

**SPINAL LIFE AUSTRALIA LIMITED**  
**MINUTES OF ANNUAL GENERAL MEETING**

Thursday, 28 November 2019 at 4pm  
Held at 109 Logan Road, Woolloongabba

**Opening and Welcome**

The Chair of the board welcomed all present, including members, the CEO, employees, volunteers, directors and the auditor from BDO.

In accordance with the Constitution, the meeting was advised that Gyl Stacey had been elected by the directors to chair the meeting.

The meeting was also advised that as Ms Stacey was standing for re-election, the Deputy Chair would chair item of business No. 4, Election of Directors to prevent a conflict of interest.

**Attendance**

Ms Gyl Stacey, Chair  
Mr Mark Dillman, Deputy Chair  
Ms Del Childs, Director  
Prof Phillip Morris, Director  
Mr Gerard O'Brien, Director  
Ms Michelle Wilson, Director

Members present were in accordance with the attendance list held on record.

**Quorum**

It was noted that a quorum was present and the meeting was declared open.

**Notice of Meeting**

It was noted that the Notice of Meeting had been sent to all members and as there were no objections, the notice was taken as read.

**Chair and CEO Addresses**

The Chair and the CEO addressed the meeting.

**Minutes of 2018 AGM**

It was noted that the minutes of the AGM held on 29 November 2018 had been made available to members prior to the meeting. As there were no objections or questions, the minutes were taken as read and approved.

**Receipt of Annual Financial Statements and Report**

It was noted that the Financial Reports, Directors' Report and Auditor's Report for the year ending 30 June 2019 had been made available to members prior to the meeting and that the reports were not subject to a resolution. It was further noted that the company's auditor was in attendance to take any questions.

No questions were received on this item.

## **Election of Directors**

The Deputy Chair, Mark Dillman took the Chair. The Deputy Chair advised that the auditor, BDO was the scrutineer for the election of directors to ensure independence with the process.

It was noted that the Chair, Gyl Stacey was eligible for re-election. It was also noted that Gerard O'Brien and Michelle Wilson, having been appointed during 2019 to fill casual vacancies on the board, and in accordance with the Constitution and being eligible for election, had offered themselves for election. In addition, that Members Martin Hume, Bradley Kinsela and Carol Taylor had been nominated for election.

The Deputy Chair invited all six candidates for election to make a short speech outlining how their skills would contribute to the board.

The meeting was advised that as the number of candidates for election was greater than the number of vacancies on the Board, in accordance with the Constitution, a ballot must be held for the election of the candidates.

The auditor, BDO, advised that Brad Kinsela, Gerard O'Brien, Gyl Stacey and Michelle Wilson were duly elected as directors following a ballot.

## **Constitution Amendment**

The Chair outlined the background to the amendment to the Spinal Life Australia Constitution and noted that as a special resolution, in order for the amendments to be approved, at least 75% of votes cast must be in favour. It was noted that the auditor, BDO was the scrutineer for constitution amendment to ensure independence with the process.

In accordance with the Spinal Life Australia Constitution, the Chair demanded that a poll be taken.

The Chair advised that the resolution did not receive the required 75% of votes in favour and had not been passed.

## **Destruction of Voting Papers**

**IT WAS RESOLVED TO** appoint the Company Secretary to destroy the voting papers used at the meeting.

## **Annual Subscription Fees**

It was noted that the current membership fees were \$15 ordinary and associate membership, \$10 concessional and \$500 life membership and no change in the fees was proposed.

There were no questions on this item.

**Close of Meeting**

There being no further business, the meeting closed at 4.50pm

Minutes of the meeting have been documented as a true and correct record.

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Gyl Stacey

Chair

Date: 28 November 2020