



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

THE 117TH ANNUAL GENERAL MEETING
OF DEAF SERVICES LIMITED WILL BE HELD ON
SATURDAY, 7 NOVEMBER 2020 AT 10:30AM (AEST)

***RSVP is mandatory due to strict social distancing requirements
and limited space capacity.***

To attend in person or virtually please
RSVP by 5:00pm Wednesday 28 October 2020 to
rochelle.caron@deafservices.org.au

<i>In person</i>	Moorooka Community Centre 40 Gainsborough Street Moorooka QLD 4105 Park Royal Parramatta <i>Gidley King Room</i> 30 Phillip Street Parramatta NSW 2150
<i>By proxy</i>	If you would like to appoint a proxy to attend the AGM and vote on your behalf, please refer to the enclosed Proxy/Voting Form.
<i>Virtual</i>	Join Zoom Meeting Meeting ID: 870 3039 0196 Passcode: 519543 By phone: 02 8015 6011 or 07 3185 3730. Members attending by phone will require the passcode for verification purposes.
<i>Facebook Live</i>	You may view the AGM proceedings online via Deaf Services' Facebook page .

Given COVID-19, members can attend the Annual General Meeting in person or virtually. Members as a whole will have reasonable opportunity at the AGM to ask questions and make comments on the business, operations and management of Deaf Services Limited, and to ask questions of the Auditor or their representative via text format on the online portal or by dialing in during the AGM. Members are able to participate online via an internet connection using a computer, laptop, tablet or smartphone.



AGENDA

1. Welcome and apologies
2. Acknowledgment of Patron
3. Adoption and confirmation of 2019 AGM Minutes
4. Presentation of Chair Report
5. Presentation of CEO Report
6. Adoption of Annual Financial Report
7. Auditor Appointment
8. Election of Board Directors
9. Close of meeting

Refreshments available at the venue after the meeting



INFORMATION FOR MEMBERS

Dear Member

Enclosed is the Notice of Annual General Meeting and Explanatory Memorandum for Deaf Services Limited's 2020 Annual General Meeting (AGM).

The AGM will take place on **Saturday, 7 November at 10:30am (AEST)** in person and virtually as contained in the notice of meeting. The Board is monitoring the evolving situation surrounding COVID-19 with respect to public health concerns and social distancing restrictions. The health and safety of members, personnel and other stakeholders is top priority, and the Board recommends that members monitor the Deaf Services website and other communications for further updates relating to the AGM.

Members are encouraged to submit their proxy/voting forms as early as possible, even if planning to attend the meeting in person, in case further restrictions apply on where and how the meeting can be conducted.

The Board encourages members to participate in the AGM by:

- reading the enclosed Notice and Explanatory Memorandum;
- exercising your right to vote at the 2020 AGM by completing and submitting your proxy in accordance with the instructions in this Notice and Explanatory Memorandum
- asking questions of the Board or Auditor concerning matters to be considered at the AGM. Questions can be asked before or during the meeting and further instructions are set out in this Notice and Explanatory Memorandum (the Board is increasing online participation in 2020 by introducing a functionality to dial in and ask questions in zoom); and
- watching the meeting via Deaf Services' [Facebook page](#)

Dated 15 October 2020

A handwritten signature in black ink that reads "Rochelle Caron".

Rochelle Caron

Company Secretary

On behalf of the Board of Directors of Deaf Services Limited



RESOLUTIONS

Deaf Services Limited invites members to consider and, if thought fit, pass the resolutions in the table below as **ordinary resolutions**.

Board Elections

Members are advised that in accordance with clause 6.2 of the Merger Agreement (refer to extract) between Deaf Services Limited and The Deaf Society, the Board will consist of **13** Directors from the end of the AGM in 2020.



EXTRACT: Clause 6.2 From the end of the Deaf Services annual general meeting held in 2020 (the **AGM**) the board of Deaf Services will comprise:

- (a) the existing directors of Deaf Services as at the end of the AGM (not more than 12); and
- (b) one individual nominated by The Deaf Society, being an existing director of The Deaf Society who has consented to be and is eligible to be a director of Deaf Services.

NB: The individual nominated by The Deaf Society is Mr. Vince Lam. Biographies of nominees are in the following page.

Resolution 1	Adoption of Annual Financial Report
	<i>To receive and adopt Deaf Services Limited's Financial Report, Directors' Report and the Auditor's Report for the financial year ended 30 June 2020.</i>
Resolution 2	Appointment of UHY as the Company's auditor
	<i>To appoint UHY as the auditor for Deaf Services Limited for the financial year 2020-2021.</i>
Resolution 3	Election of Mr Cameron Miller as Director
	<i>That Mr Cameron Miller, being eligible and nominating for re-election, be re-elected as a Director of the Company.</i>
Resolution 4	Election of Ms Kathryn Armfield as Director
	<i>That Ms Kathryn Armfield, being eligible and nominating for re-election, be re-elected as a Director of the Company.</i>
Resolution 5	Election of Mr Vince Lam as Director
	<i>That Mr Vince Lam, being eligible and nominating for re-election, be re-elected as a Director of the Company.</i>

