

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of Queensland Stoma Association Inc. will take place as follows:

Time: 2pm
Date: Saturday, 11 September 2021
Place: Unit 1/10 Valente Close, CHERMSIDE QLD 4032

On arrival at the meeting, members are asked to check in via the QLD COVID App and to register their attendance.

Meeting Agenda

Item	Description
1	Welcome, attendees and apologies: 1.1 Opening of the meeting 1.2 Attendees 1.3 Apologies
2	Proxy appointments – see explanatory note 1
3	Minutes of the previous Annual General Meeting of members: 3.1 Confirm the minutes 3.2 Matters arising
4	Reports: 4.1 Chairpersons report 4.2 Annual Financial Statements and Auditors Report - see explanatory note 2
5	5.1 Thanks to Auditor and Internal Auditors 5.2 Appointment of the auditor for the next financial year
6	Set the annual subscription for 2022/2023 – see explanatory note 3
7	Motion to Amend the Queensland Stoma Association Ltd Constitution – Refer attached notice of Motions
8	General Business: 8.1 Nominations for Life Membership
9	Any other business
10	Election of Directors – see explanatory note 4
10	Thanks and Meeting Close

Explanatory Notes

1. Eligibility to Vote and Proxies

Each member of the Association has one vote. An ordinary or honorary life member (but not an associate member) may appoint a proxy to attend the meeting and to vote at the meeting on their behalf by completing a proxy nomination and submitting it to the address stated in this notice at before the meeting. A proxy needs to be a member, or in the case of a member who is a minor, the member's parent or guardian. An appointment of proxy form can be obtained by contacting the Company Secretary on 07 3359 7570. An appointment of proxy form can also be downloaded from the QSA website at www.qldstoma.asn/au/2020AGM and returned to:

**The Secretary
Queensland Stoma Association Inc.
PO Box 370
CHERMSIDE SOUTH QLD 4032**

2. Annual Financial Statements and Reports

The Annual Financial Statements and Auditor's Report for the Association for the year ended 30th June 2021 will be tabled before the meeting. There is no requirement for members to approve these reports. However, the Chair will allow a reasonable opportunity for members to ask questions.

3. 2022/2023 Queensland Stoma Association Ltd Annual Subscription

The 2022/2023 Queensland Stoma Association Ltd Annual Subscription consists of the Stoma Appliance Scheme (SAS) Access Fee which is payable once per financial year for access to the SAS, and the Association Membership Fee which is for services provided that are not covered by the Stoma Appliance Scheme Access Fee. It is proposed that the SAS Access Fee for 2022/2023 be set at \$70 for full members and \$60 for members who present a Commonwealth issued concession card. It is also proposed that the Association Membership Fee for 2022/2023 be set at \$0.00.

4. Election of Office Bearers (Responsible Persons)

At each AGM at least one third of Directors must retire in accordance with clause 39 of the QLD Stoma Association Ltd Constitution. The following directors will retire but have nominated for re-election:

- David Munro
- Jenny Spencer

Any full member of QSA may be nominated as a member of the Board. Nomination Forms and Instructions can be obtained by contacting the Company Secretary on 07 3359 7570. Instructions can also be found on the QSA website at www.qldstoma.asn/au/2021AGM

Notice of Motion

Motions amend the QSA Ltd Constitution as tabled by the QSA Board:

Motion 1

That Clause 8 of the Constitution be deleted and replaced with the following Clause-

8. Not for-profit

- 8.1
- (a) The income of the company is to be used solely for promoting its objects; and
 - (b) no part of the income or property of the company is to be distributed, paid or transferred by way of bonus, dividend or other similar payment to its members; and
 - (c) on its dissolution, the assets remaining after satisfying all debts and liabilities must be transferred -
 - (i) to an institution that, under section 149C of the Taxation Administration Act, may be registered; or
 - (ii) to an institution the Commissioner of State Revenue is satisfied has a principal object or pursuit mentioned in subsection 3(3)(a) of the Taxation Administration Act; or
 - (iii) for a purpose the Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good.

8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company, or
- (b) making a payment to a member for carrying out duties in respect of the company's charitable purpose(s) at fair and reasonable rates or rates more favourable to the company.

(Explanatory note: This change is necessary to meet the requirements of the Queensland Commissioner of State Revenue for the granting of Stamp Duty Exemption. It clarifies that the income of the company is to be used solely for promoting its objects, and makes other minor clarification changes.)

Motion 2

That sub-clause 37.3 (e) be amended to begin with the following additional words -

37.3(e) Subject to sub-clause 37.3 (f)...

and that an additional sub-clause 37.3 (f) be added to Clause 37 to read as follows -

37.3 (f) Sub-clause 37.3 (e) does not apply to exclude from eligibility for appointment as a Director of the company any person who is appointed as Company Secretary under Clause 54 and who is at the time is carrying out the duties of that position.

(Explanatory Note: It is considered that the person performing the duties of Company Secretary is an integral member of the company management structure and should not be excluded as a Board Member by virtue of also being an employee of the Company.)