

ANNUAL GENERAL MEETING

12noon AEDT

Friday 19 November, 2021

All members and friends of Meaningful Ageing Australia are warmly invited to our AGM. Due to being held on Zoom and the requirement to hold a secret ballot for the appointment of directors, the meeting will be run in two stages. Voting Member Representatives will attend from 12noon to 12.45pm AEDT. Other guests will join from 12.15pm AEDT.

Member Representatives will be sent information about the board nominees after the nomination period has ended.

Register to attend here: https://bit.ly/MAA_2021AGM

In this pack:

1. Notice of meeting
2. Agenda
3. Appointment of proxies – information
4. Appointment of proxy – form
5. Notice of call for board nominations
6. Minutes of 2020 AGM
7. Minutes of Special General Meeting 22 April 2021
8. Minutes of Special General Meeting 25 May 2021

Separate attachment: board nomination form

ANNUAL GENERAL MEETING

1. NOTICE OF MEETING

To be held: Friday 19 November, 2021

Venue: Zoom: [register here](#)

Time: Member representatives: 12.00-12.45pm AEDT

Other guests: 12.15pm-12.45pm AEDT

Primary Member Representatives are requested to register your attendance using [the link](#) by 18 November 2021, or register your **apology** by writing to admin@meaningfulage.org.au.

ANNUAL GENERAL MEETING

2. AGENDA

Friday 19 November, 2021

12noon AEDT

On Zoom

The meeting is opened for voting members, and directors

1. Welcome and acknowledgement of country
2. Apologies and acceptance of proxies
3. Confirmation of minutes
 - 2020 AGM
 - Special General Meeting 22 April 2021
 - Special General Meeting 25 May 2021
4. Chairperson's report
5. Receipt, consideration and adoption of audited financial statements and auditor's report
6. Acceptance of annual report
7. Election of board members
8. Other business
9. Close of formal business

12.15pm AEDT The meeting is opened to other guests

10. Welcome to new attendees
11. Announcement and presentation to inaugural honorary Elders of Meaningful Ageing Australia
12. Acknowledgement of outgoing directors
13. Welcome new board members (new directors introduce themselves)
14. Update on Meaningful Ageing Australia's plans for 2021/22
13. Close

ANNUAL GENERAL MEETING

3. APPOINTMENT OF PROXIES

Each Member has the right to appoint a proxy/Representative; and a proxy/Representative need not be a Member of the Meaningful Ageing Australia. The proxy form is available overleaf.

Proxies can be sent to admin@meaningfulage.org.au, using the attached form.

This notice is issued in accordance with the Meaningful Ageing Australia constitution and is dated 7 October 2021.



Ms Ilsa Hampton
Company Secretary
Meaningful Ageing Australia

ANNUAL GENERAL MEETING**4. FORM OF APPOINTMENT OF PROXY**

I, as representative of
(full name of Member organisation representative)

..... of
(name of Member organisation)

.....
(Member organisation address)

appoint

.....
(print full name of proxy)

as my proxy to vote for me on my behalf at the general meeting of Meaningful Ageing Australia (annual general meeting or other general meeting, as the case may be) to be held on 19 November 2021 and at any adjournment of that meeting.

My proxy is authorised to vote on my behalf in board elections and on any other items of business.

.....
(Signature of representative of Member representative appointing proxy)

Date

Note A proxy need *not* be a Member of Meaningful Ageing Australia.

This form should be submitted by 9am AEDT Friday 19 November 2021 to the Company Secretary, admin@meaningfulage.org.au

ANNUAL GENERAL MEETING

5. NOTICE OF CALL FOR BOARD NOMINATION

At the forthcoming Annual General Meeting to be held on Friday 19 November 2021:

1. In accordance with Clause 11(4) of the Constitution, members are required to elect three board members for a period of three years.
2. As provided under Clause 11.6 of the Constitution nominations must be:
 - a. made in writing and signed by 2 Members, signed by the nominators and be submitted to the Secretary at the Office at least 7 days before the annual general meeting at which the election is to take place.

