

**MINUTES OF THE 16<sup>th</sup> ANNUAL GENERAL MEETING OF  
ADULTS SURVIVING CHILD ABUSE ("ASCA" or the "Company")  
(ABN 49 072 260 008)**

**Held at 9:30am on Saturday 24 November 2012  
at the Kirribilli Neighbourhood Centre ("KNC"),  
16-18 Fitzroy Street, Kirribilli, Sydney NSW.**

**1. Opening, Declaration of Proxies and Quorum**

**Members Present (in person at KNC):** John Teer (Chairman & Treasurer), Cathy Kezelman (President), Terry Nagle (Director), Bernard Utteridge (Director & Company Secretary), Anne Sutherland (Director), John Hubby (Director), Ben Chew (Director).

**Apologies:** Marie Sullivan (Director), Roger Wong (Director), Chris Hartley (COO), Murray and Jan Baldwin, Jennifer McErlean.

The Chairman opened the meeting at 9:30am and advised that the 7 members present in person at KNC did not constitute a quorum.

The Chairman indicated that the meeting was convened under the Notice of Annual General Meeting dated 25<sup>th</sup> October 2012 which was mailed to members.

**2. Minutes of the 15<sup>th</sup> Annual General Meeting**

The minutes of the 15<sup>th</sup> Annual General Meeting were tabled. The Chairman noted that they have been available for download from ASCA's website.

There was no discussion in relation to the minutes.

The Chairman put the motion to the meeting "*to approve the minutes of the 15<sup>th</sup> Annual General Meeting as a true and correct record*".

The motion to approve the minutes of the 15<sup>th</sup> Annual General Meeting as a true and correct record was **PASSED**.

**3. Chairman's Report**

The Chairman proceeded to present the Chairman's Report. Which was accepted as read.

**4. Financial Statements for the year ended 30 June 2012 together with the Directors' Report, Directors' Declaration and Auditor's Report**

The Chairman tabled the Financial Statements together with the Directors' Report, Directors' Declaration and Auditor's Report for the year ended 30 June 2012 for consideration and noted that they had been made available for download from ASCA's website.

The Chairman opened the meeting for questions and discussion in relation to the Financial Statements.

There was no discussion in relation to the Financial Statements.

**5. Presentation of Directors and Officeholders**

The Chairman introduced each of the Directors and Officeholders to the meeting.

**6. General Business**

**6. Closure**

There being no further business, the Chairman declared the meeting closed at 9:34 am.

**Signed as a true and correct record.**

John Teer  
Chairman

Dated:

# **Attachment 1**

## **Explanatory Notes**

### **Resolution No. 1 and No. 2**

One of the conditions of ASCA's New South Wales Charitable Fundraising Authority (Number 15088) requires ASCA's members to subsequently ratify the appointment, conditions of service and remuneration of Directors who are (or have been) remunerated by ASCA.

For part of the 2011 financial year, ASCA employed and remunerated two Directors, Dr Cathy Kezelman and Terry Nagle, as executive managers of the Company. These executive management roles were in addition to them holding office as Directors. Dr Cathy Kezelman and Terry Nagle were not remunerated in respect of holding office as Directors of the Company.

The details of the appointment, conditions of service and remuneration of Dr Cathy Kezelman and Terry Nagle follow:

#### **Dr Cathy Kezelman (Resolution No. 1)**

*Executive Management Position:* Chief Executive Officer (CEO)

*Appointment Date:* 11 October 2010<sup>1</sup>

*Date of commencement of remuneration:* 10 January 2011<sup>1</sup>

*Termination Date (following 4 weeks' notice of resignation):* 30 June 2011

*Conditions of Service:*

- Term of agreement: Unspecified
- Hours of employment: Three (3) days per week
- Remuneration: Rate of pay of \$100,000 per annum plus 9% compulsory superannuation on a *pro rata basis* for 3 days per week (or \$60,000 per annum plus 9% superannuation guarantee contributions for 3 days per week)
- Termination notice period: 4 working weeks or immediately for serious misconduct or material contractual breach

*Remuneration paid (10 January 2011 – 30 June 2011):*

Employment Benefit: \$30,962

Post-employment Benefit (superannuation guarantee contributions): \$2,787

<sup>1</sup> The CEO position was not remunerated for the period from 11 October 2010 to 9 January 2011.

#### **Terry Nagle (Resolution No. 2)**

*Executive Management Position:* National Operations Manager (NOM)

*Appointment Date:* 10 January 2011

*Termination Date (following 4 weeks' notice of resignation):* 30 June 2011

*Conditions of Service:*

- Term of agreement: One (1) year
- Hours of employment: Two (2) days per week
- Remuneration: Rate of pay of \$100,000 per annum plus 9% compulsory superannuation on a *pro rata basis* for 2 days per week (or \$40,000 per annum plus 9% superannuation guarantee contributions for 2 days per week)
- Termination notice period: 4 working weeks or immediately for serious misconduct or material contractual breach

*Remuneration paid (10 January 2011 – 30 June 2011):*

Employment Benefit: \$21,189

Post-employment Benefit (superannuation guarantee contributions): \$1,907