



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, 13 November 2021
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, 13 November 2021 commencing at 10.00am (Brisbane time) (Registration from 9:30am (Brisbane time))**.

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

___ October 2021

AGM Calendar

Date	Time	Event
___ October 2021		Distribute Formal Notice of Meeting
11 November 2021	10:00am (Brisbane time)	Close of proxies
13 November 2021	10:00am (Brisbane time)	Conduct AGM

AGM Agenda

1. Chair's Welcoming

2. Apologies

3. Minutes of 2020 Annual General Meeting

4. RSPCA QLD Presentation

5. Annual Reports

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

6. Financial statements and reports

To receive, consider and adopt:

- a) the financial statements for RSPCA QLD;
- b) the Director's report; and
- c) the Auditor's report, in respect of the financial year ended 30 June 2021.

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 Tony Barnes be re-elected as a Director."

Resolution 7(c). "THAT Al Mucci, who retires, be re-elected as a Director."

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

Resolution 7(e). "THAT Eileen Thumpkin be 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. Appointment of Auditor

To consider, and if thought fit, to pass the following resolution:

Resolution 8. "THAT, for the purposes of section 327B of the Corporations Act 2001 (Cth), and for all other purposes, KPMG, having consented in writing to act in the capacity of auditor, be appointed as auditor of RSPCA QLD in accordance with terms and conditions proposed by RSPCA QLD."

9. 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, 11 November 2021** by the Returning Officer at the address or fax number shown above (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.

RETURNING OFFICER

RSPCA QLD has appointed Vanessa De Waal of Deloitte Australia as Returning Officer to oversee the voting on the resolutions at the Meeting, including those for the election of Directors. The Returning Officer's role is to ensure the independence and integrity of the counting of votes.

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 Report for 2021 and the financial report (which includes the financial statements and Directors' declaration), the Directors' report and Auditor's report for the financial year ended 30 June 2021 will be tabled before 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, Directors' report and Auditor's report for the financial year ended 30 June 2021 as well as the 2021 Annual Report are available on the website for RSPCA QLD accessible at <https://www.rspcaqld.org.au/who-we-are/annual-report> **#NB- website address details to be confirmed – webpage to be established**

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

Upon his passing in January 2021, the directorship held by Michael Bowers became vacant. RSPCA QLD would like to acknowledge his service and contribution to the organisation and offer its condolences to his family.

Consequently, there are now five (5) vacancies to be filled with director (re-)elections at the Meeting.

On 24 September 2021, 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
Kirby Anderson	<p>Kirby joined the RSPCA QLD Board in 2020. He sits on the Community Engagement Committee</p> <p>Qualifications and Experience: 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 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>
Tony Barnes	<p>Tony joined the RSPCA QLD board in 2020. He sits on the Finance and Risk Committee.</p> <p>Qualifications and Experience: Tony Barnes, MBA, M.Cybersecurity, CISSP, MAICD 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 CEO of Queensland-based cyber security specialist Cyber Partners and advises organisations extensively on managing cyber risk and digital transformation. He has previously served as CEO of a London stock market</p>

	<p>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. Tony is a Certified Information Systems Security Professional (CISSP) and is a member of the Australian Institute of Company Directors.</p> <p>Tony has a well-travelled cat Matilda who has been with Tony's family whilst living in Melbourne, London and Brisbane.</p>
Al Mucci	<p>Al filled a casual vacancy on the board in early 2021. He sits on the Animal Welfare and Ethics Committee.</p> <p>Qualifications and Experience: Al is a passionate wildlife warrior and tireless advocate for wider community appreciation of animal causes, with strong government relationships and advocacy skills. He has spent over 30 years in the animal sector working in senior executive management roles contributing to animal welfare and ethics.</p> <p>Al continues to provide strategic consultancy advice on a range of commercial and conservation projects locally and internationally. He looks forward to making a valued contribution to the vision and goals of RSPCA Qld.</p> <p>Current professional positions include:</p> <p>Adjunct Associate Professor, The University Queensland</p> <p>Invited member of the Queensland Government Koala Advisory Council</p> <p>Director, Save the Bilby Fund Inc</p> <p>Indigenous Champion - Queensland Tourism Industry Council</p> <p>Al lives on the Gold Coast, and is married to Peggy, they have 2 children and a family of pets including chickens, dog, guinea pigs and budgies.</p>
Amena Reza	<p>Amena joined the RSPCA QLD board in 2017. She sits on the Finance and Risk Committee</p> <p>Qualifications and Experience: Amena is a business leader with over 20 years experience in executive level positions in both the commercial and not for profit sector.</p> <p>Amena is CEO of Mamre, a Brisbane based non-profit organisation supporting families with a son or daughter with a disability.</p> <p>Prior to this Amena was Managing Director of leading Brisbane based Architecture studio ML Design, who have delivered major projects locally and internationally for over 30 years and CFO of CPL (Choice, Passion & Life) formerly the Cerebral Palsy League of Qld where she was able to contribute her commercial skills and business acumen to an \$150M not for profit.</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 several not for profit and service organisations including currently being a Director of the Zonta Club of Brisbane City Heart.</p> <p>She lives in Brisbane with her husband and her pet ragdoll cat Molly and dog Remi.</p>
Eileen Thumpkin	<p>Eileen joined the RSPCA QLD Board in 2002. She sits on the Animal Welfare & Ethics and People & Governance Committees</p> <p>Qualifications and Experience: Eileen is now semi-retired. She worked in the public service where she led some great teams and was</p>

	<p>involved in delivering several large projects and education reform initiatives. She holds qualifications across several disciplines including education, arts, social planning, and animal welfare. Today she continues to follow her passion to help create 'a good life' 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. She is a Director on the Board of RSPCA Australia and the Queensland Veterinary Surgeons Board.</p> <p>She lives in Maleny 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'.</p>
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Item 8. Appointment of Auditor

RSPCA Qld is required by the Corporations Act to appoint an auditor. Following the resignation of its previous auditor, Deloitte, the directors of RSPCA QLD have appointed KPMG to the office of auditor. For KPMG's tenure as auditor to continue following the AGM, the Corporations Act requires members to appoint KPMG at the AGM.

Consequently, in accordance with section 327B of the Corporations Act and for all other purposes, it is proposed that KPMG, having consented in writing to act in the capacity of auditor, be appointed as auditor of RSPCA QLD in accordance with terms and conditions proposed by the RSPCA QLD.

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 Vanessa De Waal of Deloitte Australia.

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.