

**ROYAL SOCIETY FOR THE PREVENTION  
OF CRUELTY TO ANIMALS  
(QUEENSLAND) LIMITED**

ABN 74 851 544 037

**NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES**

**Royal Society for the Prevention of Cruelty to Animals (Queensland) Limited  
139 Wacol Station Rd  
Wacol QLD 4076  
Thursday, 30 November 2023  
Commencing at 10.30am (Brisbane time)**

**Notice of Annual General Meeting**

Notice is given that the Annual General Meeting (**AGM**) of the members of Royal Society for the Prevention of Cruelty to Animals (Queensland) Limited ACN 851 544 037 (**RSPCA QLD**) will be held in the Auditorium at the **RSPCA Brisbane Animal Care Campus located at 139 Wacol Station Rd, Wacol QLD 4076 on Thursday, 30 November 2023 commencing at 10.30am (Brisbane time). Registration from 9:30am.**

Please RSVP by 14 November to [membership@rspcaqld.org.au](mailto:membership@rspcaqld.org.au) or by calling 0438 199 095 – Theresa Scanlan, Philanthropy Manager.

The items of business to be considered at the AGM are set out in the AGM Agenda below.

**FORMAT OF AGM AND DAY**

*As at the date of this Notice, the Board intends that the AGM be held in the auditorium at the RSPCA Brisbane Animal Care Campus at Wacol, Queensland, and that members will be able to attend the AGM in person. In order to have consistent practice with other RSPCA Societies in Australia, the AGM is being held on a Thursday (rather than a Saturday).*

*If you do not wish to attend the AGM in person or are unable to do so, you are encouraged to vote by appointing a proxy or attorney to attend the AGM and vote on your behalf in accordance with the instructions below.*

The Explanatory Notes accompanying this Notice explain the formal items of business. The Explanatory Notes form part of this Notice and should be read in conjunction with it. Unless otherwise stated, capitalised terms used in this Notice of Meeting have the meaning given to them in the Glossary and a reference to a section is a reference to a section of the Explanatory Notes.

By order of the Board



**Janelle Black**  
Company  
Secretary

7 November 2023

### AGM Calendar

Date	Time	Event
7 November 2023		Distribute Formal Notice of Meeting
28 November 2023	10:30am (Brisbane time)	Close of proxies
30 November 2023	10:30am (Brisbane time)	Conduct AGM

## AGM Agenda

1. **Chair's Welcoming**
2. **Apologies**
3. **Minutes of 2022 Annual General Meeting**
4. **RSPCA QLD Presentations**
5. **Annual Report**

To receive, consider and adopt the Annual Report of RSPCA QLD.

6. **Financial statements and Auditors report**

To receive, consider and adopt:

- a) the financial statements for RSPCA QLD;
- b) the Auditor's report, in respect of the financial year ended 30 June 2022.

7. **Election of Directors**

Five (5) directors will retire as directors of the Company in accordance with RSPCA QLD's Constitution, and being eligible for re-election have offered to be re-elected. There five (5) candidates seeking re-election are listed in alphabetical order in the following resolutions.

To consider, and if thought fit, to pass each of the following ordinary resolutions as separate ordinary resolutions:

**Resolution 7(a).** *"THAT Kirby Anderson be re-elected as a Director."*

**Resolution 7(b).** *"THAT Anthony Barnes be re-elected as a Director."*

**Resolution 7(c).** *"THAT Graham Newton re-elected as a Director."*

**Resolution 7(d).** *"THAT Amena Reza be re-elected as a Director."*

**Resolution 7(e).** *"THAT Eileen Thumpkin be re-elected as a Director."*

- NOTES:**
1. A summary of the qualifications and experience of each of the candidates as set out in their Nomination Forms or as provided to RSPCA QLD is set out in section 7.3 of this Notice.
  2. Information in relation to the voting on the resolutions for the election of Directors is set out below and in section 7.2 of this Notice

## 8. Meeting Close

At the conclusion of the meeting, members, visitors and guests are invited to join the Directors for refreshments

## VOTING ON RESOLUTIONS

### VOTING WITHOUT ATTENDING THE ANNUAL GENERAL MEETING

A Member who is entitled to vote at the Meeting and who does not wish to attend and vote at the Meeting personally may vote by appointing a proxy or attorney to attend and vote on their behalf at the Meeting.

### APPOINTING A PROXY

A Member who is entitled to vote at the Meeting has a right to appoint a proxy to attend and vote on their behalf. The proxy may, but need not, be a Member. A Proxy Form is enclosed with this Notice of Meeting.

A proxy's authority to speak and vote for a Member at the Meeting is suspended if the Member (or his or her Attorney) is present at the Meeting.

In accordance with the Constitution, if a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Chairperson may either exercise the proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

To be effective, the Proxy Form (and, if it is signed by an Attorney, the original or a certified copy of the relevant Power of Attorney) must be received **no later than 10.00am (Brisbane time) on Tuesday, 28 November 2023** by the Returning Officer at the address or email shown below (and on the top of Proxy Form).

