

Spinal Life Australia Limited

ACN: 167 906 256

## NOTICE OF 2024 ANNUAL GENERAL MEETING

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Members of Spinal Life Australia Limited (the Company) are advised that the 2024 Annual General Meeting is to be held on:

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Date:	Thursday 12 <sup>th</sup> December 2024
Time:	11:00 am AEST
Venue:	Members may join the meeting via videoconference. Log in details will be issued separately.

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This year's Annual General Meeting will be held as an **online only** meeting.

Vero Voting, an independent meeting and voting service, has been engaged to manage the AGM. The meeting portal will enable members to register attendance, vote online, lodge a proxy, attend the meeting online, and ask questions prior to or during the meeting.

Instructions regarding accessing the online meeting platform, the voting process and appointment of proxies will be provided to members separately to this Notice of Meeting.

### BUSINESS:

#### 1. Appointment of Chair

#### 2. Minutes of 2023 Annual General Meeting

To receive and consider the minutes of the Annual General Meeting held on Thursday 23 November 2023.

#### 3. Minutes of 2024 General Meeting

To receive and consider the minutes of the General Meeting held on Monday 17 June 2024.

#### 4. Receipt of Annual Financial Statements and Reports and Auditor's Report

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the financial year ending 30 June 2024.

## **5. Election of Directors**

To elect two directors from the following candidates:

a) Mr Martin Hume has been nominated for election by Mr Steve Richter and seconded by Mr Andrew Haywood, in accordance with the Constitution, and being eligible for election, offers himself for election.

b) Professor Phillip Morris has been nominated for election by Ms Gyl Stacey and seconded by Mr Gerard O'Brien, in accordance with the Constitution, and being eligible for election, offers himself for election.

c) Ms Carol Taylor has been nominated for election by Mr Gerard O'Brien and seconded by Ms Gyl Stacey, in accordance with the Constitution, and being eligible for election, offers herself for election.

Members are advised that the election is by ballot to fill two director vacancies.

Profiles for all nominees have been included in the enclosed information.

## **6. Directors Remuneration**

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

“In recognition of the regulatory risks now personally borne by the Directors and the professional skills and commitment now expected of the Directors, and in accordance with the guidance provided by Directors Australia, that from 1 January 2025 the sum set aside under clause 70.2 of the Constitution be a total of \$250,000 each financial year (pro-rated for any part-year served) to remunerate the Directors.”

## **7. Annual Subscription**

The annual subscription is currently waived. No change to the annual subscription is proposed.

## **8. Other Business and Close of Meeting.**

## VOTING

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

## PROXIES

Ordinary Members may **appoint a proxy** to vote on their behalf (directed or open) at the Annual General Meeting.

Proxy forms and online appointments of proxies must be received by no later than **11:00am (AEST) on Tuesday 10 December 2024**. You can appoint a proxy in the following ways:

1. **Appoint a proxy online:** Vero Voting will be contacting all members with a link to an online Proxy Form. This correspondence will be sent via email if you have registered an email address with Spinal Life Australia, or via post if you have not provided an email address.
2. Download a hard copy Proxy Form at <https://www.spinal.com.au/agm2024> and lodge this form

**by email, post or fax as follows:**

Company Secretary  
Spinal Life Australia  
Mail to: PO Box 5651  
WEST END QLD 4101  
Fax to: 1300 655 885  
Email: [ldreves@spinal.com.au](mailto:ldreves@spinal.com.au)

More details can be found in the enclosed information.

**Leanne Dreves**  
Company Secretary

Dated: 04 November 2024

## 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 2023 Annual General Meeting

A copy of the minutes of the Annual General Meeting held on 23 November 2023 are available at <https://www.spinal.com.au/agm2024>.

### 3. Minutes of 2024 General Meeting

A copy of the minutes of the General Meeting held on 17 June 2024 are available at <https://www.spinal.com.au/agm2024>.

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

The Financial Report, Directors' Report and Auditor's Report for the financial year ending 30 June 2024 is laid before the AGM for consideration. A copy of these documents is available at <https://www.spinal.com.au/agm2024>.

### 5. Election of Directors

In accordance with Rule 38, current ordinary, life or honorary life members who are not less than 18 years of age at the date of their nomination or a parent, spouse, sibling or child of a person who has spinal cord damage or a person who has or has had polio, who are not less than 18 years of age at the date of their nomination and who themselves are ordinary members or entitled to become ordinary members qualify for nomination as an Elected Director.

