

**SUNNYFIELD**

ACN 000415 127

Minutes of the 71st Annual General Meeting of Members Held on Wednesday, 26 October 2022 at 6.00pm at North Ryde Golf Club, Twin Road North Ryde NSW 2113

Present at the meeting

Board:	Karen Ingram (Chair), John Batistich, Michael Brent, Matthew Daly, Julia Gunn, Melissa Hammel, Vivian Quinn, Johannes (Hans) Van Der Wiel, Clare Sowden
Patrons:	Bryan Whiddon OAM, Air Chief Marshal Sir Angus Houston AK, AFC (Ret'd)
Apologies:	Bryan Whiddon, Sir Angus Houston and Mike Nicholls
Members:	11 Family Members and 5 General Members were present at the meeting.
Management:	Andrew Hyland (CEO), Andrew Walker (CFO), Penelope Anderson (GMSL), Matt Cleary (CSDO), Peter Dixon (GMCS), Sandie Hogarth-Scott (GMP), Mike Le Geyt (GMQRC), Rosie Stilin (aiGMPLC), Gary Smith (CIO), Bruce Tosello (CCMEO), Steve Bull (aiGMES), David Grey (Acting CoSec)
Other invitees:	Vida Virgo and Emily Quimby (Ernst & Young)

1. Welcome and introductions

The Acting Company Secretary delivered an Acknowledgement of Country and outlined the process for how the meeting would be conducted.

The Acting Company Secretary confirmed that a quorum of 10 members was present for the meeting to commence at 6.00pm.

The Chair opened the meeting at 6.08 pm and welcomed clients, members, families, directors and staff of Sunnyfield and acknowledged Sunnyfield patrons and their apologies for not being able to attend.

The Chair introduced Sunnyfield's Board of Directors and its new CEO Andrew Hyland and asked him to speak. Andrew Hyland, CEO, introduced himself and his background and the members of the Senior Leadership Team. The CEO handed over to the Chair.

The Chair acknowledged that Sunnyfield's auditors were present and welcomed Vida Virgo and Emily Quimby of Ernst and Young.

2. Respect to passed clients and members

The Chair directed Members' attention to a screen presentation of Clients and Members who had passed away since the last AGM and observed a minute silence.

3. Notification of new members

The Chair welcomed two new members in the last 12 months, Johannes (Hans) Van Der Wiel and David Plummer. The Chair noted Johannes (Hans) Van Der Wiel was a board member and Mr Plummer's apologies for not attending the meeting.

4. Apologies of Members

The Chair noted that Heather Milnes and John and Robyn Harston also gave their apologies for not being able to attend the meeting.

5. Presentations and questions

The Chair formally welcomed everyone to celebrate the 71st Anniversary of Sunnyfield and the contribution of the founders and family and the farewell of their long-term CEO, Caroline Cuddihy. The CEO gave an overview of:

- (i) Sunnyfield's vision, mission and values for Clients;
- (ii) A breakdown of Sunnyfield's Services and Locations;
- (iii) The implications of NDIS, Crown Lands Project, revenue growth and net assets to FY23, FY22 strategy achievements, the strength of the balance sheet and business performance moving forward for future years; and
- (iv) The strategy initiatives on Skills for life, SLES jobs program, Orchard Hills Community Hub "Kindness Project," and other Supported Co-ordination efforts for leaving home, new accommodation arrangements, including the Community Hub in Armidale and Sunnyfield's First Shared Living Home in Edenbridge.

The Chair acknowledged the privilege to be Chair of Sunnyfield and thanked Clients, Families, Carers, Staff and fellow Directors for graciously giving their time and energy to support Sunnyfield and to donors and volunteers.

The Chair invited questions at the end of the presentation and proceeded to the formal meeting agenda items.

