

The Wilderness Society Ltd

ABN 18 611 229 086

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of *The Wilderness Society Ltd* will be held virtually via Vero Voting at **1800 (6.00pm) AEDT on Wednesday, 23 November 2022**. Members planning to attend are asked please to register via wilderness.org.au/AGM or by calling 1800 030 641 to receive the electronic connection details. Virtual attendees can join via computer, mobile device, or telephone.

To assist with technicalities, please register by 1700 (5pm) AEDT Tuesday, 22 November 2022.

Ordinary business

1. Opening
2. Minutes of Previous AGM
3. Reports
 - a. Board of Directors
 - To receive and consider the Directors' Report for year ended 30 June 2022.
 - To receive and consider the Financial Statements (including the Audit Report) for year ended 30 June 2022.
 - b. Chief Executive Officer
 - c. National Campaigns Director
4. Declaration of Directors
 - a. To declare the results of the ballot for the election of Directors.

Special business

5. Amend the constitution
 - a. To consider and if thought fit pass the following as a special resolution:
 - i. That the constitution of *The Wilderness Society Ltd* be amended as detailed in [Attachment A](#) with the amendment to apply from the close of this meeting.

Notes

Passing of resolutions

Items 1, 2 & 3: do not require any resolutions.

Item 4: rule 32 of the constitution requires a direct ballot that closes 1 week prior to the AGM (16 November 2022).

Item 5: requires a special resolution in accordance with sections 136(1)(b) & 9 of the *Corporations Act 2001*. The Board recommends that Members vote in favour of the resolution.

Voting

Rule 23 of the constitution outlines voting processes. As most attendees will be participating via Vero Voting (Vero), it is the intention of the Convenor to require a poll via Vero voting capacity rather than a show of hands or 'on the voices'. While the processes of modified consensus will be followed, section 9 of the *Corporations Act* stipulates that the special resolution will be passed if supported by at least 75% of the eligible votes cast.

Proxies

In accordance with rule 25.a)3) of the constitution, a Member not able to attend the meeting may appoint a proxy, who does not need to be a Member, to act for them. Details of how to appoint a proxy are set out in the attached proxy form.

Note: the only individual who is a proxy at the Meeting who must vote in a poll, and then only if the proxy is directed how to vote by the Member, is the convenor of the meeting.

Explanatory notes are attached.

Issued under the direction of the Board in accordance with rule 17.a) of the constitution on 26 October 2022.

A handwritten signature in black ink, appearing to read 'Jen Rowe', with a long horizontal flourish extending to the right.

Jen Rowe
Company Secretary

Explanatory Notes

1. Minutes

Consistent with the Corporations Act, minutes of the last AGM were recorded in the minute book, verified by the Board and signed by the convenor of the Meeting. Copies of the minutes are available for any Member who wishes to inspect them or ask questions on them.

2. Reports

The reports are reports of the Board (and of the Auditor) for the information of Members. They do not require a resolution.

3. Elect Directors

In accordance with the procedures in rule 32 of the constitution, the nomination procedures for Directors have been completed. Details of the nominees can be found at wilderness.org.au/AGM.

Voting will be via Vero. If you have registered to vote you will be sent a separate email with your username and password to participate. Registration is via wilderness.org.au/AGM or call 1800 030 641.

Voting for the election of Directors will open from 0900 AEDT 26 Oct 2022 and close at 1800 (6pm) AEDT on 16 November 2022.

4. Amend the constitution

Attachment A details the amendments proposed to the constitution.

Attachment B details the reasoning for the changed rules.

Attachment C is a marked up copy of the constitution showing the amendments in place.

The changes reflect 3 key aspects:

1. Changes to improve the overall clarity of the document as a result of experience in using the document.
 2. Changes to provide clarity in accommodating the implications of the way in which the ACNC Act and the Corporations Act work together.
 3. Changes to remove uncertainty regarding virtual meetings (again influenced by the relationship between the ACNC Act and the Corporations Act). Part 2G.5 has been added to the Corporations Act to allow for virtual meetings and it is not yet excluded by section 111L. Section 111L removes general meeting details for companies registered with ACNC (as is The Wilderness Society (TWS)). Clearly specifying virtual meetings in the constitution removes any doubt as to whether TWS can meet virtually and ensures that if the Part is excluded for companies registered with ACNC then TWS will still be able to conduct virtual meetings.
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THE WILDERNESS SOCIETY LTD

PROXY FORM

Your vote is important – appointing a proxy can see your vote count even if you cannot attend the AGM. To complete the form please read the instructions on this form and the accompanying Notice of Meeting for details of each item of business.

1. Registered name and address

2. Appointment of proxy

Being a member of *The Wilderness Society Ltd* (TWS), this form hereby appoints:

Convenor
(mark this box with **X**)

OR print the name of the person you wish to appoint as proxy

OR if the person named does not attend, or if no person is named, the convenor of the meeting as my proxy to act generally at the meeting on my behalf and to vote as directed below or if no directions are given as the proxy sees fit at the Annual General Meeting of TWS to be held via Vero Voting on 23 November 2022 at 1800 (6.00pm) AEDT and at any adjournment of that meeting.

3. Voting directions to your proxy

For the item of business please mark X in one box only to indicate your voting instruction. If you do not specifically indicate how to vote below, then your proxy may decide how to vote on any motion at the meeting.

Item	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
Amend the constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Signature of Member

Please sign and date.

INSTRUCTIONS FOR COMPLETING YOUR PROXY FORM

1. Registered name and address

This is your name and address as a Member as it appears in TWS's Register of Members. Please check with TWS to confirm your registered address if there is uncertainty.

2. Appointment of proxy

If you want your proxy to be a person other than the convenor of the meeting, please insert their name or role in the box.

If you leave this section blank or your named proxy is unable to attend the meeting, then the convenor will be your proxy and, if you have indicated how you wish your vote to be exercised, they must vote that way.

3. Voting directions to your proxy

You may direct your proxy how to vote on the given item of business by placing 'X' in one of the three boxes opposite that item. If you mark your vote, then your proxy must vote that way for your vote.

1. If you want your proxy to vote for the proposal cross the box under **In favour.**
2. If you want your proxy to vote against the proposal cross the box under **Against.**
3. If you do not want your proxy to vote at all regarding the proposal cross the box under **Abstain.**
4. If you are undecided and want to leave the decision to your proxy at the meeting, do not mark any box against the item, then your proxy will decide how to vote at the meeting.

If you place an 'X' in more than one box against the item, then the proxy will not know how you wish to vote and your vote will be invalid.

4. Signature

You, as the Member appointing the proxy, must sign. If the proxy is signed under power of attorney, please provide a copy of the power.

5. Lodging your proxy

Your proxy form needs to be lodged in sufficient time before the meeting to allow proper validation of the form. In accordance with rule 25.g) of the constitution, you may lodge your proxy on this form or on a sheet containing the details on this form and under rule 25.h) the Board requires it be lodged at least 24 hours prior to the AGM, as follows:

1. **Mail** to The Secretary, The Wilderness Society Ltd, GPO Box 716, Hobart TAS 7001 to arrive by 1800 (6.00pm) AEDT on 22 November 2022.

OR

2. **Email** a scanned copy to executive.officer@wilderness.org.au to arrive by 1800 (6.00pm) AEDT on 22 November 2022.