

**MINUTES OF THE 52<sup>nd</sup> ANNUAL GENERAL MEETING OSTOMY NSW LIMITED  
HELD AT CITY BOWLER'S CLUB, 95-99 YORK STREET, SYDNEY,  
ON SATURDAY, 19<sup>TH</sup> NOVEMBER, 2011**

## 1. Opening of Meeting

- 1.1. The meeting opened at 2.05 p.m. and was chaired by the President, Mr Tom Flood, who welcomed members and guests.
- 1.2. He informed the meeting of the process for the meeting and the protocols for and entitlements to voting on resolutions. He confirmed that members who were entitled to vote had been given a Voting Card.
- 1.3. The Agenda for the Meeting was shown on the projection screen on the stage behind the Directors.
- 1.4. Board Members in Attendance:
  - 1.4.1. Tom Flood (Non-Executive Director, President and Chairperson)
  - 1.4.2. Warren Nalty (Non-Executive Director and Vice-president)
  - 1.4.3. Gerard Watts (Non-Executive Director and Treasurer)
  - 1.4.4. Heather Hill, AM (Non-Executive Director)
  - 1.4.5. Stephen Grange (Non-Executive Director)
  - 1.4.6. Robert Newman (Non-Executive Director)
  - 1.4.7. Michael Peebles (General Manager and Company Secretary)
- 1.5. Company Members in Attendance:
  - 1.5.1. Twenty two financial members

## 2. Apologies

- 2.1. No apologies were received.

## 3. Minutes

- 3.1. The Minutes of 51st Annual General Meeting held on Saturday, 20th November 2010 were confirmed, without change, and signed by the Chair.

## 4. President's Report

- 4.1. Mr Flood reported to the meeting on ONL's performance during the year, referring to the highlights as shown in the Annual Report to Members. A graph, comparing the growth in membership over the last five years, was displayed and it was pointed out that this was 4.8% over the previous year.

- 4.2. He emphasised the benefits of the Stoma Appliance Scheme (SAS) and that each ONL member had received an average value of \$1,950 worth of products free of charge under the Scheme during the 2010-2011 financial year.
- 4.3. He also confirmed that the review of the Scheme by the Department of Health and Ageing had been finalised without any significant effect on ONL's operations or the entitlements of members.
- 4.4. The meeting was informed that, overall, ONL had a very successful year and was continuing to make the best use of technology to improve services to members and to avoid incurring additional staffing costs, which would otherwise have to be passed on to members in the form of additional fees.
- 4.5. Mr Flood spoke about combining with ONL's sister association, the Colostomy Association of NSW, in conducting regional information sessions for ostomates. He also referred to the success of the STN Clinic conducted at ONL's premises by Stomal Therapy Nurses from the St George Public Hospital and that ONL would be endeavouring to have the clinic operate again in 2011-2012.
- 4.6. Brief mention was made of the Australian Council of Stoma Associations (ACSA) annual conference which had been held in Melbourne in September 2010.
- 4.7. Mr Flood concluded by expressing his thanks to the General Manager, staff and volunteers for their work in 2010-2011 and which had significantly contributed to the excellent results achieved in the year under review. He also expressed his thanks to his fellow Directors for their contributions.

## 5. Treasurer's Report

- 5.1. The Treasurer, Mr Gerard Watts, addressed the meeting and reported that copies of the Annual Financial Statements for 2010-2011 had been distributed to each member by post and additional copies were available at the entrance to the meeting room.
- 5.2. A snapshot of the company's financial results for 2010-2011 was displayed and Mr Watts explained that the reasons for the record surplus were mainly attributable to additional revenue from donations and interest (as a result of changing banks), as well as containment of staffing costs by the introduction of more efficient practices, such as technology, and vastly improved stock control.
- 5.3. Graphs were displayed for the information of members comparing the growth in revenue and orders dispatched over the last five financial years, as well as a comparison in the growth of assets and liabilities. A fourth graph comparing the average value of free products received each year by members illustrated the point made by Mr Flood in his report.
- 5.4. Mr Watts concluded by confirming that the company's liquidity was good and that, overall, ONL was in a very healthy financial position.

## 6. Ordinary Resolutions 1a to 1e - Election of Directors

- 6.1. The Chair informed the meeting that three nominations for appointment as a Director had been received. Of these, one was from an un-financial member and another had been seconded by the person nominating themselves.
- 6.2. Both nominations, therefore, had not been completed and submitted in accordance with the provisions of the Company Constitution and were invalid and could not be considered.
- 6.3. The third nomination, from Mr Van Dang of Fairfield, NSW, had not been officially seconded and could not be voted upon until it had. If seconded by a member present at the meeting, his nomination would be considered as Resolution 1a, for which the Chair held 126 proxies in favour, 1 against and 4 which had abstained.
- 6.4. The Chair cautioned, however, that before formally putting the resolution to the meeting, it was noted that Mr Van Dang had not attended the meeting to put forward information about himself that supported his nomination.
- 6.5. In these circumstances, and since none of the incumbent Directors knew him, nor did any of the members present, it was considered prudent to defer voting on his election until the Board had had a chance to interview him.
- 6.6. The meeting agreed with this course of action and gave authority to the Board to determine Mr Dang's suitability and make the appointment if considered warranted.
- 6.7. There being no other nominations for appointment as a Director, Resolutions 1b to 1f were not needed.

