

**FRIENDLY SOCIETY MEDICAL ASSOCIATION LIMITED  
ABN 69 088 347 602**



**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Friendly Society Medical Association Limited ("Company") will be held at Level 1, 372 Grange Road, Kidman Park, on Thursday, 16 November 2023 at 9.30 am (ACDT).

**A. NOTING OF ACCOUNTS AND REPORTS**

To note the Annual Financial Report, the Directors' Report and the Auditor's Report for the 52 weeks ended 2 July 2023.

**B. SPECIAL BUSINESS**

**Modification of Constitution – Resolution 1**

To consider and, if thought fit, to pass the following resolution as a special resolution.

*That for the purposes of section 136(2) of the Corporations Act and for all other purposes the Constitution of the Company be amended in the manner described in the explanatory memorandum accompanying the notice convening this meeting, with effect from the close of the meeting.*

**C. ORDINARY BUSINESS**

**Election of Director – Resolution 2**

That Mr Richard England retiring by rotation in accordance with Rule 37.1.2 of the Company's Constitution and having signified his candidature for the office, be and is hereby re-elected a Director of the Company.

Dated 16 October 2023

By order of the Board

**J E TAYLOR**  
Company Secretary

## **VOTING INFORMATION**

### **1. General Notes**

For the purpose of the meeting, members in the Company will be taken to be those persons who are registered as members at 5.30 pm (ACDT) on Tuesday, 14 November 2023. Membership transactions registered after that time will be disregarded in determining entitlements to vote at the meeting.

### **2. Voting**

On a show of hands every member present in person or by proxy and entitled to vote shall have one (1) vote and upon a poll each Member present in person has one (1) vote and each person present by proxy has one (1) vote for each member the proxy represents. If a proxy has been appointed by two or more members, the proxy has only one (1) vote on a show of hands.

### **3. Proxies**

3.1 A member who is entitled to attend and cast a vote at the Annual General meeting and is unable to attend the meeting is entitled to appoint one proxy.

3.2 A proxy need not be a member of the Company.

3.3 For an appointment of a proxy to be effective, the proxy form (and if the appointment is signed by the appointments attorney, the authority under which the form signed or a certified copy of the authority) must be received no later than 9.30 am (ACDT) on 14 November 2023.

You can send in your proxy form by doing any of the following:

- posting it to 52 Gawler Place, Adelaide SA 5000;
- faxing it to (08) 8223 0405; or
- emailing it to [jtaylor@fsma.com.au](mailto:jtaylor@fsma.com.au).

### **4. Explanatory Notes**

This Notice of Annual General Meeting should be read in conjunction with the accompanying Explanatory Notes which forms part of this Notice of Annual General Meeting.

## EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting dated 16 October 2023 (the Notice) and should be read in conjunction with the Notice as these Explanatory Notes contain important information on the proposed Resolutions. Members should read these Explanatory Notes in full before making a decision on how to vote on the proposed Resolutions to be considered at the Annual General Meeting.

### A. ACCOUNTS AND REPORTS

The financial report, directors' report and auditor's report for the Company for the 52 weeks ended 2 July 2023 will be laid before the meeting. There is no requirement for members to approve those reports. However, the Chairman will allow a reasonable opportunity for members to ask questions or make comments about those reports and the management of the Company. Members will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation of the auditor's report.

### B. SPECIAL BUSINESS

#### Resolution 1 – Modification of Constitution

Under section 136(2) of the Corporations Act, a company can modify or repeal its constitution or a provision of its constitution by special resolution. A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

The Board proposes to adopt amendments to the Company's Constitution to reflect current laws, corporate governance, and market practice. The principal effect of the changes is outlined in the table below.

