

Friday 3 May 2019

**Notice of Annual General Meeting  
12:00 PM, Wednesday 29 May 2019**

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of RESULTS International (Australia) Inc., (RESULTS will be held on Wednesday 29 May 2019 at 100 Walker Street, North Sydney NSW 2060 at 12.00pm EST.

**Participation**

You may participate in the Annual General Meeting in one of three ways – in person, by phone, or by proxy.

In Person

The meeting will be held at the offices of RESULTS at 100 Walker Street, North Sydney, New South Wales. To ensure that the meeting starts on time, please be seated by 11:50 AM.

By online or by phone

To join the AGM dial **02 8015 2088**

Enter the Meeting ID **890 245 4153** and then press #

By Proxy

If you are unable attend in person or by telephone, you may wish to appoint a proxy to vote on your behalf. The Proxy Form can be downloaded from the RESULTS website from Wednesday 15 May 2019. To ensure that your proxy is valid, please submit by email or mail by 12pm on Wednesday 22 May 2019.

**Agenda**

**1. Welcome & Apologies**

**2. Voting Proxies**

**3. Minutes of the Annual General Meeting – 23 May 2018**

Proposal

The draft minutes of the 2018 AGM are available at the RESULTS web site.

#### Resolution

To consider, and if thought fit, pass the following resolution

***“That the draft minutes of the 2018 Annual General Meeting held on 23 May 2018 be accepted as a true, fair and accurate summary record of that Meeting.”***

### **5. Reports**

The following reports on the activities of RESULTS for the year ended 31 December 2018 are available at the RESULTS Australia website.

- Chair reports
- CEO Report
- Financial statements & Auditors Report – to receive and consider Financial Statements and the Auditors Report for the financial year ending 31 December, 2018.

Members will have the opportunity to raise questions and make comments on the reports.

The Board recommends that members note these reports.

### **6. Appointment of Auditor**

The RESULTS Constitution requires that, at each AGM, the Board proposes and appoints an auditor for the next financial year. The Board proposes no change and the Auditor is willing to continue providing services.

#### Resolution

To consider, and if thought fit, pass the following resolution:

***“That Assura Group Pty Ltd – Chartered Accountants of Level 2, 123 Clarence Street, Sydney NSW 2000, being qualified to act and having consented to do so, be appointed as the auditor of RESULTS with effect from the financial year commencing 1 January 2019”***

The Board recommends that members vote in favour of this item.

### **7. Membership Fees**

#### Constitution

The RESULTS Constitution requires that the fees for annual financial and lifetime membership be set at the AGM. The annual and lifetime membership fees are currently – Annual Financial: \$50; Lifetime: \$1500. The Constitution also allows the Board to waive membership fees in certain circumstances.

## Resolution

To consider, and if thought fit, pass the following resolutions:

***“That the Annual Financial Membership fees remain at \$50.”***

***“That the Lifetime Membership fees remain at \$1500.”***

The Board recommends that members vote in favour of this item.

## **8. RESULTS Board Membership**

### Constitution

If the number of nominations to the Board, received prior to the AGM, is less than the number of Board vacancies to be filled, those nominees shall be deemed to be elected, and a further call for nominations shall be made at the AGM.

If the number of nominations received prior to the AGM equals the number of Board vacancies to be filled, those nominees shall be deemed to be elected.

If the number of nominations received prior to the AGM exceeds the number of vacancies to be filled, a ballot between those nominees shall be held. The ballot shall be conducted in such usual and proper manner as the Meeting Chair may direct.

If at the end of the AGM all Board vacancies have not been filled, any remaining vacancies shall be deemed to be casual under the Constitution.

### Changes to the RESULTS Board in 2018

The Board appointed Florian Grenier as a Director for a maximum two-year period under clause 15.3 of the constitution in June 2018, replacing Ann Herbert who resigned in May 2018. In 2018 resignations were received from Maree Nutt who resigned as CEO and Morag Leith who resigned due to pressure of her executive role.

Under Clause 15.8 of the Constitution, Marcus Marchant and Chris Franks have concluded their terms of office, and being eligible, stand for re-election at this AGM.

### Nominations

In accordance with the Constitution, the following people have nominated for the RESULTS Board prior to this AGM and serving of notices.

- Marcus Marchant
- Florian Grenier
- Rex Shaw
- Chris Franks.

Nominations remain open until 3pm on Wednesday 22 May in accordance with 18.52 (2). Nomination forms are available at the RESULTS web site. Any additional nominations will be announced at the meeting.

#### Resolution/s

As appropriate one of the following:

***In accordance with the Constitution, as the number of nominations received prior to the AGM equals the number of vacancies, Marcus Marchant, Florian Grenier, Rex Shaw and Chris Franks are automatically elected to the Board until the 2021 AGM.***

***OR***

***To hold a ballot and elect four members from nominations received prior to 3pm Wednesday 15 May 2019.***

### **9. Other Business**

To deal with any business that may be brought forward in accordance with the Constitution.

### **10. Closure of the AGM**

Closing remarks.

### **Procedural Matters**

#### Voting entitlements

A person is not entitled to vote unless they are a current Financial Member or a Life Member of RESULTS.

Each eligible person is entitled to one vote. All votes shall be given personally or by proxy but no eligible person may hold more than five (5) proxies.

Each eligible person is entitled to appoint another eligible person as proxy by notice given to the Secretary no later than Close of Business on Wednesday 22 May, 2019.

The Public Officer will hold a Register of Financial Members and a Register of Life Members for the purposes of this AGM.

On behalf of the Board & Management of RESULTS International (Australia).

Rex Shaw  
Board Secretary