

**ADVANCED PAEDIATRIC LIFE SUPPORT, AUSTRALIA  
ACN 085 581 362  
("APLS")**

**Notice of Annual General Meeting**

Notice is hereby given that an Annual General Meeting of the Company will be held at **Stamford Grand Adelaide** on **20 October 2016** at **5pm**

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**General Business:**

1. The Minutes of the APLS AGM for 2015 to be confirmed by Members.
2. The Annual Report for 2016 will be tabled at the meeting.  
To consider and if thought fit, pass a resolution that the Annual Report for the Company for the year ended 30 June 2016 be accepted.

**Special Business**

To consider, and if thought fit, pass, the following resolutions as **special resolutions**:

1. THAT clause 18.1 be amended to read: "The number of Directors comprising the Board will be 9 consisting of the following natural persons:"
2. THAT clause 18.1(a) be amended to read: "6 elected Directors nominated under clause 18.4(a) (**Member Nominated Directors**); and"
3. THAT clause 18.1(b) be amended to read: "3 elected Directors nominated under clause 18.4(b) (**Board Nominated Directors**)."
4. THAT clause 18.3(a) be amended to read:  
  
"All Directors will hold office for a term of approximately 2 years commencing at the end of the Annual General Meeting at which they were elected and expiring at the end of the second Annual General Meeting after their election, at which time they will retire."
5. THAT clause 18.3(b) be amended to read:  
  
"A retiring Director is eligible for re-nomination as a candidate for election, provided that they:

- (a) meet the general criteria under clause 18.2; and
  - (b) do not serve more than three consecutive terms.”
6. THAT a new provision be inserted as clause 18.3(c) which shall read:
- (c) “The Board will develop and implement a rotation policy to try to ensure that at each Annual General Meeting:
    - (i) one-half of the Member Nominated Directors; and
    - (ii) one-third of the Board Nominated Directors –  
retire from office.”
7. THAT a new provision be inserted as clause 18.6, titled, “Transitional Arrangements” which shall read:
- (a) “Notwithstanding clause 18.3, any Director who is serving as a Director at the date of the adoption of this amended Constitution, shall be entitled to remain in office for the balance of their current term.
  - (b) Anyone who is appointed or re-appointed as a Director at the Annual General Meeting at which this amended Constitution is adopted will be subject to the Constitution as amended.”
8. On the basis that Resolutions 1-7 above are passed to consider and if thought fit pass a resolution that Di Crellin, Malcolm Higgins, Jennifer Martens, and Jacquie Schutz be appointed as Member Nominated Directors of APLS.
9. To consider and if thought fit confirm the appointment of Board Nominated Directors Ian McCall, Alan O’Connor, and Jason Acworth.

**Phillip Davies**  
Secretary

Dated this ..... day of ..... 2016

## Minutes of Annual General Meeting 2015

The Annual General Meeting of the Advanced Paediatric Life Support Australia was held on Thursday 22 October 2015 at Coogee Beach – Sydney 4.45pm – 5.30pm.

### **1. Open Meeting and Presidents Report**

The meeting was opened by the President of APLS Stuart Lewena, who welcomed members of APLS. Stuart Lewena referred to his report sent to members earlier this month. He discussed briefly the achievements of the Company in 2015 and its future challenges.

### **2. Minutes from 2014 AGM**

Were accepted as true and accurate record.

### **3. Receive and Consider Financial Statements for financial year ending June 30 2015**

The Annual Report for the year ending June 30 2015 was provided. Phillip Davies the CEO presented on the financial statements for 2015. It was moved that the annual report for financial year ending June 30 2015 be accepted.

### **4. Special Resolution – Appointment of member Director**

The motion was moved and passed unanimously for the re-election of Stuart Lewena.

### **5. Special Resolution – Appointment of non-member Directors**

The motion was moved and passed unanimously confirming the re-appointment of non-member Directors Ian McCall and Alan O'Connor.

### **6. Meeting Close**

Stuart Lewena declared the meeting closed at 5.30pm.

## ANNUAL GENERAL MEETING AGENDA 2016

20 October 2016  
Stamford Grand Adelaide  
5pm – 5.30pm

1. Confirm the Minutes of the AGM for 2015
2. Resolution to endorse changes to the Company's Constitution
3. Resolution to endorse Di Crellin, Malcolm Higgins, Jennifer Martens, and Jacquie Schutz as Member Nominated Directors of the Company in accordance with the Company Constitution
4. Resolution to endorse Board Nominated Directors Ian McCall, Jason Acworth, and Alan O'Connor in accordance with the Company Constitution
5. Presidents Report
6. Presentation on Financial Statements
7. Resolution to endorse Financial Statements (Annual Report 2016)