual General Meeting and thanked the Members, staff and guests for their attendance.

Linda Geddes on behalf of the Chair welcomed Simon Joyce, Returning Officer of SDJA who will ensure the independence and integrity of the counting of the votes on the resolutions to be put to the meeting.

Quorum

Linda Geddes on behalf of the Chair noted the required quorum for this Meeting is present: that being 40 members present, or taken to be present, in person or by proxy or attorney and declared the Annual General meeting open at 1.54 pm.

2. Apologies

Linda Geddes on behalf of the Chair noted apologies were received from Glyn Boobyer (Director), Karen Robinson (Director) and Mimi Curran (Director).

3. Notice of 2023 Annual General Meeting

Linda Geddes on behalf of the Chair noted the Notice of Meeting, dated 23 October 2023 convening the 18 November 2023 Annual General Meeting, was sent to all members by post or email. It was also displayed on our website.

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

4. Minutes of previous meeting

Linda Geddes on behalf of the Chair noted the minutes of the previous Annual General Meeting of members held on 26 November 2022, 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

Linda Geddes on behalf of the Chair noted the three Items of business before the current meeting, namely:

1. Receipt of the Company's 2023 Annual Report,
2. Receipt of the Company's financial statements and associated Directors' Report and Auditor's Report for the financial year ended 30 June 2023 and
3. The election of six Directors.
4. Three separate special resolutions to amend the Constitution.

6. 2023 Annual Report

The 2023 Annual Report was tabled and laid before the meeting. Linda Geddes on behalf of the Chair noted 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 you wish to consider it in more detail.

There is no requirement under our constitution, the Corporations Act or the ACNC Act for members to approve or adopt the 2023 Annual Reports or the financial statements and reports. Accordingly, there will be no vote on this item of business.

7. Chair's Presentation

Linda Geddes on behalf of the Chair provided a short address to outline the challenges faced by the organisation over the 2022-23 financial year "What a remarkable journey we have embarked on over the past twelve months!"

The Chair reported that emerging from the challenges of the last three years, we are stronger, more resilient, better funded, and firmly directed towards the next three years.

In 2022/2023, we achieved remarkable milestones.

In June 2023, we were pleased to welcome Prime Minister, Anthony Albanese, to our Kempas Creek facility for the opening of our Animal Adoption Centre.

Our Animal Care Truck, our mobile veterinary clinic is generously backed by the NSW Department of Primary Industries (DPI), allowed us to cover vast stretches of NSW in 2023.

Together, our team did 1,968 animal consultations, administered 1,686 vaccinations, implanted 714 microchips, and carried out 85 animal de-sexings.

We're proud that this association with the DPI is set to continue for a further two years.

We also secured a new pet food agreement with Purina. We thank Purina for their support.

Our Board recently approved our new three-year strategic plan that serves as a roadmap for our mission.

This plan focuses on helping more animals on their journey to loving homes and tackling challenges like rising pet ownership costs and a growing cat population. It ensures the resources needed to support our extensive service network.

7. Chair's Presentation(cont.)

I express my sincere gratitude to CEO Stephen Albin and the Board for their dedication and contributions to this blueprint.

My first year as President of AWL NSW has been a privilege, and I wish to express my gratitude to everyone who has supported and believed in me as we work to fulfil our promises.

On behalf of the Board, I extend our heartfelt appreciation to all our AWL NSW staff, volunteers, and all those who generously contribute their time to champion our cause. The future looks promising, and I look forward to further improving the lives of countless animals in the years to come.

8. 2022-2023 Financial Statements and Reports

Linda Geddes on behalf of the Chair talked to the company's financial report, directors' report and auditor's report for the financial year ended 30 June 2023 as circulated at the meeting. It was noted that the financial statements and Directors' Report have been adopted and signed off by the Board. A copy of the financial reports was posted on our website.

9. Election of Directors

In accordance with clause 43(a)(iii) of the constitution, Linda Geddes on behalf of the Chair called the poll on each of the 6 resolutions for the election of a director and the 3 special resolutions to amend the Constitution - all as set out in the Notice of Meeting. All polls be taken together following the conclusion of the discussion on the special resolutions to amend the Constitution.

Linda Geddes on behalf of the Chair noted the Notice of Meeting advises there are six (6) vacancies on the Board to be filled at this meeting. There are six (6) candidates. In order to be elected, a candidate must receive more votes validly cast in favour of the resolution for their election than against.

In accordance with rule 18.2(a)(iii) of the constitution, Linda Geddes on behalf of the Chair called a poll on each of the six (6) resolutions for the election of a director as set out in the Notice of Meeting and noted information about, and statements by, each of the six (6) candidates appear in section 7.3 of the Notice of Meeting.