Please note clause 11.7, *Director qualifications*, also states:

- a. a Director is not required to be a Representative of a Member.
 - b. a person must give the Company a signed written consent to act as a Director before being appointed as a Director.
3. Please use the nomination form.
 4. Nominations are due by 5pm AEDT on Thursday 11 November 2021 to:
The Company Secretary at admin@meaningfulage.org.au



Ms Ilsa Hampton
Company Secretary
Meaningful Ageing Australia
7 October 2021

ANNUAL GENERAL MEETING

6. MINUTES OF PREVIOUS MEETINGS

1. Minutes of 2020 AGM
2. Minutes of Special General Meeting 22 April 2021
3. Minutes of Special General Meeting 25 May 2021

ANNUAL GENERAL MEETING**Annual General Meeting 16th November 2020****Conducted via VERO Virtual****MINUTES****1. Meeting open, acknowledgement of country and welcome.**

At 10.00am, the Chairperson, Ross Low, welcomed all those in attendance and explained how to use the “CHAT” option for questions and comments and the use of the “THUMBS UP/DOWN” system for voting (other than for the election of Directors. He indicated that he would allow time at each Agenda item for attendees to enter their questions or comments and would proceed to resolution only after checking that questions and comments had been answered or responded to.

He confirmed that the Agenda including minutes and reports had been distributed to members as required by law.

He advised that a quorum was present and therefore the meeting could proceed.

The Chairperson led the Acknowledgement of Country based on his location of Sydney but asked attendees to focus on their own locations across the nation.

Present: Ross Low (Chair); Odette Waanders (Director); John Ireland (Director); Carrington Centennial Care – Raad Richards; Churches of Christ Qld – Cathryn McMillan; Villa Maria Catholic Homes – Sonya Smart; Hall and Prior – Jennifer O’Connell; BaptistCare NSW/ACT – Jenny Blok; Lutheran Services – Nick Ryan; Sawtell Catholic Care of the Aged – Matt Digges; Greengate – Catherine McMahon; Uniting Care Qld – Adam McIntosh; Seventh Day Adventist Aged Care (South Queensland) – Chris Foote; Uniting (NSW & ACT) – Tracey Burton and Rob Atherton; Uniting AgeWell – Clare Brockett; Arcare – Kelly Smith; Southern Cross Care (Broken Hill) – Zoe Tonkin; Mercy Community – Michael Azzopardi; IRT Group – Kim Hancock; Peter Bradley (LifeCare).

Apologies: Resthaven – Darren Birbeck; Assisi Aged Care – Maria Alvaro; and RSL Care SA – Kellie Whelan; Kristine Healy and Chudal Sampada.

Proxies: Nil

In Attendance: Ilsa Hampton – Meaningful Ageing Chief Executive Officer, Helena Eldred – Meaningful Ageing Office Administrator/EA, Brian Holmes – Meaningful Ageing Project Officer, Claire Murphy Meaningful Ageing Office Assistant, Billie Atanasova – Prime Super, Greg Mitchell – Technology Officer; Katie Cooley, Elaine Wyse, Ella Buczak, Heike Fleischmann (PCV), Maureen Ward, Cheryl Holmes (SHA).

ANNUAL GENERAL MEETING

2. Confirmation of Minutes

The Chairperson confirmed that there were no questions, comments or amendments on the chat.

Resolution

Moved Jennifer O'Connell; Seconded Adam McIntosh and unanimously resolved to confirm the minutes of the Annual General Meeting held on 3rd December 2019, which had been included with the meeting papers, as a true and correct record of the meeting with no amendments.

3. Annual Report

The Chairperson spoke to the Annual Report prepared by the CEO and himself, which had been included in the distributed Agenda. He highlighted the challenges facing the aged care sector and the significant positive impact Meaningful Ageing Australia had had in supporting Members (and the sector generally) with a wide range of practical resources for their delivery of holistic support for residents and clients.

In addition, Meaningful Ageing Australia continued to engage with Government and the Royal Commission into Aged Care Quality and Safety.

He thanked the CEO for her efforts, her leadership and her commitment, and congratulated all those involved on the outstanding achievements over the past 12 months.

The Chairperson expressed appreciation of the ongoing support of our continuing sponsor, Prime Super, and thanked them for their ongoing sponsorship commitment. He also acknowledged the significant number of organisations who had joined as members.

The Chairperson confirmed that there were no questions or comments on the chat.

Resolution

Moved Sonya Smart; Seconded Chris Foote and unanimously resolved that the Annual Report be received.

4. Meaningful Ageing good news stories video

The CEO reported that all member organisations had been invited to submit short "good news stories" videos which could be used to encourage and support other organisations particularly during the hard COVID-19 times. 20 organisations had responded from which a collation video was developed. The collation, which was shown to attendees, included practical guides of how support material from Meaningful Ageing had been used in the representative organisation with significant positive impact on both residents and staff. Resources showcased included :- ConnecTo, See Me Know Me, Spiritual Care Series, Intergenerational resources, Masks with Heart and Meet Alkira.