The call for nominations for election of an Elected Director of Spinal Life Australia was made public via *The Courier-Mail* and also on the Spinal Life Australia website.

Three members have nominated for election as an Elected Director: Mr Martin Hume, Professor Phillip Morris and Ms Carol Taylor.

In accordance with Rule 39.2, if the number of candidates for election as directors is greater than the number of vacancies on the board, a ballot must be held for the election of the candidates.

***The Board unanimously recommends that Professor Phillip Morris and Ms Carol Taylor be elected to provide strategic leadership and guidance to the organisation over the years ahead.***

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 two of the candidates listed above.

A profile for each of the nominees is set out below:

## Mr Martin Hume



Martin has lived-experience and insight into acquired physical disability having sustained an SCI in 2007 aged eighteen.

His professional background is in development and investment, and he is currently director of a private investment group whilst undertaking further postgraduate study at Harvard University. Previously Martin was non-executive director of an early-stage technology company which was acquired in 2023 by health insurer nib Group.

Martin holds a Master of Business Administration from the University of Otago, and Master of Business Law and Bachelor of Property and Sustainable Development from Bond University. He is a Graduate of the Australian Institute of Company Directors and a Directing Change Scholar for 2024.

Martin will contribute contemporary commercial insights and generational diversity to the Board and believes Spinal Life can enhance its relevance and reputation, achieve better outcomes for members, and have greater social impact through adopting a more nimble approach to services and operations.

## Professor Phillip Morris



Phillip Morris was appointed to the Board in 2018.

He has experience in teaching and research in Queensland and South Australian universities and hospitals spanning almost 50 years. His work focussed on the genetics and underlying biology of childhood and other human diseases to better understand disease progression and develop novel treatments. His knowledge is invaluable in helping us exploit emerging scientific advances for the benefit of our members.

His insight is doubly relevant, given his lived experience of spinal cord damage and his passion for improving the lives of people living with spinal cord injuries.

During Board deliberations he is always focussed on better outcomes for members and the provision of improved services and supports.

## Ms Carol Taylor



Carol Taylor was appointed to the Board in 2021.

She is a businesswoman, award-winning artist, designer, advocate, community leader and Principal of Taylor Law & Conveyancing. Carol's previous governance positions included the board of Access Arts Australia, and honorary solicitor for the Irish Australia Welfare Bureau. Carol is a founding member of the QLS diverse abilities network.

With over 20 years lived experience of spinal cord injury, Carol is passionate about creating positive change.

Carol's passion is to design fun, fashionable yet accessible designs that promote inclusion. Her adaptive designs have showcased at the 2019 Mercedes Benz Fashion Festival Brisbane. A career highlight was helping to make history on Australia's first adaptive clothing runway at AfterPay's Australian Fashion Week 2022. Carol is a former Partner and Head of Design in the Christina Stephens label, a Telstra Business Award Finalist and designer of ATSA's award-winning Innovative Product of the Year 2024.

## 6. Directors Remuneration

Spinal Life Australia is focused on ensuring ongoing sustainability of the organisation in order to support members and the wider community of people with spinal cord damage and other mobility related issues. The organisation operates in a complex legislative and commercial environment.

Spinal Life Australia is quite a different organisation to what it was even three to five years ago. The organisation has grown substantially, not just in revenues but in the range of services provided. For example, we established the Brisbane Healthy Living Centre and merged with Sporting Wheelies, invested in Move Mobility, and have continued to grow our business in Cairns, Western Australia and our other locations.

We have some major initiatives in the pipeline, including the potential sale of the Woolloongabba site to facilitate the development of the exciting new Brisbane Precinct which will provide an incredible range of benefits for our members and clients. This is in addition to our continuing search for opportunities to further expand our offerings and leverage the increasing presence that we have built with government and across the sector.

In order to grow and to sustain that growth, we have been working hard to professionalise the way the Board operates so that we are fully capable of running an organisation of Spinal Life Australia's size and complexity, of course, always aware of our responsibility and commitment to our mission.

