



**COUNCIL OF SOCIAL SERVICE OF NEW SOUTH WALES
ACN 001 797 137**

NOTICE OF ANNUAL GENERAL MEETING

This is the official Notice to members of the Council of Social Service of New South Wales (**NCOSS**), and others entitled to receive it, that the NCOSS Annual General Meeting (**AGM**) will be held on Friday, 24 November 2023 from 10:00am AEDT.

The AGM will take place on Gadigal Country in the Blue Gum Hall at Yirranma Place, 262 Liverpool Street, Darlinghurst, NSW 2010, and by livestream.

The Explanatory Notes in this Notice provide additional information on matters to be considered at the AGM. The Explanatory Notes form part of this Notice.

1 OPENING OF MEETING

- 1.1. President's Welcome
- 1.2. Welcome to Country
- 1.3. Present and apologies

2 MINUTES OF PREVIOUS MEETING

- 2.1. Confirm minutes of Annual General Meeting, [25 November 2022](#).

3 BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2023.

Explanatory Notes

As required by section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Financial Report, Directors' Report, and Auditor's Report for the most recent financial year must be laid before the meeting. Links can be found on page 6.

There is no requirement for a formal resolution on this item.

The Chair of the meeting will allow a reasonable opportunity at the meeting to address any submitted questions about the reports of NCOSS. Please see the Questions section on page 8 for information about how to ask questions at the AGM.

Item 2: Board Election

To elect Directors to the NCOSS Board.

Explanatory Notes

Background

The Board currently comprises a maximum of 10 Directors under rule 28.1 of the NCOSS Constitution. However, the maximum number of Directors may be exceeded to ensure that NCOSS has, at all times, at least one First Nations representative. This is set out in rule 29.2.

NCOSS Directors as at 24 November 2023 are:

- **John Robertson**, CEO of NCOSS member organisation, Foodbank NSW & ACT, and President of the NCOSS Board
- **Bradley Webb**, individual NCOSS member and CEO of Castle
- **Beverly Baker**, CEO of NCOSS member organisation Older Women's Network NSW
- **John Leha**, CEO of NCOSS member organisation, AbSec, and a First Nations Director
- **Jenni Beetson-Mortimer**, CEO of NCOSS member organisation, Northern Rivers Community Gateway, and a First Nations Director
- **Wendy Foote**, individual NCOSS member and Associate Professor in the School of Humanities, Creative Industries, and Social Sciences at the University of Newcastle
- **Katherine McKernan**, individual NCOSS member and Executive Director, National Legal Aid
- **Elfa Moraitakis**, CEO of NCOSS member organisation, SydWest Multicultural Services
- **Jack Whitney**, individual NCOSS member and former President of the Australian Association of Social Workers, NSW Branch
- **Karlie Stewart**, individual NCOSS member and a First Nations Director. She is also Program Manager, Aboriginal Healing at NCOSS member organisation Weave Youth and Community Services, and Lecturer, School of Social Work, University of Wollongong.

Directors standing down at the 2023 AGM

Rule 31 of the NCOSS Constitution requires one third of elected Directors to stand down each year. They may retire from the Board or seek nomination to stand for re-election. These provisions of the Constitution are meant to ensure that there are regular opportunities to refresh the Board.

Any casual vacancies that arose during the year must also be put forward for election.

Ms Elfa Moraitakis, Mr Jack Whitney and Ms Beverly Baker are stepping down at the 2023 AGM. Ms Baker and Mr Whitney are retiring from the Board. Ms Moraitakis is standing for re-election. No casual vacancies arose during the year.

At the 2023 AGM there are, therefore, three vacancies to be filled. The following six candidates were nominated:

- Ms Elfa Moraitakis
- Ms Evelyne Tadros
- Ms Jenna Roberts
- Mr Mark Degotardi
- Ms Margaret Tipper
- Ms Michelle Fraser

Voting

Members will be able to vote for the three candidates they would most like to see join the NCOSS Board through an online poll.

By voting for a candidate in the online poll, you'll be voting for the resolution (listed below) that they be elected to the Board. The resolutions that receive the most votes in a simple majority (ie: an ordinary resolution), will be the resolutions declared carried at the AGM and the candidate to which the resolution relates will be declared elected by the Chair. See also page 7 for information about voting rights and how to vote.

