



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, 14 November 2024
Commencing at 5.00pm (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, 14 November 2024 commencing at 5.00pm (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

4 October 2024

AGM Calendar

Date	Time	Event
No later than Friday, 18 October 2024		Distribute Formal Notice of Meeting
Tuesday, 12 November 2024	5.00pm (Sydney time)	Close of proxies and postal votes
Thursday, 14 November 2024	5.00pm (Sydney time)	Conduct AGM

AGM Agenda

- 1. Chair's Welcoming**
- 2. Apologies**
- 3. Minutes of 2023 Annual General Meeting**
- 4. Company Presentation**
- 5. Annual Report**

To receive and consider the Company's 2024 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 2024.
- 7. Election of Directors**

Two (2) directors are to be elected. There are two (2) 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 Glyn Boobyer be elected as a Director."*

Resolution 2. *"THAT Marg Steel be re-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. Meeting Close**

At the conclusion of the meeting, members, visitors and guests are invited to join the Directors for refreshments

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 5.00pm (Sydney time) on Tuesday, 12 November 2024** by:

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

Email: 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 5.00pm (Sydney time) on Tuesday, 12 November 2024** 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 Simon Joyce 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.

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 2023-2024 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 2024 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 2024 as well as the 2024 Annual Report are available on the Company's website at

<http://www.awlnsw.com.au/members>

Item 7. Election of Directors

7.1 Vacancies and candidates

Under the Constitution, two (2) of the eight (8) Directors in office as at the date of this Notice must retire by rotation at the end of the Meeting. Accordingly, there are two (2) vacancies available to be filled at the Meeting.

The Directors who must retire by rotation are those who have been longest in office since last being elected, namely Glyn Boobyer and Marg Steel, each of whom was last elected at the 2022 AGM.

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

On 10 September 2024, the Company called for nominations for the election of Directors at the Meeting. No valid Nominations were received by the Close of Nominations. As Glyn Boobyer and Marg Steel were last elected at the 2022 AGM and have held office as a Director since, under the Constitution they were not required to submit a formal Nomination. Accordingly, there are two (2) candidates in total.

7.2 Voting for Directors

The Chairperson will call a poll on each of the two (2) 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>Glyn Boobyer</p>	<ul style="list-style-type: none"> • Lifelong animal lover. • Supporter of animal charities in Australia and overseas. • Nearly 50 year’s supporter of AWL. • Long-time AWL Branch Secretary. • Director November 2014 to May 2021 and November 2022 to date. • Twice former Vic President. • Member of others Committees. • AICD Training <p>I welcome the opportunity to continue as a board member, should members consider me worthy.</p> <p>Among other things, I would like to see AWL:</p> <ul style="list-style-type: none"> • Remain financially sustainable through good governance and management. • Become the “Go To” organisation for all matters relating to best-practice animal welfare. • Support approved and properly managed Community Cat Management projects. • Provide exceptional support to Branches, without whom AWL could not have become the reputable and respected organisation it is today. <p>Thank you everyone who supports AWL by membership and particularly active Branch volunteers who work so hard for the company and animals in its care.</p>
<p>Marg Steel</p>	<p>I have been a member of AWL since 2007 and over the years have held most positions within the Great Lakes and Manning Branch.</p> <p>In 2019 I was asked to stand for the Board and after much deliberation I stood and was elected in June of that year.</p> <p>The last 23 years of my working life was in a not for profit organisation, which I believe has helped me in my role as a Director.</p> <p>I have served 3 1/2 years as a Director, 1 year as President and am currently a Vice President.</p> <p>Being involved with AWL NSW to this degree, I find to be very rewarding.</p>

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.

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 Simon Joyce (a 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.