

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

**NOTICE OF ANNUAL GENERAL MEETING**

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This is the official Notice of Meeting to members of the NSW Council of Social Service (**NCOSS**), and others entitled to receive it, that the NCOSS Annual General Meeting (**AGM**) will be held on Friday, 15 November 2024 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 Resolutions, Explanatory Notes to the Resolutions, and AGM Participation Notes attached to this Notice of Meeting form part of this Notice of Meeting.

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**AGENDA**

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**1. OPENING OF MEETING**

- 1.1 Welcome
- 1.2 Welcome to Country
- 1.3 Present and apologies
- 1.4 President's address
- 1.5 CEO's address

**2. MINUTES OF PREVIOUS MEETING**

Confirm minutes of Annual General Meeting, 24 November 2023.

**3. BUSINESS OF THE MEETING**

**3.1 Financial Statements and Reports**

To receive and consider the Financial Report, Directors' Report, and Auditor's Report for 2023-24. (Note: There is no requirement for a formal resolution on this item.)

### **3.2 Board Election**

To elect Directors to the NCOSS Board:

**Resolution 2024(1) Re-election John Robertson**

**Resolution 2024(2) Election of Emma Maiden**

**Resolution 2024(3) Election of Belinda Field**

**Resolution 2024(4) Election of Michelle Fraser**

**Resolution 2024(5) Election of Marika Kontellis**

**Resolution 2024(6) Election of Simon Rice**

**Resolution 2024(7) Election of Elisabeth Shaw**

**Resolution 2024(8) Election of Yolanda Saiz**

### **3.3 Proposed changes to member fees**

To propose changes to NCOSS member fees:

**Resolution 2024(9) Individual member fees**

**Resolution 2024(10) Organisational member fees**

**Resolution 2024(11) Associate member fees**

### **3.4 Proposed changes to the NCOSS Constitution**

To propose changes to the NCOSS Constitution relating to member fees and quorum at director's meetings.

**Resolution 2024(12) Changes to rules relating to member fees**

**Resolution 2024(13) Changes to rule 83 (Quorum at Directors' meetings)**

## **4. QUESTIONS**

See the AGM Participation Notes at page 14.

## **5. OTHER BUSINESS**

## **6. MEETING CLOSE**

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## RESOLUTIONS

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**Note:** References to rules in this Notice refer to the NCOSSE Constitution.

### **Item 3.2: Board Election**

The Explanatory Notes to the Resolutions (pages 7 - 8) provide information about the Board election process and links to information about the nominees, including information they have provided in support of their nominations.

#### **Resolution 2024(1) Re-election of John Robertson**

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

*That John Robertson, CEO and nominated representative of NCOSSE member organisation Foodbank NSW & ACT and NCOSSE President, who is standing down from the Board as required by rule 32.1 and having been nominated in accordance with rule 34.1, be re-elected as a Director of the Company.*

#### **Resolution 2024(2) Election of Emma Maiden**

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

*That Emma Maiden, General Manager - Advocacy & External Relations and nominated representative of NCOSSE member organisation Uniting NSW.ACT and an NCOSSE Director, who is standing down from the Board as required by rule 42.2 and having been nominated in accordance with rule 34.1, be elected as a Director of the Company.*

#### **Resolution 2024(3) Election of Belinda Field**

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

*That Belinda Field, CEO and nominated representative of NCOSSE member organisation Eleanor Duncan Aboriginal Services, having been nominated in accordance with rule 34.1, be elected as a Director of the Company.*

#### **Resolution 2024(4) Election of Michelle Fraser**

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

*That Michelle Fraser, Service Manager and nominated representative of NCOSS member organisation Wollongong West Street Centre, having been nominated in accordance with rule 34.1, be elected as a Director of the Company.*

#### **Resolution 2024(5) Election of Marika Kontellis**

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

*That Marika Kontellis, Executive Officer and nominated representative of NCOSS member organisation Inner Sydney Voice, having been nominated in accordance with rule 34.1, be elected as a Director of the Company.*

#### **Resolution 2024(6) Election of Simon Rice**

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

*That Simon Rice, an individual member of NCOSS, having been nominated in accordance with rule 34.1, be elected as a Director of the Company.*

#### **Resolution 2024(7) Election of Yolanda Saiz**

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

*That Yolanda Saiz, CEO and nominated representative of NCOSS member organisation St Vincent de Paul Society NSW, having been nominated in accordance with rule 34.1, be elected as a Director of the Company.*

#### **Resolution 2024(8) Election of Elisabeth Shaw**

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

*That Elisabeth Shaw, CEO and nominated representative of NCOSS member organisation Relationships Australia NSW, having been nominated in accordance with rule 34.1, be elected as a Director of the Company.*

**Item 3.3: Proposed changes to member fees**

The Explanatory Notes (pages 9 - 11) provide information about the proposed changes to member fees.

