

**THE ROYAL SOCIETY FOR THE PREVENTION OF
CRUELTY TO ANIMALS (VICTORIA)
NOTICE OF ANNUAL GENERAL MEETING**

The 150th Annual General Meeting (“AGM”) of RSPCA (Victoria) (“Company”) will be held via digital meeting on Wednesday 27th October 2021 at 5:00pm.

By order of the Board



Andrew Kaynes
Company Secretary

ORDINARY BUSINESS

To receive and consider the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2021.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTION 1 - Board endorsed resolution amending the RSPCA Victoria Constitution

THAT, with immediate effect, the proposed amendments to Articles 11.1, 12.1(a) and 13.1 of the Constitution, be approved and adopted in accordance with subsection 136(2) of the Corporations Act.

NOTE: For a special resolution to be passed, at least 75% of the votes cast (by Members entitled to vote on that resolution) must be in favour.

ORDINARY RESOLUTION 2 - CONFIRM APPOINTMENT OF BRONWYN HUGHES

That pursuant to Articles 14.3 and 14.4 of the Constitution, Bronwyn Hughes be appointed as a director of the Company

ORDINARY RESOLUTION 3 - CONFIRM APPOINTMENT OF KATHRYN WARWICK

That pursuant to Articles 14.3 and 14.4 of the Constitution, Kathryn Warwick be appointed as a director of the Company

Attendance

Due to the ongoing impacts of the Coronavirus (COVID-19) RSPCA Victoria will be holding the AGM digitally to ensure that the safety and wellbeing of our members, staff and volunteers is prioritised, and in order to allow the organisation to adhere to any Government restrictions on in-person gatherings. There will be no physical meeting to attend. Please see the enclosed invitation letter for further details.

Voting

As a member you are entitled to vote on the Special Business matters outlined in this Notice.

Due to the need for a digital meeting, and in accordance with the requirements of the RSPCA Victoria Constitution, voting at the AGM will **only** be conducted via proxy form.

If you would like to vote on the Special Business matters please ensure you complete the enclosed Proxy Form or complete a Proxy Form online at www.rspcavic.org.au/agm

The Proxy Form together with any additional documentation must be received by RSPCA Victoria by 5:00pm Monday 25th October 2021. Forms received after this date will not be included in the formal counting of votes. Forms can be returned by completing the online form (preferred); or by emailing a scanned copy to governance@rspcavic.org.au; or by posting the enclosed form to our registered office at 3 Burwood Highway, Burwood East VIC 3151 using the supplied reply paid envelope.

For any further information relating to the completion and lodgment of Proxy Forms please contact governance@rspcavic.org.au or on (03) 9224 2289 or refer to the information provided on the proxy form.

EXPLANATORY MEMORANDUM

This is an important document. Please read it carefully and in full.

This Explanatory Memorandum forms part of this Notice (above) and should be read in conjunction with it.

The information in this Explanatory Memorandum provides an explanation of the proposed changes to the RSPCA Victoria Constitution. Amendments to the Constitution will be considered for adoption at the AGM.

OBTAINING A COPY OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION

Members can obtain a copy of the current Constitution, amended in accordance with the proposed special resolution, in any of the following ways:

- a digital copy is available at www.rspcavic.org.au/agm
- a hard copy will be mailed out on request by emailing governance@rspcavic.org.au; and
- a hard copy can be made available for inspection at the RSPCA Victoria Burwood office by emailing governance@rspcavic.org.au;

Ordinary Business

The Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2021 to be laid before the AGM for consideration by Members. There is no requirement in the Corporations Act or the Constitution for Members to vote on, approve or adopt these reports. Members as a whole will have a reasonable opportunity at the AGM to ask questions and make comments on these reports for the purposes of this item.

The Company's Financial Report, Directors' Report and Auditor's Report form part of the Company's Annual Report. For the purposes of this Item, the Auditor will also be available to answer questions relating to the conduct of the audit, the audit report, accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

Members as a whole will have a separate opportunity at the end of the AGM to ask questions and make comments on the general business, operations and management of the Company at the conclusion of consideration and voting on the special resolutions set out in this Notice.

