

# Notice of 2023 Annual General Meeting

**Notice is given that the 70th Annual General Meeting of Endeavour Foundation will be held:**

**Date:** Monday 27 November 2023  
**Time:** 9.00am (AEST/QLD time)  
**Venue:** 33 Corporate Drive, Cannon Hill, Queensland  
**Web:** [endeavouragm.verovoting.com.au](http://endeavouragm.verovoting.com.au)

The Meeting Information and Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the Annual General Meeting (AGM) and forms part of this Notice of Meeting. **PLEASE ENSURE YOU READ THE EXPLANATORY MEMORANDUM IN FULL.**

The AGM will be held in-person and online. For members who wish to attend online, you can join through an online platform where you will be able to watch, listen, vote and submit questions.

Instructions for attending the AGM via the online platform are contained in the Meeting Information accompanying this Notice of Meeting.

We encourage any members who are unable to attend to appoint a proxy to vote on their behalf.

## ORDINARY BUSINESS

### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements and the reports of Directors and Auditors for the year ended 30 June 2023.

### 2. ANNOUNCEMENT OF RESULT OF THE ELECTION OF ELECTED DIRECTORS

To declare the result of the three (3) Elected Director positions on the Board of Directors of Endeavour Foundation.

### 3. APPROVAL OF APPOINTED DIRECTOR

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*Approval be given to the reappointment of Elizabeth Jameson as a Director of Endeavour Foundation for a term of three (3) years.*

## SPECIAL BUSINESS

### 4. ADOPTION OF NEW CONSTITUTION

As recommended by the Board, to consider and, if thought fit, to pass the following resolution as a special resolution:

*That, in accordance with section 136(2) of the Corporations Act, approval be given to repeal Endeavour Foundation's existing Constitution and adopt a new Constitution as set out in the Explanatory Memorandum, in the form tabled at the Annual General Meeting and signed by the Chair of the Meeting for the purpose of identification, with effect from the close of the meeting.*

## ORDINARY BUSINESS

### 5. MEMBERSHIP FEES

If the new Constitution is adopted, as recommended by the Board to consider and, if thought fit, to pass the following resolution as an ordinary resolution in accordance with clause 4.8 of the new Constitution:

*The amount of the Endeavour Foundation annual membership fee be:*

- *free for all existing members for the 2024/25 financial year;*
- *free for one family member, or alternatively a person who has a bona fide connection, such as a guardian or full-time carer, of a new client. This free membership will be available for eligible applicants who submit a membership form prior to the 2024 AGM. A new client means:*
  - *a person who receives home or community support from Endeavour Foundation; and/or*
  - *an employee who receives support at an Endeavour Foundation social enterprise; for the first time after the 2023 AGM;*
- *\$25 per annum for all other new members.*

By order of the Board



Darryn Hammond  
Company Secretary  
24 October 2023

# Explanatory Memorandum

This Explanatory Memorandum has been prepared for Endeavour Foundation Members in relation to the business to be conducted at the AGM.

Resolutions 3 and 5 require ordinary resolutions, which means that to be passed the resolution needs the approval of a simple majority of the votes cast by Members entitled to vote on the resolution.

Resolution 4 requires a special resolution. At least 75% of the votes cast by Members entitled to vote must be in favour of the resolution.

## ITEM 1 – RECEIPT AND CONSIDERATION OF THE FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Financial Reports for consideration at the meeting will consist of reports by the Directors and Auditor, and the Annual Financial Statements of Endeavour Foundation and its controlled entities for the year ended 30 June 2023.

Neither the Corporations Act 2001 nor the Constitution of Endeavour Foundation requires a vote of Members on the Financial Reports. However, Members will be given a reasonable opportunity to raise questions or comments on the reports at the meeting. In addition, a reasonable opportunity will be given to Members at the meeting to ask the Auditor questions relevant to the conduct of the audit and the preparation of and content of the Auditor's Report.

To view the audited Endeavour Foundation Annual Financial Report for the year ended 30 June 2023 or the 2022-2023 Annual Report, please visit our website at [www.endeavour.com.au/get-involved/annual-general-meeting](http://www.endeavour.com.au/get-involved/annual-general-meeting) or scan the QR code below.



The Annual Financial Report will be available on the website from 31 October 2023, and the Annual Report from 3 November 2023. If you require printed copies, please contact the Company Secretariat at [companysecretary@endeavour.com.au](mailto:companysecretary@endeavour.com.au) or (07) 3908 8401.