**Resolution 2024(9) NCOSS Member fees: Individual members**

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

*That the annual subscription for an individual member (as described in rule 12.1) will be:*

- 1) for applicants for membership on or after 1 January 2024, \$75 (full fee) and \$15 for applicants who are on Commonwealth income support payments or are students; and*
- 2) for existing members as at 31 December 2024, \$35 (full fee) for and \$5 for members who are on Commonwealth income support payments or are students.*

**Resolution 2024(10) NCOSS Member fees: Organisational members**

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

*That the annual subscription for organisational members (as described in rule 12.2) will be:*

- 1) for an organisation with reported annual revenues of up to and including \$1 million, \$500;*
- 2) for an organisation with reported annual revenues of more than \$1 million up to and including \$2 million, \$750;*
- 3) for an organisation with reported annual revenues of more than \$2 million up to and including \$5 million, \$1,300;*
- 4) for an organisation with reported annual revenues of more than \$5 million up to and including \$15 million, \$2,000;*
- 5) for an organisation with reported annual revenues of more than \$15 million up to and including \$30 million, \$3,500; and*
- 6) for an organisation with reported annual revenues of more than \$30 million, \$5,500;*

*with effect from 1 January 2024 for new applicants for organisational membership and from 1 July 2025 for renewing organisational members.*

### **Resolution 2024(11) NCOSS Member fees: Friends of NCOSS**

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

*That the member fee structure for associate members (as described in rule 13) will be:*

- 1) *\$250 for an organisation with fewer than 50 employees;*
- 2) *\$500 for an organisation with more than 50 and up to 250 employees;  
and*
- 3) *\$750 for an organisation with more than 250 employees;*

*and will take effect from 1 January 2025 for new applicants for associate membership and from 1 July 2025 for renewing associate members.*

### **Item 3.4: Proposed changes to the NCOSS Constitution**

Explanatory Notes (page 11 - 12) provide information about the proposed changes to the NCOSS Constitution.

### **Resolution 2024(12) Rules relating to member fees**

To consider and, if thought fit, pass the following as a special resolution of the Company:

- 1) *That rule 18A (Grant of Free Membership) be deleted.*
- 2) *That rule 20 be amended to read as follows:*
  - 20.1 *The annual subscription payable by a member of the Company:*
    - 1) *is the amount determined by the directors; and*
    - 2) *is payable on a pro rata basis for each full calendar month between the relevant application date and the date the annual subscription falls due, in accordance with rule 20.3.*
  - 20.2 *Despite rule 20.1, no annual subscription is payable by an individual or described in rule 12 offered or granted free membership by the directors and Rules 12, 15, 19, 20, 21, 23 do not apply with respect to an individual or organisation offered or granted free membership by the directors.*
  - 20.3 *Annual subscriptions are due and payable by members on 1 July each year.*

### **Resolution 2024(13) Quorum at meetings**

To consider and, if thought fit, pass the following as a special resolution of the Company:

*That rule 83 of the NCOSS Constitution be amended to read as follows:*

*The quorum for a directors' meeting is a majority directors or larger number determined by the directors. The quorum must be present at all times during the meeting.*

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## EXPLANATORY NOTES TO THE RESOLUTIONS

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### Item 3.2 Board Election

#### Background

The NCOSS Board may have 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 Director. This is set out in rule 29.2.

There are currently nine Directors on the NCOSS Board and one casual vacancy. The Directors are:

- John Robertson, CEO of NCOSS member organisation, Foodbank NSW & ACT, and NCOSS President
- Bradley Webb, individual NCOSS member, CEO of Castle Personnel and NCOSS Treasurer
- Mark Degotardi, CEO of NCOSS member organisation, Community Industry Housing Association (CHIA) NSW
- Emma Maiden, General Manager, Advocacy and External Relations of NCOSS member organisation, Uniting NSW.ACT (a Board Appointed Director)
- Elfa Moraitakis, CEO of NCOSS member organisation, SydWest Multicultural Services
- Jenni Beetson-Mortimer, CEO of NCOSS member organisation, Northern Rivers Community Gateway, and a First Nations Director
- John Leha, CEO of NCOSS member organisation, AbSec, and a First Nations Director
- Katherine McKernan, individual NCOSS member and Executive Director, National Legal Aid
- Wendy Foote, individual NCOSS member and Associate Professor in the School of Humanities, Creative Industries, and Social Sciences at the University of Newcastle.

