

Annual General Meeting

Date: Thursday 23rd November 2023
Time: 3.45 pm Registration of Current Members
4pm Meeting Commences
Location: Online

Via online link: To join the ADAI Annual General video meeting, please use Microsoft Teams meeting, Meeting ID: 415 374 770 566; Passcode: t2cfhj

Acknowledgement of Country

We would like to Acknowledge that the land we meet on today is the traditional lands for the Kurna people and that we respect their spiritual relationship with their Country. We also acknowledge the Kurna people as the traditional custodians of the Adelaide region and that their cultural and heritage beliefs are still as important to the living Kurna people today (Source: Reconciliation SA).

Agenda

1. Welcome and Opening
2. Apologies
3. Confirmation of the Minutes of the 2022 Annual General Meeting
4. Presentation and Receipt of the Annual Report 2022/2023
5. Presentation and receipt of the 2022/2023 Audited Annual Accounts
6. Appointment of Auditor 2023/2024
Recommendation:
That ADAI's current auditor, Creative Auditing, be reappointed for 2023/2024.
7. Election and Declaration of Board of Management
 - 7.1 Election and Declaration that the following persons are duly appointed for a two-year term to the Board of Management of ADAI:
 - Leonie Challans
 - Narelle Schubert
 - Susan Kite

- Meredith Norton
- Carmela Sergi
- Mark Priddle

7.2 The following persons are declared appointed for 2022/2023 in accordance with the second year of their term:

- Shane McDougall

8. Constitutional Changes Recommended for Approval

That the following Constitutional Changes listed on the Notice of Meeting are approved:

8.1 That approval from members is sought at the 2023 Annual General meeting to amend clause 11a. to read as follows:

11.a *The Committee shall be comprised of at least 5 members and not more than 9 members in total.*

8.2 That approval from members is sought at the 2023 Annual General meeting to amend clause 11c. to read as follows:

11.c. *Board Members may serve a maximum of three (3) consecutive terms unless otherwise approved by majority vote of the Board at a Board special meeting convened prior to the Annual General Meeting with such members being eligible for a further one (1) year term. Board Members having stood down for one (1) term become eligible for renomination or selection to membership for a further term or terms to a maximum of a further two (2) terms.*

8.3 That approval from members is sought at the 2023 Annual General meeting to amend clause 17 to read as follows:

17. FINANCIAL MANAGEMENT AND RISK DELEGATE

- a. *The Financial Management and Risk Delegate ensures that:*
- b. *major or unusual expenditure is to be authorised in advance by the Board;*
- c. *financial statements and budgets are prepared for consideration by the Board;*
- d. *financial reports are presented to each Board meeting;*
- e. *financial statements are prepared for the Auditor; and*
- f. *the Auditor's report and audited statements are presented to the Annual General Meeting.*

8.4 That approval from members is sought at the 2023 Annual General meeting to amend clause 18 as follows:

18. CORPORATE GOVERNANCE OFFICER

- a. *The Corporate Governance Officer shall ensure that notice of meetings is given in accordance with the provisions of this constitution.*
- b. *The Corporate Governance Officer shall ensure that records are kept of the Association including the constitution, policies and procedures, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.*
- c. *In the absence of the Corporate Governance Officer or at the request of the Corporate Governance Officer or of a majority of the meeting, another member shall be elected as minutes secretary.*

8.5 That approval from members is sought at the 2023 Annual General meeting to amend clause 2a. as follows:

2. DEFINITIONS

- a. **'Committee'** means the Board of Directors of the Association

8.6 That approval from members is sought at the 2023 Annual General meeting to amend clause 12a. as follows:

- 12.a. The Board shall meet as often as required to conduct the business of the Foundation but must meet at least five (5) times in each financial year.*

9. Any other business (as previously advised and pertinent to an AGM)

10. Close of AGM