

## 2019 Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Spinal Cord Injuries Australia (Company) will be held on Thursday 28 November 2019 at 3pm at St Michaels Golf Club, NSW, 2036.

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### AGENDA

1. Meeting Open
2. Apologies
3. President's Report
4. Financial Statements and Report of the Auditors
5. Election of Directors
6. **Special Business**

#### I. **Modification of Company Constitution**

**Short Explanation:** Under the Corporations Act and clause 11 of the Company constitution, the Company must seek member approval by special resolution to modify its constitution. Please refer to the Explanatory Statement for details.

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company modify the constitution of the Company by inserting the words in underline in the marked up copy of clauses 41 and 43 of the constitution tabled at the meeting

#### II. **Election of Lifetime Members**

The Board recommends to members that David Stern be elected as a Life Member of SCIA.

The Board recommends to members that Ken Hutchison be elected as a Life Member of SCIA.

7. Any other Business
8. Meeting Close

By order of the Board of Directors



Jemma Smyth  
Company Secretary

Dated at Sydney, 4 November 2019

## NOTES:

- Who may vote** Subject to the Company constitution, a Voting Member is entitled to attend and vote at the meeting convened by this notice. A Voting Member is a person who: (i) has been a Full Member for a period of three calendar months or (ii) is a Life Member.
- Proxies - Appointment** A Voting Member who is entitled to attend and vote at the meeting has a right to appoint a proxy to attend and vote for the Voting Member at the meeting. A proxy does not need to be a Voting Member of the Company.
- Proxies - Lodgement** To be valid, a proxy form must be received by the Company by 3pm on 26 November 2019 (Proxy Deadline). Proxies may be submitted: (a) by post addressed to PO Box 397, Matraville, NSW, 2036 or delivery to the Company at 1 Jennifer Street, Little Bay NSW 2036; or (b) by email to [jsmyth@scia.org.au](mailto:jsmyth@scia.org.au). A proxy appointment must be signed by the Voting Member or the Voting Member's attorney. Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline.
- Special resolutions** Special resolutions must be passed by at least 75% of all votes cast by Members entitled to vote on those resolutions.



Spinal Cord Injuries Australia

**Spinal Cord Injuries Australia ABN 93 001 263 734**

## **Explanatory Statement**

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This statement explains the items of business to be considered at the meeting and should be read in conjunction with the notice of meeting.

### **1. Modification of Company constitution**

#### **Background**

The Company proposes to amend clause 41(g) and clause 43 of the Company constitution. Clause 41(g) of the Company constitution sets out the persons eligible for election as an Elected Director. Clause 43 of the Company constitution provides for the appointment and removal of Invited Directors. Invited Directors are directors of the Company appointed by the Board on the basis of a particular skill, knowledge or experience that the person may contribute to the Board.

#### **Proposed modifications**

A Voting Member may request a PDF copy of the constitution with the marked-up amended provisions by contacting Jemma Smyth at [jsmyth@scia.org.au](mailto:jsmyth@scia.org.au) and providing their email address. A copy of the constitution with the marked-up amended provisions will also be available for inspection at the meeting.

A summary of the amendments to the constitution are:

- (a) the current clause 41(g) of the constitution provides that a person is eligible for election as an Elected Director if they, among other things, do not hold a salaried office or position with the Company. The proposed amendment to clause 41(g) will broaden this restriction by amending clause 41(g)(iv) to provide that, additionally, a person will only be eligible for election if they have not held a salaried office or position with the Company in the 12 month period prior to the date that their appointment is proposed to take effect; and
- (b) the current clause 43 provides that an Invited Director holds office for a 2 year term from the date of their appointment and retires at the end of that term, subject to any resolution of the members of the Company to remove the Invited Director from office. The proposed amendments to clause 43 provide that a retiring Invited Director may be invited by the Board to hold office for a further 2 year term.

A copy of the amended provisions of the constitution is set out in Attachment A to the Explanatory Statement. A copy of the entire constitution with the marked-up amended provisions will be available for inspection at the meeting.

Under section 136 of the Corporations Act 2001, a Company must have Member approval by a special resolution to modify its constitution.

#### **Directors' Recommendation**

The Directors of the Company recommend that Members vote in favour of Resolution 1.

## Attachment A Item 1 - Amend the Company constitution

### 41. Number and Appointment of Directors

The Elected Directors must be the subject of an election by the Voting Members in accordance with this clause 41 and clause 42.

- (b) The directors may determine or the By-laws may specify:
  - (i) the method of election of Elected Directors, which may be an election conducted at a General Meeting, a postal ballot or other method (including electronic) which allows Voting Members generally a right to cast a vote on the election candidates; and
  - (ii) the procedures to be followed in an election of Elected Directors, including requirements for a nomination for election of the President and an Elected Director and the deadline for lodging of a nomination and the procedures for counting of votes and determination of the duly elected candidates.
- (c) If a director accepts a nomination for the office of President, the director must prior to the election resign from the Board but is eligible for election as the President or as an Elected Director.
- (d) The election for the office of President will be conducted before the election for the other Elected Director positions. The person elected as the President will not be considered in the voting for the other Elected Director positions.
- (e) If the number of candidates for an election of Elected Directors is less than or equal to the number of Elected Director positions to be filled at the election, the candidates will be taken to have been duly elected.
- (f) If the number of candidates for an election of Elected Directors is greater than the number of Elected Director positions to be filled at the election, the election must be conducted in accordance with the requirements in clause 41(b).
- (g) A person is eligible for election as an Elected Director if they:
  - (i) are a Voting Member; and
  - (ii) are not under suspension by the directors in accordance with clause 20; and
  - (iii) satisfy the requirements for nomination which are specified or determined pursuant to clause 41(b); and

do not hold a salaried office or position with the Company and have not held a salaried office or position with the Company in the 12 month period prior to the date the appointment is proposed to take effect; and

give the Company their signed consent to act as a director of the Company; and

- (v) are not ineligible to be a director under the Corporations Act or the ACNC Act.

#### **43. Number and Appointment of Directors**

- (a) The Board may appoint a person as a director of the Company on the basis of a particular skill, knowledge or experience that the person may contribute to Board if that person:
- (i) gives the Company their signed consent to act as a director of the Company; and
  - (ii) is not ineligible to be a director under the Corporations Act or the ACNC Act.
- (b) The Board must decide the terms and conditions under which an Invited Director is appointed other than the term of office of the Invited Director.
- (c) Subject to clause 43(e), an Invited Director holds office for a two year term from the date of appointment and retires at the end of that term.
- (d) An Invited Director who retires under clause 43(c) may be invited by the Board to hold office for a further 2 year term, in which event clauses 43(a) to 43(c) will apply in respect of such re-appointment.
- (e) An Invited Director may be removed from office by a resolution of the Voting Members in accordance with the Corporations Act.