

Council on the Ageing WA Inc (“COTA WA”)

Notice of Annual General Meeting

Notice is given in accordance with rule 8.4 of the constitution of the COTA WA (**Constitution**) that the Annual General Meeting of COTA WA will be held on 21 December 2023 at 3:30pm (Perth time). The full set of papers can be accessed via the COTA (WA) website at www.cotawa.org.au.

A proxy form for the purposes of rule 8.5 of the Constitution, along with instructions as to how to populate the proxy form, is annexed to this notice.

Members are strongly recommended to read the letter to which this notice of meeting is annexed which provides further information about the resolutions to be proposed at the Annual General Meeting - which relate to the proposed corporate restructure of COTA WA with COTA Australia Limited.

Members are encouraged to submit any questions they may have regarding the proposed corporate restructure by email to membership@cotawa.org.au. The chairperson of the Annual General Meeting will endeavour to respond to a broad range of questions at the meeting - however, in the time provided, may not be able to respond to all questions.

As further set out in the Explanatory Notice, Members will be asked to vote on a resolution to transition their membership to a new class of membership on completion of the corporate restructure. All Members will need to complete, sign, and return the application form. This form can be accessed via the COTA WA website at www.cotawa.org.au; alternatively, the form will be available at the AGM.

Agenda

1. **Opening**
2. **Attendance**
3. **Matters arising from the previous minutes**
4. **Disclosures of material personal interests for Board Members (if required)**

Under section 42(2) of the *Associations Incorporation Act 2015 (WA)*, any Director that has disclosed a material personal interest in a matter being considered by Members must disclose the nature and extent of that interest at the next general meeting of the association.

5. **Chief Executive Officer’s report to members**
6. **Consideration of annual and financial reports**
7. **Resolution 1: Conversion to a company limited by guarantee**

To consider and if thought fit, pass the following as a **special resolution**:

"That, for the purposes of section 93 of the Associations Incorporation Act 2015 (WA) and section 117 and Part 5B.1 of the Corporations Act 2001 (Cth), the Council of the Ageing WA Inc (“COTA WA”) will apply for incorporation as a company limited by guarantee within the meaning of the Corporations Act 2001 (Cth) with the name "Council on the Ageing WA Limited", and take all other necessary steps to become registered as a company limited by guarantee."

For the purposes of section 51 of the *Associations Incorporation Act 2015* (WA), a **special resolution** requires the approval of not less than 75% of members present (whether in person or by proxy) that cast a vote on the resolution.

To the extent that Resolution 1 is not approved, Resolution 2 will be withdrawn.

The Board **unanimously recommends members vote in favour** of Resolution 1.

8. Resolution 2: Adoption of a new constitution and new membership structure

To consider and if thought fit, pass the following as a **special resolution**:

"That, subject to the passing of Resolution 1 and with effect on and from COTA WA's application for registration as a company limited by guarantee being approved:

- (a) the constitution submitted to the meeting (and signed by the chair of the meeting for identification purposes) is approved as the new constitution of COTA WA in substitution for the present constitution (which is repealed); and*
- (b) all current members of COTA WA, at the commencement of the meeting, will, subject to the provision of a duly executed application form, be admitted as members of Council on The Ageing WA Limited, in accordance with the constitution submitted to the meeting (and signed by the chair of the meeting for identification purposes), following COTA WA's registration as a company limited by guarantee."*

The Board **unanimously recommends members vote in favour** of Resolution 2.

9. General Business

10. Close of Meeting

By order of the Board:

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Mary Anne Stephens
Board Chair
27 November 2023

Council on the Ageing WA Inc Proxy Form

I/we, _____ (member full name),

being a member of Council on the Ageing WA Inc (**COTA WA**) entitled to attend and vote at the annual general meeting be held on 21 December 2023 at 3:30pm AWST (**Meeting**) appoint:

the Chairperson of the Meeting

OR if you are NOT appointing the Chairperson as your proxy, please write the name of the Member you are appointing here:

or failing this person/body corporate, or if no person/body corporate is named, the Chairperson of the Meeting as my/our proxy to vote and act generally for me/us at the Meeting and any other day to which that Meeting is adjourned or postponed.

Where I/we have appointed the Chairperson as my/our proxy, **the Chairperson intends to vote undirected proxies in favour of each resolution.**

Your voting directions

*If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in determining the required majority on a poll.

Item	Resolution	For	Against	Abstain*
1.	Conversion to a company limited by guarantee			
2.	Adoption of a new constitution and new membership structure			

Signature: _____

Name: _____

Telephone no: _____

Proxy form instructions

Appointment of proxy. Indicate who you wish to appoint as your proxy. If you wish to appoint the Chairperson, mark the box. If you wish to appoint another person or body corporate as your proxy, write their full name. A proxy does not need to be a member of COTA WA.

If a person attends a meeting both as a member and as a proxy for another member, that person will be counted twice on a show of hands.

Voting directions. Mark one of the boxes opposite the item of business to direct your proxy how to vote. If no directions are given, the proxy may vote as the proxy thinks fit or may abstain from voting. Your vote will be voted in accordance with your direction. If you mark more than one box on an item your vote on that item will not be valid.

Signing instructions. To be valid this form must be signed by the member. If signed by the member's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form.

Lodgement of proxy form. This proxy form must be received by COTA WA by email to membership@cotawa.org.au, in person at COTA WA's premises, or via post at the address below, no later than 24 hours before the time for the Meeting (and any power of attorney under which they are signed).

COTA (WA)
City West Lotteries House
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West Perth WA 6005