



Ground Floor, 20-22 Yalgar Road
PO Box 3068
Kirrawee NSW 2232
Tel (02) 9542 1300
Fax (02) 9542 1400
manager@ostomynsw.org.au
www.ostomynsw.org.au

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 25th November 2023** at Ostomy NSW office, Ground Floor, 20-22 Yalgar Road, Kirrawee NSW, 2232 commencing at 11:00 am. 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 2023 and the Reports of the Directors and of the Auditor for the year ending 30th June 2023. These are available on our website from Monday 16th October 2023 or a hardcopy can be sent to you by request in writing by Friday 10th November 2023 (letter, fax or email).

2. Election of Directors (Responsible Persons)

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

3. 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 2023 be adopted"

By Order of the Board

Stephen Lardner
Company Secretary



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VOTING CARD

Please bring with you to the meeting

Member No.

To vote on any motion during the Annual General Meeting, raise your hand in Zoom and we will record your vote. This will enable a count of votes if required.

Only financial members are entitled to vote.

AGM 2023

Date: Saturday 25th November 2023

Time: 11am

Venue: Ostomy NSW Office

Ground Floor, 20-22 Yalgar Road, Kirrawee.

and via ZOOM Meeting ID 826 2980 1862

Passcode 190418

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.

For the purposes of adopting and ratifying the constitution a special resolution is required. A special resolution to be passed requires not less than 21 days' notice to be given and for a 75% majority of those present, entitled to vote and who vote in favour of the resolution.

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 at the postal address shown above. A proxy form may be lodged by mail, facsimile or email no later than Friday 10th November 2023.

Annual Financial Statements and Reports

The Annual Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30th June 2023 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 (Responsible Persons)

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 seven Directors, five were elected at last year's AGM and two are seeking re-election. There are four vacancies for which nominations are invited. Those elected at the 2023 AGM will be entitled to hold their position until the 2025 AGM.

At the time of distribution of this notice, no nominations for election of new directors have been received. For your convenience 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 Friday, 10th November 2023. 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 Australian Charities Not-for-profit Act 2012, 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 2023.

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 at the postal address shown above no later than Friday, 10th November 2023 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.

Step 1 – Appoint a Proxy

I, being a Member of Ostomy NSW Limited and eligible to vote at the AGM in accordance with the Constitution, hereby appoint:

the Chair of the meeting OR

or failing the individual named, or if no individual is named, the Chair of the meeting, as my proxy to act generally at the meeting on my behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Ostomy NSW Limited to be held at Ostomy NSW, 20-22 Yalgar Road, Kirrawee on Saturday 25th November commencing at 11:00 am and at any adjournment of that meeting.

Step 2 – Voting Directions

Ordinary Resolutions	For	Against	Abstain
1. Receive and adopt the Annual Financial Statements and Reports for the year ended 30 th June 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adopt the Remuneration Report in the Annual Financial Statements for the year ended 30 th June 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Directors: Mr. Adam Keam as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ms. Jacky Carusi as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3 – Sign and Lodge

Member No.	Name	Signature	Date

For your proxy to be effective, it must be received at the ONL offices no later than the time and date nominated in the Explanatory Memorandum attached to the Notice of Annual General Meeting. You can use one of the following methods to lodge your proxy:

- Post to PO Box 3068, Kirrawee, NSW 2232
- Fax to 02 9542 1400
- e-mail to manager@ostomynsw.org.au

Director Nomination Form

PART 1 – MEMBER NOMINATED AS A CANDIDATE FOR ELECTION AS A DIRECTOR

Member No.	First Name		Last Name	
Unit/Street No.	Street		Suburb	Post Code
Date of Birth	Place of Birth (Town, State, Country if not Australia)		Occupation	
☎ Home Phone No.	☎ Mobile Phone No.	☎ Work Phone No.		
✉ e-mail address				

PART 2 - CONSENT TO ACT

Pursuant to Section 201D of the Corporations Act 2001 (Cth) and Clause 21 of the Constitution of Ostomy NSW Limited ABN 92 003 107 220 (the "Company"), I consent to act as a Director of the Company.

Nominee's signature: _____ Date: _____

PART 3 – PROPOSER AND SECONDER DETAILS

Proposer			
Member No.	Name	Signature	Date
☎ Home Phone No.	☎ Mobile Phone No.	☎ Work Phone No.	
✉ e-mail address (if applicable)			

Seconder			
Member No.	Name	Signature	Date
☎ Home Phone No.	☎ Mobile Phone No.	☎ Work Phone No.	
✉ e-mail address			

For this nomination to be valid, all parts must be correctly completed and the form received at the ONL offices no later than the time and date nominated in the Explanatory Memorandum attached to the Notice of Annual General Meeting . You can use one of the following methods to lodge the form:

- ✉ Post to PO Box 3068, Kirrawee, NSW 2232
- ☎ Fax to 02 9542 1400
- ✉ e-mail to manager@ostomynsw.org.au

■ What this form is for

A Member who is entitled to vote at the Annual General Meeting, as explained in the Explanatory Memorandum accompanying the Notice of Annual General Meeting, may submit written questions to the Company Secretary or the external Auditor in advance of the meeting relating to:

- Business of the Company
- The Annual Financial Statements and Directors' Report
- The content of the Auditor's report
- The conduct of the audit or the Auditor's independence; or,
- The accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements and notes.

During the course of the AGM it is intended to respond to as many of the more frequently asked questions as is practicable in the limited time available.

■ Questions

1.

2.

3.

4.

■ Sign and submit questions

Member No.	Name	Signature	Date

Questions must be received at the ONL offices no later than the time and date nominated in the Explanatory Memorandum attached to the Notice of Annual General Meeting. You can use one of the following methods to submit your questions:

- ✉ Post to PO Box 3068, Kirrawee, NSW 2232
- ☎ Fax to 02 9542 1400
- ✉ e-mail to manager@ostomynsw.org.au

