

Spinal Life Australia Limited ACN 167 906 256

NOTICE OF 2020 ANNUAL GENERAL MEETING

Members of Spinal Life Australia Limited are advised that the 2020 Annual General Meeting (AGM) will be held at:

Date	Thursday, 26 November 2020
Time	10am
Location	Online (virtual meeting at) https://agmlive.link/SPINAL20

Due to the ongoing and unpredictable nature of the recent pandemic we have taken the precaution of holding the AGM this year as a **virtual meeting**.

We have engaged Link Market Services to conduct the virtual meeting through their easy-to-use online platform, which allows you to watch and listen to presentations and submit written questions using your desktop computer, smartphone or tablet.

All the instructions you need to log in to the virtual meeting are available in the **Meeting Information** below and can also be found at spinal.com.au/agm2020.

Spinal Life Australia acknowledges that not all people may have access to the required technology to take part the meeting.

If you require assistance to participate, please contact Irene Campbell on 07 3435 3121 or email icampbell@spinal.com.au by **10am Monday, 23 November 2020**.

Please read below for more information on the matters to be considered at the AGM, along with how to attend the virtual meeting.

BUSINESS:

1. Appointment of Chair

2. Minutes of 2019 AGM

To receive and approve the minutes of the Annual General Meeting held on 28 November 2019.

3. Election of Directors

To elect two directors from those nominated:

- a) **Mark Dillman** retires in accordance with the Constitution, and being eligible for re-election, offers himself for re-election.

- b) **Martin Hume** has been nominated for election and in accordance with the Constitution, and being eligible for election, offers himself for election.
- c) **Professor Phillip Morris** retires in accordance with the Constitution, and being eligible for re-election, offers himself for re-election.
- d) **Carol Taylor** has been nominated for election and in accordance with the Constitution, and being eligible for election, offers herself for election.

4. Receipt of Annual Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the financial year ending 30 June 2020.

5. Appointment of auditor

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and Articles 121.1(3) and (4) of the Constitution of Spinal Life Australia Ltd, KPMG be appointed as the auditor of Spinal Life Australia effective from the conclusion of this AGM. The Directors are authorised to fix and agree to the auditor's remuneration on behalf of the members in such sums as they consider appropriate."

6. Appointment of Honorary Life Members

That the following be made Honorary Life Members under Rule 22 of the Constitution:

- Dr Ben Lawson (posthumous)
- Alan Ashford

- 7. A change to the Annual Subscription is proposed.
- 8. Close of Meeting.

By order of the Board

Kym Christensen

Company Secretary

3 November 2020

EXPLANATORY NOTES

1. Appointment of Chair

In accordance with Rule 102.1 of the Constitution, the Directors may elect one of their number to chair a general meeting of members.

2. Minutes of 2019 AGM

A copy of the minutes of the Annual General Meeting held on 28 November 2019 are available at www.spinal.com.au.

3. Election of Directors

In accordance with the rules set out in the Constitution, four candidates have submitted themselves for election to the Board.

There are two positions available and four candidates. The two candidates with the greatest number of votes cast in their favour at the AGM will be duly elected.

Two candidates for election are current Board Directors required by the rules to submit themselves for re-election, Mark Dillman and Professor Phillip Morris.

Two candidates for election are Ordinary Members who have been nominated for election, Martin Hume and Carol Taylor.

To assist members in their considerations, a profile for each of the directors is available at spinal.com.au/agm2020. As the meeting this year will be virtual, the candidates will not be making any presentations.

Background and directors' recommendation

Government policies are increasingly unpredictable and funding sources are under constant threat but, despite this, Spinal Life Australia has been making strides:

- We are improving the services we offer;
- We have successfully met the extraordinary challenges of COVID-19;
- We have been increasingly active in advocating for members' interests, with government, funding bodies and elsewhere; and
- We have been building the capacity to deliver the clear strategic direction that we have set out.

The quality of the Board that you have elected has helped make these advances possible. Having the right Board will mean we can continue to build an organisation which helps our members get what they need and live as they wish to live.

For the reasons we discuss below, the Board (with Directors Dillman and Morris and Alternate Director Taylor abstaining) recommends that Mark Dillman and Professor Phillip Morris be re-elected, to sustain the progress we have made and to give the consistent strategic leadership that we will need in the coming years.

