



ANNUAL GENERAL MEETING 2021

ARTS ACCESS AUSTRALIA

ABN 20 084 007 321

NOTES AND ADDITIONAL INFORMATION FOR MEMBERS

1 Approval of minutes of previous Annual General Meeting

Clause 8.2 of the Constitution requires that the ordinary business of each Annual General Meeting includes confirmation of the Minutes of the last Annual General Meeting.

The last AGM was held on 29 May 2020, at 1:00PM AEST, by Zoom. A copy of the minutes of that meeting are available for viewing on the Company's website at the URL www.artsaccessaustralia.org, and will be tabled at the AGM.

The Directors are of the opinion that the minutes are a true and correct record of that meeting.

2 Financial statements and reports

Arts Access Australia (AAA), as a charity registered under the Charities and Not-for-Profit Commission Act 2012, must comply with the standards issued under section 45-10 of that Act and the regulations (called "Governance Standards"). The Governance Standards are core, minimum standards dealing with a charity's governance, processes, activities and relationships. They help maintain public trust in charities and help charities continue to do their charitable work.

Because the Governance Standards are a set of high-level principles, and not precise rules, the AAA Board must decide how it will comply with the Standards.

Governance Standard 2: Accountability to Members requires a charity to:

- a. take reasonable steps to be accountable to members, and
- b. allow members adequate opportunities to ask questions, and raise any concerns, about the organisation, its activities and how it is run.

Your Board has determined that the best way to to be open and accountable, and to ensure that Members know what AAA is doing and how it is using its finances, assets and other resources on their behalf is to:

- a. provide information to Members on AAA's activities and finances, in the form of an annual report, including the audited financial report and independent auditor's report, in respect of each financial year, and
- b. hold an Annual General Meeting, at which Members have an opportunity to ask questions of the Board about AAA, its activities and finances for the last financial year and annual report

Further, under clause 8.1 of the Constitution, at each AGM the Board must submit to the Members a written report which, in addition to any other particulars which the Board considers desirable, must contain a summary of the activities of the Company for the period since the previous report.

There is no requirement for (and your Board does not seek) Members' approval of the financial report, the auditor's report, or the Annual Report. However, Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports, including putting questions to the auditor.

There will also be a reasonable opportunity for Members to comment on, or ask questions about, the management of the Company.

3 Election of directors

Composition of the Board

Under clause 3.1 of the Company's Constitution, the Board comprises up to 11 people, including:

- a. up to three Directors nominated and elected by the Original Members only
- b. up to four Directors nominated and elected by the Ordinary Members only
- c. up to four Directors co-opted under clause 3.4 of the Constitution, and
- d. at least 50% of Directors who identify as a person with disability.

As at the date of the notice of meeting, the Board comprises:

- e. one Director elected by the Original Members – Liz Martin
- f. three Directors elected by Ordinary Members – Belinda Locke; Peter Kearney; and Larissa MacFarlane, and
- g. two Directors co-opted under clause 3.4 – Martin Sawtell; and Satvinder Sekhon.

Four of the six directors (66.66%) identify as a person with disability.

Retiring directors

Under clause 3.8 of the Constitution, a Director is appointed for a term of two years, with the option to be renominated and elected or co-opted for a further two terms (up to a maximum continuous term of 6 years).

The term of office of each of Director Liz Martin and Director Peter Kearney expires on the date of the Annual General Meeting. This means that there are:

- a. three vacancies on the Board to be filled by persons elected by the Original Members, and
- b. two vacancies on the Board to be filled by persons elected by the Ordinary Members.

Election by Original Members

The Returning Officer has received two valid nominations from Original Members for candidates for election as Directors by the Original Members, being:

- a. Liz Martin, nominated by Accessible Arts. Director Martin is eligible to be elected by the Original Members for a further term, under clause 3.8 of the Constitution, and
- b. Madeleine Little, nominated by Access Arts.

Information about each candidate, as supplied by each candidate, is available for viewing on the Company's website at the URL

<https://artsaccessaustralia.org/candidates-for-election-to-the-aaa-board/>.

There being fewer candidates for election (two) than vacant positions able to be filled by an election by the Original Members (three), there is no need to hold an election for these positions. At the AGM, the Returning Officer will declare each candidate duly elected as a Director elected by the Original Members.

Election by Ordinary Members

The Returning Officer has received six valid nominations from Original Members for candidates for election as Directors by the Ordinary Members, being (in alphabetic order, by surname):

- a. Dan Graham,
- b. Peter Kearney,
- c. Trudy Ryall,
- d. Martin Sawtell,

- e. Caroline Smith, and
- f. Duncan Steward.

Information about each candidate, as supplied by each candidate, is available for viewing on the Company's website at the URL www.artsaccessaustralia.org.

Director Sawtell has nominated as a candidate for election as a Director elected by the Ordinary Members. If elected, Director Sawtell will resign as a co-opted Director prior to the holding of the Annual General Meeting.

Director Kearney has decided to seek re-election and is eligible to be elected by the Ordinary Members for a further term.

As there are more candidates for election (six) than the number of vacancies on the Board for Directors elected by Ordinary Members (two), it is necessary to conduct an election. The Returning Officer will conduct an online ballot, using a secure platform, operated by an independent, third party, prior the Annual General Meeting for the election of Directors by the Ordinary Members, in accordance with the Company's Constitution. Each financial Ordinary Member and any Honorary Life Member is entitled to vote for a number of candidates not exceeding the number (two) of vacancies on the Board for Ordinary Members to be filled at the Annual General Meeting. At the AGM, the Returning Officer will declare the two candidates who receive the most votes in that election duly elected as Directors elected by the Ordinary Members.

As per the voting procedure, the Board has considered each applicant and their skillset to recommend the two best candidates for the available positions. The Board's recommendations are Peter Kearney and Martin Sawtell.

Information on the voting process, and a link to the independent election platform that the Company is using to conduct this ballot will be sent to each Ordinary Member and Honorary Life Member by email prior to the ballot opening. Voting will be open for two weeks, and will close at 1 pm AEST on 26 May 2021.

4 Appointment of independent auditor

The Charities and Not-for-Profit Commission Act 2012 requires the Company (by passing an ordinary resolution by the Members) to appoint an independent auditor, and for the annual financial statements to be audited each year, in accordance with the Australian Auditing Standards.



At the 2020 AGM, Members resolved to appoint AMW Audit (formerly Brian Tucker Audit) to undertake the 2020 Audit. This appointment was limited to undertaking the 2020 audit, which has been completed.

The resolution seeks Member approval to appoint Brian Tucker Audit (historically the independent auditor of the Company, and now a business carried on by AMW Audit) as the independent auditor of the Company. This appointment is not limited to the 2021 audit. It is a continuing appointment, that will continue until Brian Tucker Audit resigns, is no longer qualified to act or is removed in accordance with section 329 of the Corporations Act 2001.

IMPORTANT NOTE: This document has been updated to include Peter Kearney as a candidate for election by Ordinary Members. The document has been updated from five candidates for election, to six candidates for election. This document has been updated to extend the election date until 1pm 26 May from the original deadline of 11.59pm 24 May.