

NOTIFICATION

ANNUAL GENERAL MEETING 2024

Continenence Foundation of Australia Ltd

ABN 84 007 325 313

Date **Thursday 28 November 2024**
Time **5.30pm AEDT sharp start**
Venue **Online**

Register Registration for AGM is free of charge. To register in advance for this webinar: click [here](#). After registering, you will receive a confirmation email containing information about joining the webinar.

AGENDA

1. Opening, Welcome and Appointment of Meeting Chair – Elizabeth Compton

2. Apologies

3. Proxies received

4. How voting will work at this virtual meeting

Voting will be online via the zoom meeting polling function. When a vote is required, the Chair will announce the vote, and a question will open on your screen.

Ordinary Business

5. Chair's Overview – Foundation's activities in 2023-24

6. Minutes of Annual General Meeting held on Wednesday 29 November 2023 Online

To consider, and if appropriate, adopt as a true and accurate record the minutes of the Annual General Meeting of 2023.

7. Financial Statements & Reports

To note the Financial Statements (including Directors' Report and Statement) and Auditor's Report for the year ended 30 June 2024.

Special Business

8. Appointments

8.1. Appointment of Auditor

To consider, and if appropriate, approve the appointment of RDL Accountants as auditor of Continenace Foundation of Australia Limited. Refer **Explanatory Note 1 – Appointment of Auditor** for further information.

8.2. Office of Elected Director on the Board of the Foundation / Election of Member Elected Director

Under the Constitution of the Continenace Foundation of Australia, there are two Member Elected Director vacancies. Members are invited to vote to fill these vacancies.

Nominations for the Member Elected Director positions have been received from

- Celia Bolton
- Matthew Dalton
- Danielle Delaney
- Odette Gaynor
- Irmina Nahon
- Lisa Wragg

When casting your vote online via the Zoom Polling Function, please vote for TWO nominees only. Votes for three or more nominees will be invalid and will not be counted.

8.3. Change of Name

The Board hereby gives notice that the following motions be proposed as Special Resolutions at the Annual General Meeting:

For the purposes of the Constitution, the Corporations Act 2001 (Cth) and all other purposes, the Members resolve by Special Resolution THAT:


- 8.3.1. The name of the Continenace Foundation of Australia Ltd be changed to Continenace Health Australia Limited and that the Company adopt Continenace Health Australia Limited as its new name;
- 8.3.2. The Constitution of the Company be amended as follows:
 - a) in rule 1.1 in the definition of the term “Company”, the reference to “Continenace Foundation of Australia Ltd” be replaced with “Continenace Health Australia Limited”
 - b) rule 3.1 is deleted and replaced with the following: “The name of the Company is Continenace Health Australia Limited”

- c) in rule 4.1(m), the reference to “The Continenence Foundation of Australia Gift Fund” is replaced with “Continenence Health Australia Limited Gift Fund”.

9. Close – 6.00pm AEDT

PROXIES – A financial member of the Foundation who is entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of the member at the meeting. A proxy must be a financial member of the Foundation. The instrument appointing a proxy shall be in writing under the hand of the appointor or of that person’s Attorney duly authorised. Forms of proxy must be lodged at the registered office of the Foundation, not less than **forty-eight hours** before the time for the holding of the meeting. A form of proxy accompanies this Notice of Meeting.

BY ORDER OF THE BOARD



Elizabeth Compton
Board Chair

Dated this 7 November 2024

Explanatory Note 1 – Appointment of Auditor

Good governance practices encourage entities to review and possibly rotate auditors from time to time. This ensures that “a fresh set of eyes” examines the accounts and brings different perspectives to the Foundation’s financial environment.

Walker Wayland Advantage have audited the Foundation since the 2019-2020 financial year. The Board resolved to undertake a tender process to test how the Foundation’s audit needs would best be met. Three parties were invited to submit- the incumbent and two mid-tier firms.

The three responses were assessed on a range of criteria, including

- (i) technical knowledge;
- (ii) perceived ability to add value through their knowledge of the sector; and
- (iii) cost

All three firms were interviewed by the Chair of the Finance Audit and Risk Management Committee, a Member of the Finance Audit and Risk Management Committee, and the Deputy CEO. The process was then discussed by the Board in its most recent meeting.

RDL Accountants performed strongly and are the preferred party.

Appointment of the auditors is the prerogative of the Members; constitution rule 19.5 and Corporations Law.

There is no specific term required – the Members have the authority (with some conditions) to change the auditor at any time through resolution in general meeting. It is envisaged that an initial term of three years will be agreed.

RDL Accountant’s representative is in attendance at the AGM and will be pleased to answer any questions during or after the meeting.

RECOMMENDATION

The Directors recommend the Members to pass the proposed resolution to appoint RDL Accountants as auditors of the Continenace Foundation of Australia Limited.

Explanatory Note 2 – Change of Name

In 2023 the Continenace Foundation of Australia Ltd engaged The Contenders to undertake a brand development project.

As part of this engagement The Contenders undertook a stakeholder survey which identified that the preferred name for the Foundation is Continenace Health Australia. The name Continenace Health Australia was evaluated and selected on the basis that:

- the name has a clear and literal meaning;
- it conveys a modern and credible peak body;
- it uses the word continence;
- it is acronym and nickname safe;
- it is inclusive of all audiences;
- the name is available for trademarking in Australia; and
- the URL is available.

It is proposed that the Foundation’s name is changed to Continenace Health Australia as part of the Foundation’s rebranding strategy. Under section 157 of the *Corporations Act 2021* (Cth), approval by the members to adopt a new name is required by a Special Resolution.

Should members approve the proposed name change, a Special Resolution is also required to amend rule 3.1 of the Continenace Foundation of Australia’s Constitution which currently provides that the name of the Company is Continenace Foundation of Australia Limited. Other small amendments are proposed to the Constitution to reflect the name change, as outlined in the wording of the Special Resolution below.

The Board recommends that members vote in favour of, and approve, the Special Resolution.

The wording of the Special Resolution is as follows:

For the purposes of the Constitution, the Corporations Act 2001 (Cth) and all other purposes, the Members resolve by Special Resolution THAT:

The name of the Continenace Foundation of Australia Ltd be changed to Continenace Health Australia Limited and that the Company adopt Continenace Health Australia Limited as its new name;

The Constitution of the Company be amended as follows:

- a) in rule 1.1 in the definition of the term “Company”, the reference to “Continenace Foundation of Australia Ltd” be replaced with “Continenace Health Australia Limited”*
- b) rule 3.1 is deleted and replaced with the following: “The name of the Company is Continenace Health Australia Limited”*

c) *in rule 4.1(m), the reference to “The Continenace Foundation of Australia Gift Fund” is replaced with “Continenace Health Australia Limited Gift Fund”.*

If the Special Resolution is passed by members, the Constitution will be amended with immediate effect from the time of approval by members at the Annual General Meeting.

To be passed, a Special Resolution requires at least 75% of the votes cast by members entitled to vote on the resolution to be in favour of the resolution.

If you have any questions about the Special Resolution, please contact Dr Gian Sberna, CEO, via email to info@continenace.org.au, or by telephone on 03 8692 8400.

RECOMMENDATION

The Directors recommend the Members to pass the proposed resolution to change the name of the Continenace Foundation Australia to Continenace Health Australia; and to amend the Constitution as detailed.