## ITEM 2 – ANNOUNCEMENT OF RESULT OF THE ELECTION OF ELECTED DIRECTORS

In 2023 there were three (3) open Elected Director positions on the Board of Endeavour Foundation. The positions that were open are held by Beverley Knowles of the Victoria Area Committee, Pedro Mendiolea of the North Queensland Area Committee and Mark Gibson of the South West Queensland Area Committee.

In accordance with the Constitution, nominations were called for from the Area Committees that do not already have a serving Elected Director and those who have a serving Elected Director whose position is open for election.

If the nominations received are greater than the number of positions open for election, a ballot is required to take place amongst the members of all the Area Committees of Endeavour Foundation.

There were only three (3) nominations received for the three (3) open positions. Nominations were received from Beverley Knowles of the Victoria Area Committee, Pedro Mendiolea of the North Queensland Area Committee and Mark Gibson of the South West Queensland Area Committee. As the number of nominations did not exceed the number of positions, no ballot was required. These candidates will be announced as elected at the Annual General Meeting in accordance with Rule 29.3(6).

## **ITEM 3 – CONFIRMATION OF INDEPENDENT DIRECTOR**

### **Reappointment of Elizabeth Jameson as a Director**

#### *Background and Experience*

Ms Elizabeth Jameson was appointed as an Independent Director on 13 October 2020, following her long association with Endeavour Foundation. Ms Jameson is an Endeavour Foundation life member and previously held a position as an Endeavour Foundation Board director from 1992 -1997. Following her appointment to the Board in 2020, Ms Jameson was appointed Chair of the Endeavour Foundation Board in March 2023.

Elizabeth Jameson is an experienced board chair and non-executive director of over 30 years standing and a respected Australian governance consultant with a strong corporate/commercial legal background. In addition to her chair role with Endeavour Foundation, Elizabeth is also Chair of Queensland Theatre.

Until November 2022, Elizabeth was also Chair and President of RACQ, a \$1.5B member mutual group incorporating automobile club, roadside assistance, insurance and banking services. Her past directorships and chair roles have included the boards of over 20 organisations, in the for-profit and not-for-profit sectors in industries as diverse as education, arts, electricity, professional services and manufacturing, among others.

In her background career, after almost 15 years as a corporate/commercial lawyer and partner of a national law firm, Elizabeth founded respected national governance consultancy, Board Matters and associated legal practice, Board Matters Legal. She also spent over 17 years as a facilitator for the Australian Institute of Company Directors in its national and international programs.

#### *Reappointment*

Ms Jameson's term as an appointed Independent Director was due to expire on 13 October 2023. Following consultation with the National Council Chair, the Board resolved to reappoint Ms Jameson for a further term of three (3) years in accordance with Rule 28.5 of the Constitution.

#### *Resolutions*

In accordance with Endeavour Foundation's Constitution, any appointment or reappointment of Independent Directors by the Board also requires approval by Members in a General Meeting, Rule 28.6. Item 3 is an ordinary resolution.

## **ITEM 4 – ADOPTION OF NEW CONSTITUTION AND REPEAL EXISTING CONSTITUTION**

Endeavour Foundation is committed to consistently improving the lives of our clients and supporting their families, carers and advocates. Strong governance practices play a pivotal role in ensuring that this commitment is upheld.

Over the past decade, many factors have significantly shaped the landscape in which we operate. Changes in service delivery regulations, disability funding models (primarily the NDIS), the introduction of a range of laws to protect consumers, such as privacy laws and increasing governance responsibilities for boards of directors, as well as changing community attitudes, have impacted the governance structure and arrangements of Endeavour Foundation.

Since November 2022, the Board has been actively consulting with National Council and all nine (9) active Area Committees and members, seeking their valuable insights and feedback on governance enhancements necessary to excel in our sector. Following the review, the Board believes the current Constitution is no longer consistent with best practice. With the ever-evolving landscape of the disability sector and the evolving needs of the people we support, the Board recommends the adoption of a new Constitution and subsequently new By-Laws.

The proposed new Constitution and By-Laws incorporate many changes suggested by Area Committees and members, including feedback received after the Stakeholder Summits, and stems from our dedication to enhancing governance standards. The changes affected numerous provisions in the Constitution and as a result a new Constitution is proposed to be adopted, rather than amending the existing Constitution.

Many of the proposed changes are administrative, for instance provisions in the Constitution that reflect changes in the law. While it is not practical to detail all of the changes to the existing Constitution, all material differences between the existing Constitution and the proposed Constitution are set out in the table below.