ANNUAL GENERAL MEETING

Participants in the project unanimously agreed that resources provided by Meaningful Ageing were AUTHENTIC....LIFE-GIVING...and ... FIT FOR PURPOSE.

The Chairperson confirmed that there were no questions or comments on the chat.

The Chairperson congratulated and thanked the CEO, staff and participants for a great outcome.

5. Audited Financial Statements

The Chairperson confirmed that the statements which had been included in the Agenda which had been distributed to all members

The Chairperson confirmed that there were no questions or comments on the chat.

Resolution

Moved Raad Richards; Seconded Jenny Blok and unanimously resolved that the Statements comprising the Independent Audit Report; the Board's Declaration; the Auditor's Independence Declaration and the Financial Statements be adopted.

6. Election of Board Members

The Chairperson acknowledged the significant contribution made to Meaningful Ageing Australia by all Board members with the active support of their organisations. He made particular reference to the significant contributions made by retiring Director, Bryan Mason and Board Appointed Director, Odette Waanders who was stepping down from that office.

In accordance with the Constitution, Sonya Smart, who had completed her term of office had offered herself for re-election.

The Chairperson reported that a nomination had been received from Adam McIntosh.

Members were invited to use their "for, against, abstain" buttons in order to vote.

The Chairperson declared Sonya Smart unanimously re-elected and Adam McIntosh unanimously elected.

7. Launch of Meet Akira

The CEO briefly outlined the background for and the development of the most recent member resource, *Meet Akira* and showed a short introductory video.

The CEO then officially launched Meet Akira.

The Chairperson again congratulated and thanked the CEO, staff, members and others who had participated in bringing this valuable resource into play.

ANNUAL GENERAL MEETING

8. Other business

The Chairperson confirmed that there had been no matters submitted by members and that there were no questions, comments or suggestions which might form the basis for discussion on the chat.

9. Closure

After inviting any final questions or comments and confirming that none had appeared on the chat, the Chairperson thanked all those responsible for pulling the AGM together in these difficult times (especially the CEO and Helena from the Office); Greg Mitchell for stepping in at the last minute to handle the technology; and, all attendees for making a determined effort to support Meaningful Ageing in its endeavours as Australia's only peak body solely focused on supporting providers in their response to the spiritual and pastoral needs of older people across Australia.

The Chairperson then declared the meeting closed at 10.30 am AEDT.

Minutes approved via email as ready for member review at the 2021 AGM by Ross Low, Chair

Signed: _____ (Nick Ryan, Chair)

Date: _____

ANNUAL GENERAL MEETING

Minutes of Special General Meeting of Members: 22 April 2021

Held via Zoom

1. Pre-meeting motion

Prior to the meeting being opened, our constitution requires 95% of members present to agree that we can call this meeting without 21 days' notice (clause 8.6c(ii)).

All members present voted in favour of the meeting to proceed without the 21 days' notice.

2. Meeting declared open, acknowledgement of country

The meeting was opened at 4.10pm with an acknowledgement of country by Chair of the Board, Ross Low

Present:

UCQ Adam McIntosh

BaptistCare NSW/ACT Jenny Blok

MercyCare WA Vicky Burrows

VMCH Sonya Smart

Baptistcare WA Wade Sinclair

Maroba Viv Allanson

Uniting NSW/ACT Graeme Tutt

Lutheran Services Qld Nick Ryan

RSL Care SA Kellie Whelan

Nurse Watch Healthcare Kate Spurway

In Attendance:

Ross Low (Chair of Board),

John Ireland (Board),

Ilsa Hampton (CEO),

Helena (Office Administrator/EA)

Brian Holmes (Project Officer)

As per clause 8.10 of the constitution 5% of members (or six members) are required to be at quorate, which has been achieved. The Chairperson therefore declared that the meeting could proceed.

ANNUAL GENERAL MEETING

3. Receipt of Apologies:

Julie Baillie – Lyndoch Living – Director of Nursing

Sue Smith – SummitCare – General Manager Resident Engagement and Wellbeing

Cathryn McMillan – Churches of Christ Qld – Chaplaincy Practice Lead

Shiva Gopalan – Warrigal – Wellness and Lifestyle Manager

Raad Richards – Carrington – CEO

4. Acknowledgement of Proxies:

John Ireland is representing Carrington

John Ireland is representing Churches of Christ in QLD

Ross Low is representing Lyndoch Living

5. Special resolution

Ross Low provided background for the call of the special general meeting and confirmed that members have read the background information. Members are aware that Meaningful Ageing Australia have been working for some time on eligibility for Public Benevolent Institution status. The following change is required to support this work, and keeps Meaningful Ageing closely aligned with our purpose to enable full quality of life for older people who are accessing services.