4.1 Amendment to Sunnyfield Constitution

The Chair noted at 4.1 that the special resolution required Member approval to remove clause 8.2 of the Constitution set out below. Members by show of hands and by proxy voted as follows:

	For*	Against	Abstain	Total
Resolution 4.1: Amendment to Sunnyfield Constitution to delete At no may there be more than 20 Honorary Life Members	34	0	0	34

* Includes 17 proxies appointing the Chair to vote and 1 for Melissa Hammel to vote) plus all General Members and Family Members voted in favour by a show of hands.

4.2 Minutes of Previous Annual General Meeting in 2021

The Chair noted that a copy of the signed minutes of the 2021 Annual General Meeting was included with the Notice of Meeting for notation. There was no requirement to vote on, approve or adopt the Minutes. The Chair gave Members the opportunity to ask questions on the minutes. No questions or comments were raised.

4.3 Receipt of Annual Financial Statements

The Chair noted that summary Financial Statements for 30 June 2022 had been included with the Notice of Meeting and copies of the full financial statements were available from

Sunnyfield. It was noted that there was no requirement to vote on, approve or adopt the Financial Statements. The Chair gave Members a reasonable opportunity to ask questions. No questions were raised.

4.4 Election of Directors

The Chair noted that five Directors being Michael Brent, Clare Sowden, Julia Gunn, John Batistich and Johannes (Hans) Van Der Wiel are retiring at the meeting under articles 17.11 & 17.13 of the Constitution.

The Chair invited each of the Directors standing for re-election to briefly address the Meeting. The Chair updated Members on the numbers of proxies received from Members in relation to the resolutions to re-elect the Directors were as follows:

	For*	Against	Abstain	Total
Resolution 5.3: Re-election of Michael Brent	18	0	0	18
Resolution 5.4: Re-election of Clare Sowden	18	0	0	18
Resolution 5.5: Re-election of Julia Gunn	18	0	0	18
Resolution 5.6: Re-election of John Batistich	18	0	0	18
Resolution 5.7: Re-election of Johannes (Hans) Van Der Wiel	18	0	0	18

* Includes 17 proxies appointing the Chair to vote and 1 for Melissa Hammel to vote).

5.3: Election of Directors – Michael Brent

The resolution to re-elect Michael Brent was put to a vote and the resolution passed unanimously on a show of hands.

5.4: Election of Directors – Clare Sowden

The resolution to re-elect Clare Sowden was put to a vote and the resolution passed unanimously on a show of hands.

5.5: Election of Directors – Julia Gunn

The resolution to re-elect Julia Gunn was put to a vote and the resolution passed unanimously on a show of hands.

5.6: Election of Directors – John Batistich

The resolution to re-elect John Batistich was put to a vote and the resolution passed unanimously on a show of hands.

5.7: Election of Directors – Johannes (Hans) Van Der Wiel

The resolution to re-elect Johannes (Hans) Van Der Wiel was put to a vote and the resolution passed unanimously on a show of hands.

5.8 Special Business: Honorary life Membership – Ross Rathmell

The meeting was asked to consider the nomination by the Sunnyfield Board of Ross Rathmell as an Honorary Life Member for his outstanding service to Sunnyfield. The Chair provided an overview of Ross’ significant service and the Chair’s fond memory of working with Ross Rathmell.

Members were then referred to the screen showing that 18 proxies were received from Members in relation to the resolution to nominate Ross Rathmell as an Honorary Life Member and with votes from the floor the total numbers were as follows:

	For*	Against	Abstain	Total*
Resolution 4.5: Election of Ross Rathmell as Honorary Life Member	34	0	0	34

* Includes 18 proxy votes (17 appointing the Chair to vote and 1 for Melissa Hammel to vote) and votes from the floor.

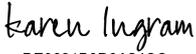
Election of Honorary Life Members – Ross Rathmell

The resolution to elect Ross Rathmell as an Honorary Life Member was put to a vote and was passed unanimously on a show of hands.

6. Close of formal business

The Chair closed the meeting at 7.38 pm.

Signed as a correct record

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Karen Ingram, Chair

Date: 24-Feb-2023