BIOGRAPHIES – BOARD NOMINEES

<p>Nominee 1</p>	<p>Mr Cameron Miller</p>
	<p>Cameron Miller joined the Deaf Services board in 2014. He holds a Bachelor of Education and is currently working at Toowong State School. He has presented at various National and International conferences on bilingualism. Cameron has been on the organising committee of the last three Deaf Festivals and was the secretary for Queensland Deaf Rugby League as well as Queensland Deaf Council Cultural Committee. In his spare time, Cameron likes to play touch football and coaches a junior touch team.</p>
<p>Nominee 2</p>	<p>Ms Kathryn Armfield</p>
	<p>Kathryn Armfield joined the Board in 2014. She was the first signing Deaf Lawyer to be admitted in Queensland and is currently a member of the Queensland Law Society and Family Law Practitioners Association. She was a Board member and Secretary for the Queensland Association of the Deaf, an organising committee member and volunteer for the previous Queensland Deaf Festival's and is currently the Chairperson for Deaf Sports Australia. Kathryn holds a Master of Laws and is principal of Armfield O'Brien Law. She has worked as a tutor for Griffith University Gumurri Centre, assisting indigenous students with their academic studies and she has a passion for advancing and sharing knowledge with the Deaf Community and ensuring the enrichment of future Deaf generations.</p>
<p>Nominee 3</p>	<p>Mr Vince Lam</p>
	<p>Vince is an Accountant and a Financial Advisor with a wealth of industry experience. He has worked for blue chip organisations such as Deloitte, ABN Amro, AMP, HSBC, Westpac and Energy Australia.</p> <p>Qualifications:</p> <ul style="list-style-type: none"> • Bachelor of Commerce (University of Sydney) • CPA Australia • Master of Applied Finance (Macquarie University)



EXPLANATORY MEMORANDUM

Voting/proxies

The Board believes it is paramount for meetings of Members to be conducted under procedures, which are fair and transparent.

Members may complete their Proxy/Voting Form and direct their proxy how to vote. The Board believes that this and the opportunity to ask questions before and during the AGM provides Members as a whole with a reasonable and fair opportunity to participate in the AGM.

The zoom link provided in the notice of meeting will allow for voting online in real time via a poll.

Members are encouraged to submit their proxy/voting forms as early as possible, even if planning to attend the meeting in person, in case further restrictions apply on where and how the meeting can be conducted.

Questions from members

Members unable to attend the AGM, and who would like to ask questions of the Board concerning the AGM are invited to do so by **COB, Monday 20 October 2020**. Please write your questions on a separate sheet of paper and return it with the proxy/voting form to rochelle.caron@deafservices.org.au or mail to:

Rochelle Caron

Company Secretary
Deaf Services Limited
915 Ipswich Rd (PO Box 465), Moorooka Qld 4105

Alternatively, members may fax the proxy/voting form and questions to (07) 3392 8511.

Quorum

The online presence of members count towards a quorum. Attendance will be verified once logged into the zoom link provided in the notice of meeting.



PROXY/VOTING FORM



Appoint a Proxy to Vote on Your Behalf

I, _____
being a member of Deaf Services Limited hereby appoint as my Proxy to vote for me and on my behalf at the 117th Annual General Meeting to be held on Saturday, 7 November 2020 and adjournment thereof.

the Chairperson of the meeting **OR** [insert full name of proxy below]

Name: _____

PLEASE NOTE: Leave the second box blank if you have selected the Chairperson of the Meeting. If you do not wish to exercise your voting rights, leave the proxy section blank. Your proxy must be a financial member. If in doubt, leave blank.

Signature _____

Date _____

Contact Number _____




Items of Business – Voting Instructions/Ballot Paper

Please mark **X** to indicate your directions

		For	Against	Abstain
Resolution 1	Adoption of Annual Financial Report			
Resolution 2	Appointment of UHY as the Company's auditor			
Resolution 3	Election of Mr Cameron Miller as Director			
Resolution 4	Election of Ms Kathryn Armfield as Director			
Resolution 5	Election of Mr Vince Lam as Director			



 **PLEASE NOTE:** *If you mark the **ABSTAIN** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority*

 **IMPORTANT:** to be effective, all Proxy Forms must be submitted and received by the Company not later than **5:30pm (AEST) on Wednesday, 4 November 2020**, being not later than 48 hours before the commencement of the AGM. Please return the form to the below address

Rochelle Caron
Company Secretary
Deaf Services Limited
915 Ipswich Rd (PO Box 465), Moorooka Qld 4105

Alternatively email this as an attachment to rochelle.caron@deafservices.org.au or fax to (07) 3392 8511.



BOARD DIRECTOR NOMINATION FORM

1. We nominate _____ for election as a Director of the Board of Deaf Services Limited for a period of 3 years from the 2020 AGM

2. **Proposer name** _____

Signature _____ Date _____

3. **Seconder name** _____

Signature _____ Date _____

I, _____ of (address) _____, hereby accept nomination for election as Director of the Deaf Services Limited board from the 2020 AGM.

Signature _____



Board Nominations Close COB, Tuesday, 20 October 2020.

Please attach a personal statement, in up to 350 words explain why you, the person being nominated, consider yourself a suitable candidate. Begin with a brief resume, list your expertise/experience/interests and give examples of your past and potential future contributions to the deafness sector and Deaf Services Limited.



IMPORTANT:

1. The person nominated must be a financial member of Deaf Services Queensland– fill in name
2. Proposer must also be a financial member of Deaf Services Queensland – please fill in name and sign
3. Seconder must also be a financial member of Deaf Services Queensland – please fill in name and sign
4. Person nominated must fill in full name, address and sign