

Spinal Life Australia Limited

ACN: 167 906 256

## NOTICE OF GENERAL MEETING

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Notice is hereby given that a General Meeting of Members of Spinal Life Australia Limited (ACN: 167 906 256) (the Company) is to be held on:

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Date: Monday 17 June 2024

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Time: 11.00 am AEST

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Venue: Members may join the meeting via videoconference.  
Dial in details will be issued separately.

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### BUSINESS:

#### 1. Welcome and Meeting Open

#### 2. Amendments to the Constitution

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

*That the Constitution of Spinal Life Australia Limited be amended with effect from the conclusion of the General Meeting by:*

1. *Deleting the existing Clause 3.1(2) and inserting new clause 3.1(2) as follows:*

*“ to co-ordinate and deliver opportunities to assist people with a disability to participate in sport, recreation and leisure opportunities to improve their health, wellbeing and social connections and to design and deliver best practice values-based services which address their needs and are member-driven;”*

2. *Deleting the existing Clause 3.1(4) and inserting new clause 3.1(4) as follows:*

*“to foster beneficial partnerships that develop the capacity of communities to meet the needs of people with a disability;”*

3. *Deleting the existing Clause 3.1(5) and inserting new clause 3.1(5) as follows:*

*“to develop and facilitate processes that encourage people with a disability to network and support their peers;”*

Note: For this resolution to be passed, at least 75% of the votes cast by members entitled to vote (either in person or by proxy) must be in favour of the resolution.

### 3. Close of Meeting

#### VOTING

Only **Ordinary Members** are eligible to vote. Employees of the Company are ineligible to vote but may attend and be heard at the meeting.

#### PROXIES

Ordinary Members may appoint a proxy to vote on their behalf at the General Meeting by completing and signing a Proxy Form, which will be issued separately.

Completed Proxy Forms must be received by no later than **11.00am (AEST) on Thursday 13 June 2024**.

More details can be found in the Explanatory Notes.

**Natalie von Snarski**  
Company Secretary

Dated: 23 May 2024

## EXPLANATORY NOTES

### 1. Amendments to the Constitution

Members will consider and, if thought fit, approve a Special Resolution for the Constitution to be amended in accordance with the requirements of section 136 of the *Corporations Act 2001* (Cth).

A Special Resolution of the members voting in favour of the resolution is required in order for the Special Resolution to be approved. This requires at least 75% of the votes cast by the members at the meeting (voting either in person or by proxy) to be cast in favour of the Special Resolution.

#### BACKGROUND ON AMENDMENTS

The proposed changes, and the purpose of the changes, are summarised below. A consolidated version of the Constitution incorporating the amendments in marked-up form is available at <https://www.spinal.com.au/gmJune2024>.

If the Special Resolution is approved, the changes in that document will be accepted and the document will become the Constitution on and from the date the Special Resolution is approved in accordance with section 137 of the *Corporations Act 2001* (Cth).

#### RATIONALE

In early 2024, the members of Sporting Wheelies and Disabled Sport and Recreation Association Queensland (Sporting Wheelies) voted to transition the operations of their organisation to Spinal Life Australia.

Since this decision, the management of the operations of Sporting Wheelies has transitioned to Spinal Life Australia, including an appointment of a new Chief Operating Officer and alignment of processes, systems and policies.

Sporting Wheelies continues to operate as Sporting Wheelies, at the same location – albeit now as a department of Spinal Life Australia.

Sporting Wheelies has traditionally received grants from the Queensland State Government and the Commonwealth Government to fund the development and delivery of sport and recreation activities for people with disability.

Discussions with the Queensland Government, particularly the Department of Tourism, Sport and Innovation (DTIS) have indicated that in order to remain eligible to apply for and receive grants from that Department, the Constitution of Spinal Life Australia needs to reflect an Object relating to “sport and recreational pursuits”.

With this in mind the Board of Spinal Life Australia obtained legal advice on proposed alternative wording to reflect “Sport and recreation” in the Objects of the Constitution of the organisation.

In accordance with the Constitution of Spinal Life Australia, members are required to be informed of and vote on any proposed amendments to the Constitution.

The proposed minor amendments to the Constitution are focused on ensuring our ongoing eligibility for grants from the Queensland State Government, and Commonwealth Government leading to better financial sustainability of services and activities offered through Sporting Wheelies. Two minor changes are also suggested to reflect the diverse audience of people with disability who will benefit from Sporting Wheelies programs – even if they are not yet members of Spinal Life Australia.

As a result, it is proposed that changes be made to the Constitution in relation to the “Objects” of the organisation contained therein.

The key changes included in the Constitution are set out in the table below.

