



Perth NRM
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Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Perth Region NRM Inc. will be held:

- Date:** Tuesday, 25 October 2022
- Time:** 1:00pm for 1:15pm start
- Location:** Stirling Community Centres, Scarborough Beach
163 The Esplanade, Scarborough
[Stirling Community Centres - Scarborough Beach - Google Maps](#)

BUSINESS TO BE CONDUCTED

1. Welcome to Country
2. Guest Speaker
3. Introduction from the Chair
4. Presentation of the CEO report
5. Confirmation of the previous AGM Minutes
6. Voting by ordinary resolution for appointment of nominated Board Directors
7. Voting by special resolution for amendments to the constitution
8. Presentation of the 2021/22 financial report
9. Questions from Members
10. AGM formally closes

ENTITLEMENT TO ATTEND

The Registered Officer from every Member organisation is entitled to attend and vote at the Annual General Meeting. Attendance (which will count towards the quorum) can also be by telephone or video conference (cl. 22.6.1)

If you are attending, please **RSVP no later than 4.30pm, Monday 24 October 2022.**

VOTING BY PROXY

If you cannot attend the meeting, you may appoint the Chairperson of the meeting as your proxy or arrange for another person to attend the meeting and vote on your behalf.

If a proxy is provided by post, email or hand delivery, it must be received by Perth Region NRM no later than 4.30pm, Monday 24 October 2022 to be noted on the Member Registry.

Post to: PO Box 1132, Bentley, WA 6983
Email to: enquiries@perthnrm.com
Hand Deliver to: Enterprise 2, 11 Brodie Hall Drive, suite 3, Bentley, WA 6102

If you have appointed another person as your proxy, your AGM Proxy Form will be taken as confirmation (RSVP) that your proxy will be attending the meeting. Your proxy does not have to be a member.

If your appointed proxy does not attend the meeting, the Chairperson will vote on your behalf as instructed on your AGM Proxy Form.

If you have appointed the Chairperson of the meeting as your proxy, your vote will be cast by the Chairperson and attendance is not required.

Proxies submitted in lieu of attendance do not count towards the achievement of a quorum for the meeting.

NOTE ABOUT NOMINATED BOARD DIRECTORS

Under Perth Region NRM Inc's constitution, Board Directors are usually appointed by endorsement of the Members at an AGM (cl. 13.1.1). Directors are elected for 3-year terms and can serve a maximum period of 9 years of continuous tenure (cl. 10.4).

There are two vacancies, and the Board recommends two nominations for appointment as directors of Perth Region NRM Inc. being Dr Elena Limnios and Dr Nick Moffatt. Elena and Nick are both recommended to the Board after an executive search conducted by the Nominations Committee.

Dr Elena Limnios Profile

Elena is an experienced Independent Board Director for member owned and member governed organisations. She is compelled to contribute to organisations that have a strong purpose and capability to make a lasting impact to their local communities and the environment. Elena's personal values are honesty, respect and excellence. She values relationships and believes in collaborative leadership, developing win-win solutions and encouraging thinking outside the box.

Elena is considered a world expert in member owned organisations, having led research collaborations with over 40 institutional and industry partners worldwide with a diverse focus on governance, ownership models, member engagement, management challenges unique to member-owned organisations, drivers of member loyalty, and equity finance structures. Elena has consulted on governance, strategy and organisational change for both private and public listed entities. She is an experienced communicator across diverse audiences including at senior levels of government, business, and academia.

Elena holds a Masters in Engineering, an MBA and a PhD in complex system's resilience (UWA) which included the development of new ways for measuring product ecological footprint, understanding and reducing our impact on the natural environment through more sustainable business practices and consumers' choices. She is an AICD graduate, has developed and delivered executive and board training programs through the Australian Institute of Management (AIM WA) focused on governance and strategy.

Dr Nick Moffatt Profile

Nick has a drive and passion for improving and enhancing the sustainability performance of organisations and limiting the negative impacts on our environmental resources and natural capital.

He is an engineering and sustainability / ESG professional with more than 34 years of domestic and international experience in both the chemicals manufacturing and professional services sectors. Nick's experience includes fertiliser and industrial chemicals manufacturing in the UK and Australia and for the last 14 years, Nick has led the sustainability / ESG consultancy practice for KPMG in Western Australia.

Nick specialises in providing climate change and greenhouse gas advisory and assurance services across all sectors of the economy and government and he works with a range of large and small organisations, both nationally and internationally, to assist them to improve their ESG performance. Along with ESG strategy development, Nick has extensive experience in carbon-related challenges such as greenhouse gas inventory measurement and reporting, carbon offset creation and decarbonisation.

Nick has substantial experience in corporate governance and risk management and regularly supports and presents to Boards on these issues, with specific focus on ESG and climate change. He holds a Bachelor of Engineering degree and a PhD in Chemical Engineering, is a Chartered Chemical Engineer and is a Fellow of the Institution of Chemical Engineers. In addition, Nick is accredited as a Category 1 (technical) and Category 2 Greenhouse gas and Energy Auditor with the Clean Energy Regulator in Australia and is also accredited as a Greenhouse gas complex sector expert, lead auditor and independent reviewer by the National Environment Agency in Singapore.

NOTE ABOUT CONSTITUTION AMENDMENTS

1. Perth NRM's constitution currently does not identify the circumstances in which payments can be made to Board Directors or Standing Committee members, out of the funds of the Association. The proposed new clause would allow for this.
2. Perth NRM's constitution currently allows for phone or internet presence at Annual General Meetings to count towards a quorum, however members cannot vote unless they are present in person. The proposed amendment will allow members to vote at Annual General Meetings if attending by phone or other means of instantaneous communication.

1. Payments to Board Directors or Standing Committee members

Proposed new clause (addition in italics)

21. Payments to Directors

21.1 Board Directors or Standing Committee members are entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —

- a. in attending a board meeting, committee meeting or*
- b. in attending a general meeting; or*
- c. otherwise in connection with the Association's business.*

21.2 Board Directors or Standing Committee members may be entitled to be paid a stipend from the funds of the Association by virtue of their position and as remuneration for duties undertaken as a Director, or as a Standing Committee member. The rate of such remuneration will be determined by the Board, with reference to fees paid to Directors of bodies similar to this Association.

2. Allow voting at Annual General Meetings if attending by phone or other means of instantaneous communication

Current

22.6 At an Annual General Meeting, a quorum of Members comprises:

22.6.1 Twenty-five (25) percent of the Membership, present in person or by phone or video conference, constitute a quorum.

Proposed (amendments in italics)

23.6 At an Annual General Meeting, a quorum of Members comprises:

23.6.1 Twenty-five (25) percent of the Membership, present in person or by phone or *other means of instantaneous communication* ~~video conference~~, constitute a quorum.

Current

22.7 Member voting shall be managed by each Member's Registered Officer or their authorised proxy present in person at an Annual General Meeting and is entitled to an equal deliberative vote and may exercise their entitlement to vote, subject to the restrictions defined in Rule 5.1.1.

Proposed (addition in italics)

23.7 Member voting shall be managed by each Member's Registered Officer or their authorised proxy present in person *or by phone or other means of instantaneous communication* at an Annual General Meeting and is entitled to an equal deliberative vote and may exercise their entitlement to vote, subject to the restrictions defined in Rule 5.1.1.