

Special General Meeting of Down Syndrome Association of New South Wales Inc.

The Meeting was held on 18 October 2024

Commenced at 7pm

Held online via Zoom videoconference

Chair: Lorraine Clarke, President DSA NSW

Registration	Attendees
126 Members	47 in attendance (excl. staff)
118 Members with voting rights	3 Proxies

Item 1: Meeting Opening

The President opened the meeting with an Acknowledgement of Country and thanks to Founding and Life Members. Meeting protocols were presented and notified attendees the meeting would be recorded.

Item 2: Special Resolution

The Vice-President presented the special resolution *to approve the amended constitution of the Down Syndrome Association of NSW Incorporated.*

- Information on the constitution's history and the proposed constitutional changes were presented to Members.
- The meeting was opened for Member statements and questions on the Special Resolution.

2.1 Questions on Notice

- Regarding the development of the proposed constitution:
 - The legal advice sought on the proposed constitution
 - Constitutional Review sub-committee member details
- Proposed constitution content:
 - Members rights in proposed compared to the current constitution
 - Complaints mechanism restrictions
 - Sufficiency of SGM and AGM definitions
 - Board membership including people with Down Syndrome and other members
 - Member network questions including the necessity for a network; the process to choose network members e.g. Expressions of Interest; and extent of family/supporter influence on/for network members.
- Member statement on removal of constitution from website and upload of registered DSA NSW Constitution.

Item 3: Motion - Special General Meeting Adjournment

In view of the member feedback on the Special General Meeting registration and voting process and member question and discussion on the proposed constitutional changes (Special Resolution), the Vice-President proposed a motion *to adjourn this Special General Meeting to allow for more inclusive access for all members to register and vote.*

Resolved: To adjourn this meeting as per the motion proposed.

For: 64% (25/39); *Against:* 36% (14/39)

Note:

- Remainder of attendees abstained
- Number of proxies was insufficient to alter the result of the vote.

3.1 Questions on Notice

- Registration notice period for SGM, e.g. 24 hours' notice via email
- Notice period of 21 days to recommence the Special General Meeting.

Item 4: Motion – Annual General Meeting Date

The date of the 2024 Annual General Meeting was raised, and Members were advised an application had been submitted with Fair Trading to defer the AGM to allow sufficient time for Audited Financial Accounts to be presented.

A Member Motion was proposed *to hold the 2024 Annual General Meeting on 27 October.*

Resolved: Not to hold the 2024 AGM on 27 October.

For: 42% (16/38); *Against:* 58% (22/38)

Note:

- Remainder of attendees abstained
- Number of proxies was insufficient to alter the result of the vote.

4.1 Questions on Notice

- Requirement to hold the AGM by the end of October
- Date of AGM deferral application to Fair Trading
- The requirement for audited financial accounts to be presented at the AGM.

Item 5: Questions on Notice

Carolyn Quinn, Vice-President, confirmed all questions on notice will be responded in writing to all attendees.

These responses will cover questions raised by Members that did not directly relate to the Special Resolution on the proposed constitution, including:

- Member access to Board Minutes
- Alleged constitutional and governance breaches raised by Members.

Item 6: Meeting Close

At 9.00pm the President closed this Special General Meeting.