

Minutes of the 73rd Annual General Meeting of Members held on Wednesday, 23 October 2024 at 6.00pm at Roseville Golf Club, 4 Links Avenue, Roseville NSW 2069

Present at the meeting

Board:	Karen Ingram (Chair), Mike Nicholls (Deputy Chair), John Batistich, Michael Brent, Matthew Daly, Vivian Quinn, Johannes (Hans) Van Der Wiel, Melissa Hammel ¹
Patrons:	Air Chief Marshal Sir Angus Houston AK, AFC (Ret'd)
Apologies:	Sir Angus Houston
Members:	9 Family Members and 10 General Members were present at the meeting
Management:	Andrew Hyland (CEO), Andrew Walker (CFO), Penelope Anderson (GMSL), Gavin Hudson (GMDS), Mike Elvidge (GMES), Sandie Hogarth-Scott (GMP), Mike Le Geyt (GMQRC), Rosie Stilin (GMPLC), Barry Kenyon (GMEF), David Grey (CoSec)
Other invitees:	Siobhan Drury and Emily Quimby (Ernst & Young)

1. Welcome and Introductions

The Company Secretary welcomed everyone to take their seats and outlined the venue requirements for the Annual General Meeting (**AGM**). The 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 6.06 pm and welcomed clients, members, families, directors, and staff of Sunnyfield and acknowledged that Sunnyfield's patron, Sir Angus Houston, gave his apologies for not being able to attend.

The Chair noted some Honorary Members were present, including Brien and Janice Mendham, Malcolm Park and Dr John Carter but confirmed other Members apologies for not being able to attend the meeting.

The Chair noted that the AGM for the first time was live on zoom and welcomes those members that could not be present in person. The Chair updated that Melissa Hammel a Sunnyfield director was online for the meeting along with other members attending. The Chair confirmed with the Company Secretary that attendees on zoom had clear audio and visual access to the meeting.

The Chair updated on the meeting proceedings and introduced Sunnyfield's Board of Directors and thanked former director Julia Gunn who resigned during the year and confirmed that John Batistich retires as a director at the AGM. The Chair thanked them for their skill, expertise and service to Sunnyfield.

2. Chair

The Chair acknowledged the traditional owners of the lands on which the meeting was held and paying respects to elder's past, present and emerging.

The Chair thanked everyone present and announced that it was Sunnyfield's seventy-third

¹ Melissa Hammel was online by zoom conference call.

AGM.

The Chair acknowledged the sad passing of Bryan Whiddon, one of Sunnyfield's two patrons, and gave thanks for all of the ways in which Bryan contributed to the formation, governance, client-service focus and ongoing sustainability of Sunnyfield. The Chair also acknowledged the ongoing legacy of Bryan and the Whiddon family through their continued involvement with Sunnyfield; namely Melissa Hammel as Board Director and Tom Perrett as Board Associate. The Chair asked those present at the AGM to observe a minute's silence in remembrance of, and in respect for, Bryan and each client, member and staff member of Sunnyfield whom had passed away in the period since the last AGM. The Chair stated that they, and their families, remain in our thoughts.

The Chair then presented to the AGM, including the prior 12 months of performance against Sunnyfield's client-service outcomes and strategic direction. The Chair also outlined the strategy for working on the development of the 185 Allambie Road site into a Centre of Excellence in line with the Crown Lands grant, and the potential acquisition of a separate site nearby for Sunnyfield's head office and one community hub, which would result in a more sustainable physical and financial outcome for Sunnyfield.

The Chair thanked each staff member, each director, each client and each family member of Sunnyfield for continuing to be part of the Sunnyfield community.

3. **CEO Update**

The Chair asked the CEO, Andrew Hyland, to speak.

Andrew Hyland, CEO, introduced himself, his Senior Leadership Team and provided an update on Sunnyfield's clients and services, investments in technology, people and services and the proposed relocation to new premises at 26 Rodborough Road Frenchs Forest.

The CEO further explained Sunnyfield's financial performance, its payroll tax issue and business activities, NDIS challenges and top quartile survey results, and detailed why the relocation to Frenchs Forest gave greater capital benefit to clients including for future initiatives such as the expansion of locations and services.

