

**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
Saturday, 12 November 2022
Commencing at 10.00am (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 Saturday, 12 November 2022 commencing at 10.00am (Brisbane time) (Registration from 9:30am (Brisbane time)).

Please RSVP by 28th October to membership@rspcaqld.org.au or by calling 0466 328 434.
The items of business to be considered at the AGM are set out in the AGM Agenda below.

IMPORTANT NOTICE – FORMAT OF AGM

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. The AGM will be conducted in accordance with all applicable COVID-19 restrictions in force at the date of the AGM, including (if applicable) any limit on the number of attendees and physical distancing requirements. A COVID-19 Safety Plan will be in place for the AGM.

If the COVID-19 restrictions in force on the date of the AGM mean that it is not possible or practicable for members to attend the AGM in person, RSPCA QLD will notify all members who have provided their email addresses of any postponement of, or any alternative arrangements for holding, the AGM as soon as possible. Details will also be published on our website at <https://www.rspcaqld.org.au/who-we-are/annual-report>.

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

Justine Hickey

Chairperson

20th October 2022

AGM Calendar

Date	Time	Event
20 th October 2022		Distribute Formal Notice of Meeting
10 th November 2022	10:00am (Brisbane time)	Close of proxies
12 th November 2022	10:00am (Brisbane time)	Conduct AGM

AGM Agenda

1. **Chair's Welcoming**
2. **Apologies**
3. **Minutes of 2021 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 Justine Hickey be re-elected as a Director."*

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

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

Resolution 7(d). *"THAT Professor Nigel Perkins be elected as a Director."*

Resolution 7(e). *"THAT Alison Sherry AM 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 Thursday, 10 November 2022** 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

Explanatory Notes

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

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

RSPCA QLD's Annual Impact Report for 2022 and the financial report (which includes the financial statements and Directors' declaration) and Auditor's report for the financial year ended 30 June 2022 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 2022 as well as the 2022 Annual Impact Report will be available on the website for RSPCA QLD accessible at <https://www.rspcaql.org.au/who-we-are/annual-report>

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 22 September 2022, 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
Justine Hickey	<p>Justine joined the RSPCA QLD Board in 2011 and is has been the Chairperson since 2019. She sits on the Community Engagement Committee, Finance and Risk Committee and People and Governance Committee.</p> <p>Qualifications and Experience:</p> <p>Justine is a professional non-executive director with over 20 years' experience in corporate governance, investments and superannuation.</p> <p>Justine chairs the board of fund manager, DNR Capital and is a director of industry super fund Equisuper. Previously she was a director of Hastings Infrastructure, GPT Metro, Rio Tinto Super Fund and Australian Ethical Investment Ltd and was a member of the Sunsuper Investment Committee.</p> <p>Justine has a Bachelor of Commerce from University of Queensland; is a Graduate of the Australian Institute of Company Directors; a Fellow of FinSIA (Financial Services Institute of Australasia); a Trustee Fellow of ASFA and an Associate of the CFA Institute.</p> <p>Justine's personal interests are travel, walking, meditation, indigenous art and the Brisbane Lions. She lives between Brisbane and northern NSW with her husband, three adopted dogs from RSPCA, four rescue goats and nine pet cows.</p>