Copies of the existing Constitution and proposed Constitution and By-Laws are available from the Endeavour Foundation's website at [www.endeavour.com.au/get-involved/annual-general-meeting](http://www.endeavour.com.au/get-involved/annual-general-meeting) or by scanning the QR code above. You can also request copies by contacting the Company Secretariat, at [companysecretary@endeavour.com.au](mailto:companysecretary@endeavour.com.au) or (07) 3908 8401.

Section 136(2) of the Corporations Act 2001 (Cth) permits a company to modify or repeal its constitution by a special resolution.

Item 4 to adopt a new Constitution is a special resolution. For a special resolution to pass it requires 75% of the votes cast to be in favour of the resolution.

The Chair will call for a poll on this agenda item to enable the votes of all members, whether in person or by proxy, to be counted.

Topic	Detail
Objects (Rule 2 proposed Constitution)	<p>The objects outlined in a Constitution are vital as they serve as the guiding principles and purpose of an organisation's existence.</p> <p>Given the importance of the objects, these have been carried over into the new Constitution and there have been no changes to the objects. Additional text has been added to the Constitution re-enforcing the fact that the organisation is a member based charitable institution.</p> <p>The objects include providing an opportunity for clients and families to 'voice' their interests and concerns. Given some of our clients are non-verbal a definition of 'voice' has been added to the Constitution to provide clarity and ensure it is clear the term encompasses all views, experiences and perspectives regardless of the means of communication.</p>
Membership (Rule 4 proposed Constitution)	<p>The Board continues to embrace the principle of encouraging a wide voting membership open to interested people who want to elect Directors and hold the Board to account. In fact, the Board is seeking to revitalise membership. To achieve this the membership structure and the process to become a Member have been made simpler.</p> <p>There will only be one membership type under the new Constitution, a Voting Member. This will enable every Member to vote in an election for elected Directors.</p> <p>The current Honorary and Life Members will continue, with the same rights, however there won't be any new admissions to these membership categories. It will still be possible to acknowledge outstanding services to the organisation in other ways. Affiliate and Corporate Membership categories will cease to exist. There are no current Affiliate Members and only 36 Corporate Members, with the last Corporate Member admitted in 1998. Current Corporate Members have been</p>

	<p>contacted to discuss other ways in which they can support Endeavour Foundation. None have signified opposition to this proposal.</p> <p>Applications for membership will be made more streamlined with the move to online applications.</p>
<p>Membership Fees  (Rule 4.8 proposed Constitution)</p>	<p>As set out above, there will be no new life memberships, although existing Life Members will continue to enjoy the same rights.</p> <p>While the Board may currently set the membership fee, under the new Constitution, Members will have a say on the level of the membership fee. Members will be asked to approve the amount of the annual membership fee. The new Constitution also allows for membership fees to vary based on determined criteria, for example there may be a reduction in the membership fee for a new member in their first year, or a reduction for a family member or carer of a client of Endeavour Foundation. These different fees are also required to be approved by Members.</p> <p>These amendments enable Members to have an input into Endeavour Foundation's membership strategy and fees, an important element associated with building and maintaining membership. They also enable members to contribute to criteria which may assist in recruiting and retaining membership.</p> <p>The Board has proposed changes to the membership fee structure pending the development of a membership strategy. Details of the proposal are set out below under Item 5 – Membership Fees.</p>
<p>Membership Structure (Rule 4 proposed Constitution)</p>	<p>Under the current Constitution, Members are allocated to areas and only Area Committee Members (currently 59 members) are able to vote in Director elections. To enable all Members to vote in Director elections, the membership will no longer be divided into areas. All Members will be able to vote regardless of where they reside. Further information on the election of directors is set out below.</p>
<p>Advisory Groups (Rule 13 proposed Constitution)</p>	<p>The current Constitution sets out the establishment and operation of Area Committees and a National Council. They will not continue under the new Constitution but instead there will be a range of advisory groups and family support groups.</p> <p>Following the governance review by the Board, the introduction of the NDIS and changes to the law and general corporate practice, it was determined that the new advisory groups would be a better way to ensure the Endeavour Foundation is aware of the views of a range of clients, families, carers and advocates from across geographic locations and service offerings.</p> <p>Details of the purpose and operations of the new Area Advisory Groups, the new National Chairs Advisory Group and the new Client Advisory Groups are detailed in the new By-Laws.</p> <p>While the By-Laws outline the minimum number of meetings these groups are to hold each year, there is no maximum and additional meetings may be held for these groups to address key issues or to meet their objectives.</p>
<p>Composition of the Board (Rule 7.2 proposed Constitution)</p>	<p>The current Constitution states that the number of Directors must be between five and nine. These provisions allow for up to five elected and four appointed Directors.</p> <p>The new Constitution requires a minimum of four and up to five elected Directors. Given the increasing level of responsibility and personal liability of directors and the diversity of Endeavour Foundation's operations, the new Constitution allows for up to five appointed Directors. This is to ensure the Board has the appropriate</p>