#### Directors standing down at the 2024 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 are meant to ensure that there are regular opportunities to refresh the Board.

John Robertson, Bradley Webb and Katherine McKernan are required to stand down at the 2024 AGM under rule 31.1. Mr Robertson has been nominated for re-election. Ms McKernan and Mr Webb will retire from the NCOSS Board at the 2024 AGM.

Under rule 41.2 of the NCOSS Constitution, the term of any Director appointed to a casual vacancy ends with the next AGM and they must stand for election if they wish to continue to serve on the Board. NCOSS must also seek nominations for any unfilled casual vacancy from the membership.

Emma Maiden, who was appointed to a casual vacancy that arose when Karlie Stewart resigned from the Board, stepped down from the Board as required under rule 41.2, and has been nominated to be elected as a Director.

One other casual vacancy was created during the year, when Jenna Roberts resigned from the Board after she was appointed as Assistant Commissioner to the inaugural Domestic, Family and Sexual Violence Commission. This vacancy has not been filled.

This means there are five vacancies to be filled at the 2024 AGM.

## **Nominees**

The following eight candidates were nominated. Follow the links for information about the nominations, including who proposed and seconded them and information they have provided in support of their nominations:

- [Mr John Robertson](#)
- [Ms Emma Maiden](#)
- [Ms Belinda Field](#)
- [Ms Michelle Fraser](#)
- [Ms Marika Kontellis](#)
- [Emeritus Professor Simon Rice](#)
- [Ms Yolanda Saiz](#)
- [Ms Elisabeth Shaw](#).

## **Voting**

Members will be able to vote for the five candidates they would most like to see join the NCOSS Board. Voting will be through a secure, online poll.

By voting for a candidate in the online poll, you'll be voting for the resolution proposing they be elected as a director to the Board. The resolutions that receive the most votes in a simple majority (i.e. an ordinary resolution), will be the resolutions declared carried at the AGM and the candidates will be declared elected by the Chair



See the AGM Participation Notes (pages 13 - 14) for information about voting rights and how to vote.

### **Item 3.4 Proposed changes to member fees**

#### **Background**

As flagged in the Notice of Meeting for the 2023 AGM, in 2024 NCOSS completed a review of member fees in consultation with our members. We'd like to reiterate our thanks to those who gave their time to participate in the processes.

NCOSS has three categories of members:

- Individual members – individuals who live in NSW and support NCOSS' work. Individual members are full members, with voting rights.
- Organisational members – who are not-for-profit and non-government organisations in NSW who work in the social service sector delivering services or engaging in policy and advocacy. Organisational members are full members, with voting rights.
- Associate members (aka Friends of NCOSS) – organisations who aren't eligible for ordinary organisational membership but want to support NCOSS's work. Friends of NCOSS do not have voting rights.

NCOSS is proposing to make the changes to member fees set out below.

#### **Fees for individual members – Resolution 2024(9)**

NCOSS currently has two categories of fees for individual members: full and concession. The full fee is currently \$28 and the concession fee is \$5.

NCOSS proposes to raise the full fee for individual membership to \$75 and the concession fee to \$15. Fees for existing individual members as at the 2024 AGM will be 'grandfathered' at \$30 and \$5 (and then subject to any approved annual increases). This 'grandfathering' arrangement will not apply to individual members who are part of the NCOSS Management Team.

This change will bring individual fees more into line with peer organisations.

The Councils of Social Service (COSS) network and NSW State Peaks Program (SPP) Peaks have a range of approaches to individual membership:

- Not all COSS or NSW (SPP) Peaks offer individual membership and, where they do, not all offer individual members full membership (i.e. voting rights).
- Full fees for individuals range from \$55 to \$130 across the COSS network and \$5 to \$180 across NSW SPP Peaks.
- The median fee for an individual member across the COSS network (regardless of whether membership comes with voting rights), is \$75. The median fee for an individual member across the NSW SPP Peaks (regardless of whether membership comes with voting rights) is \$50.