Candidate	Qualifications and experience
<p>Joanne McKennariey</p>	<p>Jo joined the RSPCA QLD Board in 2017. She is Chairperson of the Community Engagement Committee. She is RSPCA QLD's nominee on the RSPCA Australia board.</p> <p>Qualifications and Experience:</p> <p>Jo is a passionate and collaborative, strategic and enterprise thinking problem solver. She has over 15 years' experience in executive, leadership and non-executive director roles across strategy, governance, corporate affairs and people and culture, and across a variety of industries and sectors including financial services, energy, transport, retail, not for profit, and government.</p> <p>Jo is currently a Principal at Davidson Advisory where she helps clients with culture, strategy and planning, systems and processes, structure, and capability and capacity.</p> <p>In addition to being a non-executive director of RSPCA QLD and chairing the Community Engagement Committee, she is also a non-executive Director of RSPCA Australia and a member of the Animal Welfare & Ethics Committee.</p> <p>Jo holds a Bachelor of Arts in Politics & Government (Double Major: Industrial Relations & Public Policy) from Griffith University and an Executive MBA from University of Melbourne. She is also a Graduate of the Australian Institute of Company Directors (GAICD) and a Certified Professional of the Australian Human Resources Institute (CAHRI).</p> <p>Jo thrives in working with purpose driven transforming organisations who are focused on creating a step change in how they impact their customers, employees, stakeholders, and community. She is passionate about community and social causes especially animal welfare and has been a longstanding supporter of the work of RSPCA Queensland.</p>
<p>Graham Newton</p>	<p>Graham joined the RSPCA QLD board in 2015. He is Chairperson of the Finance and Risk Committee and sits on the People and Governance Committee.</p> <p>Qualifications and Experience:</p> <p>Graham is a Partner in McGrathNicol's Forensic practice where he focuses on helping his clients address concerns in relation to matters of integrity and governance. He also has a background in accounting and investigations having spent 5 years as a Detective in the Queensland Police Service, Major Fraud Investigation Group where he managed high profile complex criminal investigations until 2004.</p> <p>His background in accounting, risk and governance is something Graham focuses on in his role as a Director on the Board of RSPCA (Qld). Being a city person he has always grown up with cats and dogs around the house. At the moment it's Oliver, the rescue cat, who is getting all the attention at home.</p>
<p>Professor Nigel Perkins</p>	<p>Nigel filled a casual vacancy on the board in 2022. He sits on the Animal Welfare and Ethics Committee.</p> <p>Qualifications and Experience:</p> <p>Professor Nigel Perkins is currently the Head of School for the School of Veterinary Science at The University of Queensland.</p> <p>Nigel grew up on a mixed grazing property in south west Queensland and completed a veterinary degree at the University of Queensland, followed by a Master of Science at The Ohio State University and a PhD in veterinary epidemiology at Massey University, New Zealand. He has practiced as a veterinarian in Queensland, New South Wales and Victoria and has worked as a veterinary academic at university veterinary schools in Australia, the USA and New Zealand.</p> <p>Nigel has held leadership roles in a number of organisations including: Agrifutures, Rural Industries Research and Development Corporation (RIRDC), The American Association of Veterinary Medical Colleges, North Australian Beef Research Council (NABRC), Veterinary Schools of Australia and New Zealand, QLD Veterinary Surgeons Board, Australian</p>

Candidate	Qualifications and experience
	<p>Biosecurity Co-operative Research Centre (AB-CRC), and the Australian and New Zealand College of Veterinary Scientists.</p> <p>Nigel's veterinary career has a strong focus on improving animal health, production and welfare outcomes in animals as well as providing leadership within the veterinary profession and in the broader areas of science and one health.</p> <p>Nigel lives in Toowoomba with his wife, working dog rescue companion (Nellie), and has two grown children. He is an avid reader and enjoys relaxing bushwalking and spending time with family.</p>
<p>Alison Sherry, AM</p>	<p>Ali joined the RSPCA QLD Board in 2012. She is Chairperson of the People and Governance Committee.</p> <p>Qualifications and Experience: Alison is an experienced Non- Executive and Executive Director with skills acquired over 25 years that have enabled her to competently perform principal roles across a variety of sectors. Alison has held executive, strategic & tactical level positions with private partnership and publicly listed companies (ASX & FTSE) as well as public sector. She is an Executive Director of Ranbury Management Group and formally a Non-Executive Director of National Veterinary Care (ASX:NVL).</p> <p>Alison's skills in the field of organisational consulting and human resource management are awarded and her commitment to raising the standard of human resource practice is well respected among her peers. Alison has an MBA from University of Queensland, is a Fellow of the Australian Human Resources Institute (FAHRI) and a Member of the Australian Institute of Company Directors.</p> <p>Alison is also a mentor for the Executive Women Australia's Matching Mentor Program and The Minerva Network mentoring elite female athletes (volunteer).</p> <p>Alison's personal interests include travel, bush walking, cycling and animal ethics. She lives in Brisbane, is married, has two adult children and 2 dogs including a beloved rescue dog from RSPCA Qld.</p>

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.