

Minutes of the 72nd Annual General Meeting of Members held on Wednesday, 25 October 2023 at 6.00pm at Roseville Golf Club, 4 Links Avenue, Roseville NSW 2069

Present at the meeting

Board:	Karen Ingram (Chair), John Batistich, Michael Brent, Matthew Daly, Julia Gunn, Johannes (Hans) Van Der Wiel
Patrons:	Bryan Whiddon OAM, Air Chief Marshal Sir Angus Houston AK, AFC (Ret'd)
Apologies:	Bryan Whiddon, Sir Angus Houston, Vivian Quinn, and Melissa Hammel
Members:	10 Family Members and 11 General Members were present at the meeting
Management:	Andrew Hyland (CEO), Andrew Walker (CFO), Penelope Anderson (GMSL), Gavin Hudson (GMCS), 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. 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 6.05 pm and welcomed clients, members, families, directors, and staff of Sunnyfield and acknowledged Sunnyfield patrons and gave their apologies for not being able to attend. The Chair also updated that two directors, Vivian Quinn, and Melissa Hammel, had given their apologies. The Chair noted the Honorary Members present, including Brien and Janice Mendham, Malcolm Park, John Harston, and Lloyd Draney.

The Chair updated on the meeting proceedings and introduced Sunnyfield's Board of Directors and provided an update on the proceedings.

2. Chair Update

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

The Chair noted that certain Members also made their apologies for not being able to attend the meeting.

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 the Company's people, clients, and services, on investments in people and services and Crown lands development and thanked Sunnyfield's sponsors. The CEO 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 2022

The Chair noted that signed Minutes for 2022 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 2023 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 4.5: Election of Directors

The Chair noted that three Directors: Karen Ingram, Vivian Quinn, and Matthew Daly are retiring at the meeting under articles 17.11 & 17.13 of the Constitution.

4.3: Election of Directors – Karen Ingram

The Chair updated the meeting on her desire for re-election and handed to the CoSec for proper governance to move Resolution 4.3 for Karen Ingram.

The CoSec confirmed that Resolution 4.3 was passed unanimously on a show of hands.

The Chair continued to chair the meeting.

4.4: Election of Directors – Vivian Quinn

The Chair updated on Vivian Quinn's apologies and her desire to continue her work with Sunnyfield and seek re-election. The resolution to re-elect Vivian Quinn was put to a vote and the resolution passed unanimously on a show of hands.

4.5: Election of Directors – Matthew Daly

The Chair offered Matthew Daly the right to address the meeting. Mr Daly updated on his wish for re-election. The resolution to re-elect Matthew Daly was put to a vote and the resolution passed unanimously on a show of hands.

The Chair updated Members on the numbers of 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 Karen Ingram	27	0	0	27
Resolution 4.4: Re-election of Vivian Quinn	27	0	0	27
Resolution 4.5: Re-election of Matthew Daly	27	0	0	27

** Includes 6 proxies appointing the Chair to vote*

5. **Resolution 4.6 and 4.7: Honorary life Membership**

The Chair updated the meeting to consider the nomination by the Sunnyfield Board of Patricia McKenzie and Tom Pockett as Honorary Life Members for their outstanding service to Sunnyfield. Members were referred to the screen showing that 6 proxies were received from Members for each candidate. Resolutions 4.6 and 4.7 were put to a vote each passing unanimously on a show of hands. The Chair noted voting for Honorary Life Membership was as follows:

	For*	Against	Abstain	Total*
Resolution 4.6: Election of Patricia McKenzie as Honorary Life Member	27	0	0	27
Resolution 4.7: Election of Tom Pockett as Honorary Life Member	27	0	0	27

** Includes 6 proxies appointing the Chair to vote*

6. **Special Business: Amendment to Sunnyfield Constitution**

The Chair noted that clause 1.3 and other clauses of the Constitution be amended by special resolution to add the ability for the use of electronic communications in the Constitution and this special resolution required Member approval as set out below. The Chair updated the total votes from Members by show of hands and by proxy voted as follows:

	For*	Against	Abstain	Total
Resolution 5: Amendment to Sunnyfield Constitution for electronic communications	27	0	0	27

** Includes 6 proxies appointing the Chair to vote*

7. **Close of formal business**

The Chair closed the meeting at 6.55 pm and thanked everyone, including staff, management fellow directors, donors and volunteers and proceeded to the service awards.

Signed as a correct record.



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Karen Ingram, Chair

Date: 5 September 2024