- Not all COSS or NSW Peaks offer a concession discount.
- Concessional fees for individuals range from \$5 to \$40 across the COSS network (where concession membership is offered). The \$5 concessional membership, offered by WA COSS, is an associate membership (i.e. it does not come with no voting rights). The WA COSS concessional rate for full membership (i.e. with voting rights) is \$40.
- The median concession fee for an individual member across the COSS network (regardless of whether the membership comes with voting rights), is \$15.
- Across NSW SPP Peaks, concession fees for individual members (where offered) range from \$5 to \$20 and the median concession fee is \$5.

NCOSS has fewer than 200 individual members, suggesting that keeping the fees very low has not achieved the objective of encouraging people to join (and/or maintain their membership).

The NCOSS Board recommends that members support this change.

### **Fees for organisational members – Resolution 2024(10)**

NCOSS’s fees for organisational members are overly complex. There are 10 tiers and fees that increase in increments that have no apparent logic and that are rounded to the nearest whole dollar (rather than the nearest \$5 or \$10).

NCOSS proposes to simplify the current fee structure, replacing the 10 tiers with six.

As well as streamlining and simplifying member fees, NCOSS is also aiming to make membership more affordable for smaller and medium-sized sector organisations. This is helped by a modest increase in the fees in the top two revenue tiers.

The current and proposed fees are set out in the table below:

TIER	CURRENT			PROPOSED		
	BAND	FEE	INCREMENTS	BAND	FEE	INCREMENTS
1	Up to \$10K	\$28		\$0M-\$1M	\$500	
2	>\$10k - \$150K	\$91	\$63	>\$1M-\$2M	\$750	\$250
3	>\$150K - \$300K	\$243	\$152	>\$2M-\$5M	\$1,300	\$550
4	>\$300K - \$500K	\$475	\$232	>\$5M-\$15M	\$2,000	\$700
5	>\$500K - \$1M	\$882	\$407	>\$15M-\$30M	\$3,500	\$1,500
6	>\$1M - \$2.5M	\$1,233	\$351	\$30M+	\$5,500	\$2,000
7	>\$2.5M - \$5M	\$1,527	\$294			
8	>\$5M - \$10M	\$2,601	\$1,074			
9	>\$10M - \$30M	\$3,160	\$559			
10	\$30M+	\$4,518	\$1,358			

Existing organisational members with ACNC-reported revenues that place them in current Tiers 1, 2 and 3 will have their fee ‘grandfathered’ at \$30 (Tier 1), \$100 (Tier 2) and \$250 (Tier 3). They would then be subject to any approved annual increases.

The NCOSS Board recommends that members support this change.

### **Fees for associate members – Resolution 2024(11)**

Fees for Friends of NCOSS are currently based on the fees for organisational members, but are capped at Tier 6 so the maximum fee is \$1,233. NCOSS is proposing to decouple fees for Friends of NCOSS from those of members and simplify the arrangements by creating three new categories:

<b>FRIENDS OF NCOSS</b>		
<b>CATEGORY</b>		<b>FEE</b>
Small	<50 employees	\$250
Medium	<250 employees	\$500
Large	>250 employees	\$750

This will help better differentiate the Friends member category and make it easier to promote. The NCOSS Board recommends that members support this change.

### **Item 3.4 Proposed changes to the NCOSS Constitution**

#### **Changes related to member fees – Resolution 2024(12)**

NCOSS is proposing to amend the NCOSS Constitution to:

- Provide that the Board may set member fees (the “annual subscription”).
- Make 1 July the date that membership renewal falls due each year.
- Provide for eligible individuals and organisations to pay a pro rata fee for each calendar month in the year they join until 1 July, when their first renewal falls due.
- Delete rule 18A, which clarifies that the Board may offer free membership to eligible individuals and organisations (or groups of eligible individuals or organisations).

This process simplifies the Constitution and the process for changing member fees. Having the Board decide member fees is common among member-based social service sector organisations. It also reflects the fact that NCOSS directors are, themselves, NCOSS members, and accountable to them.

As directors will determine fees, there is no longer a need to include a provision in the Constitution clarifying that the Board may offer eligible individuals or organisations free membership. The Board will exercise this power in accordance with a policy that has been developed in consultation with members as part of the member fee review process, which reflects NCOSS’s RAP commitment to support increased representation of ACCOs and ACCHOs.

Individuals and organisations granted fee membership will have the same rights as ordinary members, including voting rights (as is currently provided for under rule 18A).

If approved, the proposed fees will apply from 1 January 2025 on a pro-rata basis for all new and renewing members until 30 June 2025. Members who have renewed after 1 July 2024 will be credited any outstanding months of their annual member fee when the new renewal date takes effect.

The NCOSS Board recommends that members support this change.

### **Changes to rule 83 (Quorum at meetings) – Resolution 2024(13)**

Under the NCOSS Constitution, the quorum for a directors' meeting is 50% plus 1 of the directors. This can create problems where there is an odd number of directors (e.g. nine) and (especially) when a director who was planning to attend a Board meeting becomes unavailable at the last minute, so anticipated quorum cannot be achieved. Committees of the Board face the same problem, as quorum for Committees is the same as quorum for the Board.

For simplicity, it is proposed that a majority of directors be required for the meeting to have quorum. So, where there are 10 directors, a meeting of directors would require six for quorum. Where there are nine directors, a meeting of directors would require five for quorum.

Quorum would still need to be in place for the entire meeting and, should a director have a conflict of interest that would prevent them participating in a discussion about or vote on a matter, that matter would need to be held over.

The NCOSS Board recommends that members support this change.

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## **AGM PARTICIPATION NOTES**

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### **Entitlement to vote**

People eligible to vote at the 2024 AGM are those who were members of NCOSS as at 5.00pm (AEDT) on 15 October 2024 (Entitlement Time).

A person – whether an individual or an organisation – must be approved by the Board and entered into the Register of Members to be a member.

Also, rule 21.1(1) requires a member to be 'financial' to be entitled to vote. That is, member fees must be no more than two months in arrears.

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## Financial Report and Annual Report

As required by section 317 of the *Corporations Act 2001* (Cth) the Financial Report, Directors' Report, and Auditor's Report for 2023-24 year must be laid before the meeting. NCOSS's Financial Report for 2023-24 is [here](#). Our Annual Report will be available on the NCOSS website before the AGM.

The Chair will allow a reasonable opportunity at the meeting to address questions about the reports. See page 2 of these AGM Participation Notes for details.

NCOSS' Annual Report will be published on the NCOSS website approximately one week before the AGM.

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## Joining the AGM

The AGM will be held in-person and by live stream. [Registrations](#) opened on Friday, 2 August 2024. We will be able to accommodate 50 people at the venue. If you're interested in attending in-person, please register early to secure your place.

Registrations close at 1:00pm (13:00) on Wednesday, 13 November 2024.

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## Direct voting and how to vote

Members entitled to vote are able to vote directly on resolutions considered at the AGM at any time between 9:00am AEDT on Wednesday, 23 October 2024 and 11:45pm (23:45) AEDT on Wednesday, 6 November 2024.

As we have done since 2021, we'll use a secure, online platform for the election of Directors and voting on other resolutions. Members eligible to vote will be sent an email with a link that takes them to the poll:

- For the Board elections, you'll be asked to vote for five of the eight candidates nominated to stand for election as a Director to the NCOSS Board.
- For other resolutions, you'll be asked to check the 'yes' or 'no' box depending on whether or not you support the proposed resolution.

The system will only allow you to vote once and, for the Board elections, for no more than five candidates.

## Proxy Votes

Members entitled to vote, and who are unable to cast the vote, may appoint a proxy. The proxy need not be a member.

To appoint a proxy, you will need to fill complete the proxy form for [Organisational members](#) or [Individual members](#) (as relevant) and return it to the Company Secretary at [agm@ncoss.org.au](mailto:agm@ncoss.org.au) by 5:00pm (17:00 AEDT) no later than Wednesday, 30 October

2024 to allow NCOSS to send your proxy a link to the poll for the resolutions and special resolutions being considered by the AGM.

### **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 116:

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

We welcome questions from our members, which will be addressed during the AGM. There will be 15 minutes set aside for questions. The Chair may grant additional time for questions from the floor at the Chair's discretion.

Questions received prior to the meeting will be answered first, then the Chair will open up proceedings to questions from the floor. Any questions addressed to the auditor must be received prior to the AGM.

The deadline for questions lodged prior to the AGM is 9:00am (AEDT) on Monday, 11 November 2024 and must be emailed to the Company Secretary at [agm@ncoss.org.au](mailto:agm@ncoss.org.au).

### **BY ORDER OF THE BOARD**



Catherine Reilly  
**Company Secretary**

21 October 2024