



Renal Society of Australasia

Renal Society of Australasia Limited

ACN 092 517 925

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of *Renal Society of Australasia Limited* (the Society) will be held on **Friday, 14 June 2024** at **12.45pm AEST**. The AGM will be held in person at the RSA Conference 2024 and via zoom, for those that want to attend virtually.

Agenda

Ordinary business

1. Welcome by Jon Hosking, President
2. Attendance, apologies and proxies
3. Receipt of Reports
 - President
 - Finance Report:
To receive and consider the Society's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2024.
4. Appointment of Auditor
Appointment of Auditor – Collins & Co, of Footscray Victoria as the auditor for the 2024-25 period.
5. Declaration of 2024-25 Board of Directors
6. Remuneration of Directors

Members' Open Forum

7. General business
 - Strategic Plan
 - Other key announcements
 - Recognition of retiring directors and volunteers
 - Call for volunteers

Agenda Items 1 – 3; 5 are for noting and discussion, no vote is required at the meeting.

Agenda Item 4 is an ordinary resolution which in accordance with clause 23.1 of the Constitution will be passed if a majority of the votes cast on the resolution are in favour.

Agenda Item 6 is an ordinary resolution which in accordance with clause 23.1 of the Constitution will be passed if a majority of the votes cast on the resolution are in favour.

Agenda Item 7 form part of a Members' Open Forum and is in addition to the Annual General Meeting.

Voting

Clause 23.3 of the Constitution gives each Voting Member 1 vote provided that under clause 23.4 their membership fee is not overdue or unpaid. Voting Members may cast their vote in person or by proxy.

In accordance with clause 20.2 of the Constitution, a quorum for the meeting is lesser of 50 Members or 5% of the Voting Members entitled to vote present in person or by proxy. The meeting and voting cannot proceed without a quorum.

Proxies

A Member entitled to attend and vote at the Annual General Meeting may appoint another person to attend and vote at the meeting as the Member's proxy. A proxy may be appointed by returning the attached proxy form to the Society's Office no later than 48 hours before the time of the meeting, ie no later than 12.45pm on Wednesday, 13 June 2024 as specified on the proxy form.

Enquiries

All enquiries should be directed to the RSA Office by telephoning 1300 941 480 or emailing lucy@renalsociety.org

Questions at the meeting

Members may submit a question in advance of the AGM by completing the online form and such questions will be considered and addressed separately or collectively as appropriate at the meeting.

Issued by order of the Board in accordance with clause 15.2 of the Constitution

Lucy Scorer
Company Secretary
20 May 2024

Explanatory Notes

3. Minutes

As required by section 251A of the Corporations Act, the minutes of the last AGM were secured in the book within 1 month of the meeting and were signed by the chair of the meeting within a reasonable time. Copies of the minutes are available on the RSA website: <https://www.renalsociety.org/about-rsa/annual-general-meeting/>

4. Accounts and reports

These are in accordance with the law as applicable to a public company limited by guarantee that is registered with ASIC. While Members will have adequate opportunity to comment and ask questions on the accounts and reports, the law does not require a resolution to adopt them. Rather, the Directors are responsible for such statements and reports and for providing them to the Members.

6. Remuneration of Directors

The purpose of this resolution is to exercise the facility within the Constitution to pay honoraria to some Directors, as permitted by the Corporations Act. The Board is recommending this action as it believes that it is only fair to contribute to some Directors for the considerable time they give to their roles as Directors.

Roles such as the President and Vice-President are very time demanding. Directors elected to these roles can expect to spend between 4-8 hours per week in addition to 3+ weekends per year, as well as the annual conference plus various other meetings on RSA business. This time spent detracts from their normal paid work. They could also expect to incur many additional costs that are not easily reimbursed. Such cost could include telephone and other communication costs, use of office equipment, paper for printing and such.

The intention is to provide the Board with scope to contribute to offset such work and costs. Any amounts involved would by no means compensate for the normal hourly work rate the Director could expect to earn in normal professional work.

Any such payments would be in addition to direct out of pocket expenses like airfares and accommodation that are reimbursed, subject to proper validation.

The Board's focus is to compensate the President and Vice-President for whom the demand on their time is greatest. The amount proposed provides scope to compensate other Directors if or when they might be expected to handle particularly heavy RSA workloads. How the total amount is allocated between Directors would be a matter for the Board to determine.