Members should also date the Proxy Form. If they do not, it is taken to be dated when it is received by RSPCA QLD.

### The Returning Officer

Royal Society for the Prevention of Cruelty to Animals (Queensland) Limited (RSPCA)

139 Wacol Station Road

Wacol, QLD, 4076

Email: [membership@rspcaql.org.au](mailto:membership@rspcaql.org.au)

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## Explanatory Notes

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These Explanatory Notes are incorporated in, and comprise part of, this Notice and should be read in conjunction with the Notice.

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### **Items 5 and 6. Annual Reports and Financial Statements and Reports**

RSPCA QLD's Annual Impact Report for 2023 and the financial report (which includes the financial statements and Directors' declaration) and Auditor's report for the financial year ended 30 June 2023 will be tabled at the AGM. No vote is required for these items of business under the Constitution or the Corporations Act.

Members will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports, and on the business and operations of RSPCA QLD.

A copy of the financial report and Auditor's report for the financial year ended 30 June 2023 as well as the 2023 Annual Impact Report will be available on the website for RSPCA QLD accessible at <https://www.rspcaqld.org.au/who-we-are/annual-report>

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### **Item 7. Election of Directors**

#### **7.1 Vacancies and candidates**

Under the Constitution the permitted maximum number of Directors is nine (9).

The Constitution specifies how directors are to be elected and hold office. The Constitution includes provisions which provide for retirement of directors by rotation. Under these provisions, at each AGM, half of the directors are required to retire and, being eligible, may stand for re-election

On 10 October 2023, RSPCA QLD called for nominations for the election of Directors at the Meeting. Five (5) Nominations were received by the Close of Nominations; all directors retiring in according with the requirements of the Constitution are standing for re-election. Accordingly, there are five (5) candidates in total.

#### **7.2 Voting for Directors**

The Chairperson will call a poll on each of the five (5) resolutions for the election of a Director set out in item 7 of the Notice in accordance with clause 5.3 of the Constitution.

Voting Members are entitled to vote FOR or AGAINST or ABSTAIN from voting in respect of each of the candidates. A vote will be invalid if more than one option is selected for the same candidate.

In order to be elected, a candidate must receive more votes validly cast in favour of the Resolution for their election than against. Abstentions will not be included in calculating the requisite majority.

#### **7.3 Qualifications and experience of candidates**

A summary of the qualifications and experience of each of the candidates (listed in alphabetical order) as set out in their Nomination Forms or as provided to RSPCA QLD is set out below.

Candidate	Qualifications and experience
<p><b>Kirby Anderson</b></p>	<p><b>Kirby joined the RSPCA QLD Board in June 2020. He is member of the Community Engagement Committee.</b></p> <p><b>Qualifications and Experience:</b></p> <p>Kirby Anderson is a government and corporate affairs consultant with experience in public and private sector roles over the last 25 years.</p> <p>A former journalist, Kirby has developed and implemented external and internal communication strategies and he has advised private sector CEOs and government leaders on communication, stakeholder management and public policy development.</p> <p>From 2016 to 2018, Kirby served as a Deputy Chief of Staff to the Premier of Queensland, overseeing the whole-of-government where media strategy, worked with stakeholder organisations. Kirby was communications director for the 2017 State election.</p> <p>Kirby was a government affairs and policy director for General Electric (GE) for Australia, New Zealand and Papua New Guinea from 2009 to 2016, and he led the GE Volunteers program from 2015 to 2016.</p> <p>Prior to that, Kirby had served 10 years as a senior adviser to the Queensland Government in portfolios as diverse as Primary Industries, Fisheries, Forestry, Natural Resources, Mines, Water, Justice and Attorney-General and Emergency Services.</p> <p>Born in Rockhampton, Kirby lives in Brisbane with his wife and their two children.</p>
<p><b>Anthony Barnes</b></p>	<p><b>Anthony (Tony) joined the Board in June 2020. He sits on the Finance &amp; Risk Committee.</b></p> <p><b>Qualifications and Experience:</b></p> <p>Tony Barnes, MBA, MBLaw, M.Cybersecurity, CISSP, FGIA has 30 years' broad business leadership and governance experience in the utilities, media, HR services, technology and cyber security sectors in Australia, United Kingdom and New Zealand.</p> <p>Tony is a Partner with advisory and restructuring firm McGrathNicol and advises organisations extensively on managing cyber risk. He has previously served as CEO of a London stock market listed technology company and COO of an ASX200-listed business, as well as holding director positions for listed, private, NFP, community trust-owned organisations and critical infrastructure companies including an electricity network and a fiberoptic telecommunications business. Tony is a Certified Information Systems Security Professional (CISSP) and is a Fellow of the Governance Institute of Australia (FGIA).</p> <p>Tony has four children and a Labrador called Bosworth. His family recently adopted an RSPCA cat called Luigi.</p>
<p><b>Graham Newton</b></p>	<p><b>Graham joined the Board in December 2015. He is the Chair of the Finance &amp; Risk Committee, and sits on the People &amp; Governance Committee.</b></p> <p><b>Qualifications and Experience:</b></p> <p>Graham has over 25 years of business and leadership experience and is currently a Partner in McGrathNicol's Forensic practice where he focuses on helping his clients address concerns in relation to matters of financial irregularity, integrity and governance. With qualifications in accounting, and a strong background in risk and governance, Graham draws on these skills and experience in his role as a Director on the Board of RSPCA (Qld). As well as his Non-Executive Director role he also Chairs the Finance and Risk Committee.</p> <p>Being a city person Graham has always grown up with cats and dogs around the house. At the moment it's Oliver and Honey, the rescue cats, who are getting all</p>

