

**MINUTES OF THE ANNUAL GENERAL MEETING OF
SPECIAL OLYMPICS AUSTRALIA
HELD AT LEVEL 11, 143 MACQUARIE STREET SYDNEY AND
BY VIDEO CONFERENCE
ON SATURDAY 27TH MAY 2023 AT 11:00AM**

Present:

Cameron Brownjohn Chair
Shaun Fraser
Anna-Louise Kassulke
Ruby Lawler
Ross Smith
Jehad Rasheed
Donald McGauchie
Tanya Brown
Jill Rathborne
Andrew Richardson
Anna Mezger
Megan Lavender

In Attendance:

Mark Langan	Company Secretary
Pierre Comis	CEO
Eliza Penny	Partner PwC
Matthew Pendleton	PwC
Gareth Hogan	GM Operations

26 Members, and 12 staff as per the attached Register.

Apologies:

Andrew Scipione
Keiran Corry
A number of Clubs sent Apologies.

Welcome

The Chair opened the meeting at 11:05am and thanked everyone for attending. The Chair introduced the Board Directors who were present to Members. The Chair introduced members of Management who were present to Members. The Chair declared that a quorum was present and gave a brief introduction and noted the apologies from Andrew Scipione and Keiran Corry and various Clubs.

Acknowledgement of Country

The Chairperson stated that he would like to start the meeting by acknowledging the traditional owners of the land on which the meeting takes place, the land of the Gadigal people of the Eora nation. He paid his respects to elders past and present.

Chair's Presentation

The Chairperson spoke to a Slide Presentation on the highlights, challenges and achievements for 2022 with Members noting the following:

- Thank you to all those who had volunteered their time during the year to support our athletes
- National Games was a highlight with:
 - 9 Competition Sports
 - 750 Athletes
 - 246 Officials
 - 350 Volunteers (750 shifts)
 - 3000 Spectators
 - 1724 Medals
 - Law Enforcement Torch Run
 - Athlete Leadership/Mentors
- Progressing NDIS funding for the benefit of all athletes
- Return to sport, competition and fundraising events post COVID
- Additional corporate sponsors coming online
- Potential remaining to host 2027 World Games:
 - High quality bid submitted
 - Site visit with SOI delegation
- Strategic Priorities:
 - Viable business
 - Quality experience
 - Expand engagement
 - Inclusive leadership

The Chairperson asked for questions noting that written questions received would be addressed later in the meeting. There were no questions.

Finance, Audit and Risk Management Committee Report

Mr Fraser in his capacity as the Chair of the Committee provided a detailed report including slides covering the financial performance of the Company for the year ended 31 December 2022. A copy of the Slide Presentation would be posted on the Company's website. Mr Fraser also acknowledged the presence of PwC at the meeting.

Mr Fraser spoke to a slide presentation with Members noting the following:

- Surplus for the year was \$160k
- Member's equity increased from \$3.0m to \$3.2m
- Corporate Sponsorship on budget but needs to be replaced
- National Games surplus was \$239K
- Poor recovery on events income
- Cost management continues

- Cash at the end of the financial year was \$3.6m
- 2023 YTD deficit is \$54k
- Budget for FY23 is for a surplus of \$199k
- Outlook for FY23:
 - ASC Core funding: \$545K for FY2023-2024 – long term remains uncertain
 - NAB Sponsorship completed in March 2023
 - Continued focus on revenue strengthening through diversifying and streamlining income sources
 - Implement of NDIS program delivery model
 - Key financial risks for 2023
 - Corporate partnership replacement
 - National fundraising events
 - NDIS program

At the conclusion of Mr Fraser's presentation, he invited questions of which there were several which were answered by Mr Fraser and Mr Brownjohn.

Members Questions

The Chairperson advised that the Company had received a series written questions from the Chair of the Northern Beaches Club.

The Chairperson then read out the questions and the responses from the Board and Management.

The written questions and answers are annexed to these minutes.

The Chairperson then asked for questions from Members.

There were a number of questions from Members around the introduction of the NDIS model and requests for further detail on the financial results.

Mr Brownjohn and Mr Fraser provided answers to the questions.