Information about Elfa Moraitakis' nomination: Resolution 2.1

Ms Elfa Moraitakis has been an NCOSS Director since the 2020 AGM and is a member of the Board's Risk & Compliance Committee and Human Resources Committee. She is stepping down as required under the Board refresh provisions of the NCOSS Constitution (rule 31) and is standing for re-election.

Elfa is Chief Executive Officer and nominated representative of SydWest Multicultural Services, an NCOSS member organisation. [Information](#) Elfa has provided in support of her nomination forms part of this Notice of Meeting.

Elfa's nomination was proposed by Jenni Beetson-Mortimer, CEO and nominated representative of NCOSS member organisation, Northern Rivers Community Gateway, and a current NCOSS Board Director. It was seconded by Wendy Foote, individual member, current NCOSS Board Director, and Associate Professor in the School of Humanities, Creative Industries, and Social Sciences at the University of Newcastle.

Elfa has provided NCOSS with her Director Identification Number, which nominees must have to be able to act as a Director on the NCOSS Board if elected.

Information and Evelyne Tadros' nomination: Resolution 2.2

Dr Evelyne Tadros is Chief Executive Officer and nominated representative of NCOSS member organisation, the Mental Health Coordinating Council. [Information](#) Evelyne has provided in support of her nomination forms part of this Notice of Meeting

Evelyne's nomination was proposed by Katherine McKernan, an individual member of NCOSS, current NCOSS Director and Executive Officer of National Legal Aid. It was seconded by Beverley Baker, Chair of NCOSS member organisation, Older Women's Network, and current NCOSS Director.

Evelyne has provided NCOSS with her Director Identification Number, which nominees must have to be able to act as a Director on the NCOSS Board if elected.

Information about Jenna Roberts' nomination: Resolution 2.3

Ms Jenna Roberts is an individual NCOSS member and a Deputy Commissioner at the Mental Health Commission of NSW. [Information](#) Jenna has provided in support of her nomination forms part of this Notice of Meeting

Jenna's nomination was proposed by Craig Howe, an individual member of NCOSS and seconded by Catherine Reilly, an individual member of NCOSS.

Jenna is in the process of obtaining a Director Identification Number, which nominees must have to be able to act as a Director on the NCOSS Board if elected.

Information about Margaret Tipper's: Resolution 2.4

Ms Margaret Tipper is Executive Officer at Westir, an NCOSS member organisation and its nominated representative. [Information](#) Margaret has provided in support of her nomination forms part of this Notice of Meeting

Margaret's nomination was proposed by Tania Muchitsch, Executive Officer of Sector Connect, an NCOSS member organisation. It was seconded by Tairyn Vergara, Chief Executive Officer of The Parks Community Network, an NCOSS member organisation.

Margaret has provided NCOSS with her Director Identification Number, which nominees must have to be able to act as a Director on the NCOSS Board if elected.

Information about Mark Degotardi's nomination: Resolution 2.5

Mr Mark Degotardi is Chief Executive Officer and nominated representative of Community Housing Industry Association (CHIA), an NCOSS member organisation. [Information](#) Mark has provided in support of his nomination forms part of this Notice of Meeting

Mark's nomination was proposed by Rebecca Pinkstone, Chief Executive Officer of Bridge Housing, an NCOSS member organisation. It was seconded by Scott Langford, Chief Executive Officer of NCOSS member organisation, St George Community Housing.

Mark has provided NCOSS with his Director Identification Number, which nominees must have to be able to act as a Director on the NCOSS Board if elected.

Information about Michelle Fraser's nomination: Resolution 2.6

Ms Michelle Fraser is Service Manager at The Wollongong West Street Centre, an NCOSS member organisation and its nominated representative. [Information](#) Michelle has provided in support of her nomination forms part of this Notice of Meeting

Michelle's nomination was proposed by Nicky Sloan, Chief Executive Officer of Community Industry Group, an NCOSS member organisation. It was seconded by Hanna Ebeling, Chief Executive Officer of Social Enterprise Finance Australia, an NCOSS member organisation.

