VOTING CARD

*Please bring with you to the meeting*

Member No.

*To vote on any motion during the Annual General Meeting, raise your hand in Zoom and we will record your vote. This will enable a count of votes if required.*

*Only financial members are entitled to vote.*

AGM 2020

Date: Saturday 21st November 2020

Time: 11am

Venue: Ostomy NSW Office

Ground Floor, 20-22 Yalgar Road, Kirrawee.

(limit 50 people under COVID-19 restrictions)

and via ZOOM Meeting ID 840 5607 3586

Passcode 401 036

**Notice of Annual General Meeting of Members**

Notice is hereby given that the Annual General Meeting (AGM) of Ostomy NSW Limited (the “Company”) will be held on Saturday 21st November 2020 at Ostomy NSW office, Ground Floor, 20-22 Yalgar Road, Kirrawee NSW, 2232 (numbers are limited to 50 due to COVID-19 restrictions) commencing at 11:00 am. Business to be conducted at the meeting is to pass resolutions to:

1. **Annual Financial Statements and Reports**

Receive and consider the Annual Financial Statements for the year ending 30th June 2020 and the Reports of the Directors and of the Auditor for the year ending 30th June 2020. These are available on our website from Monday 19th October 2020 or a hardcopy can be sent to you by request in writing by Friday 6th November 2020 (letter, fax or email).

1. **Election of Directors (Responsible Persons)**

In accordance with the Constitution, the Board may consist of up to eleven Directors, of which a maximum of nine may be elected at the AGM by the Members. Candidates must be nominated in accordance with the Constitution.

1. **Remuneration Report**

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

*“That the Remuneration Report (which forms part of the Directors’ Report) in the Annual Financial Statements for the year ended 30th June 2020 be adopted”*

1. **Special Resolutions**

To amend the Constitution of Ostomy NSW Limited ACN 92 003 107 220 and ratify amendments:

Amend to remove duplicate text and addition of words in italics:

11.4. The accidental omission to send a notice of a general meeting to a Member or the non-receipt of a notice [delete duplicate ~~of a notice]~~ by a Member does not invalidate the proceedings at or any resolution passed at that general meeting. *A Meeting may be held at two or more places at the same time using any technology which gives Members a reasonable opportunity to participate in the Meeting.*

Amend with the addition of words in italics:

11.5. The service of notices on Members will be issued to the *Member’s registered address or facsimile number or email address or other electronic means as set out in the Members’ Register, or by including the notice in a postal or pick-up delivery of ostomy appliances and associated products. Notices to Members will be sent to the last notified address, facsimile number, email address or other electronic means.*

By Order of the Board



Stephen Lardner

Company Secretary

Explanation of amendments to Constitution:

The annual cost of printing, mailing and collating of AGM Notices is in excess of $14,000. The Directors support the service of notices using electronic means such as email to reduce this cost and use member’s funds towards more beneficial member support. These amendments recognise the use of modern technology to communicate with members in a convenient, cost effective and more-immediate process. In addition, the use of technology platforms to live-stream meetings has become more common and secure, especially throughout the experience of the COVID-19 Pandemic during 2020.

The Directors unanimously support the passing of both amendments.

**Explanatory Memorandum**

**Voting at the Meeting**

For the purposes of voting, the Company has determined that on a poll of members, each member of the Company holds an entitlement to one vote.

Only financial members are entitled to vote and, under the Constitution, this includes members whose annual subscription is not more than one month in arrears.

For the purposes of adopting and ratifying the constitution a special resolution is required. A special resolution to be passed requires not less than 21 days’ notice to be given and for a 75% majority of those present, entitled to vote and who vote in favour of the resolution.

**Voting by Proxy**

A member of the Company who is entitled to attend the meeting and vote, is entitled to appoint not more than two proxies, who must be a natural person and a member of the Company.

A member appointing two proxies may specify the resolutions on which the proxy is entitled to vote on the member’s behalf. If two proxies are appointed and each may vote on the same resolution, their total number of votes cannot exceed one.

