Draft Minutes

Arc @ UNSW Limited
Annual General Meeting
Hybrid (Roundhouse & Zoom)
4 June 2025

1. Acknowledgement of Country
O. Iredale (Chair of the Board) completed an Acknowledgement of Country.

2. Opening of Meeting
O. Iredale (Chair of the Board) opened the meeting at 9:30 am.

Quorum required was confirmed as met. The Chair held 234 Proxies.

The Chair provided a brief background and explanation of the proposed resolutions.

3. Business of Meeting

3.1. Confirmation of previous Minutes: 28 May 2024
The minutes were taken as read.

RESOLVED

THAT the minutes of the Arc @ UNSW Limited Annual General Meeting, held on 28 May 2024, have been circulated, taken as read and confirmed.

CARRIED

3.2. Confirmation of previous Minutes: 14 November 2024
The minutes were taken as read.

RESOLVED

THAT the minutes of the Arc @ UNSW Limited Extraordinary General Meeting, held on 14 November 2024, have been circulated, taken as read and confirmed.

CARRIED

3.3. Consideration of the Annual Reports
a. The Financial reports for 2024 financial year (January 2024 – December 2024)
b. The Director's reports
c. The Auditor's reports
The reports were taken as read.

RESOLVED
THAT the Arc @ UNSW Limited Annual Report for the 2024 financial year (January 2024 – December 2024) be adopted.

CARRIED

4. Special Resolutions: Constitutional Amendments A – C

4.1. Constitutional Amendment A

The Chair read the resolution.

3 members spoke to the resolution.

The motion was moved and seconded.

A vote by show of hands and online poll was taken.

RESOLUTION

THAT clause 7.2(a) is amended to read: "Without limiting any applicable provisions of the Corporations Act regarding general meetings of a public company, the Board must call and arrange to hold a general meeting on the request of 500 Members or 5% of the total number of Members, whichever is lower".

THAT clause 7.15(b) is amended to read: "at least 500 Members who are entitled to vote at a general meeting, whichever is lower".

CARRIED

4.2. Constitutional Amendment B

The Chair read the resolution.

1 member spoke to the resolution.

The motion was moved and seconded.

A vote by show of hands and online poll was taken.

RESOLUTION

THAT clause 7.23(e), "No person, whether a Member or Non-Member, may act as a proxy for more than one (1) Member with the exception of the Chair who may act as proxy for more than one (1) Member" is adopted into the Constitution.

CARRIED

4.3. Constitutional Amendment C

The Chair read the resolution.

The motion was moved and seconded.

A vote by show of hands and online poll was taken.

<u>RESOLUTION</u>

THAT clause 9.11 is amended to read: “The office of a Director is vacated if the Director

(a) ceases to be a Director or becomes prohibited from being a Director under the Corporations Act;
(b) resigns their office by written notice to Arc;
(c) is absent for more than three (3) consecutive meetings, excluding extraordinary meetings without leave of the Board if the Board so determines; or
(d) is removed from the office of Director by a resolution of Arc in accordance with section 9.10.”

CARRIED

5. Other Business

N/A

6. Close of Meeting

The meeting closed at 9:54 am.