Special Business

Special Resolution - Background

This Board-endorsed resolution proposes to implement administrative changes to the RSPCA Victoria Constitution to:

- Align RSPCA Victoria's obligation to hold an AGM with the Corporations Act requirements, which require an AGM to be held within 5 months of the end of the Company's financial year (being 30 June). Accordingly, article 11.1 of the Constitution is amended by changing the date by which the AGM must be held from 31 October to 30 November. This aligns the Constitution with the Corporations Act and provides the company secretariat with additional flexibility to plan for and conduct each AGM.
- Enable members to attend and vote at the AGM by use of collaborative meeting technology. The existing Constitution only allows members to attend and vote in person or by proxy. The changes will enable RSPCA Victoria to use appropriate collaborative meeting technology to enable Members to attend, participate and vote at Annual General Meetings.

This resolution will, if approved by Members, amend the RSPCA Victoria Constitution as shown below with the proposed changes in **red text**:

11.1 Annual General Meeting

The Company must hold an Annual General Meeting in each calendar year with such meeting to be held after 1 July and not later than **30 November** ~~31 October~~.

12.1 Quorum

- (a) A quorum at a General Meeting is twenty-five or more Voting Members present in person, **by collaborative meeting technology (by audio, video or both)** or by proxy. The quorum must be present at all times during the General Meeting.

13.1 Entitlement to vote

- (a) Only Voting Members are entitled to vote at a General Meeting. Each Voting Member entitled to vote at a General Meeting may vote in person **or by utilising collaborative meeting technology (by audio, video or both)** or by proxy. Each Voting Member has one vote, whether on a show of hands, or on a poll. No Voting Member is entitled to vote on any matter under this Constitution until a period of one calendar month has elapsed from the date upon which Membership has been conferred by the Board and until all amounts due to the Company by the Member have been paid in accordance with clause 9.4.
- (b) **The Company has the right to specify the technology used by members to attend a meeting of Members as well as specify controls used to verify member identity. If the Company exercises these rights, the Company has a duty of care to:**
- (i) **make sure that the technology used for the meeting is available to all Members;**
 - (ii) **provide instructions for use of that technology, and**
 - (iii) **ensure that the technology provided offers the capability for Members to speak and vote during the meeting, using that technology**

Ordinary Resolutions - Background

Section 14 of the RSPCA Victoria Constitution states that:

- One-third (but no more) of the Directors must be subject to retirement by rotation (14.7); and;
- The retiring by rotation Directors at each Annual General Meeting must include any Director whose appointment will cease under clause 14.4 if not confirmed at the meeting and any Director who wishes to retire and does not wish to be re-appointed as a Director. Any further Director required to retire must be the Director who has been in office the longest as Director (14.7)

In accordance with the above, in 2021 Directors Bronwyn Hughes and Kathryn Warwick are due to retire and both have put themselves forward for re-election.

For the consideration of Members, a summary of Ms Hughes' and Ms Warwick's background and experience is provided:

Ordinary Resolution 1

Bronwyn Hughes commenced as a non-executive Director of RSPCA Victoria in 2012, and is the Deputy Chair of the Board, and Chair of the Animal Welfare Policy Committee. She has a long term commitment to the RSPCA, commencing in the early 1980's as a leading member of the volunteer Auxiliary, and a founding member of the St. Martin's Club (now "Champion Circle").

Bronwyn's professional life has involved both the advocacy and management of Library and Information Services at both State and Local Government levels; and continuing adult education as a Board member, then as Regional Director, Adult, Community and Further Education, Western Metropolitan Regional Council.

Her commitment to bettering the lives of animals extends beyond Australian borders, and she has been an active supporter of animal welfare organisations in both China and India for many years.

This nomination has the support of the RSPCA Victoria Board of Directors.

Ordinary Resolution 2

Kate (Kathryn) Warwick commenced as a non-executive Director of RSPCA Victoria in 2016 after a competitive external recruitment. Kate is a Senior Managing Director with FTI Consulting Australia and a Chartered Accountant who has assisted corporates and associated stakeholders across a range of industries in Australia, Asia and the United Kingdom. Her primary focus is on retail and consumer products businesses and additional experience in manufacturing, agribusiness, and mining.

Kate specialises in advising and working with boards, shareholders, senior management and other stakeholders to maximise value and manage and mitigate risk. Kate has considerable board experience and is currently on the board of the Australian Sporting Goods Association (ASGA) and a state committee member for Turnaround Management Association (TMA).

Kate is an avid animal lover, passionate about all aspects of animal health and welfare. She has two dogs Lola and Jingle, both of whom she rescued.

This nomination has the support of the RSPCA Victoria Board of Directors.