Michelle has provided NCOSS with her Director Identification Number, which nominees must have to be able to act as a Director on the NCOSS Board if elected.

Resolution 2.1: Re-election of Elfa Moraitakis

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Elfa Moraitakis, who is stepping down from the NCOSS Board in accordance with section 31 of the NCOSS Constitution and has been duly nominated for re-election, be re-elected as a Director in accordance with rule 31 of the NCOSS Constitution."

Resolution 2.2: Election of Evelyne Tadros

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Evelyne Tadros, who has been duly nominated for election as a Director to the NCOSS Board, be elected as a Director in accordance with rule 31 of the NCOSS Constitution."

Resolution 2.3: Election of Jenna Roberts

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Jenna Roberts, who has been duly nominated for election as a Director to the NCOSS Board, be elected as a Director in accordance with rule 31 of the NCOSS Constitution.”

Resolution 2.4: Election of Margaret Tipper

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Margaret Tipper, who has been duly nominated for election as a Director to the NCOSS Board, be elected as a Director in accordance with rule 31 of the NCOSS Constitution.”

Resolution 2.5: Election of Mark Degotardi

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Mark Degotardi, who has been duly nominated for election as a Director to the NCOSS Board, be elected as a Director in accordance with rule 31 of the NCOSS Constitution.”

Resolution 2.6: Election of Michelle Fraser

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Michelle Fraser, who has been duly nominated for election as a Director to the NCOSS Board, be elected as a Director in accordance with rule 31 of the NCOSS Constitution.”

Item 3: Adoption of Membership Fees to apply from 1 December 2023

Explanatory Notes

Independent income from membership makes a very important contribution to NCOSS’ ongoing financial viability and sustainability. At the same time, the Board seeks to balance the need for membership to be affordable, especially for smaller organisations, and so as not to discourage eligible organisations to become – and remain – NCOSS members.

At the 2022 AGM, the Board advised members that NCOSS will review current fee arrangements in 2023 in consultation with members, with a view of bringing a proposal to members for approval at the next AGM.

This work has commenced, with NCOSS contracting Ask Insight to assist with the task. To date, desktop research and analysis has been undertaken to understand the approaches Councils of Social Service (COSS) and similar organisations take, the general risks and benefits associated with changes to member fee structures (including the high levels of uncertainty around price elasticity or “willingness to pay”), and some targeted consultation completed. However, the work is still underway and, with current resource levels and competing priorities, it is now considered unrealistic to expect that it will be completed before the end of February 2024.

Once completed, NCOSS will call a general meeting for members to consider any proposed changes to NCOSS’ fee structure and levels. This will take early in the June quarter 2024.

Until then, as an interim measure, the Board proposes that members approve an increase to member fees of 5.4%, in line with year-to-date CPI as at the end of the September 2023 quarter. This is consistent to the approach the Board applied in 2022 and was approved by members at the 2022 AGM.

The following table shows how fees would change, if approved. Because of rounding, there is no change to fees for individual concession members and the actual change to fees may be slightly more or less than 5.4%

CATEGORY	PROPOSED FEE (5.4%) FROM 1 DEC 2023	FROM DEC 1 2022	DIFFERENCE
Organisational Members			
<\$10,000	\$28	\$27	\$1
\$10,000 to \$149,000	\$91	\$86	\$5
\$150,000 to \$299,999	\$243	\$231	\$12
\$300,000 to \$499,999	\$475	\$451	\$24
\$500,000 to <\$1 million	\$882	\$837	\$45
\$1 million to <\$2.5 million	\$1,233	\$1,170	\$63
\$2.5 million to <\$5 million	\$1,527	\$1,449	\$78
\$5 million to <\$10 million	\$2,601	\$2,468	\$133
\$10 million to <\$30 million	\$3,160	\$2,998	\$162
>\$30 million	\$4,518	\$4,287	\$231
Individual Members			
Individual member	\$28	\$27	\$1
Individual member – concession	\$5	\$5	\$0
Friends of NCOSS			
<\$10,000	\$28	\$27	\$1
\$10,000 to \$149,000	\$91	\$86	\$5
\$150,000 to \$299,999	\$243	\$231	\$12
\$300,000 to \$499,999	\$475	\$451	\$24
\$5 million to <\$1 million	\$882	\$837	\$45
>\$1 million	\$1,233	\$1,170	\$63

