

**MINUTES OF THE ANNUAL GENERAL MEETING OF  
SPECIAL OLYMPICS AUSTRALIA  
HELD AT LEVEL 12, 20 MARTIN PLACE, SYDNEY  
ON SATURDAY 25<sup>TH</sup> MAY 2019 AT 11:00AM**

**Present:**

Cameron Brownjohn Chairman  
Michael Hogan Vice Chair  
Shaun Fraser  
Ben Haack  
Anna-Louise Kassulke  
Irene Reiss  
Megan Lavender  
Ruby Lawler  
Nicole Swaine  
Ross Smith

**In Attendance:**

Mark Langan Company Secretary  
Corene Strauss CEO  
Frank Lee Senior Accountant PwC (by telephone)  
10 Members and 13 visitors as per the attached Register and Rob Regent by telephone

**Apologies:**

David Fenlon  
Allison O'Shea

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**Welcome**

The Chairman opened the meeting at 11:05am and thanked everyone for attending. The Chairman introduced the Board members who were present to Members. The Chairman introduced members of Management who were present to Members. The Chairman declared that a quorum was present and gave a brief introduction and noted the apologies from Allison O'Shea and Dave Fenlon.

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**Chairman's Report**

The Chairman then gave a presentation on the highlights, challenges and achievements for 2018. He also thanked all those who had volunteered their time during the year to support our athletes.

The Chairman also thanked the major partners, donors and sponsors who made donations during the year.

The Chairman thanked both Nicole Swaine and Dave Fenlon who were standing down from the Board at the conclusion of the meeting.

The Chairman noted that a number of written questions from Members, which he and Shaun Fraser would attempt to answer with their presentations.

The Chairman spoke in detail about the focus of the Board which is committed to:

1. Fundraising;
2. Increasing athlete numbers;
3. Simplifying the organisation.

The Chairman's Report also covered the following topics:

- National Games
- World Games
- Financial position
- Thanks to NAB
- State Sports Committees
- Governance, policies and procedures
- Fundraising
- Appropriate executive remuneration

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## Finance Report

Shaun Fraser the Chairman of the Audit and Risk Committee then provided the Finance Report by:

- A. Tabling the Financial Report, Directors' Report and the Independent Audit Report of the Company for the financial year ended 31 December 2018 (Annual Report); and
- B. Giving members the opportunity to ask questions of the Auditor in relation to the conduct of the audit, the preparation and conduct of the Independent Auditors Report, the accounting policies adopted by the Company and the independence of the Auditor.

Mr Fraser then provided a detailed report including slides covering the financial performance of the Company for the year ended 31 December 2018. He outlined in particular the following matters:

- The modest loss for FY18 of \$50k
- Revenue challenges continued
- Significant restructuring to save \$600k annually
- Budget to break even in FY19
- Satisfactory position with members equity of \$1.7m
- Cash at year end was \$2.8m

Mr Fraser also thanked Ross Smith for his assistance and oversight of the finance function. Mr Fraser also thanked Frank Lee from PwC for his firm's pro-bono support of SOA. There were no questions for the auditor.

*Frank Lee left the meeting at 11.49am.*

## Members Questions

The Chairman advised the meeting that he and the Board were pleased to take any questions from Members and would deal with any written questions that had not been covered in the Chairman's and Finance Reports.

The Chairman then asked for questions from Members.

There were a series of questions on a broad range of topics which were in turn answered by the Chairman, CEO and Mr Fraser.

Broadly the questions dealt with the following topics:

- Spending tied to particular funding sources
- Inclusion of athletes with Autism (which has been referred to SOI for advice)
- Planning
- Financial Management and executive salaries
- Athlete representation on the Board and size of the Board

A detailed list of questions and where appropriate answers are annexed to the minutes.

The Chairman also read out a statement to the meeting from Kimberly Doyle Chair of the Mackay Club.

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## Notice of Meeting

The notice convening the Annual General Meeting was taken as read.

### **Business**

The Chairman outlined the voting procedure for the meeting and the use of the coloured voting cards.