Object	Brief Description of Change
Objects 3.1 (2)	<p>Insertion of wording relating to sport, recreation and leisure in Object 2:</p> <p><b>Existing</b> “ to design and deliver best practice values-based services which address members' needs and are member-driven;”</p> <p><b>Recommended change</b> “ to co-ordinate and deliver opportunities to assist people with a disability to participate in sport, recreation and leisure opportunities to improve their health, wellbeing and social connections and to design and deliver best practice values-based services which address their needs and are member driven;”</p>
Objects 3.1 (4)	<p>Replacement of the term “members” with the term “people with disability” in Object 4:</p> <p><b>Existing</b> “to foster beneficial partnerships that develop the capacity of communities to meet the needs of members and other people with a disability;”</p> <p><b>Recommended change</b> “ to foster beneficial partnerships that develop the capacity of communities to meet the needs of people with a disability;”</p>

Objects 3.1 (5)	<p>Replacement of the term “members” with the term “people with disability” in Object 5:</p> <p><b>Existing</b> “ to develop and facilitate processes that encourage members to network and support their peers;”</p> <p><b>Recommended change</b> “to develop and facilitate processes that encourage people with a disability to network and support their peers;”</p>
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Members are asked to vote on these proposed amendments to the Constitution.

## CONCLUSION

The directors believe that the proposed amendments to the Constitution will ensure the organisation is able to apply for grants from the widest possible source of funding bodies.

The directors unanimously recommend that members vote **in favour** of the resolution to adopt the amendments to the Constitution.

## MEETING INFORMATION

### Attending the General Meeting of Members

This general meeting of members will be held as an **online only** meeting,

We have engaged a third-party provider of meeting services to conduct the meeting through their easy-to-use online platform, which allows you to listen to discussion and vote on the proposed Constitutional amendments.

Spinal Life Australia acknowledges that not all people may have access to the required technology to take part the meeting, but through the provision of proxies is supporting the widest possible participation in the voting on the proposed Constitutional amendments.

If you require assistance to participate, please contact Irene Campbell on 07 3435 3121 or email [icampbell@spinal.com.au](mailto:icampbell@spinal.com.au) by **11.00am Thursday 13 June 2024**.

If you wish to take part via the online platform, you will need a computer, smartphone or tablet with internet access.

We recommend logging on **at least 15 minutes prior** to the scheduled start time for the General Meeting of Members.

Instructions will be issued separately and will be available at <https://www.spinal.com.au/gmJune2024>.

## Voting

**Ordinary Members** are eligible to vote. Employees of the organisation are ineligible to vote but may attend and be heard at the meeting.

The resolution to amend the Constitution will be subject to a poll of members. The results of the poll will be announced at <https://www.spinal.com.au/gmJune2024> following the meeting.

### Members can vote in the following ways:

- **Appointment of a proxy:** If you are entitled to attend the General Meeting of Members and vote, you may appoint an individual or a body corporate as a proxy. A proxy does not have to be a member of the organisation. If you appoint a proxy, you may either direct your proxy how to vote or give your proxy discretion to vote as they see fit. If you appoint the Chair of the meeting as your proxy, and you do not direct your proxy on how to vote the resolutions, then by submitting the proxy appointment you will be expressly authorising the Chair to exercise your proxy on the resolutions.
- **Voting in person:** Members participating in the meeting online will be able to vote directly at the appropriate time in accordance with any instructions of the meeting host. This will take place using a computer, smartphone or tablet device via the online platform.
- You can find more instructions on how to vote during the meeting in the guide available at <https://www.spinal.com.au/gmJune2024>.

More information on the voting process and appointment of proxies will be provided to members separately to this Notice of Meeting.

## Proxies

Ordinary Members are welcome to **appoint a proxy** if they do not plan to participate in the meeting.

A proxy has certain rights, such as the right to attend the meeting and participate on your behalf.

Proxy Forms and online appointments of proxies must be received by no later than **11.00am Thursday 13 June 2024**

More details on appointing a proxy will be provided to all Spinal Life Australia members separately.

If you have not received a copy of the Proxy Form by Monday 10 June 2024, you can contact Irene Campbell on 07 3435 3121 and a form will be sent to you.

This form must be returned by email, post, or fax by **11.00am Thursday 13 June 2024** as follows:

Company Secretary  
Spinal Life Australia  
Mail to: PO Box 5651  
WEST END QLD 4101  
Fax to: 1300 655 885  
Email: [ldreves@spinal.com.au](mailto:ldreves@spinal.com.au)

### Questions from members

In accordance with the *Corporations Act 2001* (Cth), the Chair for the meeting will allow a reasonable opportunity at the meeting for members to ask questions or make comment about Spinal Life Australia.

Members may ask a question during the meeting by calling Irene Campbell on 07 3435 3121. The question will be passed to the Deputy Chair of the board of the meeting.

Members may also submit written questions if they are unable to attend the meeting or wish to submit the question beforehand. Questions can be submitted by using the contact details set out under Further Information below.

### Special requirements

Members are asked to notify Spinal Life Australia of any special requirements to enable them to participate in the meeting by **11.00am Thursday 6 June 2024**.

### Further Information

If you wish to submit a question or if you need any further information about attending the online meeting, please contact:

Irene Campbell  
Spinal Life Australia  
PO Box 5651  
WEST END QLD 4101  
Phone: 07 3435 3121  
Email: [icampbell@spinal.com.au](mailto:icampbell@spinal.com.au)