If the Chair of the meeting is appointed as your proxy without a direction on how to vote, then the Chair intends to vote your proxy in favour of each of the resolutions put before the meeting.

A form of proxy accompanies this Notice of Meeting.

To be effective, a form of proxy must be received by the Company at the postal address shown above. A proxy form may be lodged by mail, facsimile or email no later than Friday 6th November 2020.

**Annual Financial Statements and Reports**

The Annual Financial Statements, Directors’ Report and Auditor’s Report for the Company for the year ended 30th June 2020 will be laid before the meeting. There is no requirement for members to approve these reports. However, the Chair will allow a reasonable opportunity for members to ask questions.

**Election of New Directors (Responsible Persons)**

In accordance with the Constitution, the Board may consist of up to eleven Directors, of whom a maximum of nine may be elected at the AGM by the Members. Candidates must be nominated in accordance with the Constitution.

There are currently eight Directors and three vacancies for which nominations are invited. Those elected at the 2020 AGM will be entitled to hold their position until the 2022 AGM. Seven of the eight current Directors are required to be elected at this AGM.

At the time of distribution of this notice, no nominations for election of new directors have been received. However, a nomination form is included with this notice.

Nomination forms for election of Directors must be lodged with the Company Secretary no later than 5:00 pm on Friday, 6th November 2020. A person so nominated cannot withdraw their candidacy between the commencement of any ballot at the AGM to elect Directors and declaration of the result of that ballot.

**Remuneration Report**

In accordance with the Australian Charities Not-for-profit Act 2012, the Company is required to include in the Directors’ Report a detailed Remuneration Report relating to Directors’ and key managers’ remuneration for the financial year ending 30th June 2020.

No remuneration was paid to any Director during the year and, as a non-listed public company, the Company is required to disclose the aggregate remuneration of key management personnel, which is shown at **Note 14** to the Annual Financial Statements.

**Written Questions from Members**

A separate form is enclosed for Members who may wish to submit questions in advance of the meeting.

During the course of the meeting, it is intended to respond to as many of the more frequently asked questions, as far as is practicable in the time available

Questions in advance must be received by the Company at the postal address shown above no later than Friday, 6TH November 2020 and may be lodged by mail, facsimile or e-mail.

**Other Business**

Any member present at the meeting may propose a resolution, other than those specifically listed on the Notice of Meeting, to be considered by the meeting and, after calling for a seconder, the Chair of the meeting will retain discretion on whether to accept the proposal, defer it or reject it.

If accepted, the Chair shall allow adequate time to discuss the proposal before putting to a vote of members.

If deferred, the resolution must be listed for a subsequent meeting for discussion by the members, either at the next AGM or at a Special Meeting to be convened for the purpose.

If rejected, the Chair may give reasons or an explanation of such rejection, but is not obliged to do so.

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| **Step 1 – Appoint a Proxy** |

I, being a Member of Ostomy NSW Limited and eligible to vote at the AGM in accordance with the Constitution, hereby appoint:

 the Chair of OR

 the meeting

or failing the individual named, or if no individual is named, the Chair of the meeting, as my proxy to act generally at the meeting on my behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Ostomy NSW Limited to be held at Ostomy NSW, 20-22 Yalgar Road, Kirrawee commencing at 11:00 am and at any adjournment of that meeting.

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| **Step 2 – Voting Directions** |

**Ordinary Resolutions For Against Abstain**

1. Receive and adopt the Annual Financial Statements and

Reports for the year ended 30th June 2020.

2. Adopt the Remuneration Report in the Annual Financial

Statements for the year ended 30th June 2020.

1. Re-election of Directors:

Mr. Thomas Flood as a Director

Mr Ian Denney as a Director

Mr Greg Doyle as a Director

Mr Stephen Grange as a Director

Mr Perry Johnstone as a Director

Ms Helen Richards as a Director

Mr Michael Rochford as a Director

1. Adopt the amendments of the Constitution of Ostomy NSW Limited

Clause 11.4

Clause 11.5

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| **Step 3 – Sign and Lodge** |
| Member No. | Name | Signature | Date |
|  |  |  |  |

***For your proxy to be effective, it must be received at the ONL offices no later than the time and date nominated in the Explanatory Memorandum attached to the Notice of Annual General Meeting. You can use one of the following methods to lodge your proxy:***

* Post to PO Box 3068, Kirrawee, NSW 2232
* Fax to 02 9542 1400
* e-mail to manager@ostomynsw.org.au

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| PART 1 – MEMBER NOMINATED AS A CANDIDATE FOR ELECTION AS A DIRECTOR |

|  |  |  |
| --- | --- | --- |
| Member No. | First Name | Last Name |
|  |  |  |
| Unit/Street No. | Street | Suburb | Post Code |
|  |  |  |  |
| Date of Birth | Place of Birth (Town, State,Country if not Australia) | Occupation |
|  |  |  |
| 🕿 Home Phone No. | 🕽 Mobile Phone No. | 🕿 Work Phone No. |
|  |  |  |
| 🖰 e-mail address (if applicable) |  |

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| PART 2 - CONSENT TO ACT |

Pursuant to Section 201D of the Corporations Act 2001 (Cth) and Clause 37 of the Constitution of Ostomy NSW Limited ABN 92 003 107 220 (the “Company”), I consent to act as a Director of the Company.

Nominee’s signature: Date:

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| --- |
| PART 3 – PROPOSER AND SECONDER DETAILS |

|  |
| --- |
| Proposer |
| Member No. | Name | Signature | Date |
|  |  |  |  |
| 🕿 Home Phone No. | 🕽 Mobile Phone No. | 🕿 Work Phone No. |
|  |  |  |
| 🖰 e-mail address (if applicable) |  |

|  |
| --- |
| Seconder |
| Member No. | Name | Signature | Date |
|  |  |  |  |
| 🕿 Home Phone No. | 🕽 Mobile Phone No. | 🕿 Work Phone No. |
|  |  |  |
| 🖰 e-mail address |  |

***For this nomination to be valid, all parts must be correctly completed and the form received at the ONL offices no later than the time and date nominated in the Explanatory Memorandum attached to the Notice of Annual General Meeting . You can use one of the following methods to lodge the form:***

* Post to PO Box 3068, Kirrawee, NSW 2232
* Fax to 02 9542 1400
* e-mail to manager@ostomynsw.org.au

**What this form is for**

A Member who is entitled to vote at the Annual General Meeting, as explained in the Explanatory Memorandum accompanying the Notice of Annual General Meeting, may submit written questions to the Company Secretary or the external Auditor in advance of the meeting relating to:

* Business of the Company
* The Annual Financial Statements and Directors’ Report
* The content of the Auditor’s report
* The conduct of the audit or the Auditor’s independence; or,
* The accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements and notes.

During the course of the AGM it is intended to respond to as many of the more frequently asked questions as is practicable in the limited time available.

 Questions

1.

2.

3.

4.

 **Sign and submit questions**

|  |  |  |  |
| --- | --- | --- | --- |
| Member No. | Name | Signature | Date |
|  |  |  |  |

***Questions must be received at the ONL offices no later than the time and date nominated in the Explanatory Memorandum attached to the Notice of Annual General Meeting. You can use one of the following methods to submit your questions:***

* Post to PO Box 3068, Kirrawee, NSW 2232
* Fax to 02 9542 1400
* e-mail to manager@ostomynsw.org.au

***🖉 Member notes***

**How to use ZOOM:**

Type the web address of Zoom into your web browser: https:/zoom.us/meetings

If using a mobile device or tablet, you may be prompted to download the Zoom App prior to connection. This can be done through your Apple or Google store account (there is no charge).

Select option “JOIN A MEETING” from the top of the web page.

Enter the Meeting ID: 840 5607 3586

Select “Join”

Enter required fields (marked \*)

Select “Register”

Check the box “I’m not a robot” with a tick.

Select “Register” (again)

Select “Please click this URL to join….”

Success!

Please turn off video and computer voice. You will be able to hear the meeting, see the slides and use “Raise your hand” to vote for the resolutions.

You can vote before the meeting using the **Proxy Form** enclosed with this information pack.