Linda Geddes on behalf of the Chair opened to the floor for any questions or discussion to any of the special resolutions to amend the constitution. A member queried resolution 5 for the proposed change to "Office bearer" with the Chair, the Chair asked John McCombe to clarify the proposed change particularly on how the proposed change related to Clauses 50(c) (vi) and Clause 50 (c) (vii) of the Constitution. Discussion was had by members in regard to resolution 7, members were satisfied with the explanation provided by John McCombe.

The Returning Officer provided a Summary of valid Postal, and Proxy Votes received by the lodgement deadline for each director election resolution on screen. Linda Geddes on behalf of the

9. Election of Directors(cont.)

Chair confirmed that any undirected proxies given to the Chair in respect of Resolutions 1 to 6 will be voted in favour of those Resolutions.

Resolution 1. "THAT Melissa Curran be elected as a director."

The Chair put the following Resolution 1, namely:

"THAT Melissa Curran be elected as a director".

Resolution 2. " THAT Linda Geddes be elected as a director."

The Chair put the following Resolution 2, namely:

"THAT Linda Geddes be elected as a director".

Resolution 3. " THAT Tina Pacey be elected as a director."

The Chair put the following Resolution 3, namely:

"THAT Tina Pacey be elected as a director".

Resolution 4. " THAT Colleen Ringe be re-elected as a director."

The Chair put the following Resolution 4, namely:

"THAT Colleen Ringe be re-elected as a director".

Resolution 5. " THAT Karen Robinson be re-elected as a director."

The Chair put the following Resolution 4, namely:

"THAT Karen Robinson be re-elected as a director".

Resolution 6. " THAT Helen Swarbrick be re-elected as a director."

The Chair put the following Resolution 6, namely:

"THAT Helen Swarbrick be re-elected as a director".

9. Election of Directors(cont.)

Linda Geddes on behalf of the chair confirmed Voting on the six(6) director election resolutions is now closed and the meeting will cease to accept questions.

The Returning Officer informed the meeting of the voting results.

| Resolution | Votes for | Votes Against | Abstained |
|--|------------|---------------|-----------|
| 1. Melissa Curran be elected as a director. | 77 | 39 | 1 |
| 2. Linda Geddes be elected as a director | 82 | 33 | 2 |
| 3. Tina Pacey be elected as a director | 63 | 52 | 2 |
| 4. Colleen Ringe be re-elected as a director | 89 | 27 | 1 |
| 5. Karen Robinson be elected as a director | 111 | 6 | 0 |
| 6. Helen Swarbrick be re-elected as a director | 110 | 5 | 2 |
| Total Votes | 532 | 162 | 8 |
| 7. Amend the Constitution- Clause 5 | 108 | 5 | 4 |
| 8. Amend the Constitution- Clause 45(b) | 111 | 2 | 4 |
| 9. Amend the Constitution- Clause 50(g) | 110 | 3 | 4 |

Constitution – Resolutions 7-9 are special resolutions. To be effective, they 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.

1. Resolution 7- Clause 5, as 96% result was declared the special resolution was passed.
2. Resolution 8- Clause 45(b), as 98% result was declared the special resolution was passed.
3. Resolution 9- Clause 50(g), as 97% result was declared the special resolution was passed.

Linda Geddes on behalf of the Chair noted following the results and **FORMALLY DECLARED THAT** the following resolutions were passed:

1. Melissa Curran be elected as a director.
2. Linda Geddes be elected as a director
3. Tina Pacey be elected as a director
4. Colleen Ringe be re-elected as a director
5. Karen Robinson be elected as a director
6. Helen Swarbrick be elected as a director
7. Amendments of the Constitution for:
 - I. **“THAT** the Constitution be amended with effect from the close of the Meeting by inserting the following new definition in clause 5 (in alphabetical order):

9. Election of Directors(cont.)

7. Amendments of the Constitution for: (cont.)

“office bearer” means, in relation to a body or entity, a person who holds a position, whether elected or appointed, as president, vice or deputy president, chairperson, vice or deputy chairperson, chief executive officer, general manager, chief financial officer, treasurer, secretary or equivalent of that body or entity.”

II. **“THAT** the Constitution be amended with effect from the close of the Meeting by replacing clause 45(b) with “A proxy must be a member.”

a. **“THAT** the Constitution be amended with effect from the close of the Meeting by amending clause 50(g) as follows:

replacing the words “is reduced to fewer than three” with “is reduced to fewer than five”; and

b. replacing the words “increasing the number of directors to three” with “increasing the number of directors to five”.

The Chair congratulated the candidates on their appointment or re-appointment as Directors.

10. Closure

There being no further business, the Chair thanked all for their attendance and declared the meeting closed at 3.09pm.

Signed as a correct record.



Chair

30 November 2023

Date