	<p>skill diversity required, however the number of Appointed Directors must not exceed the number of Elected Directors.</p> <p>Additional directors will be appointed to complement the skills of the elected Directors filling any identified skills gaps.</p>
<p>Casting Vote (Removed)</p>	<p>It is now better practice for a Chair not to have a casting vote. A casting vote is a deciding vote used by the Chair to break a tie in a voting situation.</p> <p>Under the new Constitution, the Board Chair's authority to exercise a casting vote on Board resolutions has been removed. For example, if the Directors were tied in a vote the resolution will now fail to pass.</p> <p>Similarly, the Chair's casting vote during Members' meetings has also been removed.</p>
<p>Director Eligibility Criteria (Rules 7.5 and 12.5 proposed Constitution)</p>	<p>The new Constitution introduces new Director eligibility criteria including a prohibition on a person being eligible for re-election or reappointment if they have served more than eight continuous years (see Tenure of Directors below for further information).</p> <p>The Board, under the new Constitution, is required to establish a Committee to assist in the selection of new Directors. This applies to both elected and appointed Directors. All Director nominations will now be considered by a Nominations Committee.</p> <p>The Nominations Committee will be an advisory committee with no decision-making powers. The new By-Laws detail the operation of the Nomination Committee, including the Committee's formation, which requires:</p> <ul style="list-style-type: none"> <li>• two Directors;</li> <li>• at least one appropriately skilled external person to be on the Committee; and</li> <li>• one ex-officio member from the National Chairs Advisory Group. The National Chairs Advisory Group will choose one of their members to fulfil this role.</li> </ul> <p>The Committee is also required to prepare a written statement of the Board composition and eligibility requirements prior to the appointment or election of each Director. This Board Composition and Eligibility Requirement document is approved by the Board. The By-Laws detail the minimum required elements to be set out in this document which includes the skills, geographic location and lived experience being sought.</p>
<p>Tenure of Directors (Rule 7.5 proposed Constitution)</p>	<p>Under the current Constitution, there is no maximum tenure for directors. In line with best practice the new Constitution imposes a maximum tenure on Directors ensuring renewal and refreshment of the Board.</p> <p>The new Constitution states that Directors are only eligible for re-election or reappointment, if at the time of their election or appointment, they have not completed more than eight continuous years as a Director, within the last six years. This period enables directors to add value to the organisation while also ensuring continual renewal at the Board level. Terms will be staggered to enable appropriate succession planning.</p> <p>If a Director has served more than eight continuous years and was elected Board Chair for the first time during their last term, the Board may resolve they are eligible to stand for election or appointment for one further three-year term. This is to enable appropriate succession planning to occur at the Board.</p> <p>Both elected Directors and appointed Directors will continue to serve terms of three years up to a maximum of nine years.</p>