Topic	Effect of proposed change if resolution is passed
Powers to terminate membership	<p>Provides the board with flexibility to establish a committee of people, or to appoint a single person, to exercise the existing powers of the board to censure, fine, suspend or expel from the Company a Member who engages in certain types of misconduct.</p> <p>The existing procedural fairness rights in the Constitution, for persons alleged to have engaged in misconduct, will be retained.</p>
Virtual and hybrid meetings	<p>Provides the Company with the flexibility to hold general meetings as fully virtual or hybrid meetings (as well as physical meetings).</p> <p>The board recognises the importance of members having an opportunity, wherever possible, to physically attend general meetings, and only intends holding virtual only meetings where there is no reasonable alternative (for example during a pandemic).</p>

Topic	Effect of proposed change if resolution is passed
Direct voting	Gives the Company flexibility to offer direct voting at general meetings, where members may vote directly before a general meeting without appointing a proxy or other representative.
Notices	Modernises provisions relating to notices in accordance with the Corporations Act.

A copy of the Constitution containing the proposed amendments is located on the Company's website at: [www.nationalpharmacies.com.au](http://www.nationalpharmacies.com.au) and a description of the changes is below.

The Board recommends members vote in favour of the resolution to amend the Constitution.

## Description of Proposed Amendments

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### Powers to terminate membership

Amend the existing clauses 18 and 19 of the Constitution by deleting the struck-out text and including the underlined text as follows:

#### 18. Power of Directors to terminate Membership

18.1 The Directors may by resolution censure, fine, suspend or expel from the Company a Member (other than a Shareholder Member) on the grounds that:

~~18.1.1~~ 18.1.1 the Member wilfully refuses or neglects to comply with the provisions of this Constitution; or

~~18.1.2~~ 18.1.2 the Member is guilty of conduct which, in the opinion of the Directors, is unbecoming of a Member, or prejudicial to, or conflicts with, the interests of the Company.

18.2 The Directors may delegate any of their powers under clause 18.1 or clause 19 to any committee of persons or to any one person they decide. The Directors may revoke or vary that delegation. A committee or delegate must exercise the powers delegated subject to any directions of the Directors. The effect of the committee or delegate exercising a power in this way is the same as if the Directors exercised it.

#### 19. Rights on termination

Where a Member's Membership rights are to be terminated under clause 18, the Directors (or their delegate) must give that Member:

19.1 at least one week's notice of ~~the meeting to be held~~ their intention to make a resolution under clause 18, the substance of the allegation against them and the intended resolution; and

19.2 an opportunity of lodging a written explanation or defence with the secretary at least 24 hours before the ~~meeting~~ date of the proposed resolution.

## Virtual and hybrid meetings

Amend the existing clause 24.4 by including the underlined text as follows:

24.4 A notice of a general meeting must:

24.4.1 set out the place, date and time for the meeting and if the meeting is to be held using or with the assistance of technology, the technology that will be used to facilitate the meeting;

Renumber the existing clause 27 as clause 27.1 and include new clauses 27.2 to 27.6 as follows:

27.2 The Directors may determine to hold a general meeting using or with the assistance of any technology that gives the Members as a whole a reasonable opportunity to participate, which may include but is not limited to electronic participation facilities (with or without Members being able to attend a physical meeting) or linking separate meeting places together by technology.

27.3 If a general meeting is to be held in accordance with clause 27.2:

27.3.1 the Directors may prescribe regulations, rules and procedures in relation to the manner in which the meeting is to be conducted; and

27.3.2 the Directors may communicate such regulations, rules and procedures (or instructions on how they can be accessed) to Members.

27.4 If, before or during the general meeting, any technical difficulty occurs which may materially impact the participation of Members who are not present in the main physical location of the general meeting, the chairman may:

27.4.1 adjourn the general meeting until the difficulty is remedied; or

27.4.2 continue to hold the general meeting in the main place (and any other place which is linked under clause 27.2) and transact business, and no Member may object to the general meeting being held or continuing.

27.5 In no circumstances shall the inability of one or more Members to access, or to continue to access, an electronic participation facility or facilities affect the validity of a general meeting or any business conducted at a general meeting, provided that sufficient Members are able to participate in the general meeting as are required to constitute a quorum.