We have spent time and effort to understand the skills and experience that the organisation needs and to recruit the right people to the Board, reflecting the level of responsibilities we carry and decisions we are being asked to make. We have worked closely with the relevant professional bodies to ensure we are following best practice governance principles at all times. Consequently, we believe we now have an engaged and capable Board well suited to the organisation and the environment we now operate in.

However, in a highly competitive and dynamic environment, we cannot stand still. To maintain our progress, it is important that we continue to develop and adapt our organisation with a skills-based and motivated Board. A professional Board is the expectation of most of the stakeholders we now deal with including Government, donors, suppliers and clients. Further, the personal risks and liabilities that directors are exposed to is very high.

The proposal to remunerate Directors for their services is based on recommendations from Directors Australia and reflects contemporary governance principles for a not-for-profit of Spinal Life Australia's scale and scope.

The Board is, of course, conscious of the need to be prudent with any expenditure and therefore the approved maximum fee level has been set at a level consistent with the Directors Australia recommendations. It should also be noted that all Directors remain strongly committed to the organisation irrespective of the fee structure. The Director fee proposal includes the provision for individual Directors to elect not to receive fees.

***The Board unanimously recommends that members vote in favour of approving the resolution regarding Directors Remuneration.***

## **7. Annual Subscription**

The annual subscription is currently waived, and no change is proposed.

## **8. Other Business and Close of Meeting**

## MEETING INFORMATION

### Attending the AGM

This year's AGM will be held as an **online only** meeting.

Vero Voting, an independent meeting and voting service, has been engaged to manage Spinal Life Australia's upcoming virtual Annual General Meeting. The meeting portal will enable you to register your attendance, vote online, lodge a proxy, attend the meeting online, and ask questions prior to or during the meeting.

Spinal Life Australia acknowledges that not all members may have access to the required technology to take part in the meeting, but through the provision of proxies is supporting the widest possible participation in the voting.

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 **5pm Friday 6 December 2024**.

If you wish to take part via the online platform, you will need a computer, smartphone or tablet with internet access.

We recommend logging on **at least 15 minutes prior** to the scheduled start time.

Instructions regarding accessing the online meeting platform, the voting process and appointment of proxies will be provided to members separately to this Notice of Meeting.

This correspondence will be sent by Vero Voting via email if you have registered an email address with Spinal Life Australia, or via post if you have not provided an email address.

### 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/agm2024> following the meeting.

### Members can vote in the following ways:

- **Appointment of a proxy:** If you are entitled to attend the AGM and vote, but are unable to attend at the time, you may appoint an individual or a body corporate as a proxy. A proxy does not have to 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 Chair of the meeting as your proxy, and you do not direct your proxy on how to vote on the resolutions, then by submitting the proxy appointment you will be expressly authorising the Chair to exercise your proxy on the resolutions.
- Members participating in the meeting using the online platform will be able to vote directly at any time between the commencement of the AGM (11:00am AEST Thursday 12 December 2024) and the closure of voting as announced by the Chair during the AGM. You can find more instructions on how to vote at <https://www.spinal.com.au/agm2024>



## 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 no later than **11:00am (AEST) on Tuesday 10 December 2024**. You can appoint a proxy in the following ways:

1. **Appoint a proxy online:** Vero Voting will be contacting all members with a link to an online Proxy Form. This correspondence will be sent via email if you have registered an email address with Spinal Life Australia, or via post if you have not provided an email address.
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://www.spinal.com.au/agm2024>, you can contact Irene Campbell on 07 3435 3121 and a proxy form and reply-paid envelope will be sent to you. This form must be returned by email, post, or fax by **11:00am (AEST) on Tuesday 10 December 2024 as follows:**

Company Secretary  
Spinal Life Australia  
Mail to: PO Box 5651 WEST END QLD 4101  
Fax to: 1300 655 885  
Email: [ldreves@spinal.com.au](mailto:ldreves@spinal.com.au)

## Questions from members

In accordance with the Company's Constitution, the Chair of 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 will be able to ask questions prior to or during the meeting using the online meeting portal. Members may also submit written questions if they are unable to attend the meeting and do not wish to appoint a proxy to participate on their behalf 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 **5pm (AEST) Friday 6 December 2024**.

## Further Information

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

Irene Campbell  
Spinal Life Australia  
PO Box 5651 WEST END QLD 4101  
Phone: 07 3435 3121  
Email: [icampbell@spinal.com.au](mailto:icampbell@spinal.com.au)