

ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Queenslanders with Disability Network Limited ACN 161 701 944 (**Company**) will be held:

Location	Spinal Life Australia (formerly Spinal Injuries Australia) 109 Logan Road, Woolloongabba Qld
Date	Saturday, 3 November 2018
Time	Members Sign-in (Registration) from 9:30 AM to 10:00 AM AGM from 10:00 until 12:30 after which a light lunch will be served

Agenda

1. Welcome to Country
2. Attendees/Apologies
3. Declaration of Interest Disclosures
4. Minutes of previous Annual General Meeting
5. Ordinary Business
 - i. To receive and consider the Chair's Report, the CEO's Report, the Financial Report, and Director's Report and the Auditor's Report for the financial year 2017-2018
 - ii. Questions from members
 - iii. Motion to accept and approve the reports as presented
6. Resolutions to remove and replace an Auditor
 - i. Resolution 1: That Sally Byrne *and McFillin & Partners*, the current auditors to the company, be removed as the auditor of the Company effective from the date of this meeting
 - ii. Resolution 2: That Haywards Chartered Accountants be appointed auditors to the Company effective as of the date of this meeting
7. QDN Board Election 2018
 - i. Completion of Terms (by resignation or rotation) and Recognition of Service: *Elected Directors Philia Polites, Matt McCracken, Grahame Robertson and Peter Gurr, and Appointed Director Gary Matthews*
 - ii. Election to the Board by Resolution – Nominations & Performance Committee Chair to present Endorsed Nominees
 - i. Resolution 3: That Mr Peter Gurr be re-Elected Director
 - ii. Resolution 4: That Mr Gary Matthews be Elected Director
 - iii. Resolution 5: That Mr Des Ryan be Elected Director
 - iv. Resolution 6: That Ms Hayley Wesbro be Elected Director
8. Meeting Close

By order of the Board



Colleen Papadopoulos, Company Secretary

This explanatory information has been prepared for members in connection with the business to be conducted at the QDN Annual General Meeting, held at 10.00 AM on Saturday, 3 November 2018 at Spinal Life 109 Logan Road, Woolloongabba Qld. The purpose of this Explanatory Statement is to provide information which the Directors believe to be material for Members about deciding whether or not to pass the Resolutions in the Notice of Meeting.

Resolutions 1 and 2: Removal and Appointment of Auditor

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

That Sally Byrne and *McFillin & Partners*, the current auditors of the company, be removed as auditors to the Company effective from the date of this meeting.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

That *Haywards Chartered Accountants* be appointed auditors to the company effective as of the date of this meeting

The reason for these resolutions is that Sally Byrne and McFillin & Partners have explained to QDN that they are no longer able to act as auditors to QDN. They have served us well and we thank them, however we must now take formal steps in a general meeting to replace our auditors.

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution must be given. Members are advised that on 23 August 2018, a Notice of Intent was filed by Member and Director, Nigel Webb, to move a resolution at the AGM to remove Sally Byrne and *McFillin & Partners* as auditors to Queenslanders with Disability Network Ltd.

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act. Members are advised that on 23 August 2018, a Notice of Nomination was filed by Member and Director, Nigel Webb, nominating Haywards Chartered Accountants for appointment as auditors of the company. A copy of the Notice of Nomination is attached, as required by Section 328B (3) of the Corporations Act. Haywards Chartered Accountants have agreed to be appointed as auditors to the Company.

The effect of Ordinary Resolution 1 will permit the company to remove the current auditor so that a new auditor might be appointed. To pass, an ordinary resolution must have a simple majority of votes cast in favour of the resolution.

The effect of Special Resolution 2 will permit the company to appoint a new auditor to the company at this AGM. To pass, a special resolution must have a majority of at least 75% votes cast in favour.

Members are advised that the election of four Elected Directors of the QDN Board will be undertaken during the AGM 2018 by ordinary resolution. In accordance with the Corporation's Constitution (Rule Book), these vacancies occur as a means of Board renewal, and require a proportion of the board to retire at each election.

It is the role of the Nomination and Performance Committee (subcommittee of the QDN Board) to ensure that the nominees endorsed by the Board for Elected Director can provide the commitment and skills that QDN requires to improve board capacity and to provide strategic, diversified and representative leadership. Four Endorsed Nominees for Elected Director by resolution have resulted from this process

Mr Peter Gurr Member, Townsville	Peter has completed his first term as Elected Director, and is seeking a second term. RESOLUTION 4 is to make Peter Gurr ELECTED DIRECTOR for a second four year term of service.
Mr Gary Matthews Member, Mackay	Gary has been serving the board as an Appointed Director for a short term to cover for the prolonged illness of two directors. He has demonstrated his ability. RESOLUTION 3 is to make Gary Matthews ELECTED DIRECTOR for a four year term of service.
Mr Des Ryan OAM Member, Rockhampton	Des has been serving people with disability in Qld for over 20 years and will bring extensive governance experience and influence to the QDN board. RESOLUTION 6 is to make Des Ryan ELECTED DIRECTOR for a four year term of service.
Ms Hayley Wesbro Member, Ipswich	Hayley provides Aboriginal disability supports services to people living in the Ipswich region. RESOLUTION 5 is to make Hayley Wesbro ELECTED DIRECTOR for a four year term of service.

The Resolution for each Endorsed Nominee will be called and voted upon by show of hands. 50% or more votes in favour are required.

Proxy Voting

Members who are unable to attend the General Meeting may appoint a Proxy to vote as directed. To appoint a proxy, the member must submit a proxy form by 11:00 AM on Thursday the 1st of November. Late submissions cannot be accepted.

Appointed Proxies will be provided opportunity to vote on all resolutions of the general meeting on behalf of the member. Appointed proxies should identify themselves as such to Members Registration from 9:30am until the start of the meeting on the day and venue of the General Meeting as listed on the first page of this notice.

PROXY FORM AND INSTRUCTIONS have been provided with this notice, either by enclosure (if you have received this notice by mail) or by separate attachment (if you have received this notice by email). You may also opt to submit a proxy form online by going to <http://www.qdn.org.au/> and clicking the drop down tab 'Members'- 2018 Annual General Meeting – Proxy Form.