As outlined at last year's AGM, we sought the guidance of external experts to help us identify the mix of skills and experience needed on the Board, and to set out a process to ensure that we get the right people involved at Board level as the organisation develops.

This process is coordinated by the Governance and Remuneration Committee (supported by independent advice) to help us work out what skills we have, where our gaps are, and what we need to fill them. More than that, our process makes sure that Directors can work well together, so that we are all focused on the things our members tell us are important.

We consistently follow best practice to make sure that the Board is equipped and able to drive Spinal Life Australia forward. This is borne out by the successes we have been having over recent years. We have even coped with COVID-19 because we have been able to respond quickly and effectively to the developing situation.

The Board is conscious of the need to engage with people identified as potential new Directors, particularly people who have lived experience of spinal cord damage. We have spoken with a number of people, to understand their skills and experience, to hear about their ideas, and to find out how they would work with other Board members. This has been a valuable process both for the Board and for these potential new directors.

Spinal Life Australia has been doing well despite the recent and ongoing challenges. Consequently, the Board's view is that it is important to maintain continuity for the next few years. It would be difficult, and not without risk, to change direction at this time.

Mark Dillman is a highly experienced lawyer, important given the dramatic changes in laws and government policies seen over recent years. More than that, his decade on the Board means that he has a keen insight into what works best for us.

Professor Phillip Morris has an extensive medical research background. His knowledge is invaluable in helping us move forward to help our members exploit emerging scientific advances. His insight is doubly relevant, given his lived experience of spinal cord damage.

It is important to note, however, that members are not bound to accept the Board's recommendations above and are free to vote for any four of the candidates listed below.

4. Receipt of Annual Financial Statements and Reports

The Financial Report, Directors' Report and Auditor's Report for the financial year ending 30 June 2020 is laid before the AGM for consideration. A copy of these documents is available at spinal.com.au/agm2020.

5. Appointment of auditor

A change in auditor requires significant notification and process steps for the change to be validated under Australian Corporations Law. Spinal Life Australia adopted a tender style process to choose the forthcoming auditor for the 2020-2021 and beyond years.

In September this year, invitations were sent to nominated Chartered Accounting firms who offered Audit Services and specialised in Not-for-Profit entities, with a specific focus on those who had clients operating under the NDIS scheme. From the invitations five firms submitted and presented proposals for consideration by the Board of Directors. From the proposals, two audit firms had reference checks performed.

The final selection was made with reference to experience, reputation, tender price, and exposure to NDIS through similar clientele to Spinal Life Australia. As a result of the selection process, KPMG were selected by the Board of Directors to undertake Spinal Life Australia's audit in the future years.

The following events are in the process of occurring:

- BDO has tendered its resignation as auditor and will apply to the Australian Securities & Investments Commission (ASIC) for consent to resign.
- In accordance with section 328B(1) of the Corporations Act 2001, a nomination has been received from a member of Spinal Life Australia to appoint KPMG as auditors of the company.
- KPMG has consented to act as auditor.

The auditors website <https://home.kpmg/au/en/home.html> provides further information as to the depth and experience of this firm and members are encouraged to review this.

6. Appointment of Honorary Life Members

In accordance with Rule 22 of the Constitution, if in the opinion of the Directors, a person, whether or not they are a member, has made over a minimum period of five years a significant contribution to the organisation, the Directors may nominate that person as an honorary life member. The person nominated becomes an honorary life member on the later of the person consenting in writing and the nomination being approved by ordinary resolution of members.

In light of their very considerable commitment to the organisation in excess of five years, the Board nominates those individuals listed in the resolution and recommends that members approve the nominations for Honorary Life Membership.

Background on each of the individuals is listed below.

Dr Ben Lawson (*posthumous*)

Ben began his role with Spinal Life Australia's Board in November 2016 after first joining the organisation as a member in the late 1990s.

As part of the Board, Ben shared his invaluable professional skills to benefit the organisation, including more than 10 years' experience working for the Queensland Government in policy development and implementation.

Ben also shared his personal lived experience to lead Spinal Life Australia, including how he faced the challenges of navigating education, work, parenthood and the health system with a physical disability. He sadly passed away on 24 June 2019 due to illness.

