

NOTICE OF ANNUAL GENERAL MEETING 2017

Notice is hereby given that the Annual General Meeting of Members of the Australian Association of Social Workers Limited ACN 008 576 010 (the **Company**) will be held at the Hotel Grand Chancellor, 1 Davey Street, Hobart, Tasmania on Thursday, 30 November 2017 at 4.00pm Australian Eastern Daylight Saving time for the purpose of considering the following business.

AGENDA

ORDINARY BUSINESS

1. To accept minutes of the 2016 Annual General Meeting
2. To receive the National President's report for the year ended 30 June 2017
3. To receive the CEO's review of operations for the year ended 30 June 2017
4. To receive and consider the Company's Financial Report, the Directors' Report and Auditor's Report for the year ended 30 June 2017
5. **Resolution 1:** To consider, and if thought fit, pass the following resolution:
“THAT Members ratify previous payments made to Directors between the financial years ended 30 June 2011 and 30 June 2017 under the honorarium payment structure for fulfilling their role as Directors, for which member approval has not been sought to date but has been disclosed in the Company's Annual Financial Statements since 2015”.
6. **Resolution 2:** To consider, and if thought fit, pass the following resolution:
“THAT for the purposes of rule K8 of the Company's Constitution, the maximum aggregate remuneration which may be paid to Directors in any year be set at \$84,000”.
7. To confirm the 2017 National Election results
8. To announce the appointment of Life Members

By order of the Board
26 October 2017

Geoff Bennett
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING 2017

- 1) The financial report will be tabled at the meeting and is available on the AASW website. Any member wishing to receive a print copy should contact the Company.
- 2) A member can attend the meeting in person or can appoint a person as proxy to attend and vote on their behalf. A proxy may, but need not be, a Member. The Chairperson or Company Secretary can be appointed as proxy, as indicated on the proxy form. To appoint a proxy please complete and sign the **proxy form** accompanying this notice and send it to the Company Secretary at the Company's registered office (Level 7, 14-20 Blackwood Street, North Melbourne, VIC 3051) or to AASW, PO Box 2008, Royal Melbourne Hospital, VIC 3050 or by email to Geoff.Bennett@asw.asn.au

IMPORTANT: To be eligible: Proxy forms must be received by the Company Secretary no later than 4.00pm AEDT Tuesday 28 November 2017.

Members who would like to ask questions of the Board at the AGM are invited to do so by completing the form accompanying the Notice of Meeting, available on the AASW website. While each question may not be replied to individually, a response will be given to as many of the frequently asked questions as possible at the AGM and those answers will be posted on the AASW website.

3) **Voting Exclusion Statement**

The Company will be seeking Member approval of Director's remuneration at the AGM.

The Company will disregard and not count any votes cast on Resolutions 1 and 2 on, or on behalf of, any or all of the following persons:

- a) a Director; and
- b) an associate of a Director.

However, the Company need not disregard a vote if:

- a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- 4) For further information relating to the 2017 AGM, please refer to the AASW website or contact the Company Secretary at the registered office, Level 7, 14-20 Blackwood Street, North Melbourne VIC 3051. Telephone (03) 9320 1017

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Annual General Meeting and should be read in conjunction with it. It has been prepared to provide Members with information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Among other things, this Explanatory Statement provides the Members with the information required to be provided to Members under the *Corporations Act 2001* (Cth).

ORDINARY BUSINESS

1. Consideration of the Financial Report, Directors' Report and Auditor's Report

No resolution is required by the Members under the *Corporations Act 2001* (Cth) or the Company's Constitution. However, Members will be given a reasonable opportunity at the AGM to comment on and raise questions about the Financial Report, the Directors' Report and the Auditor's Report and to ask the Company's auditor about the preparation and content of the Audit Report.

2. Resolution 1: Ratification of previous payments to Directors

The Company has not previously sought approval for honorarium payments made to Directors for fulfilling their role as Directors. The Board notes that since 2015, honorariums paid to Directors, Branch Presidents and others have been disclosed in the Company's Annual Financial Statements.

After seeking legal advice and in the interests of transparency, the Company has decided to seek retrospective Member ratification for the honorarium payments previously made to Directors on the basis that such approval is required under rule K8 of the Company's Constitution. Accordingly, the Company seeks Member ratification of honorarium payments made to Directors between the financial years ended 30 June 2011 and 30 June 2017 as follows:

- Year ended 30 June 2011 - \$44,909
- Year ended 30 June 2012 - \$27,803
- Year ended 30 June 2013 - \$34,545
- Year ended 30 June 2014 - \$54,464
- Year ended 30 June 2015 - \$65,941
- Year ended 30 June 2016 - \$85,000*
- Year ended 30 June 2017 - \$84,000

*includes \$1,000 overpayment made to a Director's employer and which will correct in the 2017/2018 financial year.

3. Resolution 2: Approval of remuneration payments

Honorarium payments are intended to meet incurred or anticipated expenses resulting from participation in Board-related and/or Board-approved Company activities and are paid twice yearly by the AASW. Under K8 of the Company's Constitution, Members may approve a total annual figure for the remuneration of the Directors on a recommendation of a resolution of the Board. After consideration of the Company's budget and pursuant to the Company's internal guidelines, the Board has resolved that the maximum aggregate remuneration which may be paid to the Directors in any year be set at \$84,000, subject to the approval of Members.

The Board notes that this amount is a maximum cap and as such, a lesser (but not greater) amount may be paid under the honorarium payments in any given year, based on the needs and budget of the Company.

Geoff Bennett
Company Secretary

26 October 2017

AUSTRALIAN ASSOCIATION OF SOCIAL WORKERS LIMITED
ACN 008 576 010
2017 ANNUAL GENERAL MEETING

Proxy Form

[Please mark to indicate your directions]

Step 1 - Appointing a Proxy

I, Membership No:
Full name of member, please print

o
f Address

being a financial member or life member of the Australian Association of Social Workers Ltd hereby appoint:
please select **one (1)** of the following:

the **CHAIRPERSON** of the meeting

O the **COMPANY SECRETARY**

R

O Name of proxy
Leave blank if you have selected one of the above.

R

Proxy's Member No: **OR** address
(if any)

to vote on my behalf at the Annual General Meeting of the Australian Association of Social Workers Ltd to be held on **Thursday, 30 November 2017** at 4.00pm AEDT at the Hotel Grand Chancellor, 1 Davey Street, Hobart Tasmania and at any adjournment of the meeting.

Signature:	<input type="text"/>	Date	<input type="text"/>	2017
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This proxy form must be submitted to the Company Secretary of AASW at its registered office at Level 7, 14-20 Blackwood Street, North Melbourne, VIC 3051 or by mail to PO Box 2008, Royal Melbourne Hospital 3050; or by email to Geoff.Bennett@asw.asn.au not less than 48 hours before the time of holding of the meeting, i.e. **the deadline is 4.00pm AEDT on Tuesday, 28 November 2017.**

Step 2 Voting directions to proxy

	FOR	AGAINST	ABSTAIN
Ordinary business			
1. Resolution 1: Ratification of previous payments made to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Resolution 2: Approval of Remuneration payments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[For full details please refer to the Notice of Meeting on the AASW website, <http://www.aasw.asn.au/>]

Annual General Meeting 2017

QUESTIONS FROM MEMBERS

Members who would like to ask questions of the Board at the Annual General Meeting should complete this form and submit their questions in writing to the Company Secretary, Australian Association of Social Workers, Level 7, 14-20 Blackwood Street, North Melbourne VIC 3051 by **4.00pm AEDT on Tuesday, 28 November 2017**.

While each question may not be replied to individually, a response will be given to as many of the frequently asked questions as possible at the AGM and those answers will be posted on the AASW website.

Note: Please ensure your question is succinct and does not include statements.

MEMBER DETAILS

Member's Name	
Membership Number	

QUESTION/S

Signed:		Date:	
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This Form must be received by the Company Secretary,
 Australian Association of Social Workers
 via mail to Level 7, 14-20 Blackwood Street, North Melbourne VIC 3051
 or PO Box 2008, Royal Melbourne Hospital, VIC 3050
 or email to Geoff.Bennett@aasw.asn.au
 by **4.00pm Tuesday, 28 November 2017**