



ANNUAL GENERAL MEETING 2022

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 28 May 2021, at 1:00PM AEST, in Sydney and online, by Zoom. A copy of the minutes of that meeting will be available prior to the meeting for viewing on the Company's website at 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

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- 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.

Copies of the financial report, the auditor's report, and the Annual Report will be available for viewing prior to the Annual General Meeting on the Company's website at www.artsaccessaustralia.org, and will be tabled at the AGM.

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. **two** Directors elected by the Original Members – Liz Martin and Madeleine Little
- f. **four** Directors elected by Ordinary Members – Belinda Locke; Larissa MacFarlane; Dan Graham; and Martin Sawtell
- g. **two** Directors co-opted under clause 3.4 – Peter Kearney; and Satvinder Sekhon.

Six of the eight directors (**75%**) 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 Belinda Locke and Director Larissa Macfarlane expires on the date of the Annual General Meeting. Director Locke has served the maximum term of six years as a Director, and is not eligible for re-election.

This means that:

- a. there is **one vacancy** on the Board to be filled by persons elected by the Original Members, and
- b. there are **two vacancies** on the Board to be filled by persons elected by the Ordinary Members.

Election by Original Members

The Returning Officer has received one valid nomination from the Original Members of a candidate for election as a Director by the Original Members, being Jeremy Hawkes, nominated by by Access Arts.

As there is the same number of candidates for election (one) as vacant positions able to filled by an election by the Original Members (one), there is no need to hold an election for the position. At the AGM, the Returning Officer will declare the candidate duly elected as a Director elected by the Original Members.

Election by Ordinary Members

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

- a. Chelle Destefano
- b. Sarah Houbolt, and
- c. Larissa MacFarlane.

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

As there is more candidates for election than vacant positions able to filled by an election by the Ordinary Members, 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

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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.

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 open on 11 May 2022, and will close at 1 pm AEST on 25 May 2022.