

SPINAL LIFE AUSTRALIA LIMITED

MINUTES OF ANNUAL GENERAL MEETING

Thursday, 23 November 2023 at 11am
Held at 109 Logan Road, Woolloongabba and
via virtual webcasting

Board and Management Attendance

Board

Mr Gerard O'Brien, Deputy Chair, chaired the AGM
Ms Michelle Wilson, Director
Ms Cathy Russo, Director
Ms Gyl Stacey, Board Chair (*via videoconference*)
Prof Phillip Morris, Director (*via videoconference*)
Ms Carol Taylor, Director (*via videoconference*)

Apologies

Ms Rebecca Tweedy, Director
Dr Dinesh Palipana, Director

Management

Mr Mark Townend, Chief Executive Officer (CEO)
Ms Natalie von Snarski, Chief Commercial Officer (CCO)
Ms Danielle Ready, CFO
Mr Ross Duncan, Executive General Manager, Membership Services
Ms Peta Perring, Company Secretary (CoSec)
Ms Bronwyn Lovell, Partner KPMG

Opening and Welcome

The Chair acknowledged the traditional owners of the land and paid respects to elders, past and present.

The Chair of the Board welcomed all present, including Members, the CoSec, the CEO, employees, volunteers, Directors and the auditors from KPMG.

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.

1. Appointment of Chair

In accordance with the Constitution, the Members were advised that Mr Gerard O'Brien had been elected by the Directors to chair the meeting.

Chair and CEO Addresses

The Chair and the CEO addressed the meeting.

2. Minutes of 2022 AGM

It was noted that the minutes of the AGM held on 14 November 2022 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.

3. Receipt of Annual Financial Statements and Report and Appointment of Auditor

It was noted that the Financial Reports, Directors' Report and Auditor's Report for the year ending 30 June 2023 had been made available to members prior to the meeting and that the reports were not subject to a resolution.

It was noted that SLA adopted a tender process in 2020, where 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 2023/2024. It was further noted that the company's auditor was in attendance to take any questions.

No questions were received on this item. The reports were taken as read and noted.

4. Election of Directors

Dr Dinesh Palipana retired in accordance with the Constitution and has not submitted himself for re-election. It was acknowledged that two candidates were standing for election to the Board for the position of Elected Director, being Mr Martin Hume and Ms Rebecca Tweedy.

The Members were 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.

Following the close of this meeting, Link Market Services will tally the ballots for each candidate for Director. The results of the ballot were announced on the Spinal Life Australia website following the close of the meeting and the following Director was duly elected:

Ms Rebecca Tweedy

5. Amendments to the Constitution

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

That the Constitution of Spinal Life Australia be amended as described in the Explanatory Notes which are **enclosed** in this Notice of Meeting, and as more particularly detailed in the marked-up copy of the Constitution which is available at:

<https://www.spinal.com.au/agm2023>

This relates to a very minor amendment of the Constitution in relation to Rule 3 Objects.

The *Taxation Administration Act* (Qld) 2001, section 149C (5) Restrictions on Registration, provides that an institution, must not be registered unless its constitution expressly provides that its income and property are used solely for promoting its objects.

Currently Rule 3.2 of the Spinal Life Australia Constitution states the Company **must pursue charitable purposes only and must apply its income in promoting those purposes.**

Accordingly to be consistent with the requirements of section 149C (5) of the *Taxation Administration Act* (Qld) 2001, it is recommended that the Members of Spinal Life Australia resolve that Rule 3.2 of the Constitution **be amended to read:**

3.2 The Company must apply its income and property, from where ever derived, solely towards the promotion of the Objects set out in clause 3.1.

Note: For this resolution to be passed, at least 75% of the votes cast by members entitled to vote (voting either in person or by proxy) must be in favour of the resolution.

Members and their proxies were asked to cast their votes on the resolution and the resolution will be left open until the voting closes at the end of the meeting.

IT WAS RESOLVED that the Constitution of Spinal Life Australia be amended as described in the Explanatory Notes which was enclosed in this Notice of Meeting.

6. No change to the Annual Subscription is proposed.

7. Honorary Life Membership

The Board is of the opinion that Mr Mark Dillman, former Deputy Chair of Spinal Life Australia and Board member for 15 years until his retirement has made a significant contribution to Spinal Life Australia and wish to nominate Mr Dillman as an honorary life member of Spinal Life Australia.

Under Rule 22.2 of the Constitution, Mr Dillman will become an honorary life member of Spinal Life Australia upon the nomination being approved by an ordinary resolution of members at the AGM. The directors unanimously recommend that members vote in favour of approving Mr Dillman's nomination as an honorary life member of Spinal Life Australia

IT WAS RESOLVED that the Mr Dillman's nomination as an honorary life member of Spinal Life Australia be approved.

8. Other Business / Questions

The Chair of the meeting opened up the meeting to the Members for an opportunity for Members to ask any questions either on the phone, via online platform or in person. No questions were received.

Close of Meeting

There being no further business, the meeting closed at 11.26am

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

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Mr Gerard O'Brien
Deputy Chair
Date: