

2025 AGM Agenda Wednesday 21 May 2025

Ordinary Business		
11:00–11:05am	<p>2024 AGM Minutes</p> <p>Confirmation of the Minutes of the 2024 Annual General Meeting held on Wednesday 22nd May 2024.</p> <p>Click here for a copy of the 2024 AGM Minutes</p>	Ms Amanda Miller OAM, Co-Chair
11:05–11:15am	<p>2024 Annual Report</p> <p>To receive and consider the Annual Report for the financial year ended 31 December 2024, including the Co-Chairs' Report.</p> <p>Click here for a copy of the 2024 Annual Report.</p>	<p>Ms Amanda Miller, Co-Chair</p> <p>Ms Lisa George, Co-Chair</p>
11:15–11:25am	<p>2024 Annual Report – Financial Statements</p> <p>To receive and consider the Treasurer's Report – audited financial reports for the financial year ending 31 December 2024.</p> <p>Click here for a copy of the Financial Statements 2024.</p>	Mr Michael Graf, Chair of the Finance, Audit, Risk and Compliance Committee (FARCC)
11:25–11:35am	<p>Board Election</p> <p>In accordance with Clause 12.2 of the Constitution, the following Members have been appointed to the Board and will commence their terms at the conclusion of the AGM:</p> <p>1 Dr Catherine Brown OAM – elected</p> <p>2 Michael Graf – (reappointed)</p> <p>3 Nayomi Kannangara – elected</p> <p>4 Roxanne Moore – elected</p>	Ms Amanda Miller, Co-Chair
11:35–11:55am	<p>Special Resolution: Amendment to Constitution</p> <p>To consider and, if thought fit, pass the following as a special resolution:</p> <p>That pursuant to section 136 of the Corporations Act 2001 (Cth), the Company's constitution be</p>	Ms Amanda Miller, Co-Chair

	<p>amended, as set out in the marked-up copy of the constitution that will be tabled at the meeting and signed by the chair of the meeting for the purposes of identification, with effect from the close of the meeting or any adjournment of it.</p> <p>Acceptance or otherwise to be confirmed by at least 75% of the votes cast by Members entitled to vote on the special resolution in accordance with the Act.</p> <p>Explanatory Notes attached next page. For the marked-up Constitution click here.</p>	
11.55-12:00pm	Other business & Close	Ms Amanda Miller, Co-Chair

Explanatory Notes – Proposed Amendment to Constitution, Clause 12.3 (Retirement of Directors by Rotation)

The Board is proposing an amendment to Clause 12.3 of the Constitution to simplify and modernise the process for director retirement and re-election.

Currently, Clause 12.3 provides that one-third of the elected directors must retire at each election. This “rotation” clause has been replaced with a clearer and more consistent model that sets fixed three-year terms for all elected directors.

Under the proposed amendments:

- All directors elected under Clause 12.3 will serve a fixed **three-year term** commencing from a date determined by the Board, consistent with Clause 12.3(e).
- Directors appointed by the Board to fill a casual vacancy will continue to serve only until the conclusion of the next election following their appointment.
- The “one-third to retire” rotational model has been **removed**.

Application of New Clause 12.3(b)(1):

This new clause will apply to all directors who are elected and remain in office at the conclusion of the 2025 Annual General Meeting. Going forward, the retirement of directors will occur as follows:

- **2026 AGM:** Directors elected in 2023 and any directors appointed to casual vacancies since the last election will retire.
- **2027 AGM:** Directors elected in 2024 and any directors appointed to casual vacancies since the last election will retire.
- **2028 AGM:** Directors elected in 2025 and any directors appointed to casual vacancies since the last election will retire.

This change enhances governance clarity and consistency, and better aligns Philanthropy Australia’s board practices with contemporary governance standards.