



AUSTRALIAN WAR WIDOWS NSW LTD

ACN 083 075 914

NOTICE OF 2022 ANNUAL GENERAL MEETING

**Annual General Meeting of Members
with attendance in person and via Zoom video meeting
on Thursday, 16 June 2022, 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 16 JUNE 2022**, commencing at **10:00am, AEST**. The Annual General Meeting for 2022 will be held in person and online. The meeting will be convened at the Sydney Masonic Centre, 66 Goulburn Street Sydney NSW, 2000 and on the **ZOOM** platform. Members joining the meeting online will receive connection information by 13 June 2022.

GENERAL BUSINESS

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

ITEM	BUSINESS
1	To receive the Board's report for the year ended 31 March 2022
2	To receive the President's report for the year ended 31 March 2022
3	To receive the CEO's review of operations for the year ended 31 March 2022
4	To receive and consider the Company's Financial Report and Auditor's Report for the financial year ended 31 March 2022
5	To receive the results of the election of Board directors as per clause 8.2 of the Constitution.

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 2022 will be sent to members who request a copy and is available on the Conference platform and on the day of the AGM.*

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 4.11 of the Constitution of the Australian War Widows NSW Limited be amended to remove Board discretion in the awarding of life membership to members who have reached the age of 100 years. Amending the 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 50 years;

ii) served as the State President;

~~*—iii) reached the age of 100 years; or*~~

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

(b) *The board will admit a member as a Life Member of the company where that member has, according to the register of members, reached the age of 100 years.*

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

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

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Special Resolution 2 – Definition of Ordinary Member

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 1.1 of the Constitution of the Australian War Widows NSW Limited be amended to include the following definition:

Ordinary Member *means a person who meets the criteria in rule 4.3 (a) and (b) of the Company Constitution. Rule 4.3(b) requires the submission of membership documentation and the payment of an application fee or membership fee.”*

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 **1 June 2022**. As the Annual General Meeting is being held online and in person, eligible members can vote electronic and through paper forms provided with this notice.

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@warwidowsnsw.com.au or from the website at www.warwidowsnsw.com.au. To be effective, proxy forms need to be completed, signed and received by the Company Secretary no later than **5:00pm (AEST), Tuesday 14 June 2022**, via the options given on the proxy form.

Eligible members submitting their proxy form in the mail ought to ensure that this form and director election ballot papers are **in the mail by no later than 8 June 2022 to ensure the forms are received by the closing date.**

By order of the Board



**Chair of the Board
Australian War Widows NSW Limited
06 May 2022**

AWWNSW AGM 16 JUNE 2022

EXPLANATORY NOTES & IMPORTANT INFORMATION

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 21 April 2021 the Board resolved to propose an amendment to the Constitution, removing its discretion to award life membership to members who have turned 100 years. The Board was of the view that this ought to be an automatic award of Life Membership.

The Board recommends the Constitution be amended accordingly.

SPECIAL RESOLUTION 2 – DEFINING ORDINARY MEMBER

On review of the Company Constitution the definition of ordinary member is ambiguous. It is important that this definition is clear due to the rights that are provided to ordinary members within the Constitution.

The Board therefore seeks to make the definition of ordinary member clear by adding it to cl 1.1 of the constitution. The definition of ordinary member is the same as that outlined in cl.4.3 (a) and (b) but ensures the requirements of 4.3 (b) are met to be considered an ordinary member for the purposes of the rules in the Constitution. The inclusion of this definition removes ambiguity and ensures that all members are clear about what is required to be considered an ordinary member of the Company.

The Board recommends the Constitution be amended to include this definition.

ATTENDANCE AND TECHNOLOGY

Under clause 7.10 of the constitution, technology can be used to hold the AGM so long as members are given a reasonable opportunity to participate. By 13 June 2022, members intending on joining the AGM online will receive instructions on how to connect to the AGM 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 for the Digital Mentor can be booked by calling **(02) 9267 6577** or emailing guild@warwidowsnsw.com.au. Appointments can be booked up **until 14 June 2022**.

Members attending the AGM in person must register their attendance by completing the registration form which will be sent to members with email by 16 May 2022. Members without email can call calling **(02) 9267 6577** to register their attendance. For catering requirements registrations are due no later than **10 June 2022**.

In accordance with custom and practice, the Company will fund return travel and one night's accommodation for one representative from each Guild/Social Club outside of the Sydney metro area. Travel arrangements can be requested when registering attendance.

PROXIES

A member can attend the meeting in person or 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: PO Box 146 Chatswood NSW 2057 or by email to: ceo@warwidownsw.com.au

IMPORTANT: To be valid proxy forms must be received by the Company Secretary no later than 5.00 pm Australian Eastern Standard time, Tuesday 14 June 2022. Forms being sent by post ought to be in the mail by no later than 8 June 2022 to ensure they are received.

Further Information

For further information relating to the 2022 AGM, please refer to the AWWNSW website www.warwidownsw.com.au or contact the Company Secretary, ceo@warwidownsw.com.au, Suite 1.01, Level 1, 9 Help Street, CHATSWOOD, NSW 2067 or telephone (02) 9267 6577 or 1800 451 615 (Country Members).