

## Annual General Meeting Notice to Members

Tuesday 5<sup>th</sup> October 2021, 5.30 - 6.30 pm  
Microsoft Teams

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Under the Foundation's Constitution, the Annual General Meeting must be held by 30 November each year. In previous years, AGMs have been held in person, generally in the third week of October.

With COVID-19 restrictions extended in the ACT to 15 October 2021, and possibly further extensions to follow, it is unlikely that an in-person AGM will be possible this year. The problem that this presents for the Foundation is that our Constitution specifies in-person AGMs which remains the strong preference of the Board.

Many other organisations have similar in-person specifications in their Constitutions. For this purpose, the ACT Government has amended the relevant legislation, Section 70AA of the *Associations Incorporation Act 1991*, that applies to a general meeting held during a COVID-19 emergency (see the appendix). This allows general meetings to be held virtually. At this stage, Section 70AA expires on 8 October 2021.

The Board cannot be sure that the ACT Government will extend Section 70AA beyond 8 October 2021 in time for our planned AGM in the third week of October. The Board has decided, therefore, to move the AGM to 1730 on Tuesday 5 October 2021 and conduct it using appropriate technology.

Under the Constitution, each Director and office-bearer of the Board holds office for two years until the conclusion of the Annual General Meeting (AGM) at the end of that period.

At the 2021 AGM, three Directors will step down and re-nominate. Accordingly, the following Board positions will become vacant and financial members are eligible to nominate:

- Directors x three



Nominees are expected to have the capacity to actively contribute to the running of Foundation activities. Proposers, seconders and nominees must be financial members of the Williams Foundation at the time of nomination. Nominations are to be made in writing, signed by two members of the association, with the written endorsement of the nominee. If insufficient nominations are received, further nominations may be invited from the floor at the AGM. A Board nomination form is attached.

Completed nomination forms to be lodged with the Returning Office, Sir Richard Williams Foundation by email to [admin@williamsfoundation.org.au](mailto:admin@williamsfoundation.org.au) by close of business Friday 24<sup>th</sup> September 2021.

The agenda for the AGM will follow the format:

1. Chair's Opening Remarks
2. Consider the Strategic Outlook 2021-2023
3. Receive the Income Statement and Balance Sheet for 2020/21
4. Consider Special Resolutions.
5. Consider the appointment of the auditor
6. Elect Board members.
7. Other items as decided by the Chair.

In accordance with the Constitution, a member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting. Proxy votes will not be considered as 'attendance' for the purpose of constituting a quorum.

The appointment of a proxy must be in writing, in the approved form, and signed by the member making the appointment. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

A form appointing a proxy may be emailed personally to the Chair ahead of the meeting and will be considered a valid proxy if received by the Chair up to midday 4 October 2021.

Board papers including special resolutions to the constitution, nominations for board election and proxy voting forms will be circulated to members by Tuesday 28 September. Electronic voting will take place during the online meeting. Instructions to join and links to electronic voting forms will be sent to members who have registered prior to the meeting.



Apologies and electronic proxy voting forms can be sent by email to:  
[admin@williamsfoundation.org.au](mailto:admin@williamsfoundation.org.au)

Air Marshal (Retd) Geoff Brown AO  
Chair  
The Sir Richard Williams Foundation Inc.  
14 September 2021

**Attachments:**

1. Board Nomination Form



## Appendix - Associations Incorporation Act 1991 Section 70AA

### General meetings—procedure during COVID-19 emergency

- 1) This section applies to a general meeting held during a COVID-19 emergency.
- 2) The committee may authorise that the meeting be held using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence.

#### Examples

##### *a phone link, a satellite link, an internet or intranet link, in writing*

- 3) A person who takes part in a meeting conducted under subsection (2) is taken, for all purposes, to be present at the meeting.
- 4) A member may vote by proxy at a meeting.
- 5) If an association's rules are inconsistent with this provision, the rules have no effect to the extent of the inconsistency.
- 6) In this section:

##### **COVID-19 emergency means—**

- a) *a state of emergency declared under the [Emergencies Act 2004](#), section 156 because of the coronavirus disease 2019 (COVID-19); or*
  - b) *an emergency declared under the [Public Health Act 1997](#), section 119 (including any extension or further extension) because of the coronavirus disease 2019 (COVID-19).*
- 7) This section expires on 8 October 2021.