

**MINUTES OF THE 15th ANNUAL GENERAL MEETING OF
ADULTS SURVIVING CHILD ABUSE (“ASCA” or the “Company”)
(ABN 49 072 260 008)**

**Held at 10am on Saturday 26 November 2011
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 (Director), Geoff Bahnert (Director), Terry Nagle (Director), Bernard Utteridge (Director & Company Secretary), Roger Wong (Director), Cynthia Payne (Director), Alexandra Meldrum (Director), Peter Ernest (Director).

Apologies: Ben Chew (Director), Anne Sutherland (Director).

The Chairman opened the meeting at 10am and advised that a total of 23 proxies had been received with the following voting directions:

- 15 proxies have directed the Chairman to vote in favour of the special resolution and 2 proxies have directed Cathy Kezelman to vote in favour of the special resolution;
- 4 proxies have directed the Chairman to vote against the special resolution; and
- 2 proxies have directed the Chairman to exercise his voting discretion. The Chairman noted he will be voting these proxies in favour of the special resolution.

The Chairman noted that the 32 members present (in person at KNC and by proxy) constituted a quorum.

The Chairman indicated that the meeting was convened under the Notice of Annual General Meeting dated 31st October 2011 which was mailed to members.

2. Minutes of the 14th Annual General Meeting

The minutes of the 14th 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 14th Annual General Meeting as a true and correct record”*.

The motion to approve the minutes of the 14th 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 2011 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 2011 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

To consider and, if thought fit, pass the following resolution:

Resolution No. 1

That the appointment, conditions of service and remuneration of Cathy Kezelman as Chief Executive Officer (for the period from 11th October 2010 to 30th June 2011) as set out in the Explanatory Notes be approved.

To consider and, if thought fit, pass the following resolution:

Resolution No. 2

That the appointment, conditions of service and remuneration of Terry Nagle as National Operations Manager (for the period from 10th January 2011 to 30th June 2011) as set out in the Explanatory Notes be approved.

Note 1: The Explanatory Notes are attached as Attachment 1 and form part of these minutes.

The Chairman opened the meeting for questions and discussion in relation to the special resolution.

There was no discussion in relation to the special resolutions.

Number of votes for the special resolution **No. 1:** 27 (8 votes in person and 19 by proxy as disclosed at the commencement of the meeting) representing 87% of total votes cast

Number of votes against the special resolution: 4

Director Cathy Kezelman did not vote on this resolution.

The resolution was **PASSED** as a special resolution.

Number of votes for the special resolution **No. 2:** 27 (8 votes in person and 19 by proxy as disclosed at the commencement of the meeting) representing 87% of total votes cast

Number of votes against the special resolution: 4

Director Terry Nagle did not vote on this resolution.

The resolution was **PASSED** as a special resolution.

7. Special Business

8. Closure

There being no further business, the Chairman declared the meeting closed at 10:06 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 2010¹

Date of commencement of remuneration: 10 January 2011¹

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

¹ 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