**EXPLANATORY NOTES ON ITEMS OF BUSINESS**

**INFORMATION ON ORDINARY BUSINESS**

***SPECIAL BUSINESS***

**ITEM 1: TO CONSIDER AMENDMENTS TO THE CONSTITUTION**

See explanatory memorandum included in Annexure A and marked up copy of the Constitution in Annexure B.

**ITEM 2: TO CONSIDER QUANTUM OF REMUNERATION OF DIRECTORS**

In the event that the Members pass Special Resolution 1.1 during the consideration of the amendments to the Constitution at Item 1, the Members will be asked to consider and pass an ordinary resolution confirming the maximum annual amount of money to be available for Director remuneration and the mechanism by which it is reviewed. See explanatory memorandum included in Annexure A.

***ORDINARY BUSINESS***

**ITEM 1: TO CONSIDER THE FINANCIAL REPORT**

The Company’s Financial Report for 2021 has been made available to Members. During this item of business, Members at the meeting can comment on and ask questions about the Company’s performance and financial position. There will be no formal resolution put to the meeting in relation to the financial report.

The Company’s Auditor will also be present at the meeting and Members will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor’s report, the accounting policies adopted by the Company and the independence of the Auditor in relation to the conduct of the audit.

**ITEM 2: RE-ELECTION OF DIRECTORS**

**Item 2.1** The profile of Robert Dunn, who retires in accordance with Article 5.4(b) of the Company’s Constitution and offers himself for re-election, is included in Annexure C to these Explanatory Notes.

**Item 2.2** The profile of Craig Collins, who retires in accordance with Article 5.4(b) of the Company’s Constitution and offers himself for re-election, is included in Annexure C to these Explanatory Notes.

**Item 2.3** The profile of Anna Phan, who retires in accordance with Article 5.4(b) of the Company’s Constitution and offers herself for re-election, is included in Annexure C to these Explanatory Notes.

**ITEM 3: APPOINTMENT OF DIRECTOR**

**Item 3.1** The profile of Doug Sotheren, who seeks election as a Director in accordance with the Company’s Constitution and offers himself for appointment, is included in Annexure D to these Explanatory Notes.

**ITEM 4: OTHER ORDINARY BUSINESS**

Such other ordinary business as may be permitted by the Constitution may be dealt with at this point.

**ANNEXURE A**

**EXPLANATORY MEMORANDUM – PROPOSED CHANGES TO CONSTITUTION
(ITEM 1 – SPECIAL BUSINESS)**

See attached explanatory memorandum prepared by Mills Oakley lawyers on behalf of BaptistCare NSW & ACT.

**ANNEXURE B**

**MARK-UP OF PROPOSED AMENDMENTS TO THE CONSTITUTION (ITEM 1 – SPECIAL BUSINESS)**

See attached copy of the Constitution noting proposed changes.

**ANNEXURE C**

**PROFILES FOR RE-ELECTION OF DIRECTORS (ITEM 2 – ORDINARY BUSINESS)**

**ANNEXURE D**

**PROFILE FOR ELECTION OF DIRECTOR AND**

**NOMINATION AND CONSENT TO ACT: ELECTION AS A DIRECTOR AT AGM**

**(ITEM 3 – ORDINARY BUSINESS)**