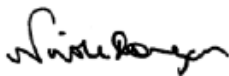


## Member Pack – Special General Meeting

Australian Landfill Owners Association Ltd (ALOA) (ACN 134 694 956)

Being held on Tuesday 10 February 2026 at 3pm AEDT via [TEAMS](#)

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**Nicole Donegan**  
**Company Secretary**

## Notice of Special General Meeting

Further to a resolution passed by the ALOA Board, Notice is hereby given that a Special General Meeting of Members of the Australian Landfill Owners Association Ltd (ALOA) (ACN 134 694 956) will be held as follows.

### Meeting Details

Tuesday 10 February 2026 at 3pm AEDT via [TEAMS](#)

### Business of the Meeting

The business of the Special General Meeting is to consider and, if thought fit, pass the Special Resolutions set out below. Each Special Resolution requires approval by at least 75% of the votes cast by Members entitled to vote. Refer Meeting Agenda below.

### Specials Resolutions

#### **1. Special Resolution – Board Composition and Appointment of Directors**

To consider and, if thought fit, pass the Special Resolution to amend Clauses 15.2, 16.1 and 16.2 of the Constitution relating to Board composition and the appointment of Directors, as set out in the accompanying Explanatory Memorandum.

#### **2. Special Resolution – Chief Executive Officer as Director and Remuneration**

To consider and, if thought fit, pass the Special Resolution to amend Clause 22, Clause 15.4 and the definition of Chief Executive Officer to allow the CEO to be appointed as a Director, clarify voting rights, and permit remuneration where the CEO is appointed as a Director.

#### **3. Special Resolution – Eligibility for Appointment as Chair**

To consider and, if thought fit, pass the Special Resolution to amend Clause 16.3 of the Constitution to remove the restriction limiting the appointment of the Chair to Directors elected by Members. This will effectively allow all directors, except the CEO, to be eligible to be Chair.

#### **4. Special Resolution – Quorum at General Meetings**

To consider and, if thought fit, pass the Special Resolution to amend Clause 12.1 of the Constitution to update quorum requirements for General Members.

### Voting and Proxies

Members entitled to vote may attend and vote in person, by proxy or by representative. A Member entitled to attend and vote at the Meeting may appoint a proxy. The proxy need not be a Member. Proxy forms must be received by ALOA no later than 24 hours before the commencement of the Meeting.

### Explanatory Memorandum

An Explanatory Memorandum setting out further information about each Special Resolution accompanies this Notice and should be read in conjunction with it.

### By Order of the Board

Nicole Donegan

Company Secretary, Australian Landfill Owners Association Ltd

## Agenda Special General Meeting

Australian Landfill Owners Association Ltd (ALOA) (ACN 134 694 956)

Tuesday 10 February at 3pm AEDT via [TEAMS](#)

1. Welcome and Opening of Meeting
2. Apologies and Proxies
3. Confirmation of Quorum
4. Company Secretary's Opening Remarks
5. Questions
6. Special Resolution Voting

**a) Special Resolution 1 – Board Composition and Appointment of Directors**

To consider and, if thought fit, pass the Special Resolution to amend Clauses 15.2, 16.1 and 16.2 of the Constitution as outlined in the Notice of Meeting and Explanatory Memorandum.

**b) Special Resolution 2 – Chief Executive Officer as Director and Remuneration**

To consider and, if thought fit, pass the Special Resolution to amend Clause 22, Clause 15.4 and the definition of Chief Executive Officer as outlined in the Notice of Meeting and Explanatory Memorandum.

**c) Special Resolution 3 – Eligibility for Appointment as Chair**

To consider and, if thought fit, pass the Special Resolution to amend Clause 16.3 of the Constitution as outlined in the Notice of Meeting and Explanatory Memorandum.

**d) Special Resolution 4 – Quorum at General Meetings**

To consider and, if thought fit, pass the Special Resolution to amend Clause 12.1 of the Constitution as outlined in the Notice of Meeting and Explanatory Memorandum.

7. General Business
8. Close of Meeting

## Explanatory Memorandum

For Special General Meeting, Australian Landfill Owners Association Ltd (ALOA) (ACN 134 694 956) on Tuesday 10 February 2026 at 3pm AEDT via [TEAMS](#)

This Explanatory Memorandum has been prepared to assist Members of the Australian Landfill Owners Association Ltd (ALOA) to understand the purpose and effect of the Special Resolutions to be considered at the Special General Meeting. Members are encouraged to read this Explanatory Memorandum carefully before voting on the resolutions. Refer to Appendix 1 for full markup of relevant clauses.

### Special Resolution 1 – Board Composition and Appointment of Directors

This resolution proposes amendments to Clauses 15.2, 16.1 and 16.2 of the Constitution to rebalance the composition of the Board. The number of Directors appointed by the Board as Approved Persons will increase from two to four, while the number of Directors elected by Members as Eligible Persons will reduce from up to eight to up to two. The minimum number of Directors will remain four and the maximum number of Directors will remain nine.

The resolution also allows the Board to appoint an Approved Person as a Director between Annual General Meetings, provided the maximum number of Directors is not exceeded. Any Director appointed in this way will hold office only until the next Annual General Meeting, at which time they may be reappointed or stand for election.

The purpose of this resolution is to strengthen Board capability by enabling skills-based appointments while retaining Member elected representation and appropriate continuity.

### Special Resolution 2 – Chief Executive Officer as Director and Remuneration

This resolution proposes amendments to Clause 22, Clause 15.4 and the definition of Chief Executive Officer to clarify the governance status of the CEO. The Constitution will expressly provide that the CEO may be appointed as a Director of ALOA.

Where the CEO is appointed as a Director, the CEO will be entitled to vote only in respect of matters where no conflict of interest exists. Where the CEO is not appointed as a Director, the CEO may attend and be heard at Board and General Meetings but will not have voting rights.

The resolution also clarifies that the CEO may be remunerated if appointed as a Director, recognising the executive nature of the role. All other Directors will continue to serve in an unpaid capacity.

### Special Resolution 3 – Eligibility for Appointment as Chair

This resolution proposes an amendment to Clause 16.3 of the Constitution to remove the restriction that limits appointment of the Chair to Directors elected by Members.

If approved, the Board will be able to appoint any Director, except the CEO, as Chair based on capability, experience and governance needs. The purpose of this change is to provide greater flexibility in leadership appointments and to support effective succession planning.

### Special Resolution 4 – Quorum at General Meetings

This resolution proposes an amendment to Clause 12.1 of the Constitution to update quorum requirements for General Meetings. The quorum requirement for General Members will change from a fixed minimum of

seven Members to twenty percent of General Members or three General Members, whichever is the higher number.

The quorum requirement for Founding Members will remain unchanged. This change is intended to better reflect current membership numbers while maintaining appropriate safeguards for valid Member decision making.

### **Voting on the Special Resolutions**

Each Special Resolution requires approval by at least seventy five percent of the votes cast by Members entitled to vote. Members may vote in person, by proxy or by representative in accordance with the Constitution and the Notice of Meeting.

## Appendix 1 - ALOA Constitution: Marked-Up Changes

Special General Meeting | Australian Landfill Owners Association Ltd (ALOA) (ACN 134 694 956)

Tuesday 10 February at 3pm AEDT via [TEAMS](#)

This document shows all proposed amendments to the Constitution. Only clauses that change are shown. Deleted text is shown with a strikethrough and replacement wording appears immediately after.

### 1.Board Composition

#### 15.2 Minimum Number

The number of Directors is to be a minimum of 4 and a maximum of 9 which:

- a) A minimum of 2 and a maximum of 7 will be Eligible Persons elected in accordance with clause 16.1(a);
- b) Up to 2 4 may be Approved Persons appointed by the Board in accordance with clause 16.1(b); and
- c) 1 may be the immediate past Chair in accordance with clause 16.1(c).

#### 16. 1 Election of Directors by Members

- a) ~~Subject to clause 16.1 (b)~~ A minimum of 2 Directors must be Eligible Persons and ~~two of these Directors~~ must be elected ~~each year by the Members~~ at the AGM in accordance with the process in article 17.

The term of office of a Director elected at the AGM will expire at the conclusion of the AGM in the second year after the year of the Director's election (except that the terms of two of the initial Directors shall be one year).

A casual vacancy is created if a Director who is elected at the AGM resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall end at the next AGM.

**16.1 b)** Up to 2 4 of the Directors may be Approved Persons and these Directors must be appointed by the Board. The term of office of each Director appointed by the Board will be determined by the Directors, but shall be no longer than 2 years. A casual vacancy is created if a Director who is appointed by the Board resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such a casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall be determined by the Board. **Approved Directors may be reappointed at the end of their term.**

**16.2** The Directors will have the power to appoint an Approved Person to be a Director in addition to the existing Directors, provided that the total number of Directors will not at any time exceed the number fixed in accordance with this Constitution. Any Director appointed under this clause will hold office **in accordance with 16.1 b.** ~~only until the next AGM, and will then be eligible for re-election.~~

## 2. CEO Appointment as a Director and Remuneration

### 22. CHIEF EXECUTIVE OFFICER

22.1 The CEO will attend and be entitled to be heard at all Board meetings and General Meetings ~~but will not be entitled to vote at any Board meetings or General Meetings.~~ The Chief Executive Officer is not entitled to vote unless appointed as a Director, and then only in respect of matters where no conflict of interest exists.

22.2 The CEO ~~will not~~ may be appointed as a Director.

### DEFINITIONS

CEO means the chief executive officer of ALOA. The CEO ~~is not~~ may be a member of the Board.

### 15.4 No Remuneration

Except as provided for in clause 3, no Director may receive any remuneration for services as a Director or as a Member, ~~apart from the CEO if he/she is appointed as a Director.~~ The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from Board meetings, Executive Committee Meetings, General Meetings or in connection with the business of ALOA. Any expenses must be claimed within 30 days of them being incurred or the right to be reimbursed is forfeited.

## 3. Chair Eligibility Restrictions on who can be Chair

### 16.3

There will be a Chair ~~and Company Secretary a Deputy Chair and Treasurer~~ of ALOA. ~~The Chair who~~ will be elected from among the Directors by the Board at its first Meeting after the AGM each year. ~~The Chair must be elected from the Directors who were elected by the Members under clause 16.1(a).~~ If a vacancy arises, the position will be filled by the Board from among the Directors as soon as practicable. ~~The Board must appoint a director who is an Approved Person as Treasurer, but if none of those Directors accept the role, the Board must appoint another Director.~~ ~~The Company Secretary will be appointed by the Board. The CEO will not be eligible to be Chair.~~

A Director will be deemed to have vacated their office if they:

- a) resign from office by notice in writing to the Board;
- b) are absent without the consent of the Board from 3 consecutive Board meetings;

## 4 .Quorum at Members' Meetings

### 12. PROCEEDINGS AT MEMBERS MEETINGS

#### 12.1 Quorum

A quorum at a General Meeting is:

- a) 20% of General Members or ~~3~~ 7 General Members (whichever is the higher number) present in person or by proxy or representative and entitled to vote and
- b) 20% of Founding Members present in person or by proxy or representative and entitled to vote.

No business is to be transacted at any General Meeting unless a quorum is present at all times during the General Meeting.