## 7. Ordinary Resolution 1f – Remuneration Report

- 7.1. The Chair informed the meeting that there were 127 proxy votes in favour of this resolution and none against.
- 7.2. The meeting unanimously resolved to pass Ordinary Resolution 1f to adopt the Remuneration Report contained in the Directors' Report in the Annual Financial Statements

## 8. Special Resolution 2a– Amendment of the Company Constitution

- 8.1. The Chair re-affirmed the reasons for the proposed change, as set out in the Explanatory Memorandum accompanying the Notice of AGM. He also advised that there were 126 proxy votes in favour of the resolution and none against.
- 8.2. The meeting unanimously resolved to pass Special Resolution 2a and amend the Company Constitution to change the wording of Clause 58 to align with changes in the Corporations Law, with the new wording being:  

“The Board shall cause proper accounting and other records to be kept and shall distribute copies of every document to members as required by law”.

- 8.3. The Chair then brought to the attention of members a proposal by the Board to review the entire Constitution in 2011-2012. This currently comprised a Memorandum and Articles of Association which had been the form in use before the Corporations Act came into force in 2001.
- 8.4. The intent of the Board's review was to replace these two documents with a single, modern, plain English version in keeping with the provisions of the Corporations Law. Any decision to adopt such a document would be put to the next AGM.

#### 9. Stomal Therapy Nurse Scholarships 2011

- 9.1. At the request of the Chair and with the agreement of the meeting, the Company Secretary explained that each year ONL awarded two scholarships for the training and further education of Stomal Therapy Nurses (STNs). Each scholarship was valued at \$5,000 and could be shared by up to three STNs.
- 9.2. Successful applicants were selected by a panel from the NSW Branch of the Australian Association of Stomal Therapy Nurses (AASTN) and named at the ONL AGM.
- 9.3. For a second year, one of the scholarship was generously sponsored by the NSW Chamber of Fruit & Vegetables and was shared by three STNs:
  - 9.3.1. Kerry Young from Hobartville, NSW
  - 9.3.2. Susan Morris from Charlestown
  - 9.3.3. Mary Cuzner from North Gosford
- 9.4. The second scholarship, previously funded by ONL itself, had been adopted by the Narwee Baptist Craft Society, at the initiative of the President of the Society, Mrs Christine Clausen, as its charitable cause for 2011. This generous support was recognised by the meeting by acclamation as a vote of thanks to Mrs Clausen and the members of the Craft Society.
- 9.5. The Narwee Baptist Creative Craft Scholarship was also shared by three STNs:
  - 9.5.1. Nancy Andrawes from Banksia in the St George region
  - 9.5.2. Lu Wang from Cabramatta in the Fairfield region
  - 9.5.3. Kerri Houghton from Mount Annan in the Campbelltown region
- 9.6. All six scholarship winners would be presented with their awards by ONL Vice President, Mr Warren Nalty, at the first meeting of the NSW Branch of the AASTN held after the ONL AGM.

#### 10. Other Business

- 10.1. Written Questions from Members.
  - 10.1.1. The meeting was informed that written questions had been received from three members relating to:

- 10.1.1.1. The statement on ONL product order forms to allow 7 to 10 working days for delivery of orders.
- 10.1.1.2. Omission of some information from the Annual Financial Statements posted to members.
- 10.1.1.3. Issuing reminders to members to pay their annual membership fees.
- 10.1.2. In response to a request from the Chair and by agreement of the meeting, the Company Secretary provided information responding to these questions and which clarified that:
  - 10.1.2.1. Once a member's order had been processed and dispatched, (usually with two to three working days), delivery to the member was the responsibility of Australia Post, over which ONL had no control. Hence the statement on the bottom of the order form to allow 7 to 10 working days for deliver.
  - 10.1.2.2. The omission of the information was simply one of a timing issue to ensure the Annual Financial Statements could be printed and posted to members. Full details were posted on the ONL website and copies of were available at the meeting for anyone who wanted them.
  - 10.1.2.3. Methods of reminding members about renewal of annual fees were under review by the Board. One option being considered was to send each member a formal notice in either May or June, but this would mean that if fees were not paid by the end of July, no other reminders would be issued and responsibility rested squarely with the member to become financial.
- 10.2. Any Other Business
  - 10.2.1. The Chair asked members if there was any item of business to be raised from the floor.
  - 10.2.2. In response to a request from the Chair and by agreement of the meeting, the Company Secretary responded to questions about contacting members by email and paying fees and postage by direct debit from credit cards.
  - 10.2.3. Provided members had agreed to contact by email, as required by anti-spamming laws, ONL would use this method wherever possible. It was confirmed that credit card payment facilities were available but the better option for payment of annual fees was by electronic funds transfer.

10.3. Next AGM

10.3.1. The date for the next AGM was confirmed as Saturday, 17th November 2012.

10.4. Vote of Thanks to City Bowlers Club

10.4.1. The Chair conveyed his thanks and that of the members, directors, staff and volunteers, to the staff and management of City Bowlers Club for their support again this year. Members expressed their appreciation by acclamation.

10.5. Closure

10.5.1. There being no other business for consideration, the meeting was declared closed at 2.35 p.m.

Signed:

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TOM FLOOD  
President, Ostomy NSW Limited

Date: \_\_\_\_\_

*(Note: These Minutes have yet to be confirmed at the 2012 AGM)*