Consideration of Reports

The Chairperson tabled the 2022 Financial Report, Directors' Report and the Independent Audit Report of the Company for the financial year ended 31 December 2022 (Annual Report) which was taken as read and then gave members the opportunity to ask questions of the Auditor in relation to the conduct of the audit, the preparation and conduct of the Independent Auditors Report, the accounting policies adopted by the Company and the independence of the Auditor.

There was a question around having PwC as Auditors given the current controversy around PwC dealings with confidential Tax Office information.

Mr Fraser responded noting that the issue with PwC and the Tax Office relates to the Tax Division of PwC and not the Audit Division. Mr Fraser also stated that he

regarded the PwC Audit Team as high quality people who provide an excellent service at a discounted fee and he did not perceive any risk to SOA, and that he recommends the appointment of PwC as Auditor.

Mr Fraser left the meeting at 12.02pm.

Notice of Meeting

The notice convening the Annual General Meeting was taken as read.

Business

The Chairperson outlined the voting procedure for the meeting and the use of the online Teams Chat function.

The Chairperson advised that after each resolution has been moved, there would be an opportunity for Members to ask questions and discuss the resolution in question.

The Chairperson also advised that in accordance with the Constitution of the Company, the Chairperson had determined that each resolution would be decided by poll. For meeting efficiency, the poll was conducted after all the resolutions were put to the meeting and subsequently discussed.

The Company Secretary was appointed the returning officer for the purposes of conducting and calculating the poll results.

Resolution 1 – Appointment of PwC as Auditor

The Chairperson introduced Resolution 1 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions from Members.

Passed on a poll (as an Ordinary Resolution): *That PwC, in accordance with clause 110.1 (3) of the Company's Constitution, is appointed Auditor of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
26	3	4

Resolution 2 – Fixing the Auditor's Remuneration

The Chairperson introduced Resolution 2 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions from Members.

Passed on a poll (as an Ordinary Resolution): *That, in accordance with clause 110.1 (4) of the Company's Constitution the remuneration of the Auditor be fixed at \$31,000 for the year ending 31 December 2023.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
30	Nil	3

Resolution 3 – Re-Election of Ms Ruby Lawler as Director

The Chairperson introduced Resolution 3 and members were given a reasonable opportunity to ask questions about this Resolution.

The Chair of the Northern Beaches Committee asked about the NDIS implementation and requested the CEO respond.

Mr Comis responded, stating that:

- He did not accept the accusation that SOA is seeking to use athlete's NDIS funds to sustain the organisation
- The approach is to understand how best to adjust all SOA programs and services to better position them as able to help meet athlete's NDIS goals and other developmental outcomes
- Getting this right maximises the number of athletes afforded the choice to use the NDIS to help fund their participation, if they wish to do so.
- The challenge is to raise the bar on the experience offered and ensure SOA delivers a strong value proposition to current and future athletes.
- The Playing for All programs have tested this successfully and demonstrated that almost every participant chose to use the NDIS to fund their participation.
 - SOA provided the invoice/receipt, with the right language and codes to report on developmental outcomes
 - SOA has had feedback that the curriculum of these programs appropriately delivers the outcomes necessary to align to the goals stated in their NDIS plans
 - This should be acknowledged as a win against the objective and has helped SOA engage new, first-time participants

The Chairperson re-introduced Resolution 3.

Passed on a poll (as an Ordinary Resolution): *That Ms Ruby Lawler, who retires in accordance with clause 32.1 of the Company's Constitution, offers herself for re-election and being eligible, is re-elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
29	2	2

Resolution 4 – Re-Election of Mr Jihad Rasheed as Director

The Chairperson introduced Resolution 4 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions from Members.

Passed on a poll (as an Ordinary Resolution): *That Mr Jihad Rasheed, who retires in accordance with clause 32.1 of the Company's Constitution, offers himself for re-election and being eligible, is re-elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
27	4	2

Resolution 5 – Re-Election of Mr Donald McGauchie as Director

The Chairperson introduced Resolution 5 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions from Members.

