



Minutes of the General Meeting held Tuesday 18 July 2023 5.30pm (VIC), 5.00pm (SA)
by videoconference and in person at 28 Drummond St Carlton 3053

Chair: Elise Pocknee-Clem, OV/SA President
Company Secretary: Ilsa Hampton, OV/SA CEO

1. Procedure

- 1.1 OV/SA President Elise Pocknee-Clem (EPC) welcomed online and face to face participants and acknowledged country.
- 1.2 Quorum was confirmed.
- 1.3 Apologies were noted from Laura Downie (member) and Vishal Modal (auditor).
- 1.4 Members present were Carla Abbott, Andrew Anderson, Mitchell Anjou, John Bartlett, Laura Carson, Theo Charalambous, Heather Connor, Isaac Curkpatrick, Kristin Guppy, Cassandra Haines, Simon Hanna, Kerry Hart, Flora Hui, Sophie Koh, Andrew Kotsos, Kurt Larsen, Jennifer Larsen, Sam Lauriola, Timothy Lo, Andrew Metha, Elise Pocknee-Clem, Alek Simms, David Welch and Anne Weymouth. Company Secretary Ilsa Hampton was noted as present. Guests in attendance were: Melanie Andrews, Fergus Inder, Rebecca David, Lisa Busuttil and Lyn Hsieh (OV/SA Secretariat), Trinity Scarf (OA National Marketing & Engagement Manager), Joe Chakman (former OA CEO and current NSW/ACT Life Member) and Alasdair McLean (lawyer from Piper Alderman).
- 1.5 Minutes of the Annual General Meeting 2022 were approved by a show of hands.

2. Resolutions

- 2.1 Proxies: no proxies were received via post and any digital proxies were processed as part of the BigPulse online voting process.
- 2.2 Resolution 1: EPC outlined the reasoning behind the resolution, and the board's recommendation to accept the proposal. It was noted that as of 5pm AEST all members present had voted using the online BigPulse platform, with the following result:
Agree: 387
Disagree: 36
Abstain: 16
(Total: 439)

Members were invited to ask questions.

The resolution was then proposed to the meeting to consider, and if thought fit, to pass the following resolution as a special resolution:

That pursuant to section 136(2) of the Corporations Act and for all other purposes, the current constitution of Optometry Victoria South Australia Limited ACN 634 919 994 be amended (in the form as signed by the Chair of this Meeting for identification purposes) as further described in the Explanatory Memorandum which accompanied the Notice of Meeting.

Any late registrants or other voting member in attendance who had not yet voted were invited to vote by a show of hands. With all eligible attendees confirmed as having already voted using BigPulse, EPC then moved to the second resolution.

- 2.3 EPC outlined the reasoning behind the resolution, and the board's recommendation to accept the proposal. It was noted that as of 5pm AEST all members present had voted using the online BigPulse platform, with the following result:
- Agree: 375
 - Disagree: 56
 - Abstain: 8
 - (Total: 439)

Members were invited to ask questions.

The resolution was then proposed to the meeting to consider, and if thought fit, to pass the following resolution as an ordinary resolution:

That Members approve the transfer of certain back-office and other service assets of Optometry Victoria South Australia Limited (OV/SA) to Optometry Australia, and that OV/SA engage Optometry Australia to provide back-office and other services to OV/SA and Members (Proposed Restructure) and authorise the board of directors of OV/SA to finalise and implement the Proposed Restructure upon terms as determined by the board, as further described in the Explanatory Memorandum which accompanied the Notice of Meeting.

Any late registrants or other voting member in attendance who had not yet voted were invited to vote by a show of hands. With all eligible attendees confirmed as having voted, the meeting was then adjourned at 5.48pm AEST whilst the Company Secretary and second scrutineer, OV/SA Operations Coordinator Melanie Andrews, reviewed the vote report and checked for any anomalies.

3. Declaration of Result

The meeting was resumed at 5.53pm AEST. EPC declared the results of the vote. Resolution 1 passed with more than 75% of votes in favour, and Resolution 2 also passed with more than 75% of votes in favour.

On behalf of the OV/SA Board, EPC thanked all attendees and members for their participation and expressed excitement to be moving into the next phase with Optometry Australia. EPC also acknowledged the hard work of OV/SA CEO Ilsa Hampton and the whole team.

4. The meeting was declared closed at 5.56pm AEST and those present in person were invited to stay for refreshments.

FOR APPROVAL