



Notice of the Annual General Meeting of the Council of Aboriginal Services Western Australia (the Company)

Dear Member,

This is to advise you of the upcoming Inaugural Annual General Meeting (AGM) of the members of the Company. The details of this meeting are as follows:

Date: Tuesday 21 May 2024

Time: 1pm to 3pm

Place: Optus Stadium, 333 Victoria Park Drive, Burswood WA 6100

Attached is:

- The Agenda for this meeting.
- Member Representative Appointment Nomination Form.
- Member Proxy Appointment Nomination Form.
- Nomination Form for the positions of Chairperson, Deputy Chairperson and Director(s).

As this is the first AGM for the Company there are no minutes of a previous Annual General Meeting to be tabled.

1. At the meeting, members will have the opportunity to:

- Find out about CASWA's operations and finances.
- Ask questions about the operations and finances of CASWA.
- Speak about any items on the agenda.
- Vote on any resolutions proposed.

2. At the meeting, members will be asked to vote to:

- Appoint Armada Auditing as Company Auditors for 2024 (pursuant to Clause 5.2 (c) of the Constitution).
- Approve the Remuneration for services of a Director and Reimbursement of Expenses Policy and Procedures Document Number 008 (**Attached**).
- Elect eleven Directors to form the CASWA Board.
- From the elected Directors, elect a Chairperson and a Deputy Chairperson.

3. Eligibility and process for Nominating to stand for election as Chairperson, Deputy Chairperson and Directors.

Clause 8.5 of the Constitution clearly sets out eligibility requirements. You should read the Constitution for yourself and seek independent advice to determine your eligibility.

Please be aware that a person is not eligible for election as a Director at a general meeting of the Company unless a valid Nomination Form has been lodged at the Registered Office at least 30 days before the general meeting, but no more than 50 days before the meeting.

A Nomination Form is **attached** to this meeting notice.

Nominations will be received from: **22 March 2024**. Nominations received prior to this date will not be valid.

Nominations received after **29 April 2024** will not be valid.

4. The following special resolution/s will be proposed at the Annual General Meeting:

(Proposed) Resolution Number One – AGM 01/2024

“Members endorse the appointment of Amada Auditing as Company Auditors for 2024.”

(Proposed) Resolution Number Two – AGM 02/2024

“Members approve the CASWA Remuneration for services as a Director and Reimbursement of expenses Policy Document Number 008 as was made available (in full) to Members along with the Meeting Notice for the AGM held on 21 May 2024. This policy is to remain in effect, un-amended up until the Companies next AGM.”

5. Member Appointment of a Representative and Appointment of a Proxy(s).

Member Appointment of a Representative(s).

(A form is attached to this notice.)

Under Clause 6.1 of the Constitution:

A Member, prior to each general meeting of the Company, may appoint an individual as a Representative to exercise all or any of the powers of the Member may exercise at such meeting in the capacity of the Member.

(b) The Appointment of a Representative by a Member must:

- (i) be in writing (using the Attached Form)
- (ii) include the name of the Representative
- (iii) be signed on behalf of the Member by at least 2 Directors of the Member (or, if the Member only has 1 Director, that Director)
- (iv) be received by the Company at the address stated in this AGM Notice or at the Registered Office at least 48-hours before the Inaugural AGM.

A Representative that is validly nominated by the Member has all the rights of a Member relevant to the purposes of the appointment of a Representative.

Members wishing to appoint a Proxy.
(A form is attached to this notice.)

Under Clause 6.2 of the Constitution;

- a) A Member who is entitled to attend and vote at general meetings may appoint a proxy to attend and vote at a general meeting on their behalf.
- b) A proxy must be a member or shareholder of a Member and may be an individual.
- c) A proxy appointed to attend and vote for a Member has the same rights as the Member to:
 - (i) speak at the meeting;
 - (ii) vote (but only to the extent allowed by the appointment); and
 - (iii) join in a demand for a poll.
- (d) An appointment of proxy must be signed on behalf of the Member appointing the proxy by at least 2 directors of the Member (or, if the Member only has 1 director, that Member), and must contain:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name; and
 - (iv) the meeting(s) at which the appointment may be used.
- (e) Proxy forms must be received by the Company at the address stated in the AGM notice or at the Registered Office at least 48 hours before a meeting.
- (f) A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (g) A proxy appointment may specify the way the proxy must vote on a particular resolution.

We look forward to seeing you at CASWA's Inaugural AGM.



James Christian PSM MPA
Chief Executive Officer
Public Officer
Council of Aboriginal Services Western Australia