

Australian War Widows NSW Limited
ACN 083 075 914

NOTICE OF 2021 ANNUAL GENERAL MEETING

**Annual General Meeting of Members
with attendance via Zoom video meeting
on Thursday, 23 September 2021, from 10:00am AEST**

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)**

AUSTRALIAN WAR WIDOWS NSW LTD

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to all current members that the Annual General Meeting of Australian War Widows NSW Limited will be held on **THURSDAY 23 SEPTEMBER 2021**, commencing at **10:00am, AEST**. The Annual General Meeting for 2021 will be held online due to the ongoing pandemic. The meeting will be convened on the **ZOOM** platform. Members will receive connection information by 1 September 2021.

GENERAL BUSINESS

The business to be considered at the Annual General Meeting will be:

ITEM	BUSINESS
1	To receive the Director's report for the year ended 31 March 2021
2	To receive the President's report for the year ended 31 March 2021
3	To receive the CEO's review of operations for the year ended 31 March 2021
4	To receive and consider the Company's Financial Report and Auditor's Report for the financial year ended 31 March 2021
5	<p>To note the election of the following Board members as per clause 8.2:</p> <ul style="list-style-type: none">• Ms Lynne Boyd – reappointed for a second term• MAJGEN Susan Coyle – appointed for her first term; and• Ms Queen Dunbar – appointed for her first term. <p>As the number of nominations received was equal to the number of vacancies, Ms Boyd, MAJGEN Coyle and Ms Dunbar as the only nominated candidates will be taken as elected under clause 8.2(g).</p>

NOTES:

- **Items 1, 2, 3, 4 and 5** are for information and discussion and do not require resolutions.
- *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.
- *The Corporations Act 2001 (Cth)* requires that the report of the Directors, the report of the Auditor and the Financial Reports of the Company be presented to the Annual General Meeting. The Corporations Act 2001 does not require a vote of members at the Annual General Meeting on such reports or statements, however members will be given the opportunity to make comments on or raise questions with respect to these reports and statements at the meeting. The Company's Financial Report will be tabled and discussed at the Annual General Meeting and the Directors will be available to answer questions from members. In addition, a representative of the Company's auditors, CIB Accountants and Business Advisers, will be present to answer any questions about the conduct of the audit.
- The Company's Annual Financial Report for year ended 31 March 2021 will be sent to members who request a copy and is available on the Conference platform.

ITEM	BUSINESS
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Special Resolution 1 – Life Members

The following special resolution will be proposed at the AGM:

To consider and, if thought fit, to pass with or without modification, the following resolution as a special resolution:

“Clause 4 of the constitution of the Australian War Widows NSW Limited be amended to include the express definition of life members. Introducing a new clause as follows:

4.11 Life Membership

(a) *The board may admit a member as a Life Member who has:*

i) been a member for a continuous period of for 50 years;

ii) served as the State President;

iii) reached the age of 100 years; or

iv) in the opinion of the board, has given meritorious service to the company as a volunteer or director.

(b) *A Life Member is entitled to all the rights and privileges of a member of the company.*

(c) *A Life Member is not required to pay any annual membership fee or subscription.”*

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Special Resolution 2 – Company Objects

The following special resolution will be proposed at the Annual General Meeting:

To consider and, if thought fit, to pass with or without modification, the following resolution as a special resolution:

“Clause 2.1(a) of the constitution of the Australian War Widows NSW Limited be deleted and replaced with the following:

(a) *The company is a public benevolent institution established to provide support for all members of the veteran community (including war widows, veterans of the Australian Defence Force, their spouses, parents, grandparents, children and siblings) who are disadvantaged or in need due to poverty, distress, suffering, misfortune or helplessness (**Veteran Community**). The company will achieve its object by:*

(i) providing various forms of support and advice via qualified community services workers to the Veteran Community to relieve their destitution, distress and suffering;

(ii) arranging opportunities for the Veteran Community to interact with other people who have similar life experiences, so that they can provide each other with emotional and other support to relieve the distress experienced by the Veteran Community;

- (iii) *supporting, promoting and encouraging active participation in the Veteran Community to overcome social isolation;*
- (iv) *advocating and representing the Veteran Community at all levels of Government and across the sector for support and services to address social, financial, mental and health issues arising from being a member of the Veteran Community; and*

anything ancillary to the objects referred to in clauses 2.1(a)(i) to 2.1(a)(iv)."

NOTES:

- *Items 6 and 7 require a special resolution and in accordance with section 136(b) of the Corporations Act 2001 (Cth) and clause 2.1(a) 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 it is approved by at least 75% of the votes cast by Members at the meeting in person and eligible to vote.*

The Board **RECOMMENDS** that Members vote in favour of the special resolutions.

MEMBER 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 Annual General Meeting are invited to do so by completing the form accompanying the Notice of Meeting and available on the Company's 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 Annual General Meeting and those answers will also be posted on the Company's website.

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. Members eligible to vote will be those members who are fully financial in the books to the Company as at **20 August 2021**. As the Annual General Meeting is being held online, there will be an option for members in attendance to vote live on the day through electronic means. Any member not wishing to use the electronic platform to vote ought to submit their vote via the proxy form attached.

Proxies

In accordance with the *Corporations Act 2001 (Cth)* 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. Details of appointing a proxy are set out in the attached proxy form. Replacement proxy forms can be obtained by emailing guild@warwidownsw.com.au or from the website at www.warwidownsw.com.au. To be effective, proxy forms need to be completed, signed and received by the Company Secretary no later than **5:00pm (AEST), Friday 17 September 2021**, via the options given on the proxy form.

ATTACHMENTS

- Explanatory Notes
- Form of appointment of proxy
- Questions from Members; and
- Connection Information.

By order of the Board



**Chair of the Board
Australian War Widows NSW Limited
20 August 2021**

AGM 23 SEPTEMBER 2021

EXPLANATORY NOTES

Special Resolution 1 – Life Members

As a member-based organisation, members are at the heart of AWWNSW. Over the last 75 years AWWNSW has benefited immensely from its members and would like to ensure the service of its members is recognised and rewarded.

On review of the Constitution, the Board notes that there is no definition in the constitution of Life Members. As the governing document for the Company, the Board considers it vital that Life Members are recognised and eligibility for this status is preserved.

The Board recommends the Constitution be amended to include the definition and eligibility requirements of Life Members in clause 4 of the Constitution. The addition to the Constitution formalises a practice with the organisation that has occurred over many years and will ensure it continues. For current members of the organisation, this resolution safeguards and honours a legacy of recognising and showing gratitude for those on whose shoulders this organisation stands.

Special Resolution 2 – Company Objects

The objects of the Company outlined at clause 2.1(a) of the constitution is the charitable purpose of the organisation. A charitable purpose is defined by the *Charities Act 2013* (Cth) and needs to be aligned with providing a public benefit. AWWNSW is both a non-for-profit company limited by guarantee and a charity. AWWNSW's charitable purpose aligns with advancing social or public welfare. AWWNSW holds direct grant recipient and public benevolent institute status by virtue of being a charity. These 'status' enable AWWNSW to qualify for tax concessions, charitable grants and funding.

The charitable nature of the organisation also means that Members can access the programs and services offered by the organisation. Generally, Members of a non-for-profit company cannot benefit from their membership, however where the benefits provided by an organisation are incidental or ancillary to the purpose then the provision of services and support to Members is allowed. Under the law, the activities of an organisation like AWWNSW must be directed toward advancing the charitable purpose as opposed to advancing Members' interests. Non-for-profit companies must keep their membership open to all of those who support the objects of the Company and not restrict it to just those who receive services.

The Board and Management are concerned about the continuing reduction in the number of war widows and the impacts this will have on the organisation and its ability to continue to support its members. In a short amount of time, it will become more difficult for the organisation to continue to demonstrate its public benefit given the rapid decline in the numbers of war widows.

For AWWNSW to retain its charitable status into the future and continue to provide for its members, it is important to have a broad charitable purpose. Expanding the purpose will facilitate the improvement and expansion of

programs and services; the strengthening of the voices of members; and continue the legacy of this enduring and well-respected organisation. For current members of the organisation, the expansion to the objects does not affect services and support available through AWWNSW. The expansion will allow AWWNSW to continue to operate and serve war widows.

The special resolution proposed by the Board seeks to protect the organisation, the support provided to Members and invest in its future.

Technology

Under clause 7.10 of the constitution, technology can be used to hold the Annual General Meeting so long as members are given a reasonable opportunity to participate. By the first week of September, members will receive instructions on how to register their attendance at the online Annual General Meeting and participate in the meeting. AWWNSW has a Digital Mentor on staff who is available to assist members get online, familiarise them with how to use Zoom and connect to the meeting. Appointments with Diana, the Digital Mentor will open **from 01 September 2021** and can be booked by calling **(02) 9267 6577** or emailing guild@warwidowsnsw.com.au. Appointments can be booked up **until 22 September 2021**.

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. If the person named on the proxy form does not attend, or if no person is named, the Chair of the Meeting will be appointed to act at the Meeting on the Member's behalf and to vote as directed, or if no directions are given, as the proxy sees fit. To appoint a proxy please complete and sign the proxy form accompanying this notice and send it to the Company Secretary at Suite 1.01, Level 1, 9 Help Street, CHATSWOOD, NSW 2067 or by email to: rwilson@warwidowsnsw.com.au

IMPORTANT: To be valid proxy forms must be received by the Company Secretary no later than 5.00pm Australian Eastern Standard time, Friday 17 September 2021.

Further Information

For further information relating to the 2021 AGM, please refer to the AWWNSW website www.warwidowsnsw.com.au or contact the Company Secretary, rwilson@warwidowsnsw.com.au, Suite 1.01, Level 1, 9 Help Street, CHATSWOOD, NSW 2067 or telephone (02) 9267 6577 or 1800 451 615 (Country Members).

PROXY FORM

[Please mark to indicate your directions]

Step 1 - Appointing a Proxy

I, <input type="text"/>	Membership No: <input type="text"/>
Full name of member, please print	
of <input type="text"/>	Address
being a financial member of the Australian War Widows (NSW) Ltd hereby appoint: please select one (1) of the following:	
<input type="checkbox"/>	the CHAIR of the meeting
OR <input type="text"/>	Name of proxy (Leave blank if you have selected the Chair of the meeting. If left blank the Chair is appointed the proxy)

to vote on my behalf at the Annual General Meeting of the Australian War Widows (NSW) Ltd to be held on Thursday, 23 September 2021 at 10:00 (AEST) **via Zoom video meeting** and at any adjournment of the meeting:

Signature: <input type="text"/>	Date <input type="text"/>	2021
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This proxy form must be submitted to the Company Secretary of Australian War Widows NSW Ltd at its registered office **Suite 1.01, Level 1, 9 Help Street, CHATSWOOD, NSW 2067** or by email to rwilson@warwidowsnsw.com.au and must be received by **no later than 5:00pm AEST on Friday 17 September 2021.**

Step 2 Voting directions to proxy

	IN FAVOUR	AGAINST	ABSTAIN
Special Resolutions	(MARK 1 BOX ONLY)		
1. Addition of Life Members to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Amendment to Company Objects	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

You may direct your proxy how to vote on a given item of business by placing 'X' in one of the three boxes next to that item. If you mark your vote, then your proxy must vote that way for your vote.

1. If you want your proxy to vote for the proposal, cross the box under In favour.
2. If you want your proxy to vote against the proposal, cross the box under Against.
3. If you do not want your proxy to vote at all regarding the proposal, cross the box under Abstain.
4. If you are undecided and want to leave the decision to your proxy at the meeting, do not mark any box against the item. Your proxy will then decide how to vote at the meeting.

If you place an 'X' in more than one box against an item, then the proxy will not know how to vote, and your vote will be invalid.

QUESTIONS FROM MEMBERS

Members who would like to ask questions of the Board at the Annual General Meeting are invited to complete this form and submit their questions in writing to the Company Secretary, Australian War Widows NSW Ltd, Suite 1.01, Level 1, 9 Help Street, CHATSWOOD, NSW 2067 **by 5.00pm AEST on Friday, 17 September 2021**. While each question may not be responded to individually, a response will be given to as many of the frequently asked questions as possible at the Annual General Meeting and those answers will be posted on the Company's website by no later than 30 September 2021.

Note: Please ensure your question is succinct.

Member's Name

Membership Number

QUESTION/S

Signed:

Date:

This Form must be received by the Company Secretary,
Australian War Widows NSW Limited
via mail to **Suite 1.01, Level 1, 9 Help Street, CHATSWOOD, NSW 2067**
or email to guild@warwidowsnsw.com.au
5.00pm AEDT Friday, 17 September 2021