Candidate	Qualifications and experience
	<p>the attention at home. Graham is passionate about animal welfare and has been a supporter for many years of the incredible work that the RSPCA Qld do through the tireless efforts of the staff and volunteers.</p>
<p><b>Amena Reza</b></p>	<p><b>Amena joined the Board in August 2017 and is the Deputy Chairperson. She also sits on the Finance &amp; Risk Committee.</b></p> <p>Amena is a Chartered Accountant whose extensive executive career has spanned the property and not for profit sectors.</p> <p>Amena currently holds the position of Head of Strategy &amp; Operations for award winning Brisbane based architecture firm Bureau Proberts.</p> <p>She has previously held positions as CEO of Mamre, CFO &amp; Company Secretary for Mining3, CFO of Choice Passion Life (former Cerebral Palsy League) and Managing Director of ML Design Architecture. She has also operated her own Business Consultancy working for a portfolio of private and NFP clients as an Interim Executive/Strategic Business Consultant. This diversity has allowed her to be agile and responsive in a range of business environments.</p> <p>She is Deputy Chair of the RSPCA Qld board, also sitting as a member of the Finance &amp; Risk Committee and the Community Engagement Committee. Amena is also a Board Member of the Gambling Community Benefits Fund and a member of the Audit &amp; Risk Committee for Mining3.</p> <p>Amena has a Bachelor of Business Accounting from the Queensland of University of Technology; is a Chartered Accountant and Member of the Institute of Chartered Accountants Australia and New Zealand and is a Graduate Member of the Australian Institute of Company Directors.</p> <p>Amena has always had an active interest in philanthropy and making a difference to those less fortunate. She has been a leader and supporter of a number of not for profit and service organisations including Zonta Club of Brisbane City Heart and the Salvation Army.</p> <p>Amena’s personal interests are staying fit, hiking and socialising with family and friends. She lives in Brisbane with her husband and her pets Molly (cat) and Remi (dog) who are the loves of her life.</p>
<p><b>Eileen Thumpkin</b></p>	<p><b>Eileen joined the RSPCA QLD Board in August 2002. She sits on the Animal Welfare Committee and the People and Governance Committee.</b></p> <p><b>Qualifications and Experience:</b></p> <p>Eileen is now semi-retired. She worked in the public service where she led some great teams and was involved in delivering several large projects and education reform initiatives. She has completed studies across several disciplines including education, arts, social planning, and animal welfare. Today she continues to follow her passion to help create ‘a life worth living’ for all animals and is currently researching dog adoptions and their post-adoption transition to new homes.</p> <p>Eileen is also a Graduate of the Australian Institute of Company Directors (AICD) and the Governance Institute of Australia.</p> <p>Volunteering is a lifelong commitment. Eileen has volunteered across several areas including hockey team management, RSPCA fostering, and BlazeAid fence building. Previously she was a Director on the Board of RSPCA Australia and currently, Director on the Board of the Queensland Veterinary Surgeons.</p>

Candidate	Qualifications and experience
	She lives in Bargara with her partner, and Gertie & Tilly two rambunctious RSPCA adoptees. Eileen is an avid gardener and loves painting, swimming, cycling, running and 'all creatures great and small'.

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## Other matters

### Board Recommendation

The Board unanimously recommends that Members vote **FOR** the resolutions proposed at this AGM as set out in this notice.

### Chairperson's voting intentions

The Chairperson intends to vote all available undirected proxies **FOR** the resolutions proposed at this AGM as set out in this notice.

## Glossary

In this Notice of Annual General Meeting, the Explanatory Notes and the Proxy Form:

**ACNC Act** means the *Australian Charities and Not-for-profit Commission Act 2012* (Cth).

**ACNC** means the Australian Charities and Not-for-profit Commission.

**Chairperson** means the chairman of the Meeting.

**Company** or **RSPCA QLD** means Royal Society for the Prevention of Cruelty to Animals (Queensland) Limited (ABN 74 851 544 037).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Meeting** or **AGM** means the annual general meeting of the Company convened by this Notice.

**Member** means a member of the Company.

**Notice** means the notice of annual general meeting which accompanies these Explanatory Notes.

**Proxy Form** means the Proxy Form accompanying this Notice.

**Resolution** means a resolution in the form proposed in this Notice.

**Returning Officer** means Ainslie White, Chief Technology Officer, RSPCA QLD.

**Voting Member** means a Member who has the right to be present and to vote on at least one item of business to be considered at the AGM in accordance with the Constitution.