



QUEENSLANDERS WITH DISABILITY NETWORK  
*NOTHING ABOUT US WITHOUT US*

# Queenslanders with Disability Network Limited

ACN 161 701 944

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## Notice of Annual General Meeting

### NOTICE IS HEREBY GIVEN

that the Annual General Meeting of the members of Queenslanders with Disability Network Limited will be held at **Brisbane City Hall**, 64 Adelaide St, Brisbane, Queensland, in the Kedron Room and online via Zoom, on Saturday, 9 November 2024 at 10.00 a.m.

### AGENDA

*Welcome to Country*

*Attendees and apologies*

### ORDINARY BUSINESS

1. To accept the minutes of the previous Annual General Meeting
2. To accept the financial report of the Company for the year ended 30 June 2024 and the reports of the Directors and Auditors thereon

*Chairperson's address, CEO's address, and questions from members*

3. To elect five directors by secret ballot
4. To confirm the appointment by the Board of Danielle Brown as a director

### SPECIAL BUSINESS

5. To amend the Constitution in the manner set out in Annexure A to the notice convening this meeting in accordance with section 136(2) of the *Corporations Act 2001* (Cth), with effect from the conclusion of the Annual General Meeting

*Meeting close*

BY ORDER OF THE BOARD

A handwritten signature in blue ink that reads 'Mark McKeon'.

Mark McKeon  
Company Secretary

Spring Hill, 17 September 2024

Ground Floor, 338 Turbot Street, Spring Hill Qld 4000  
phone: 07 3252 8566 local call from landline: 1300 363 783  
email: [qdn@qdn.org.au](mailto:qdn@qdn.org.au) web: [qdn.org.au](http://qdn.org.au)

## NOTES

1. To join the meeting via Zoom, please enter this link into your favourite web browser: <https://us06web.zoom.us/j/84175771392> (sound + video), or dial **07 3185 3730**, then enter **841 7577 1392 #** when you are asked for a Meeting ID (sound only).
2. A member entitled to attend and vote is entitled to appoint not more than one proxy. If you wish to appoint a proxy to vote for you at the AGM, please contact Suzanne Mincher at QDN on **1300 363 783** or [admin@qdn.org.au](mailto:admin@qdn.org.au). Suzanne will then arrange for a blank proxy form to be sent to you.
3. A proxy need not be a member of the Company.
4. Proxy forms (and any power of attorney under which a proxy form is signed) must be received by the Company at its registered office no later than 48 hours before the start of the meeting, i.e. by 10.00 a.m. on Thursday, 7 November 2024.

### 5. **Resolutions:**

Resolution 1: The minutes of the Annual General Meeting held on 28 October 2023 were approved by the Board on 12 December 2023.

Resolution 2: The company's *Financial Report for the year ended 30 June 2024* (including the Directors' and Auditor's reports) accompany this Notice of AGM.

Resolution 3: Sharon Boyce, Peter Tully & Des Ryan will retire by rotation at the 2024 AGM in accordance with Rule 10.7(c) of the Constitution. Five directors will be elected at the AGM, to replace Jane Britt, Gary Matthews and the three directors retiring by rotation.

A ballot paper form and instructions for its completion accompany this Notice of AGM. The deadline for receipt of completed ballots for the election is 10.00 a.m. on Thursday, 7 November 2024. Ballots will then be counted by the Company Secretary in the presence of an independent scrutineer and the results of the ballot announced to the meeting.

Resolution 4: Rule 10.2(b) of the Constitution permits the Board to appoint up to two Directors for their particular skills and experience. Stacy Miller (who was first appointed in 2019) will complete her final term at the 2024 AGM, and the Board has appointed lawyer Danielle Brown as a director with effect from 7 November 2024. This appointment must be confirmed at the AGM in accordance with Rule 10.4(g).

Resolution 5: See Annexure A attached.

# Notice of Annual General Meeting

## Annexure A

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That the Constitution of Queenslanders with Disability Network Limited be amended by:

1.1 Inserting the following words under the relevant headings in the table in Rule 2.1

*Definitions:*

**Term**

**Definition**

**“Virtual Meeting Platform** means any technology that allows Members to participate in a meeting, including by asking questions orally and in writing, without being physically present at the meeting.”

1.2 Deleting paragraph (a)(iv) from Rule 7.3 *Postponing or cancelling a meeting*.

1.3 Deleting paragraph (c)(i) from Rule 7.4 *Notice of Annual General Meetings* and inserting the following new paragraph (c)(i):

“the place, date and time of the meeting and if the meeting is to be held in two or more places or virtually, the Virtual Meeting Platform that will be used to facilitate this”

1.4 Inserting the following new Rule 7.3 *Using Technology to hold meetings*:

“(a) The Company may hold a General Meeting at two or more venues using any Virtual Meeting Platform or using a Virtual Meeting Platform only, where the platform gives Members a reasonable opportunity to participate, including to hear and be heard.

(b) Anyone using this platform is taken to be present in person at the meeting.

(c) If the General Meeting is held using a Virtual Meeting Platform only, then:

(i) the place of the meeting is taken to be the Office, and

(ii) the time of the meeting is taken to be the time at the Office.

