



Australian War Widows NSW Limited
ACN 083 075 914

NOTICE OF 2020 ANNUAL GENERAL MEETING
and
EXPLANATORY MEMORANDUM

**Annual General Meeting of Members
will be held at**

**The Ralph Honner Education Centre
Kokoda Track Memorial Walkway,
Killoola Street, Rhodes Park,
Concord West NSW 2138**

**with attendance via Zoom video meeting
on Thursday, 27 August 2020, from 10am to 12pm AEDT**

THIS IS AN IMPORTANT DOCUMENT

This Notice of Meeting should be read in its entirety.

**Should you wish to discuss the matters set out in this Notice of Meeting please do not
hesitate to contact the Company Secretary on (02) 9267 6577 or 1800 451 615 (Country
Members)**

Notice of Annual General Meeting

Dear Member

Notice is hereby given that the Annual General Meeting of **Australian War Widows NSW Limited** will be held:

Where:	The Ralph Honner Education Centre Kokoda Track Memorial Walkway, Killoola Street, Rhodes Park, Concord West NSW 2138
When:	Thursday, 27 August 2020
Time:	10am to 12pm AEDT

The business of the meeting shall be as follows:

Ordinary business

1. To receive the President's report for the year ended 31 March 2020.
2. To receive the CEO's review of operations for the year ended 31 March 2020.
3. To receive and consider the Company's Financial Report and Auditor's Report for the financial year ended 31 March 2020.
4. To note the election of the following Board member as per clause 8.2:
 - *Dianne Vogt to replace outgoing director Brenda Morrison*

As the number of nominations received was equal to the number of vacancies, Mrs Vogt as the only nominated candidate will be taken as elected under clause 8.2(g).

Special Business

5. **Amendment of Constitution:** to consider and, if thought fit, to pass the following resolution as a special resolution:

“That, pursuant to and in accordance with Section 136 of the Corporations Act 2001 (Cth), the Company amends the Constitution adopted 30 August 2019 by deleting the wording in clause 4.3(a) and replacing it with:

4.3 Application

(a) *Any individual who is:*

- (i) *a War Widow,*
- (ii) *a person who identifies as family of a past or current member of the Australian Defence Force,*
- (iii) *a person who identifies as family of a past or current member of an allied defence force,*
- (iv) *a person who is a past or current member of the Australian Defence Force,*
- (v) *a person who is a past or current member of an allied defence force, or*
- (vi) *in the opinion of the Board, is supportive of the objects of the company*

may apply to be a member of the company.”

with the amendment to apply from the conclusion of the 2020 Annual General Meeting.”

Items 1, 2, 3 & 4 are for information and discussion and do not require resolutions.

Items 5 requires a special resolution and in accordance with section 136(b) of the *Corporations Act 2001* (Cth) and clause 18.3 of the Constitution will be passed if notice is given of the resolutions in accordance with clause

7.3(b)(iii) of the Constitution and they are approved by at least 75% of the votes cast by Members at the meeting in person and eligible to vote.

Quorum

In accordance with clause 7.6 of the Constitution, items can only be put if a quorum is present and a quorum is 10 Members present and entitled to vote.

Recommendation

The Board **RECOMMENDS** that Members vote in favour of item 5.

Explanatory Notes

Explanatory notes are attached to this notice.

Questions

Members will be able to ask questions or make comment at the meeting.

Alternatively, Members who would like to ask questions of the Board at the AGM are invited to do so by completing the form accompanying the Notice of Meeting, available on the War Widows website. While each question may not be replied to individually, a response will be given to as many of the frequently asked questions as possible at the AGM and those answers will be posted on the War Widows website.

Technology

With Covid-19 limiting the ability to hold large gatherings in person, the Board, in accordance with clause 7.10 of the Constitution, will use Zoom video conferencing technology to conduct the meeting.

Instructions on how to access Zoom are set out in the explanatory notes.

Voting

In accordance with clause 7.14 of the current Constitution, upon any question arising at the Annual General Meeting, a Member eligible to vote has one vote only. Questions must be decided on a show of hands unless a poll is demanded.

Members eligible to vote will be those members who are fully financial in the books to the Company as at 30 June 2020.

As the Annual General Meeting is being held by Zoom, a polling process built into the Zoom platform will be used. Voting processes undertaken by Zoom are explained in the explanatory notes.

Proxies

In accordance with the Corporations Act and clause 7.19 of the current Constitution, Members not able to attend the meeting may appoint a proxy who may attend and vote on their behalf. The law does not require a proxy to be a Member. Details of appointing a proxy are set out in the attached proxy form.

Replacement proxy forms can be obtained by emailing guild@warwidowsnsw.com.au or from the website at www.warwidowsnsw.com.au.

To be effective, Proxy Forms need to be returned to the Company Secretary no later than 6:00pm, Tuesday 25th August 2020, to the address given on the proxy form.

By order of the Board

Madeline Dermatossian
Company Secretary
Australian War Widows NSW Limited
27 July 2020

Annual General Meeting 27th August 2020 General Explanatory Notes

1. Reports

Copies of the President's, CEO's, Auditor's Report and financial reports will be available at the meeting and the reports made available on the War Widows website – www.warwidowsnsw.com.au. Any Member wishing to receive a print copy should contact the Company Secretary.

2. Zoom

The Zoom platform is a widely used multi-person video conferencing platform. It is compatible with all currently supported Windows and Mac operating systems.

To access the meeting, you do not need to have a Zoom account.

How to Enter the Meeting

We will send a meeting invitation to the email address we have for you in our records.

The invitation will have a link, in blue, for you to click on. Click on the link and follow the on-screen prompts on your computer. The invitation will look like this.

Join Zoom Meeting

<https://us02web.zoom.us/j/2568531895>

Meeting ID: 256 853 1895

One tap mobile

+61280156011,,2568531895# Australia

+61370182005,,2568531895# Australia

Dial by your location

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

+61 731 853 730 Australia

+61 861 193 900 Australia

+61 8 7150 1149 Australia

Meeting ID: 256 853 1895

Find your local number: <https://us02web.zoom.us/u/kblnu32jzR>

****Please note you do not need to have video capabilities on your computer and can choose to join by audio only or by phone, however, this may limit your ability to cast a vote and for us to verify your identity.***

How to Vote

When it is time to vote on an item we will initiate a poll via Zoom.

A polling window will appear on your screen. Follow the on-screen instructions to vote.

Polls will be conducted anonymously. We will not collect participant information with the poll results.

How to Enter the Meeting

We will send a meeting invitation to the email address we have for you in our records.

The invitation will have a link, in blue, for you to click on. Click on the link and follow the on-screen prompts on your computer.

How to Vote

When it is time to vote on an item we will initiate a poll via Zoom.

A polling window will appear on your screen. Follow the on-screen instructions to vote.

Polls will be conducted anonymously. We will not collect participant information with the poll results.

3. Proxies

A member can attend the meeting in person via Zoom or can appoint a person as proxy to attend and vote on their behalf. A proxy may, but need not be, a Member. The Chair of the meeting can be appointed as proxy, as indicated on the proxy form.

Please note that if you appoint a proxy and you direct your proxy as to how to vote, the only proxy who must vote is the Chair of the meeting. The law now requires that if you have directed your proxy as to how to vote and they are not the Chair of the meeting and they do not vote, and a poll is called, then before the poll closes the proxy must pass to the Chair who must vote your proxy.

To appoint a proxy please complete and sign the proxy form accompanying this notice and send it to the Company Secretary at the Company's registered office:

Suite 1.01, Level 1, 9 Help Street, Chatswood, NSW, 2067

or by email to:

mdermatossian@warwidowsnsw.com.au

IMPORTANT: To be valid: Proxy forms must be received by the Company Secretary no later than 6.00pm Australian Eastern Daylight time, Tuesday 25 August 2020.

4. Further Information

For further information relating to the 2020 Annual General Meeting, please refer to the War Widows website www.warwidowsnsw.com.au or contact the Company Secretary at the registered office, (noted above) or telephone (02) 9267 6577 or 1800 451 615 (Country Members)



Annual General Meeting 27th August 2020 Explanatory Notes of Business to be Conducted

These Explanatory Notes form part of the Notice of Annual General Meeting and should be read in conjunction with it. It has been prepared to provide Members with information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Among other things, this Explanatory Statement provides the Members with the information required to be provided to Members under the Corporations Act 2001 (Cth).

ORDINARY BUSINESS

1. Consideration of the Financial Report, Directors' Report and Auditor's Report

As the law makes these reports the responsibility of the Directors and the Auditor as appropriate, no resolution is required by the Members under the *Corporations Act 2001* (Cth).

However, Members will be given a reasonable opportunity at the AGM to comment on and raise questions about the Financial Report, the Directors' Report and the Auditor's Report and to ask the Company's auditor about the preparation and content of the Audit Report. Note that copies of the minutes of the last AGM will be available at the meeting. As required by section 251A of the Corporations Act the minutes were in the book within the required time and have been signed by the Chair of the meeting as required by the Act.

SPECIAL BUSINESS

2. Approval of Constitution Amendments

Background and Purpose

The Board has been concerned about the declining membership which is principally been due to an aging membership and the reduction of Australia's Armed Forces being engaged in any large-scale military conflicts over the last few decades. To keep the organisation relevant and to continue with its objects and purpose, at a Board Meeting on 25 April 2020, the Board discussed expanding membership to family members and others, what it would look like and the rights and obligations of those members.

At a Board meeting on 25 June 2020, the Board, in accordance with the power provided to it under clause 1.1 of the Constitution resolved to amend the definition of the expression 'War Widow' to read as follows:

War Widow means a person whose spouse or partner:

- (a) was a member of the Australian Defence Force or that of an ally; and
- (b) is missing or deceased."

Notes:

1. 'person' includes both female and male;
2. 'spouse or partner' is intended to be broadly inclusive;
3. 'ally' is intentionally broad; and
4. 'missing' is intended to include both missing in action or missing post discharge from the ADF.

The new definition will expand the scope of the organisation's ability to provide support to a broader number of individuals who have lost a spouse who is or was a member of the Australian Defence Force or allied forces. The change is also considered to bring the organisation up to date with contemporary society.

As a second stage in the process to open the membership base, the Board is seeking the approval of the Members to amend clause 4.3(a) of the Constitution. Expanding the Member base will enable the organisation to continue to provide its essential support and services.

The Board **COMMENDS** the amendment of the Constitution to the Members.