

**NOTICE OF ANNUAL GENERAL MEETING
OF
BAPTISTCARE NSW & ACT
ABN 90 000 049 525**

Registered Office: 22 Brookhollow Avenue, Norwest, NSW, 2153

Notice is hereby given that the Seventy Eighth Annual General Meeting of the Members of BaptistCare NSW & ACT (“Company”) will be held as a **virtual meeting** on Thursday, 30 November 2023 at 2.30pm.

Members of the Company may participate in the AGM virtually through Microsoft Teams, an online platform provided by BaptistCare which can be accessed at <https://baptistcare.org.au/annual-general-meeting>. Further information on how to participate is set out in this Notice of Meeting and the Guide on our website. Members will not be able to attend the AGM at a physical location.

SPECIAL BUSINESS

1. Amendments to Constitution

To consider, and if thought fit, to pass the following resolutions as special resolutions, which amendments to the Constitution are to become immediately effective upon being passed:

1.1 To consider, and if thought fit, to pass the following as a special resolution:

Article 5.2 (Composition of the Board) of the Constitution of the Company be deleted and replaced with the following:

“(a) The Board shall consist of:

*(i) a minimum of eight (8) and maximum of ten (10) Elected Directors;
and*

(ii) up to four (4) Appointed Directors, and in the event that:

*(A) one (1) or two (2) Appointed Directors are appointed, those
Appointed Directors must be WA Appointed Directors; or*

*(B) three (3) or more Appointed Directors are appointed, two (2) of
those Appointed Directors must be WA Appointed Directors.*

(b) The Board shall determine the number of Directors in each category set out in clause 5.2(a) so long as the number of Directors is within the range referred to in clause 5.1.”

1.2 To consider, and if thought fit, to pass the following as a special resolution:

Article 5.3(a) (Qualification and nomination of Elected Directors) of the Constitution of the Company be deleted and replaced with the following:

"(a) A person shall only be eligible to be an Elected Director if the person:

- (i) agrees to support the Statement of Faith;*
- (ii) is a Member (subject to **clause 5.6(g)**);*
- (iii) is not an employee of the Company; and*
- (iv) is not the spouse, child, parent, brother or sister of any full-time employee of the Company.*

1.3 To consider, and if thought fit, to pass the following as a special resolution:

Insert a new Article 5.4 (Qualification and Appointment of Appointed Directors) of the Constitution of the Company as follows:

"5.4 Qualification and Appointment of Appointed Directors

(a) A person shall only be eligible to be an Appointed Director if the person:

- (i) is a regular participant of a Recognised Christian Church or Denomination within the Commonwealth of Australia; and*
- (ii) agrees to support the Statement of Faith; and*
- (iii) is not a Member of the Company; and*
- (iv) is not an employee of the Company; and*
- (v) is not the spouse, child, parent, brother or sister of any full-time employee of the Company.*

*(b) Any Appointed Director who is a WA Appointed Director must in addition to meeting the criteria set out in **clause 5.4(a)**:*

- (i) also be affiliated with any of the following organisations:*
 - (A) Baptistcare WA Limited prior to it becoming a related entity of the Company; or*
 - (B) a Baptist Church in Western Australia affiliated with the Baptist Union of Western Australia Incorporated; and*
- (ii) may only be appointed (or reappointed) in accordance with the appointment procedures set out in **clause 5.4(c)**.*

(c) The procedure for the appointment or reappointment of a WA Appointed Director is as follows:

- (i) the person proposed to be appointed or reappointed must be nominated for appointment or reappointment by the Board (**WA Nominee**);*
- (ii) the Board's nomination must be submitted to The Baptist Union of Western Australia Incorporated in writing for approval (**Nomination Approval Request**);*

- (iii) *The Baptist Union of Western Australia Incorporated will have forty-five (45) days from the date of the Nomination Approval Request to either approve or reject the request for approval;*
 - (iv) *if The Baptist Union of Western Australia Incorporated fails to respond in writing within the forty-five (45) day period, the Nomination Approval Request will be deemed to be approved;*
 - (v) *any response received from The Baptist Union of Western Australia Incorporated within the forty-five (45) day period will be binding on the Company;*
 - (vi) *if The Baptist Union of Western Australia Incorporated approves the Nomination Approval Request, the WA Nominee will be appointed to the Board as a WA Appointed Director; and*
 - (vii) *if the Baptist Union of Western Australia Incorporated rejects the Nomination Approval Request for the appointment or reappointment of a WA Appointed Director, the process set out in this clause 5.4(c) will reapply until such time as another replacement nominee is appointed as the WA Appointed Director.*
- (vi) *Appointed Directors who are not WA Appointed Directors will be appointed or reappointed by the Board in accordance with appointment procedures and criteria determined by the Board from time to time.*

1.4 Subject to the acceptance of Special Resolutions 1.1, 1.2 and 1.3 above, to consider, and if thought fit, to pass the following as a special resolution:

"THAT the Company adopt the other amendments to the constitution (which are not mentioned in special resolutions 1.1, 1.2 and 1.3 above) which are set out in the constitution of the Company in Annexure 1."