<p>Elected Directors  (Rule 7.7 proposed Constitution)</p>	<p>Under the current Constitution, each Area Committee may nominate one of its Members to be elected to the Board, provided it does not have a current serving elected Director. Where there are more nominations from Area Committees than Director elected vacancies, all Members of all Area Committees (currently 59 members) vote to determine the outcome of the contested position.</p> <p>Under the new Constitution, all Members – rather than only Area Committee members - will now have the right to vote in the elections for all elected Directors. These elected Directors may come from any geographic region and whilst they must be a Member of Endeavour Foundation, they will not be required to belong to one of the Area Advisory Groups (although they will be required to demonstrate a commitment to the objectives of the Foundation). The nomination will, however, require the support of at least two existing Endeavour Foundation Members. All Directors will now be ex-officio members of all Area Reference Groups.</p> <p>In addition, the restriction of only one Director coming from an area has been removed, enabling as many Directors that have the appropriate or desired skill set to come from an area. These changes are to ensure the Board comprises directors with the most appropriate skill sets, rather than being limited to candidates based on their place of residence.</p> <p>However, the Board recognises the importance of having directors from different regions and has set out in the By-Laws the requirement for the Board to have representation from different geographical regions, Southeast Queensland, regional Queensland, New South Wales and Victoria.</p>
<p>Appointed Directors  (Rule 7.5 and 7.9 proposed Constitution)</p>	<p>As mentioned above, the Board may appoint up to five appointed Directors with background, skills and experience prudent or necessary to enhance the ability of the Board to better discharge its role. However, the number of Appointed Directors may not exceed the number of Elected Directors.</p> <p>As outlined above, these Directors will be assessed against a Board Composition and Eligibility Requirement and all nominations will be reviewed by the Nominations Committee. Given the new Nominations Committee and the rigorous process of reviewing candidates, the requirement for these roles to be ratified by the Members at an AGM has been removed.</p>
<p>Alternate Directors  (Removed)</p>	<p>The current Constitution allows for the appointment of alternate Directors. An alternate Director is a person who acts on behalf of a Director in their absence, possessing the authority to attend and participate in board meetings and make decisions on behalf of the absent Director. This provision has been removed from the new Constitution. It is considered poor practice today as it is unrealistic to expect a temporary participant in a single Board meeting to understand the organisation and its complexities, in order to add value to Board decision making.</p>
<p>Director Remuneration  (Rule 7.18 proposed Constitution)</p>	<p>Directors are required to commit significant time to fulfil their roles and also accept substantial personal liability risk when they become a Director.</p> <p>The new Constitution enables Directors to be remunerated for their role, at a future time, if Members subsequently resolve to approve a fee pool. For the avoidance of doubt, the proposal does not seek to pay Directors at this time, but rather to include a mechanism for directors to be remunerated in the future if Members' resolve to approve.</p>
<p>Chair of the Board  (Rule 8 proposed Constitution)</p>	<p>Under the current Constitution, the Chair and Deputy Chair are required to be elected every year. The new Constitution allows a person elected as Chair or Deputy Chair to continue to hold that position until the expiry of their current three-year term as a Director. On re-election or reappointment as a Director a person is eligible for reappointment but is not automatically reappointed as Chair</p>



	<p>or Deputy Chair. Where this occurs, the Board will resolve afresh the appointment of the Chair or Deputy Chair.</p> <p>The Board may by resolution remove, and appoint a new, Chair or Deputy Chair at any time.</p>
<p>Dispute Resolution (Rule 22 proposed Constitution)</p>	<p>A new provision setting out a procedure for disputes between a Member or Director and: one or more Members; one or more directors; or Endeavour Foundation; has been included to allow attempted mediation of disputes before escalation.</p>
<p>Patrons (Removed)</p>	<p>The Endeavour Foundation may appoint one or more persons to act as an ambassador at any time and does not require provisions in its Constitution for this to occur. As a result, the new Constitution does not include appointment of patrons, however this does not stop Endeavour Foundation from approaching a person in the future to act as a patron or ambassador.</p>

## ITEM 5 - MEMBERSHIP FEES

In accordance with the new Constitution, the amount of the annual membership fee is determined by the Board, subject to the approval by members at a general meeting (Rule 4.8).

As part of the governance review the Board has acknowledged the importance of having an active and engaged membership base. As a result, a membership strategy will be developed including how to raise awareness of membership, more clearly articulating the value of membership and the appropriate longer term membership fee structure.

Until the membership review is completed, the Board is recommending to Members that a moratorium occur on membership fees for existing Members. Membership will be free for all existing members for the 2024/2025 financial year; however, individuals will still be required to complete and submit their annual membership renewal form. This of course does not apply to existing life members who are not required to pay an annual membership fee or complete a membership renewal form.

It is also recommended that during this period a free membership, for up to a year and a half depending on when an application is received, be offered to a family member or a person who is not a family member but who has a bona fide connection, such as a guardian or full-time carer, to a new client. A new client is one who commences receiving home or community support for the first time following the 2023 AGM or an employee who is supported who commences work for the first time at an Endeavour Foundation social enterprise. For eligible applications received in the 2023/24 financial year, membership will be free for the balance of that financial year and provided a membership renewal form is completed, free for the 2024/25 financial year. Eligible applications received in the 2024/25 financial year prior to the 2024 Annual General Meeting will also receive free membership for the 2024/25 financial year.

For all other new members who join prior to the 2024 AGM the membership fee of \$25 per annum will continue to apply.

On completion of the membership strategy, a revised membership fee structure will be presented to Members for consideration at the 2024 AGM. The development of a membership strategy will consider the recruiting and retaining of Members, enhancing membership diversity and inclusion, the recognition of the contribution of Endeavour Foundation's longstanding members as well as the fee structure.

Item 5 is an ordinary resolution. For an ordinary resolution to pass it requires 50% of the votes cast to be in favour of the resolution.

This resolution is conditional upon the adoption of the new Constitution under Item 4 and will only proceed to a vote if the new Constitution is adopted.