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Notice of Annual General Meeting of Members

Notice is hereby given that the Annual General Meeting (AGM) of Ostomy NSW Limited (the "Company") will be held on Saturday, 21st November 2015 in the Red Room, First Floor, 99 On York, 95-99 York Street, Sydney, commencing at 12:15 p.m.

Business to be conducted at the meeting is to pass resolutions to:

1. Annual Financial Statements and Reports

Receive and consider the Annual Financial Statements for the year ending 30th June 2015 and the Reports of the Directors and of the Auditor for the year ending 30th June 2015, as previously circulated.

2. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report (which forms part of the Directors' Report) in the Annual Financial Statements for the year ended 30th June 2015 be adopted".

3. Other Business

By Order of the Board

Robert Newman
Company Secretary

Explanatory Memorandum

Voting at the Meeting

For the purposes of voting, the Company has determined that on a poll of members, each member of the Company holds an entitlement to one vote.

Only financial members are entitled to vote and, under the Constitution, this includes members whose annual subscription is not more than one month in arrears.

Voting by Proxy

A member of the Company who is entitled to attend the meeting and vote, is entitled to appoint not more than two proxies, who must be a natural person and a member of the Company.

A member appointing two proxies may specify the resolutions on which the proxy is entitled to vote on the member's behalf. If two proxies are appointed and each may vote on the same resolution, their total number of votes cannot exceed one.

If the Chair of the meeting is appointed as your proxy without a direction on how to vote, then the Chair intends to vote your proxy in favour of each of the resolutions put before the meeting.

A form of proxy accompanies this Notice of Meeting.

To be effective, a form of proxy must be received by the Company no later than 5 pm Monday, 16th November 2015 and may be lodged by mail, facsimile or e-mail.

Annual Financial Statements and Reports

The Annual Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30th June 2015 will be laid before the meeting. There is no requirement for members to approve these reports.

However, the Chair will allow a reasonable opportunity for members to ask questions.

Election of New Directors

In accordance with the Constitution, the Board may consist of up to eleven Directors, of whom a maximum of nine may be elected at the AGM by the Members. Candidates must be nominated in accordance with the Constitution.

There are currently six Directors, some of whom were appointed for two years at the 2014 AGM. There are currently five vacancies for which nominations are invited. Those elected at the 2014 AGM will be entitled to hold their position until the 2016 AGM.

At the time of distribution of this notice, no nominations for election of new directors have been received. However, a nomination form is included with this notice.

Nomination forms for election of Directors must be lodged with the Company Secretary no later than 5:00 pm on Monday, 16th November 2015. A person so nominated cannot withdraw their candidacy between the commencement of any ballot at the AGM to elect Directors and declaration of the result of that ballot.

Remuneration Report

In accordance with the Corporations Act (Cth) 2001, the Company is required to include in the Directors' Report a detailed Remuneration Report relating to Directors' and key managers' remuneration for the financial year ending 30th June 2015.

No remuneration was paid to any Director during the year and, as a non listed public company, the Company is required to disclose the aggregate remuneration of key management personnel, which is shown at Note 14 to the Annual Financial Statements.

Written Questions from Members

A separate form is enclosed for Members who may wish to submit questions in advance of the meeting.

During the course of the meeting, it is intended to respond to as many of the more frequently asked questions, as far as is practicable in the time available

Questions in advance must be received by the Company no later than 5 pm Monday, 16th November 2015 and may be lodged by mail, facsimile or e-mail.

Other Business

Any member present at the meeting may propose a resolution, other than those specifically listed on the Notice of Meeting, to be considered by the meeting and, after calling for a seconder, the Chair of the meeting will retain discretion on whether to accept the proposal, defer it or reject it.

If accepted, the Chair shall allow adequate time to discuss the proposal before putting to a vote of members.

If deferred, the resolution must be listed for a subsequent meeting for discussion by the members, either at the next AGM or at a Special Meeting to be convened for the purpose.

If rejected, the Chair may give reasons or an explanation of such rejection, but is not obliged to do so.



VOTING CARD

Please bring with you to the meeting

Member No.

To vote on any motion during the Annual General Meeting, hold up this voting card when called for by the meeting chairperson. This will enable a count of votes if required.

Only financial members are entitled to vote.