ORDINARY BUSINESS

1. Financial Report

To receive and consider the Financial Report, including the Directors' Declaration and Reports of the Directors and Auditors, for the year ended 30 June 2023.

2. Re-election of Directors

Subject to the passing of the Special Resolutions, to consider, and if thought fit, to pass the following resolutions as ordinary resolutions:

2.1 "That **Mr. Cameron Webb**, who retires in accordance with Article 5.5 of the Company's Constitution, and being eligible, be re-elected as a Director."

2.2 “That **Mr. Owen Chew Lee**, who retires in accordance with Article 5.5 of the Company’s Constitution, and being eligible, be re-elected as a Director.”

2.3 “That **Prof. Clifford Hughes**, who retires in accordance with Article 5.5 of the Company’s Constitution, and being eligible, be re-elected as a Director.”

Information on the above Directors is contained in the accompanying explanatory notes to which Members are referred.

3. Election of Director

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

3.1 “That **Dr. Joan O’Donnell** in accordance with the provision of the Company’s Constitution, and being eligible, be elected as a Director.”

Information on Dr. O’Donnell is contained in the accompanying explanatory notes to which Members are referred.

4. Other Ordinary Business

To consider any other ordinary business that may be brought before the meeting in accordance with the Company’s Constitution.

4.1 Additional matters to take effect upon the passing of the Special Resolutions amending the Constitution:

4.1.1 It is noted that Mr Tim Woodall is appointed by the Board as an Independent Director and, satisfying the requirements of Article 5.4, the appointment is as a WA Independent Director.

4.1.2 It is noted that Mr Graham Reed is appointed by the Board as an Independent Director and, satisfying the requirements of Article 5.4, the appointment is as a WA Independent Director

By order of the Board



Ronan MacSweeney
COMPANY SECRETARY
Norwest, 19 October 2023.

INFORMATION FOR MEMBERS

Participating in the AGM

Members are invited to participate in the AGM via the online platform which is accessible at <https://baptistcare.org.au/annual-general-meeting>.

Participating in the AGM online enables members to listen to the AGM live, view presentation slides, ask questions and cast direct votes at the appropriate times during the meeting, subject to the connectivity of their device.

Members are encouraged to log into the online platform at least 15 minutes prior to the commencement of the meeting.

More information regarding participation in the meeting online is detailed in our online meeting guide which is available on our website at <https://baptistcare.org.au/annual-general-meeting>.

Registration for the AGM

Members will need to register their details in advance of the meeting by clicking on the link at <https://baptistcare.org.au/annual-general-meeting> and inserting their details and the code **member2023**.

Registrations will close at 12pm on Thursday, 30 November 2023.

An email address is required for registration. Members who do not have email addresses are requested to contact Kim Lange on 02 9023 2500 for assistance.

Voting for the AGM

In accordance with clause 4.7(a) of the Company's Constitution, the Chair intends to call a poll on each of the resolutions proposed at the meeting.

There are two options available to members to vote at the AGM:

1. Direct voting by poll during the AGM

A member who is entitled to vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution. An online platform is the means by which a member can deliver their direct vote in real time during the AGM. Members will be able to vote directly online at any time between the start of the AGM (at 2.30pm AEDT) and the closure of voting as announced by the Chair during the meeting.

Direct voting during the AGM will require members to have an active email address. If members do not have an active email address, they are encouraged to vote via proxy in advance of the AGM (see further details below).

More information regarding direct voting during the AGM is detailed in our online meeting guide which is available at <https://baptistcare.org.au/annual-general-meeting>.

2. Voting by proxy in advance of the AGM

Every member who, at the time of the AGM, retains membership in a Baptist Church affiliated with The Association of Baptist Churches of NSW & ACT is entitled to appoint a proxy.

A proxy may, but need not, be a member of the Company.

The form to appoint a proxy and the power of attorney (if any) under which the proxy is signed, must be lodged with the Company Secretary at the Registered Office of the Company (being Level 2, 22 Brookhollow Avenue, Norwest NSW 2153) not less than **48 hours** before the time of the meeting.

Questions during the AGM

All members and proxyholders will have a reasonable opportunity to ask questions during the AGM via the online platform. To assist, members and proxyholders are asked to observe the following:

- all questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Annual Report, Annual Financial Report, and general questions about the performance, business or management of the Company;
- if you have more than one question on an item, all questions should be asked at the same time; and
- questions regarding personal matters or those that are commercial in confidence should not be asked at the AGM.

Members who are unable to attend the meeting or who prefer to register questions in advance are invited to submit their questions to the Company Secretary at CompanySecretary@baptistcare.org.au. The deadline for receipt of questions by email to be considered at the AGM is **Friday, 24 November 2023**. During the course of the meeting, the Chair will endeavour to address the themes most frequently submitted in questions received in advance. Please note that individual responses will not be sent to members.

Members may also submit questions and comments during the AGM in real time via the online platform. More information regarding asking questions during the AGM is detailed in our online meeting guide which is available at <https://baptistcare.org.au/annual-general-meeting>.