Members were asked to consider and if thought fit, pass the following resolution as a special resolution:

To amend the constitution Objects 3(a)(iv)(D) to read: educating others who have a direct impact on the care of the Beneficiaries about pastoral and spiritual care as an integral component of holistic care;

There were no questions or comments from members and the vote proceeded.

Following counting of votes, the Chair of the Board declared that the resolution was carried.

6. Meeting Closed:

With there being no further business, the Chairperson declared at 4.17 pm that the general meeting of members is closed.

Minutes approved via email 23.4.21 by Ross Low, Chair as ready for member review.

Signed: _____ (Nick Ryan, Chair)

Date: _____

ANNUAL GENERAL MEETING

Minutes of Special General Meeting: 25 May 2021

Held via Zoom

1. Pre-meeting motion

All members present voted in favour of the meeting to proceed without the 21 days' notice in keeping with (clause 8.6c(ii)).

2. Meeting declared open, acknowledgement of country

The meeting was opened at 4.03 pm (AEST) with an Acknowledgement of Country by Chair of the Board, Nick Ryan

Present:

Nick Ryan – Lutheran Services
Adam McIntosh – Uniting Care Queensland
Kellie Whelan – RSL Care SA
Paul Sadler – Autumn Lodge
Viv Allanson – Maroba Caring Communities NSW
Bridget O'Shannassy - VMCH
Raad Richards – Carrington NSW
Michael Assopardi – Mercy Community Services
Andrea King – Brightwater WA
Kate Spurway – NurseWatch Healthcare
Shiva Gopalan - Warrigal
Jenny Block – BaptistCare NSW/ACT
Jane Burns - Christadelphian Aged Care
(Graeme Tutt – Uniting joined at 4.12 AEST)

In Attendance:

John Ireland (Meaningful Ageing Director)
Ilsa Hampton (Meaningful Ageing CEO)
Brian Holmes (Meaningful Ageing – Project Officer)
Sonya Smart (Meaningful Ageing Director)

As per clause 8.10 of the constitution 5% of members (or six members) are required to be at quorate, which has been achieved. The Chairperson therefore declared that the meeting could proceed.

3. Receipt of Apologies:

Anne Hannigan, Catholic Care and Lifestyle
Lynn Bailey, Fresh Hope
Wade Sinclair, Baptistcare WA
Michael Taylor, Mercy Health
Geoff Wraight, Baptcare

ANNUAL GENERAL MEETING

4. Acknowledgement of Proxies:

No proxies

7. Special resolution

Nick Ryan provided background for the call of the special general meeting and confirmed that members have read the background information. Members are aware that Meaningful Ageing Australia have been working for some time on eligibility for Public Benevolent Institution status. The following change is to support this work, and keeps us closely aligned with our purpose to enable full quality of life for older people who are accessing services. You are aware we met in April to make a change to the constitution as part of this work. As a result, we were granted Public Benevolent Institution status by the ACNC. Our application for Deductible Gift Recipient status is now with the ATO, who require a further change to the constitution.

Members were asked to consider and if thought fit, pass the following resolution as a special resolution:

That, for the purposes of section 136(2) of the Corporations Act (and for all other purposes), to amend the constitution by deleting clause 22 in its entirety and replacing it with:

"22. Winding up and Revocation

(a) If upon the winding up, dissolution of the Company or the Company's endorsement as a deductible gift recipient is revoked there remains, after satisfaction of all its debts and liabilities, any property or assets whatsoever, such property or assets will not be paid to or distributed among the Members but, in accordance with clause 22(b) will be given or transferred to another organisation or organisations:

(i) with objects similar to the Objects

(ii) which are endorsed as deductible gift recipients under Division 30 of the Tax Act; and

(iii) which prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Company under clause 4.

(b) The organisation or organisations selected for the purpose of clause 22(a) will be determined by a Special Resolution of Members or if it not practicable to obtain such a Special Resolution, by a resolution of the Board."

There were no questions or comments from members and the vote proceeded.

Following receipt of votes, the Chair of the Board declared that the resolution has carried.

8. Meeting Closed:

With there being no further business, the Chairperson declared at 4.13 pm (AEST) that the general meeting of members is closed.

Signed as a true and correct record Nick Ryan, Chair

_____ Date: _____