(d) If the General Meeting is held at more than one physical venue (whether or not it is also held using a Virtual Meeting Platform), then:

(i) the place of the meeting is taken to be the main physical venue of the meeting as set out in the notice of the meeting, and

(ii) the time of the meeting is taken to be the time at the main physical venue of the meeting as set out in the notice of the meeting.”

1.5 Renumbering former Rules 7.3 to 7.8 and updating/amending internal cross-references to various rules throughout the Constitution as necessary.

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2. Inserting the following new paragraph (a)(iii) in Rule 5.4 *Application for Ordinary Membership*:

“is resident in Queensland or, in the opinion of the Board, has a significant connection with Queensland”

and renumbering the following paragraphs of Rule 5.4(a) as necessary.

- 3.1 Amending Rule 10.4 *Eligibility and Appointment of Appointed Director* by:

- numbering the opening words of the rule as paragraph (a)
- renumbering existing paragraphs (a)—(e) as paragraphs (a)(i)—(a)(v)
- deleting existing paragraphs (f) and (g), and
- inserting the following new paragraph (b):

“Each Appointed Director must be confirmed in office by resolution at the Company’s next General Meeting following appointment. If the appointment is not confirmed, the person ceases to be a Director of the Company at the end of that General Meeting.”

- 3.2 Deleting paragraph (a)(xiv) from Rule 10.5 *Election of Directors*.

4. Deleting Rule 10.6 *Officeholders on Board* and inserting the following new Rule 10.6 *Officeholders and Committee Membership*:

“(a) Within one week after every Annual General Meeting, a Board meeting will be held and the Board will elect Directors to be:

- (i) the Company’s Chairperson, and
- (ii) the Company’s Deputy Chairperson, and
- (iii) the chairs and members of the Board’s Committees.

(b) The Board has the power to appoint all officeholders and the power to remove a person as an officeholder but not from the office of Director.

(c) An officeholder may resign from an office by written notice to the Secretary. The resignation takes effect when the notice is received by the Secretary or on a later date specified in the notice.

(d) Subject to rule 10.6(b) and 10.6(c) a person’s appointment as an officeholder ceases when they cease to be a Director or at the time their successor in office is elected in accordance with rule 10.6(a).”

### NOTES TO MEMBERS ON THE SPECIAL RESOLUTION

1. Temporary legislation was introduced at the height of the COVID-19 pandemic to permit members of companies to use technology to attend General Meetings, whether or not this was specifically authorised in the companies' constitutions. QDN's Constitution was amended in 2020 so that members could continue to use technology to attend General Meetings after the expected expiry of this legislation.

Since 2020, the Australian Charities and Not-for-profits Commission has revised its model constitution for companies limited by guarantee (such as QDN), and included example words for rules to allow members to use technology to attend General Meetings. The Board is of the view that the ACNC's model words are an improvement over the words adopted by QDN in 2020, and better provide for members to attend General Meetings using methods that QDN can offer and members can access.

The amendments proposed in sections 1.1–1.5 of Annexure A remove words introduced in 2020 which are no longer required:

- section 1.2 deletes Rule 7.3(a)(iv), and
- section 1.3 deletes Rule 7.4(c)(i),

and adds words based on the revised ACNC model constitution for companies limited by guarantee:

- section 1.1 adds a definition of 'Virtual Meeting Platform' to Rule 2.1
- section 1.4 introduces a new Rule 7.3 which describes how meetings may be held using a 'Virtual Meeting Platform', and
- section 1.5 renumbers other rules and amends cross-references where necessary because of the changes to the above rules.

2. Rule 5.4 describes who may apply for Ordinary Membership of QDN, i.e. individuals who are at least 18 years of age, are supportive of QDN's objects, and have been nominated by an existing Ordinary Member. There is currently no requirement that an applicant reside in or have any connection with Queensland.

The amendment proposed in section 2 of Annexure A adds a new paragraph (a)(iii) to Rule 5.4, which will in future require that applicants for Ordinary Membership of QDN must also either reside in, or have a significant connection with, Queensland. It also renumbers a paragraph because of the above change.

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## Annexure A

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3. The Company's Constitution was amended in 2020 to include specific provisions in Rules 10.4 and 10.5(a)(xiv) regarding the process for the appointment of directors by the Board and the confirmation of their appointment at a subsequent AGM. The operation of these provisions has been reviewed by the Board.

The amendment proposed in section 3.1 of Annexure A will simplify and clarify the wording of Rule 10.4, without changing the substance of what is required.

The amendment proposed in section 3.2 of Annexure A will delete an unnecessary paragraph from Rule 10.5(a) – the deleted words have the same effect as new Rule 10.4(b).

4. Rule 10.6 currently provides that QDN's officeholders cease to hold their offices as soon as an Annual General Meeting finishes. As a result, the directors have to meet as a Board immediately after each AGM to elect a new Chairperson and Deputy Chairperson, Committee chairs and Committee members. This makes it difficult for directors to hear from and talk with members who have attended the AGM, and can disrupt events on the day.

The amendment proposed in section 4 of Annexure A will still require that a new Chairperson and Deputy Chairperson, Committee chairs and Committee members be elected at the first Board meeting after the AGM, but will change the other requirements so that:

- that Board meeting must be held within one week after the AGM, and
- officeholders who remain directors will continue to be QDN's Chairperson or Deputy Chairperson, Committee chair and/or Committee member until their successor is elected at that Board meeting.