The Chairman advised that after each resolution has been moved, there would be an opportunity for Members to ask questions and discuss the resolution in question.

The Chairman also advised that in accordance with the constitution of the Company, the Chairman had determined that each resolution would be decided by poll. For meeting efficiency, the poll was conducted after all of the resolutions were put to the meeting and subsequently discussed.

The Company Secretary was appointed the returning officer for the purposes of conducting and calculating the poll results.

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## Resolution 1 – Appointment of PwC as Auditor

The Chairman introduced Resolution 1 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions.

**Passed on a poll (as an Ordinary Resolution):** *That PwC, in accordance with clause 110.1 (3) of the Company's Constitution, is appointed Auditor of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
34	Nil	1

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## Resolution 2 – Election of Mr Ross Smith as Director

The Chairman introduced Resolution 2 and members were given a reasonable opportunity to ask questions about this Resolution.

**Passed on a poll (as an Ordinary Resolution):** *That Mr Ross Smith is in accordance with clause 36.1 of the Company's Constitution, is elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
34	0	1

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## Resolution 3 – Re-election of Mr Michael Hogan as Director

The Chairman introduced Resolution 3 and members were given a reasonable opportunity to ask questions about this Resolution.

**Passed on a poll (as an Ordinary Resolution):** *That Mr Michael Hogan is in accordance with clause 32.1 of the Company's Constitution, is elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
31	3	1

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## Resolution 4 – Re-election of Ms Allison O’Shea as Director

The Chairman introduced Resolution 4 and members were given a reasonable opportunity to ask questions about this Resolution. The Chairman read a brief note that Ms O’Shea had prepared for Members.

**Passed on a poll (as an Ordinary Resolution):** *That Ms Allison O’Shea is in accordance with clause 32.1 of the Company’s Constitution, is elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
32	2	1

## Resolution 5 – Re-election of Ms Anna-Louise Kassulke as Director

The Chairman introduced Resolution 5 and members were given a reasonable opportunity to ask questions about this Resolution.

**Passed on a poll (as an Ordinary Resolution):** *That Ms Anna-Louise Kassulke is in accordance with clause 32.1 of the Company’s Constitution, is elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
31	3	1

## Resolution 6 – Re-election of Ms Megan Lavender as Director

The Chairman introduced Resolution 6 and members were given a reasonable opportunity to ask questions about this Resolution.

**Passed on a poll (as an Ordinary Resolution):** *That Ms Megan Lavender is in accordance with clause 32.1 of the Company’s Constitution, is elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
31	3	1

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## Resolution 7 – Amend Clause 29.1 of the Company’s Constitution

The Chairman introduced Resolution 7 and members were given a reasonable opportunity to ask questions about this Resolution.

**Passed on a poll (as an Special Resolution):** *That, clause 29.1 of the Constitution of the Company be amended to "The number of directors must be not less than 6 nor more than 20."*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
25	8	2

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## Resolution 8 – Amend Clause 31.1(5) of the Company’s Constitution

The Chairman introduced Resolution 8 and members were given a reasonable opportunity to ask questions about this Resolution.

**Passed on a poll (as an Special Resolution):** *That, clause 31.1(5) of the Constitution of the Company be amended to "The directors will comprise up to 16 other directors nominated by the Nominations Committee."*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
25	8	2

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## Poll

### Declaration of the Poll

The Chairman declared the poll open and the Returning Officer collected the voting cards.

The Chairman advised that the results of the poll would be announced to the Meeting as soon as was practical.

After a short interval the Chairman announced that the Poll was closed.

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## CEO Discussion

Corene Strauss gave a presentation and opened up discussion. Terry Visscher also presented to the meeting.

## Other Business

There was no other business to put before the meeting.

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## Poll

### Results of the Poll

The Chairman referred to a slide setting out the results of the poll for each of the resolutions. Resolutions 1 to 8 were all carried.

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## 1. Meeting Close

The Chairman thanked all those present and then closed the Meeting at 1.45pm.

Signed as a correct record.



Chairman: CAMERON BROWN

Date: 5.7.19