Resolution 3 (rule 20.1)

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

That the proposed fees set out below be approved and apply from 1 December 2023:

CATEGORY	PROPOSED FEE (DEC 2023)
Organisational Members	
<\$10,000	\$28
\$10,000 to <\$150,000	\$91
\$150,000 to <\$300,000	\$243
\$300,000 to <\$500,000	\$475
\$500,000 to <\$1 million	\$887
\$1 million to <\$2.5 million	\$1,233
\$2.5 million to <\$5 million	\$1,527
\$5 million to <\$10 million	\$2,601
\$10 million to <\$30 million	\$3,160
>\$30 million	\$4,518
Individual Members	
Individual member	\$28
Individual member – concession	\$5
Friends of NCOSS	
<\$10,000	\$28
\$10,000 to \$149,000	\$91
\$150,000 to \$299,999	\$243
\$300,000 to \$499,999	\$475
\$5 million to <\$1 million	\$887
>\$1 million	\$1,233

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the AGM are those who are members of NCOSS as at 5.00pm (AEDT) on Wednesday, 18 October 2023 (**Entitlement Time**). A person – whether an individual or a corporation – must be approved by the Board and entered into the Register of Members to be a member.

Additionally, and in accordance with rule 21.1(1) of the NCOSS Constitution, a member must be financial in order to be entitled to vote. That is, membership fees must be no more than two months in arrears.

ANNUAL REPORT / FINANCIAL REPORT

The Company's Financial Report is [here](#).

The Company's Annual Report will be published on the NCOSS [website](#), approximately one week before the AGM.

JOINING THE AGM

The AGM will be held in-person and by live stream.

[Registrations](#) opened on **Thursday, 5 October 2023**.

We will be able to accommodate 50 people at the venue. We ask those interested in attending in-person to register early and secure their place, as in-person registrations will be on a 'first come' basis.

Registrations close at **5.00pm (AEDT) on Friday, 17 November 2022**.

DIRECT VOTING

The Directors have determined that at the AGM, a Member who is entitled to attend and vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution.

HOW TO VOTE

Direct vote (prior to the AGM)

Members are able to vote directly on resolutions considered at the Meeting **at any time between 5:00pm (17:00) AEDT on Wednesday, 1 November 2023 and 11.30pm (23:30) AEDT on Thursday, 16 November 2023**.

As we have done for the 2021 and 2022 AGMs, we will be using a secure, online platform for the election of Directors and voting on resolutions.

Members eligible to vote will be sent an email with a link that takes them to the poll. They will be asked to vote for three of the five candidates nominated to stand for election as a Director of the Company. The system will only allow members to vote for five candidates and will only allow you to vote once. The NCOSS Constitution entitles organisational members two votes at any poll and so their votes will be counted twice. (See Voting Rights below.)

For the resolutions that do not relate to the election of Directors, you will be asked to vote Yes or No depending on whether or not you support the resolution. Again, the system will only allow you to vote once, and the votes of member organisations will be counted twice.

If you lodge a direct vote you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

Voting at AGM

There will be no voting at the AGM, all voting will take place via Direct Vote prior to the AGM.

Voting Rights

In line with rule 115 on the NCOSS Constitution:

- An individual member has one vote
- An organisational member has two votes
- Associate members (Friends of NCOSS) do not have voting rights.

QUESTIONS

We welcome questions from our members, which will be addressed during the AGM. There will be 15 minutes set aside for questions. Questions received prior to the meeting will be answered first, then the Chair will open up proceedings to questions from the floor.

The Chair may grant additional time for questions from the floor at the Chair's discretion.

Questions submitted prior to the AGM are to be sent by [email](#) to the Company Secretary no later than **9.00am** (AEDT) on **Wednesday, 22 November 2023**.

BY ORDER OF THE BOARD



Catherine Reilly
Company Secretary

Date: 1 November 2023