

## Notice of FY22 Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of Women in Technology Limited ABN 93 028 864 236 (**WIT**) will be held on Wednesday 31 May 2023, commencing at 5.30pm (AEST) at The Precinct, Level 2, The Stair Stadium, 315 Brunswick Street, Fortitude Valley To join the AGM online, [click here](#) on your smartphone, tablet, or computer (Meeting ID: 835 8185 8415 Passcode: 406931).

Members should monitor WIT's website where updates will be provided if it becomes necessary or appropriate to make alternate arrangements for the holding or conduct of the meeting.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Notes and the Voting/Proxy Form.

### Items of Business

**1. Minutes of the previous year**

To note the minutes of the AGM of WIT held on 27 April 2022.

**2. Financial statements and reports**

To receive and consider the financial statements, the Directors' Report and the Auditor's Report for the year ended 30 December 2022.

**3. Auditor appointment**

To consider and, if thought fit, pass a resolution as an ordinary resolution that JCA Accountants be appointed as WIT's auditor.

**4. Director appointments**

To consider and, if thought fit, pass a resolution as an ordinary resolution that two Directors be appointed to the WIT Board:

- a) Kelly Addison
- b) Nadine Fiers.

**5. Transfer to a public company limited by guarantee**

To consider and, if thought fit, pass a resolution as a special resolution that:

- a) The application for authority to transfer the association's incorporation under Division 1, Part 11A of the *Associations Incorporation Act 1981* (Qld) to a company limited by guarantee under the *Corporations Act 2001* (Cth), part 5B.1 is approved.
- b) The following members of the management committee are authorised to make the application:
  - i) Kelly Wilkes, incoming Chair
  - ii) Nadine Fiers, Company Secretary
  - iii) Kelly Addison, Treasurer.
- c) The proposed name under which the association is to be registered under the *Corporations Act 2001* (Cth) will be Women in Technology Limited.

**6. Adoption of Company Constitution**

To consider and, if thought fit, pass a resolution as a special resolution that for the purposes of section 136(1)(b) of the *Corporations Act 2001* (Cth) and for all other purposes, approval is given for the Company to repeal its existing Constitution as an incorporated association and adopt the new Constitution as a public company limited by guarantee.

Dated 2 May 2023

By Order of the Board  
Ms Nadine Fiers  
Company Secretary

## Explanatory Notes for Items of Business

### Item 1: Minutes from the previous year

The FY21 AGM minutes are [available here](#).

### Item 2: Financial statements and reports

The financial statements are [available here](#), and WiT's 2022 Annual Report is [available here](#).

While there is no requirement for a resolution on this item of business, Members will be given a reasonable opportunity to:

- ask questions about, or make comments on, the operations and management of WiT
- ask the auditor questions regarding the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by WiT in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

### Item 3: Auditor appointment

On 7 April 2022, WiT was registered with the Australian Securities and Investment Commission as a Australian public company limited by guarantee. In accordance with sections 327A and 327B of the *Corporations Act 2001* (Cth), the Directors of WiT appointed JCA Accountants as WiT's auditor with the appointment requiring subsequent approval by Members.

Section 327A of the Corporations Act provides that:

- 1) The directors of a public company must appoint an auditor of the company within 1 month after the day on which a company is registered as a company, and
- 2) An auditor appointed under subsection (1) holds office until the company's first AGM.

Section 327B of the Corporations Act provides that:

- 1) A public company must appoint an auditor of the company at its first AGM.

#### RECOMMENDATION

The Board recommends that Members vote IN FAVOUR of appointing JCA Accountants as WiT's auditor.

### Item 4: Director appointments

In accordance with the requirements of the draft Constitution, Members were provided opportunity to nominate any other Member to serve as a Director of WiT in filling two vacancies on the Board. Nominations were received for:

#### a) Kelly Addison

Ms Addison joined the Board in December 2022, filling a casual vacancy. Ms Addison is an experienced CPA with a passion for innovation, technology, business transformation and customer centered design. Her expertise is in legal, construction, property development, retail and franchise industries. Since joining the Board, she has leveraged her extensive experience to strengthen governance and oversight arrangements pertaining to WiT's financial performance.

#### RECOMMENDATION

The Board (with Ms Addison abstaining) recommends that Members vote IN FAVOUR of the election of Ms Addison.

#### b) Nadine Fiers

Ms Fiers joined the Board in December 2022, filling a casual vacancy. Ms Fiers has over 10 years' experience delivering best practice corporate governance and is passionate about identifying opportunity and realising it for long-term sustainability and success. She has qualifications in corporate governance and law and is currently the Assistant Company Secretary of an ASX listed top 100 enterprise software company. Since joining the Board, she has acted as Company Secretary seeking to drive improvements to WiT's corporate governance practises.

#### RECOMMENDATION

The Board (with Ms Fiers abstaining) recommends that Members vote IN FAVOUR of the election of Ms Fiers.

### Item 5: Transfer to a public company limited by guarantee

In considering the benefits of WiT's transition to a company limited by guarantee to strengthen organisational governance and management and better facilitate entity growth in meeting WiT's mission and vision, Members passed a resolution at the 10 May 2021 Annual General Meeting in support of WiT's transition from an incorporated

association to a public company limited by guarantee.

The passing of the special resolution will enable WiT to transition to the new entity structure.

**RECOMMENDATION**

The Board recommends that Members vote IN FAVOUR of transferring to a public company limited by guarantee.

**Item 6: Adoption of Company Constitution**

Where Members vote in favour of Item 5, WiT is required to repeal its existing Constitution as an incorporated association and may adopt a new Constitution as a public company limited by guarantee.

The passing of the special resolution will enable WiT to transition to the new entity structure.

**RECOMMENDATION**

The Board recommends that Members vote IN FAVOUR of adopting the new Company Constitution.

## Voting/Proxy Form

### LODGE YOUR VOTE

**Online:** <https://21dacirfz2w.typeform.com/to/FUt9DFem>

**By email:** by completing this form and emailing to [secretariat@wit.org.au](mailto:secretariat@wit.org.au)

**In person:** by attending the AGM and voting in person

### HOW TO COMPLETE THIS VOTING/PROXY FORM

#### METHOD A – VOTE DIRECTLY

If you mark the box in METHOD A, you are indicating that you wish to vote directly. Please mark either “For”, “Against” or “Abstain” for an item for your vote to be counted on that item. If you vote on at least one item but leave other item(s) blank, the vote on the item(s) marked will be valid but no vote will be counted or treated as being cast for the item(s) left blank. If you mark more than one box on an item, your vote on the item will be invalid. If no voting instructions are given on all of the items then the Chair of the Meeting will be deemed to be your appointed proxy. If you mark the boxes in both METHOD A and METHOD B then METHOD B is deemed to be the chosen method. The person named will be

your proxy, or if no person is named, the Chair of the Meeting will be your appointed proxy. If you have lodged a direct vote, and then attend and vote at the AGM, your direct vote will be cancelled. Attending the AGM only will not invalidate your direct vote.

#### METHOD B – APPOINT A PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in METHOD B. If the person you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that person in the box provided. If you leave this section blank, or your named proxy does not attend the AGM, the Chair of the Meeting will be your proxy. A proxy need not be a Member of WiT.

### VOTING/PROXY FORM

#### Member Name or Voting Organisation:

		METHOD A – VOTE DIRECTLY	METHOD B – APPOINT PROXY			
<b>STEP 1</b>		<b>Elect to lodge my/our vote(s) directly</b> (mark box)	<b>Appoint the Chair of the Meeting</b> (mark box)			
		In relation to the AGM of WiT to be held at 5.30pm (AEST) on Wednesday 31 May 2023 and at any adjournment or postponement of the AGM.	<b>Proxy Name:</b> ..... .....	<b>OR</b> if you are not appointing the Chair of the Meeting as your proxy, write your proxy name.		
<b>STEP 2</b>	<b>VOTING DIRECTIONS</b>					
	The Chair of the Meeting intends to vote all available proxies in FAVOUR of items 3, 4a, 4b, 5 and 6. Voting Directions and Proxies will be valid and accepted only where signed and received by 5.30pm (AEST) on Monday 29 May 2023, being 48 hours before the commencement of the AGM. If no directions are given below, the proxy may vote as they see fit at the AGM.					
	<b>ITEMS OF BUSINESS</b>			<b>For</b>	<b>Against</b>	<b>Abstain</b>
	3a Appointment of Director, Kelly Addison					
	3b Appointment of Director, Nadine Fiers					
	4 Appointment of auditor, JCA Accountants					
	5 Transfer to a public company limited by guarantee					
6 Adoption of Company Constitution						