

# Spinal Life Australia Limited ACN 167 906 256

## NOTICE OF 2021 ANNUAL GENERAL MEETING

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Members of Spinal Life Australia Limited are advised that the 2021 Annual General Meeting (AGM) will be held at:

Date	Thursday, 25 November 2021
Time	10:00am
Location	109 Logan Road, Woolloongabba, Qld In-person and via Videoconference

Due to the ongoing and unpredictable nature of the recent pandemic we have taken the precaution of holding the AGM this year as a hybrid **meeting**. Therefore, Members have the choice of attending the AGM in person or via videoconference.

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

All the instructions you need to log in to the videoconference are available in the **Meeting Information** below and can also be found at <https://www.spinal.com.au/agm2021/>.

Spinal Life Australia acknowledges that not all people may have access to the required technology to take part the meeting if you wish to attend via videoconference. If you require assistance to participate, please contact Irene Campbell on 07 3435 3121 or email [icampbell@spinal.com.au](mailto:icampbell@spinal.com.au) by **10am Monday, 22 November 2021**.

*Please read below for more information on the matters to be considered at the AGM.*

### **BUSINESS:**

#### **1. Appointment of Chair**

#### **2. Minutes of 2020 AGM**

To receive and approve the minutes of the Annual General Meeting held on 26 November 2020.

#### **3. Election of Directors**

To elect two directors from those nominated:

- a) **Ms Carol Taylor** has been nominated for election and in accordance with the Constitution, and being eligible for election, offers herself for election.
- b) **Ms Rebecca Tweedy** has been nominated for election and in accordance with the Constitution, and being eligible for election, offers herself for election.

c) **Dr Dinesh Palipana** has been nominated for election and in accordance with the Constitution, and being eligible for election, offers himself for election.

d) **Mr Martin Hume** has been nominated for election and in accordance with the Constitution, and being eligible for election, offers himself 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 2021.

**5. Appointment of Honorary Life Members**

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

- William 'Bill' Peacock
- David Riley

**6. Other Business**

**Close of Meeting**

By order of the Board

**Christopher Miers**  
Company Secretary

29 October 2021

# EXPLANATORY NOTES

## 1. Appointment of Chair

In accordance with Rule 101.1 of the Constitution, the Directors may elect one of their number to chair a general meeting of members.

## 2. Minutes of 2020 AGM

A copy of the minutes of the Annual General Meeting held on 26 November 2020 are available at <https://www.spinal.com.au/agm2021/>.

## 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. The two candidates with the greatest number of votes cast in their favour at the AGM will be duly elected.

The details of the candidates for election are set out below.

To assist members in their considerations, a profile for each of the directors is set out below and available at <https://www.spinal.com.au/agm2021/>.

### **Background and directors' recommendation**

Government policies are increasingly unpredictable and funding sources are under constant threat but, despite this, Spinal Life Australia has had good engagement from key stakeholders which has allowed:

- improving the services we offer;
- successfully meeting the extraordinary challenges of COVID-19;
- being increasingly active in advocating for members' interests, with government, funding bodies and elsewhere; and
- 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 Director Taylor and Alternate Directors Tweedy and Palipana abstaining) recommends that two of either Carol Taylor, Rebecca Tweedy and Dinesh Palipana be elected, to sustain the progress we have made and to give the consistent strategic leadership that we will need in the coming years.***

The Board and the Governance and Remuneration Committee (through both independent and internal evaluation processes) continue to ensure that the Board have the requisite skills and experience required to successfully govern Spinal Life Australia. Our processes and evaluations continue to make sure that the Directors 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 continued to adapt with the ever-changing COVID pandemic 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 and has resulted in the appointment of two current Alternative Directors Ms Rebecca Tweedy and Dr Dinesh Palipana.

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.

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 of the candidates.

Information on the four candidates for election to the Board:

### **Ms Carol Taylor**

Carol was appointed to the board to fill a casual vacancy in January 2021. She is a businesswoman, award-winning artist, designer, advocate, community leader and Principal of law firm Taylor Law & Conveyancing.

Carol's previous board positions included the board of Access Arts Australia and she was also honorary solicitor for the Irish Australia Welfare Bureau. Carol is also a founding member of the QLS diverse abilities network.

With 18 years lived experience of spinal cord damage, Carol is passionate about creating positive change and justice to redefine what is possible for all.

### **Ms Rebecca Tweedy**

Rebecca has joined the board as an Alternate Director and brings extensive experience, having worked in both the public and private sectors as a Musculoskeletal Physiotherapist.

Rebecca has worked as a committee member for the Queensland and National Australian Physiotherapy Association and was selected as part of the Paralympic Cycling Medical Team for the Sydney 2000 Paralympic Games.

Rebecca brings her own experience as a mother of a child with a spinal injury, as well as experience working within Allied Health teams to the board.

### **Dr Dinesh Palipana**

Dr Dinesh Palipana was the first medical intern in Queensland with quadriplegia and is the second person to graduate medical school with quadriplegia in Australia.

He is now a highly accomplished Doctor at the Gold Coast University Hospital, a Senior Advisor to the Disability Royal Commission, co-leads a spinal cord injury research lab, and is the doctor for the Gold Coast Titans disability rugby league team. Most recently, he was voted the 2021 Queenslander of the Year.

Dr Palipana has joined the board as an Alternate Director and is looking forward to helping Spinal Life build an innovative future, focused on delivering our customers the best services and support.

### **Mr Martin Hume**

A member of SLA for more than a decade, Martin has significant lived-experience and insight into acquired physical disability after sustaining an SCI in 2007 aged eighteen.

Martin's professional experience is in private investment and real estate development. He is a director of an investment group and a non-executive director of a disability focussed technology company.

Martin believes it is important for SLA to better embrace technology to improve the reach, effectiveness, flexibility and efficiency of its services, and to deliver enhanced social and financial outcomes and experiences for all clients and members.

Drawing on his private sector experience, Martin will contribute generational diversity and contemporary business insight and strategy to SLA's Board, both of which are currently lacking but crucial to ensuring SLA's endurance and relevance for the continuing benefit of all members.

He holds a Master of Business Law and a Bachelor of Property and Sustainable Development.

## **4. Receipt of Annual Financial Statements and Reports**

The Financial Report, Directors' Report and Auditor's Report for the financial year ending 30 June 2021 is laid before the AGM for consideration. A copy of this documents is available at <https://www.spinal.com.au/agm2021/> .

## 5. 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.

### **William 'Bill' Peacock**

Bill Peacock has volunteered for Spinal Life Australia since 2016. In his role as Peer Support advocate, his knowledge and skill have benefitted many members of Spinal Life Australia and the wider Australian community.

Bill started our peer support group on Bribie Island and he inspires many he meets because of his positive, engaging attitude and his love of assisting others. He is driven to leave no stone unturned when trying to assist someone locally and to support them to overcome the situation in which they find themselves.

Bill has volunteered for more than 42 years and has raised many tens of thousands of dollars for the eradication of polio worldwide.

### **David Riley**

For his long-standing service on the Board of Directors, initially as a Director in October 2006, and then as Chair from 2007 until March 2016. David led through many milestone changes in the sector including the introduction of the National Disability Insurance Scheme and the Australian Charities and Not-For-Profits Commission which would regulate the sector on behalf of the Commonwealth government.

This period also saw the organisation convert from an incorporated Association to a Company Limited by Guarantee, which provided the strongest governance model in the new NDIS environment.

David used his life experience and interest in advocacy for access and inclusion at every opportunity in support of members and clients.

## 7. Other Business

### Auditor

As per the rigorous tender process in 2020, KPMG were selected as the external auditors for Spinal Life Australia, which was affirmed during the 2020 AGM.

KPMG will continue to conduct the audit of the financial statements for the financial year 2021/2022.

The auditor's website <https://home.kpmg/au/en/home.html> provides further information as to the depth and experience of this firm.

## MEETING INFORMATION

### Attending the AGM

Due to the ongoing and unpredictable nature of the pandemic we have taken the precaution of holding the AGM this year as a hybrid meeting. Therefore, Members have the choice of attending the AGM in person or via videoconference.

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If you wish to take part virtually, 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/spinal21> 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 <https://www.spinal.com.au/agm2021/>.

## Voting

**Ordinary Members** are eligible to vote. Employees of the organisation 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 <https://www.spinal.com.au/agm2021/> 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 organisation. 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 in person will be able to vote directly at the appropriate time in accordance with any instructions of the stewards.
- Members participating in the meeting using the online platform at <https://agmlive.link/spinal21> will be able to vote directly at any time between the commencement of the AGM (10:00am 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 <https://www.spinal.com.au/agm2021/>.

## Proxies

Ordinary Members are welcome to **appoint a proxy** if they do not plan to participate in the meeting. 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, 23 November 2021**. You can appoint a proxy in the following ways:

1. **Appoint a proxy online:** go to <https://agmlive.link/spinal21> and log in using your unique membership number and postcode.
2. **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 <https://agmlive.link/spinal21>, 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, 23 November 2021**.



## **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).

A dedicated phone line has been set up for members or proxies to ask questions during the AGM at the appropriate time. The phone numbers are 1800 316 947 or +61 2 9000 2113.

Members may also 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://agmlive.link/spinal21> 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, 23 November 2021**.

## **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](mailto:registrars@linkmarketservices.com.au)