27.6 Nothing in clauses 27.2 to 27.5 is to be taken to limit the powers conferred on the chairman by law.

## Direct voting

Insert new clauses 29.3 to 29.5 as follows:

- 29.3 Despite anything to the contrary in this Constitution, the Directors may decide that, at any general meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A 'direct vote' includes a vote delivered to the Company by post or electronic means approved by the Directors.
- 29.4 Where a direct vote has been validly submitted in advance of the meeting, the Member's attendance or participation in the meeting cancels the direct vote, unless the Member instructs the Company otherwise.
- 29.5 The Directors may prescribe regulations, rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

## Notices

Insert a new clause 92.1.4 as follows:

- 92.1 The Company may give notice to a Member:
- 92.1.4 by sending it by other electronic means (including providing a Uniform Resource Locator (URL) link to any document or attachment) to the electronic address nominated by the Member.

Insert new clauses 96.4 and 96.5 as follows:

- 96.4 A notice given by giving the Member sufficient information to allow the Member to access the notice (**Notice of Access**), is taken to be given at the time when a Notice of Access is sent electronically.
- 96.5 A notice given by any other means permitted by statute, is taken as given at 10.00am (Adelaide time) on the day after the date on which the Member is notified that the notice is available.

## **C. ORDINARY BUSINESS**

### **Resolution 2 - Election of Director**

Rule 37.1.2 of the Constitution requires at least one director (excluding the Managing Director) to retire each year. Mr England retires in accordance with this rule and offers himself for re-election.

#### **Mr Richard England**

FCA, MAICD

- Director of Friendly Society Medical Association Limited
- Chairman Hobart International Airport Pty Ltd.
- Director of Auburn & Lidcombe United Friendly Society Pharmacy Board Limited, HBF Health Limited, Indigenous Art Code Limited Gardior Pty Ltd, Tasmanian Symphony Orchestra and Agency Projects Limited..

Resident of Tasmania

Mr England has been a director since 1 January 2020 as a non-executive director. Mr England has over 25 years' experience as a non-executive director and chairman of numerous listed and unlisted companies encompassing Financial Services, Banking, Insurance, Healthcare, Innovation, Agribusiness and Infrastructure.

The Board considers Mr England to be an independent director.

The Board has reviewed Mr England's nomination and recommends members vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

**FRIENDLY SOCIETY MEDICAL ASSOCIATION LIMITED**

**(ABN 69 088 347 602)**



**Appointment of Proxy**

I.....

of.....

Member No.....

being a Member of Friendly Society Medical Association Limited ABN 69 088 347 602 (the "Company") and entitled to attend and vote hereby appoint (mark with "x"):

the following named person \_\_\_\_\_

**OR**

the Chairman of the meeting:

as my proxy and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the 2023 Annual General Meeting of the Company to be held at Level 1, 372 Grange Road, Kidman Park, on Monday, 16 November 2023 at 9.30 am (ACDT) and at any adjournment of that meeting.

**Voting directions to your proxy – please mark "x" to indicate your directions**

<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b> *
1. That approval be given under and for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, to the modification of the Company's Constitution to the form as tabled at this meeting and set out in the Explanatory Notes accompanying the Notice of General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Richard England	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the abstain box for the item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll, or if your voting entitlement cannot be voted by the Chairman of the Meeting, your votes will not be counted in tallying the required majority on a poll.

The Chairman of the Meeting intends to vote undirected proxies in favour of these resolutions.

**Authorised signature**

.....  
Member's Signature

.....  
Date



**Authorised Signature(s)**

If the Proxy Form is signed under a Power of Attorney, you must have already lodged the Power of Attorney with the Company or a certified copy of the Power of Attorney must be attached to this Proxy Form when it is returned.

**Joint Members**

If the membership is in joint names, the first name to be in the register is the primary joint member and only the primary joint member is entitled to vote.

**Lodgement**

This Proxy Form (and any Power of Attorney under which it is signed) must be deposited for the attention of the Company Secretary at the Company's registered office, 52 Gawler Place, Adelaide South Australia 5000, by facsimile to the Company on 08 8223 0405 or by email to [jtaylor@fsma.com.au](mailto:jtaylor@fsma.com.au) not later than 48 hours before the commencement of the meeting (ie 9.30 am on Tuesday, 14 November 2023). Any Proxy Form received after that time will not be valid for the scheduled meeting.