The CEO thanked everyone, concluded and handed over to the Chair.

4. **Formal Proceedings**

The Chair opened the formal proceedings and advised Members on the matters for consideration and on the process of how to vote.

Resolution 4.1: Presentation of Minutes of 2023

The Chair noted that signed Minutes for 2023 were included with the Notice of Meeting. It was also noted that there was no requirement to vote on, approve or adopt the signed Minutes. No questions were raised.

Resolution 4.2: Annual Financial Statements

The Chair noted that summary Annual Financial Statements for 30 June 2024 and Auditors Report were included with the Notice of Meeting. It was also 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.

Resolution 4.3 to 4.4: Election of Directors

The Chair noted that two Directors: Melissa Hammel and Mike Nicholls are retiring at the meeting under articles 17.11 and 17.13 of the Constitution.

4.3: Election of Directors – Melissa Hammel

The Chair updated on Melissa Hammel's desire to continue her work with Sunnyfield and seek re-election. The resolution to re-elect Melissa Hammel was put to a vote and the resolution passed unanimously on a show of hands and confirmation of one (1) vote online from the Company Secretary's update.

4.4: Election of Directors – Mike Nicholls

Mike Nicholls addressed the AGM on his desire to continue his work with Sunnyfield and seek re-election. The resolution to re-elect Mike Nicholls was put to a vote and the resolution passed unanimously on a show of hands and confirmation of one (1) vote online from the Company Secretary's update.

The Chair updated Members on the numbers of votes and proxies received from Members in relation to the resolutions to re-elect the Directors as follows:

	For*	Against	Abstain	Total
Resolution 4.3: Re-election of Melissa Hammel	22	0	0	22
Resolution 4.4: Re-election of Mike Nicholls	22	0	0	22

** Includes 2 proxies appointing the Chair to vote and one (1) voter online. Melissa Hammel abstained from voting on her re-election and Mike Nicholls abstained from voting on his re-election.*

Resolution 4.5: Honorary life Membership

The Chair updated the meeting to consider the nomination by the Sunnyfield Board of Caroline Wilkinson as Honorary Life Member for her outstanding service to Sunnyfield. The resolution to appoint Caroline Wilkinson as Honorary Life Member was put to a vote and the resolution passed unanimously on a show of hands and confirmation of one (1) vote online from the Company Secretary's update.

The Chair updated Members on the numbers of votes and proxies received from Members in relation to the resolution for Honorary Life Membership as follows:

	For*	Against	Abstain	Total*
Resolution 4.5: Election of Caroline Wilkinson as Honorary Life Member	22	0	0	22

** Includes 2 proxies appointing the Chair to vote and one (1) voter online.*

The Chair congratulated Caroline Wilkinson on her appointment as Honorary Life Member and thanked her for her continued support of Sunnyfield. Ms Wilkinson was unable to attend the AGM.

5 Special Business: Amendment to Sunnyfield Constitution

5.1 Amendment to Sunnyfield Constitution to reduce Member numbers to convene and hold General Meetings

The Chair read out the Special Business 5.1 to consider, and if thought fit to pass the following resolution as a special resolution by amending Article 14.5 of the Constitution as follows:

Article 14.5

No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and remains present at all times during the meeting. Save as herein otherwise provided ~~ten (10)~~ five (5) Members personally present shall constitute a quorum for a General Meeting.

The special resolution to amend Article 14.5 of the Constitution was put to a vote and the resolution passed unanimously on a show of hands and confirmation of one (1) vote online from the Company Secretary's update.

The Chair updated Members on the numbers of votes and proxies received from Member in relation to the resolution to amend Article 14.5 of the Constitution as follows:

	For*	Against	Abstain	Total
Resolution 5: Amendment to Sunnyfield Constitution to reduce Member numbers to convene and hold General Meetings	22	0	0	22

** Includes 6 proxies appointing the Chair to vote and one (1) voter online.*

6 Close of formal business

The Chair closed the meeting at 6.41 pm and thanked everyone, including staff, management, fellow directors, donors and volunteers and proceeded to the service awards.

Signed as a correct record.

.....

Karen Ingram, Chair

Date: