

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

Special Resolution 1 to change Clause 15.2 of the Constitution as outlined below in red in relation to Board Composition

15.2 Minimum Number

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

- a) ~~Between~~ A minimum of 2 and 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).

Special Resolution 2 to change Clause 16.1a of the Constitution as outlined below in red in relation to the Election of Directors by Members

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.

Special Resolution 3 to change Clause 16.1b of the Constitution as outlined below in red in relation to the Election of Directors by Members

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.**

Special Resolution 5 to change Clause 16.2 of the Constitution as outlined below in red in relation to the Election of Directors by Members.

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.**

Special Resolution 6 to change Clause 22 of the Constitution as outlined below in red in relation to the 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 **but not as Chair.**

Special Resolution 7 to change the Definition of CEO to enable the CEO to be a member of the Board.

DEFINITIONS

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

Special Resolution 8 to change clause 15.4 to enable the CEO to be remunerated if he or she is appointed a director.

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.

Special Resolution 9 to change clause 16.3 to specify the Company Secretary will be appointed annually and that to remove the fact that the Chair can only be appointed from elected members.

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.

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;

Special Resolution 10 to change clauses 12 Quorum requirement in line with current member numbers.

12. PROCEEDINGS AT MEMBERS MEETINGS

12.1 Quorum

A quorum at a General Meeting is:

- a) 20% of General Members **or 3** 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.

7. General Business

8. Close of Meeting