Passed on a poll (as an Ordinary Resolution): *That Mr Donald McGauchie, who retires in accordance with clause 32.1 of the Company's Constitution, offers himself for re-election and being eligible, is re-elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
25	4	4

Resolution 6 – Re-Election of Mr Andrew Scipione as Director

The Chairperson introduced Resolution 6 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions from Members.

Passed on a poll (as an Ordinary Resolution): *That Mr Andrew Scipione, who retires in accordance with clause 32.1 of the Company's Constitution, offers himself for re-election and being eligible, is re-elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
28	2	3

Resolution 7 – Re-Election of Ms Anna Mezger as Director

The Chairperson introduced Resolution 7 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions from Members.

Passed on a poll (as an Ordinary Resolution): *That Ms Anna Mezger, who retires in accordance with clause 32.1 of the Company's Constitution, offers herself for re-election and being eligible, is re-elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
26	5	2

Resolution 8 – Re-Election of Dr Jill Rathborne as Director

The Chairperson introduced Resolution 8 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions from Members.

Passed on a poll (as an Ordinary Resolution): *That Dr Jill Rathborne, who retires in accordance with clause 32.1 of the Company's Constitution, offers herself for re-election and being eligible, is re-elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
29	2	2

Resolution 9 – Re-Election of Ms Tanya Browne as Director

The Chairperson introduced Resolution 9 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions from Members.

Passed on a poll (as an Ordinary Resolution): *That Ms Tanya Brown, who retires in accordance with clause 32.1 of the Company's Constitution, offers herself for re-election and being eligible, is re-elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
28	3	2

Resolution 10 – Re-Election of Mr Andrew Richardson as Director

The Chairperson introduced Resolution 10 and members were given a reasonable opportunity to ask questions about this Resolution.

There were no questions from Members.

Passed on a poll (as an Ordinary Resolution): *That Mr Andrew Richardson, who retires in accordance with clause 32.1 of the Company's Constitution, offers himself for re-election and being eligible, is re-elected as a Director of the Company.*

The resolution was passed based on the following poll results:

Poll Votes For	Poll Votes Against	Poll Votes Abstaining
26	5	2

The Chair of the Northern Beaches Club asked three questions:

1. How effective was the Board?
2. Why are there so many Directors?
3. Why has the Chairperson been a Director for more than 9 years?

The Chairperson responded and answered the questions noting the Board was effective, there were not too many Directors and that he would retire as a Director at the 2024 Annual General Meeting.

Declaration of the Poll

The Chairperson declared the poll open and asked Members to enter their votes on the Teams Chat function.

The Chairperson advised that the results of the poll would be announced to the Meeting as soon as was practical.

The Chairperson announced that the Poll would remain open for a period of 10 minutes to allow Members to complete their online voting.

Presentation by Pierre Comis – CEO Report

Mr Comis spoke to a Slide Presentation including the following topics:

- Post COVID Return to Sport and Events
- Successful Delivery of the National Games
- Expanding Participation – Schools and NSO Partnerships
- The Current Landscape and Need for Change
- Program and Participant Pathways
- The Desired State to Leverage the NDIS

The Chairperson thanked Mr Comis for his presentation and the positive impact he is making on the organisation.

Other Business

Members asked a series of questions:

Chair of Mackay Club asked are the Club bank accounts safe and can we spend the money on athletes?

The Chairperson answered Yes.

Chair of the Northern Beaches Club asked why the National Games were held in Tasmania and not rotated to other states?

The Chairperson answered stating that it was due to the funding provided by the Tasmanian Government that was not forthcoming from other States.

Chair of Northern Beaches Club asked why had NAB withdrawn its support for SOA as he had heard SOA had not fulfilled its obligations?

Mr Comis advised that NAB had indicated two years ago that it would cease funding and have written to SOA confirming that SOA had fulfilled all of its obligations.

The Chair of Sydney West Club made a statement that the SOA office would not take or return her calls.

Mr Brownjohn undertook to discuss this with the CEO.

Poll

Results of the Poll

The Chairperson referred to a slide setting out the results of the poll for each of the resolutions. Resolutions 1 to 10 were all carried.

Meeting Close

The Chairperson thanked all those present and then closed the Meeting at 1.35pm.

Signed as a correct record.

Chair:

Date: