

Notice of Annual General Meeting

Notice is hereby given for the 2022 Annual General Meeting (**AGM**) of the Members of Royal Society for the Prevention of Cruelty of Animals Tasmania (ACN 611 485 271).



WHEN: Saturday, November 26, 2022 at 4:00pm



WHERE

Online (Zoom)

Best Western Plus Hotel, 3 Earl St Launceston



CONTACT Jan Davis, CEO, jdavis@rspcatas.org.au

All people wishing to attend the event, either in person or via teleconference, will need to register. Further details for online attendance will be provided closer to the event.

Will You Come?

Name

Email

Yes, I will attend in person via Zoom

No, I will not attend

RSVP to: rspca@rspcatas.org.au

PO Box 66 Mowbray Tas 7248

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Devonport Animal Care Centre: 108 Tarleton Road, Spreyton, 7310 Launceston

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Business

1. **OPENING AND WELCOME**

2. **APOLOGIES AND PROXIES**

3. **MINUTES:** Minutes of AGM 2021 to be taken as read. (A copy follows as Attachment A.)

Resolution: That the minutes of the 2021 AGM, having previously been circulated, be noted.

4. **CHAIR'S REPORT:** To be presented by Alex Garrott, Chair

Resolution: That the Chair's report for 2021/2022 be received and adopted.

5. **FINANCIAL REPORT:** Presentation of the Financial Accounts as at 30 June 2022. (A copy is attached under separate cover.)

Resolution: That the Financial Accounts of RSPCA Tasmania for the 2021/2022 financial year be received and adopted.

6. **SPECIAL RESOLUTIONS**

6a **Resolution – Replacement Of Constitution**

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

"The Constitution is replaced with the document as proposed by the Directors of the Company in the form circulated."

Refer to the **Explanatory Memorandum** (Attachment B) for further details. A copy of the proposed constitution is attached under separate cover.

or

6b. **Resolution – Director Appointments**

Applicable ONLY in the event that the above Special Resolution is not passed by the members (references to clauses refer to clauses in the Constitution as at the date of this Notice)

Retirements: In accordance with clause 15.3 of the Constitution, the following directors retire effective at the end of this Annual General Meeting: Bethany Harding and Felicia Mariani.

Nominations: In accordance with clause 15.4 of the Constitution the following members are eligible for reappointment as directors and have nominated for reappointment: *Bethany Harding and Felicia Mariani.*

Voting on nominations: Members will be asked to consider, and if thought fit, pass the following resolutions -

Draft Resolution (i)

"Members present resolve that the appointment of Directors of the Board may be voted on together."

Draft Resolution (ii)

"Members present resolve that the following members are elected as Directors: Bethany Harding and Felicia Mariani".

Refer to the **Explanatory Memorandum** (Attachment B) for further details.

7. OTHER BUSINESS

Only business of which prior notice has been given can be considered at this meeting. However, if time permits, questions or comments from the floor will be accepted.

8. CLOSE OF MEETING



Company Secretary

DATED 10th of November 2022.

By order of the Board

Attachment A: Minutes of the 2021 Annual General Meeting **held on Saturday 10th December 2021 - Via Zoom**

Present: **Alexandra Garrott** (chair), Luke Butcher, Anna Ekdahl, Bethany Harding, Felicia Mariani, Melanie Richardson, Dave Tilley, Cate Martin, Andrew Byrne, Mary Clemons, Meleguata Mattay, Stuart Roberts

Apologies: Owen Davies, Peter and Alison de Boer

Also present: Jan Davis, Suzanne Cass

Opening and welcome

The chair welcomed those present and declared the meeting open at 2.00pm. Attendees introduced themselves. Apologies were tabled and recorded.

The chair made special note of Melanie Richards, who has given notice of her resignation from the board as at 31 December. Melanie has made an amazing contribution during her time as a director, and she will be sorely missed.

Minutes of 2020 AGM

The Chair advised that the minutes had been previously circulated, and that the Board had noted them at an earlier meeting.

A correction was noted – to amend to record Melanie Richards as being in attendance.

It was resolved that:

The minutes of the 2020 AGM, as amended, be noted as a correct record of the proceedings of that meeting. (Roberts/Ekdahl)

Financial Report

The annual financial report had been circulated with the notice of meeting.

Jan Davis spoke to the report and noted the very pleasing year end result following a significant bequest. Those present recognised the importance bequests play for the organisation, and the stability these provide going forward.

It was resolved that:

The audited financial report for the 2020-2021 year be received and noted. (Roberts/Martin)

Chairman's Report

The Chair presented her report, a copy of which is attached to these minutes. There were no questions on the report.

It was resolved that:

The chairman's report for the 2020-2021 year be received and noted. (Mariani/Mattay)

Board Election

The Chair noted her term had expired before the AGM. The CEO advised that nominations had been called, but no election was required as Ms Garrott was the only nominee.

CEO Report

Jan Davis presented a report on the past year's activities.

In summary:

- 1285 animals were cared for during the year with 82.1% of those animals successfully rehomed
- increasing numbers of cats are coming into care through the state cat management strategy, and many of these were not rehomed
- 1827 calls were received by the Cruelty hotline, with 1620 of these being handled by the Inspectorate
- The Inspectorate launched 10 prosecutions during the year but COVID delays in the court system slowed down case outcomes with all cases being finalised in the 2021-22 year
- New projects included the opening of ARCs in Hobart and Latrobe, adoption of socially conscious sheltering principles, expanded desexing programs, launching of an Animal Welfare Response Unit, re-establishment of safe beds program, and a review of the organisation's volunteer and foster programs
- Work continues to decommission the Animal Care Centre at Spreyton
- An comprehensive advocacy program has been developed and is being actively pursued, with some successes during the year including proposed changes to the Animal Welfare Act

The full presentation can be accessed here: https://rspcatas.sharepoint.com/:p:/g/gov/EbnAlOnoZeZHjNkysieuJ64BHjM7RPmNWKU9M_-lSiUaGA?email=jdavis%40rspcatas.org.au&e=NUajmu

Other Business

No other business was listed. However, several issues were raised in general discussion.

- Mary Clemons raised the issue of welfare standards for livestock, and in particular sow stalls and battery hens. She wanted to know what RSPCA was doing to improve standards across the board, as this was little more than legal cruelty.

Jan advised that RSPCA Tasmania works as part of the RSPCA family to push for continual improvements in welfare standards. These are determined at a national level by governments through the Agriculture Ministers' Council. Tasmania has only 3 commercial poultry producers, with one farm being responsible for around 80% of production. The three farms are currently operating above the national standard, with the main farm expecting production to be in free-range barns within 2 years. Tasmania is responsible for less than 1% of Australia's pork production, which makes it difficult for us to drive national change.

- Meleguata Mattay questioned what RSPCA was doing to improve welfare conditions for Tasmanian livestock being sent for slaughter to the mainland. Was any thought being given to setting up processing facilities in Tasmania?

Jan noted that transport standards for livestock are established nationally and must be complied with. The decision to establish local abattoir facilities would be a commercial one and would be unlikely without state government investment.

- Suzanne Cass believed RSPCA Tasmania had walked away from livestock standards and should be policing the conditions under which animals sent to the mainland are transported. Jan again outlined the process by which national welfare standards are set. She noted there

are several bodies (including RSPCA Victoria) that have responsibility for ensuring compliance with national standards in Victoria, and RSPCA Tasmania had authority no to act in other jurisdictions.

- Stuart Roberts congratulated the board on a very pleasing outcome for the year. The importance of bequests to ensuring future financial security cannot be underestimated, and these reflect the good work done in the past.

Closure

The Chair again thanked those present for their support of the organisation during the previous year and declared the meeting closed at 3.07 pm.

Chair's Report 2020/2021

If the past year has taught us anything, it's that we must be resilient and adaptable in the face of adversity. We are immensely proud of the tenacity of our staff, volunteers, donors, supporters and our RSPCA Tasmania community. We are grateful for the continued stakeholder support we have received and the commitment so many people have shown to work together with us to improve animal welfare outcomes in the Tasmania, regardless of the challenges and obstacles around us.

We are a trusted voice in advocating for better animal welfare in Tasmania. We welcome answering questions or addressing issues posed by government, media and members of the community who come to us seeking our comment.

In line with our mission and purpose, we seek to achieve high animal welfare outcomes. This includes: best practice sheltering for at-risk animals; creating awareness and educating on how to properly care for animals; grassroots early intervention, strong advocacy and enforcing animal welfare law; and of course, matchmaking to find forever after homes.

I am pleased to say that RSPCA Tasmania adheres to high standards of governance. We are a unique animal welfare and rescue organisation who can boast an independent, professional and skilled Board of Directors. I express my thanks - both personally and organisationally - to our volunteer Directors for discharging their governance duties in such a diligent and committed way, and for actively progressing our efforts towards longer term and continuous sustainability.

We thank our dedicated staff and volunteers who so lovingly care for our animals, often in very difficult circumstances.

We also honour with much gratitude those who left us a gift in their Will. We pledge to keep their legacy alive by caring for vulnerable animals in need. Donations and gifts are vital to our sustainability and every dollar contributed goes directly into animal welfare and care.

We acknowledge the leadership of Jan Davis our CEO and thank our dedicated staff and volunteers. We would especially like to thank our many stakeholders for being so engaged and for affording us the opportunity to promote best animal practice and standards in such a collaborative way and for your patience and understanding, as we continued to navigate a Covid 'ever-changing' landscape.

In conclusion, while there is always much more to do, we are confident that together we will continue to make a difference and improve the lives of animals. We are excited about the future and all its possibilities.

Alex Garrott

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Attachment B: Explanatory Memorandum

These explanatory notes have been prepared for the information of Members in connection with an Annual General Meeting (**AGM**) of the Royal Society for the Prevention of Cruelty of Animals Tasmania (ACN 611 485 271) (**Company**) to be held on 26 November 2022 at 4.00pm in person at Launceston and via Zoom.

This Explanatory Memorandum is despatched with and forms part of the Notice of the Company's Annual General Meeting. All Members should read this Explanatory Memorandum in full.

RESOLUTION 6a – SPECIAL RESOLUTION TO REPLACE CONSTITUTION

If passed, the Resolution takes immediate effect.

As outlined in the Notice of Meeting, a Resolution is before the Members to replace the Company Constitution (the **Existing Constitution**) with the document circulated.

Section 136(1)(b) of the *Corporations Act 2001* provides that any amendment to the Constitution is required to be approved by a Special Resolution of Members. Therefore, to be passed, the resolution must be supported by 75% of the votes cast by Members voting on the Resolution, either in person, by proxy, by attorney or by authorised representatives at the AGM.

A copy of the new constitution is **enclosed** with the Notice of Annual General Meeting (**New Constitution**). The Existing Constitution is also available at [\[insert URL#\]](#).

RSPCA Tasmania engaged Page Seager to advise it in the review of the Existing Constitution and preparation of the New Constitution. The Existing Constitution was adopted at the time the company was established as a company limited by guarantee in 2016 having previously been constituted as an incorporated association under Tasmanian legislation. Some provisions in the Existing Constitution reflect that history and are not relevant to a company limited by guarantee. In addition, since that date, the federal government established the Australian Charities & Not for Profit Commission (**ACNC**) to register and regulate charitable organisations including RSPCA Tasmania. ACNC has released a model constitution applicable to not for profit companies limited by guarantee. Accordingly, this model constitution provides a more appropriate and contemporary template for RSPCA Tasmania's governance.

The New Constitution is based on the ACNC Template bringing the company's governance more in line with the regulator's expectations, current legislation and current corporate practices.

Some of the key substantive changes from the Existing Constitution which are incorporated in the New Constitution and which may be of interest to members are set out below.

Clause	Proposed change	Purpose of change
13	Classes of members: to be streamlined <u>from</u> current 4 classes being (i) Annual Members, (ii) Life Members, (iii) Honorary Life Members and (iv) Associate Members <u>to</u> 2 Classes being (i) Full Members and (ii) Life Members. All members must be persons. There is a separate group of persons and corporate bodies identified as Supporter Members who are not actually members of the company within the meaning of the Corporations Act and have no right to vote or stand for office.	Current structure is overly complex and lacks flexibility to accommodate changing advocacy and other needs. The changes simplify membership and reflect how the classes are actually currently being used. They also protect the rights of existing members as well as building in flexibility for potential future strategic changes. In particular, there is a desire to recognise a category of supporters in some formal way for advocacy purposes without diluting the formal 'membership' within the meaning of the Corporations Act. This has been translated into a class of Supporter Members who will have (outside the Constitution framework) an 'enrolment' or 'registration' process to document the relationship, communication and engagement channels, and benefits (eg trade mark licences for corporates) etc. Members of this group will have no right to vote or stand for office.
21	Dispute resolution: <u>replaces</u> a general requirement to develop and implement a dispute resolution mechanism <u>with</u> a lengthy section setting out a procedure for resolution of disputes between members, directors and company.	New provisions represent best practice, provide clarity and eliminate much of the operational effort of developing a process outside the constitution.
22	Disciplinary provisions: <u>replaces</u> a provision which allows the Board to discipline members on certain specific grounds by expelling the member <u>with</u> a provision which allows the Board to discipline members on more generalised grounds including breaching the constitution or behaviour causing or likely to cause harm or detriment to the company by warning, suspending or expelling the member. (Note that the specific grounds for disciplinary action in the Current Constitution are incorporated in the more generalised grounds set out in the New Constitution.)	The objective is to allow adaptation to external changes. The significance of the specific grounds listed in the Current Constitution may fade over time as other grounds emerge so reliance on the generalised provisions is more appropriate. The new provisions also allow for greater flexibility in outcomes meaning the outcome can be appropriately tailored to the particular issue rather than simply requiring expulsion in all cases.
23	Members right to request a general meeting: the provision that allows members with 5% of member votes to require directors to call a general meeting is replaced with a provision increasing that threshold number to 10% of member votes.	5% of members could be a very small absolute number. 10% is considered to be more likely to balance the need for the orderly conduct of the business and the appropriate acknowledgment of the role of members. It is also consistent with the threshold dictated by legislation for Incorporated associations in Tasmania.
31	Use of technology at general meetings: explicitly acknowledges the use of technology to conduct meetings which need not be face to face.	Reflects contemporary realities. Serves transparency and accountability to members, stakeholders and donors.
33	Casting vote at general meetings: removes the right of the chair of the meeting to exercise a casting vote.	The goal is to achieve consensus not impose the Board or Chair's views on members. Removal of any casting vote provisions reinforces the role of the members.
35	Members right to propose a resolution at a general meeting: inclusion of a provision that members with 25% of member votes can notify the company that they wish to move a members' resolution and require company to distribute members' statement.	The objective is to provide members with a voice.

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Clause	Proposed change	Purpose of change
42	Members right to call for vote in writing at a general meeting: replaces the provision that a vote in writing can be demanded by 2 members present with a provision calculating that threshold based on a percentage of members present (being 10%) and allowing the Chair to call for such a vote.	Members should have the right to call for a vote but exercising this right will have significant time and cost impact which means it should be exercised only when there is doubt about a close or uncertain doubt and that doubt is shared by a reasonable number of members. The Chair may also call for such a vote if s/he is in doubt about the outcome.
45	Number of directors: replaces a requirement for a minimum of 5 and a maximum of 9 directors with a requirement for a minimum of 3 and a maximum of 9 directors.	The new provisions are consistent with contemporary governance standards and allows for flexibility. The minimum of 3 is a safeguard only. This is particularly important in an environment of increasing director liability which has tended to make recruitment of board members more challenging.
46	Classes of directors: replaces a requirement for a minimum of 3 Elected Directors and maximum of 6 Appointed Directors <u>with</u> a requirement for a maximum of 3 Elected Directors and a maximum of 6 Appointed directors provided that there must be at least 1 Elected Director and 1 Appointed Director at all times. <small>(Note that a member with the requisite skills can be either an Elected Director or an Appointed Director. All Directors will be required to become a member if not already.)</small>	The goal is to preserve the membership position, that is, ensure members have a voice whilst allowing the Company to go outside the membership base to secure specific skills if necessary. This reflects contemporary governance and risk related requirements that drive the need for specific expertise and skills on a board.
46	Election of Elected Directors: replaces a very detailed prescriptive and expensive process embedding outdated forms of communications <u>with</u> a simple election process at general meetings.	The current provisions are ineffective, unworkable and outdated. The goal of the new provisions is to allow the company greater flexibility so as to reach members more effectively.
46	Eligibility of Directors: replaces a requirement that the person must have been a member for 6 months <u>with</u> a requirement that the person must be a member.	The goal is to retain the nexus between the board and membership without unnecessarily limiting the pool of potential directors at a time when director recruitment is challenging in light of director liabilities.
48	Director term/retirement: replaces a provision establishing a term of 3 years with a director able to serve 3 such terms <u>with</u> provisions that (a) at each AGM one third of directors must retire (such number to count any casual vacancy appointments made since the last AGM to replace directors who have resigned); (b) each director must retire at least at their third AGM; and (c) each director may serve a total of 9 years after which they may be reappointed or re-elected with a special resolution of the general meeting. To enable the transition of the current Board, the years currently served prior to the 2022 AGM are not counted for the purposes of calculating the 9 year limit on holding office. The maximum period for such directors to hold office (including the years served prior to the 2022 AGM) is, however, limited to 14 years.	The new provisions have several significant benefits: <ul style="list-style-type: none"> • all director terms are tied to AGMs significantly simplifying the operational burden of monitoring term expiry dates; • the one-third retirement requirement is intended to ensure continuity by avoiding the possibility of having all Directors retiring at once; • it is possible that a director with specific skills or expertise may wish to serve in office beyond 9 years and these provisions make this possibly but, at the same time, apply a safeguard against 'overstaying' in the form of a requirement that any such extension is only possible by a special resolution of the members <p>The objective of the transitional arrangements is to provide for a smooth transition to the new model and to capture the stability benefits of the board renewal/rotation requirements at an earlier date than would be otherwise possible.</p>

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Note that this is not an exhaustive description of all changes. Members are encouraged to read the New Constitution and the Current Constitution.

Directors' recommendation

The Directors advise that as at the date of the Notice of Meeting, they intend to vote FOR Resolution 1 (in their capacities as Members) and recommend that Members also vote FOR Resolution 1.

RESOLUTION 6b – APPLICABLE ONLY IF THE ABOVE RESOLUTION IS NOT PASSED BY MEMBERS

The Notice of Meeting presents two alternative resolutions.

- In the event that **Special Resolution 6a** is passed by members:
 - the New Constitution is adopted and it takes immediate effect;
 - there is no requirement for members to elect any directors at this meeting;
 - Resolution 6b is therefore redundant and can be ignored; and
 - the next item on the agenda of the meeting is Item 7.

- In the event that **Special Resolution 6a** is not passed by members:
 - the Existing Constitution remains in effect; and
 - members are asked to consider **Special Resolution 6b** appointing directors by a simple majority of members with each part in the same format as previous years.

Voting and Proxies

Determination of Entitlement to Attend and Vote

The Company has determined that only Members whose names are entered in the Company Register and who are financial for 2021/2022 are eligible to vote.

To check and/or update your membership and eligibility to vote please contact: Jan Davis, ph 0409 004 228; or email: rspca@rspcatas.org.au

Proxies

In accordance with clause 23 of the Constitution, a Member may appoint a proxy to attend and vote on behalf of the member. A proxy does not need to be a Member of the Company.

The Company has sent the Notice of Meeting and accompanying documents, including the proxy forms, to the nominated email address of all Members. If no email address has been provided to the Company this material will be posted to the Member.

Members who receive the Notice of Meeting material by email have the following options in appointing a proxy:

- (a) print, sign and post the proxy form to the nominated address below;
- (b) print, sign, scan and then email the proxy form to the nominated email address below; or
- (c) contact the Company and request written Notice of Meeting material (including the proxy form) be sent to the Member to be completed and then posted to the nominated address below.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Member by no later than 5pm (Hobart time) on Thursday 24th November 2022.

Proxies may be only lodged with the Company as follows:

- (a) by mail or delivery to PO Box 66 Mowbray 7248; or
- (b) by email to rspca@rspcatas.org.au

Proxies given by corporate Members must be

- (a) signed by two (2) directors; or
- (b) a director and the company secretary; or
- (c) an attorney of the corporate Member.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

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