Alan Ashford

Alan Ashford was part of the Spinal Life Australia Board for 10 years before retiring in August 2019, which included five years as chairman.

He thoughtfully led the organisation through many changes and challenges, including the transition to the National Disability Insurance Scheme, with a broad range of experience in the electricity supply industry spanning more than 40 years, including as a computer programmer and business analyst.

Alan has been a long-active member of the Spinal Life Australia community with more than 45 years of membership and continues to be involved in member events and activities.

7. Change to the Annual Subscription is proposed.

It is proposed to set the annual subscription fee at nil in accordance with the Constitution.

MEETING INFORMATION

Attending the AGM

We have engaged Link Market Services to conduct this year's virtual meeting through their online platform, which means members can watch and listen to presentations and submit written questions quickly and easily.

To take part, you will need a desktop computer, smartphone or tablet with internet access.

We recommend logging on **at least 15 minutes prior** to the scheduled start time for the AGM using the below instructions:

- Enter <https://agmlive.link/SPINAL20> into a web browser on your computer or device that is connected to the internet
- Enter your unique membership number, which can be found in the letter or email you received from Link Market Services
- If you are voting on behalf of someone as a proxy, you will need a code that Link Market Services will provide you prior to the AGM.

If you have any problems logging on, please use the help details provided by Link Market Services on their online platform.

We have also included a guide with further instructions at spinal.com.au/agm2020.

Voting

Only **financial Ordinary Members** are eligible to vote. Employees of the Company are ineligible to vote but may attend and be heard at the meeting.

All resolutions will be subject to a poll of members. The results of the poll will be announced at spinal.com.au/agm2020 following the meeting.

Members can vote in the following ways:

- Appointment of proxy. If you are entitled to attend the AGM and vote, you may appoint an individual or a body corporate as a proxy. A proxy need not be a member of the Company. If you appoint a proxy, you may either direct your proxy how to vote or give your proxy discretion to vote as they see fit. If you appoint the chairman of the meeting as your proxy, and you do not direct your proxy on how to vote the resolutions, then by submitting the proxy appointment you will be expressly authorising the chairman to exercise your proxy on the resolutions.
- Members participating in the meeting using the online platform at <https://agmlive.link/SPINAL20> will be able to vote directly at any time between the commencement of the AGM (10am Thursday, 26 November 2020) and the closure of voting as announced by the chairman during the AGM. You can find more instructions on how to vote during the meeting in the guide available at spinal.com.au/agm2020.

Proxies

Ordinary Members are welcome to **appoint a proxy** if they do not plan to participate in the meeting through the online platform. A proxy has certain rights, such as the right to attend the meeting and participate on your behalf. Proxy forms and online appointments of proxies must be received by Link Market Services by no later than **10am on Tuesday, 24 November 2020**. You can appoint a proxy in the following ways:

1. **Lodge a Proxy Form by email, post or fax:** If you have not received a copy of the approved proxy form, or you are unable to download a copy of the proxy form from spinal.com.au/agm2020, you can contact Link Market Services on 1300 554 474 and a proxy form and reply-paid envelope will be sent to you. This form

must be returned to Link Market Services by email, post, or fax by **10am on Tuesday, 24 November 2020**.

2. **Appoint a proxy online:** go to <https://investorcentre.linkmarketservices.com.au/Voting/SLAU> and log in using your unique membership number and postcode.

Questions from members

In accordance with the *Corporations Act 2001* (Cth), the chairman for the meeting will allow a reasonable opportunity at the AGM for members to ask questions or make comment about Spinal Life Australia (including an opportunity to ask questions of the auditor).

Members may submit written questions if they are unable to attend the meeting, do not wish to appoint a proxy to participate on their behalf, or wish to submit the question beforehand. Questions can be submitted online at <https://investorcentre.linkmarketservices.com.au/Voting/SLAU> or by using the contact details set out under **Further Information** below.

Special requirements

Members are asked to notify Spinal Life Australia of any special requirements to enable them to participate in the meeting by **10am, Tuesday, 24 November 2020**.

Further Information

If you wish to submit a question or if you need any further information about attending the virtual meeting, please contact:

Spinal Life Australia
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone 1300 554 474
Email: registrars@linkmarketservices.com.au