

AGM 2024

Annual General Meeting Guide for Canteen Members

Sunday 18 August 2024
9:30am - 11:00am AEST

Acknowledgement of Country

Canteen acknowledges Aboriginal and Torres Strait Islander peoples as the Traditional Custodians of this land. We pay respect to Elders past, present and future. We are committed to providing inclusive and appropriate support for Aboriginal and Torres Strait Islander young people, their kin and community. Indigenous Australians are respectfully advised this website may contain images, names or stories of people who have passed away.

Ngalaya (Dharawal for ally or friend in battle), is an artwork commissioned by Canteen created by Kamilaroi and Jerrinja woman and artist Jasmine Sarin.



Contents

AGM papers

The following papers are included with the AGM pack:

- Official Notice and Agenda of AGM 2024.
- Minutes of the AGM 2023.
- Financial Report to 31 March 2024.
- Proxy and Postal Voting Forms.

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The AGM at a glance

Canteen's governance structure ensures that any young person (12-25 years) who has been supported by a Canteen funded or employed professional can have a say in the organisation, that is any young person who has been assisted by state/territory office, online or Youth Cancer Service staff, as well as those who have been on a Canteen program, can become a Member.

The structure is such that Members have a say at every level of the organisation through a range of local and national youth leadership and advisory groups with Canteen, and by having Members sit on the Board of Directors.

The Annual General Meeting (AGM) is the meeting where you as Members of Canteen have the opportunity to review and approve Canteen's financial statements from the previous year as well as other decisions such as electing Directors. A formal vote is required whenever a decision is to be made at an AGM.

Decisions made at the AGM

The things to be decided at this AGM are summarised below:

Decision	
Approval of the Minutes from the previous meeting of Members	Approval of Minutes from 2023 AGM (you vote "yes" or "no")
Approval of the Finance Report	Approval of the Finance Report for the 2023/2024 year (you vote "yes" or "no")
Election of new Directors for the next year	Re-election of one Member Director and two Associate Directors (you vote "yes" or "no")

AGM online broadcast

To watch this year's AGM online, please send an email to agm@canteen.org.au. Please note that if you are watching online at home, voting must be completed prior to the AGM via the enclosed postal voting form or by nominating a proxy.

How do I vote?

There are two ways to vote if you cannot attend the AGM in person:

All Canteen Members will be given the opportunity to vote on items of business. You can do this in one of two ways:

1. Email or post your vote.

Complete the voting form in your AGM pack. Please ensure you sign the voting form before sending it back.

2. Nominate a proxy.

See below for more information.

How do I nominate a proxy?

You need to name the Young Leader or Board Director who is attending the meeting and voting on your behalf. Please ensure you sign your proxy form before sending it back.

What if I don't know anyone who is attending?

You can nominate the "Chair of the Board" (the person running the meeting).

If you want to do that, put "Madeleine Way, Chair of the Board" on the proxy form – no need to write the address or State Office.

When do I need to return my form?

All forms need to be received at Canteen's National Office by 12.30pm (Sydney time) on Friday 16 August 2024. The proxy will not be valid if received after 12.30pm (Sydney time) that day. You can email or post back your form.

How are the votes counted?

The total vote at the AGM is the sum of those present who have voted and the valid postal votes received.

What else is here?

The rest of this document includes information you need to make decisions and vote at your AGM, including:

- Information about Candidates up for election.
- An explanation of the Finance Report.
- Background on AGMs and how you can find out more.



Canteen Board

Purpose of the Board

The Board of Directors is the body that governs an organisation/corporation, with each Director being elected by the Members or shareholders.

The Canteen Board is responsible for overseeing the operation of the organisation. The Canteen Constitution outlines some of the key responsibilities of the Board, but the Board also has duties and responsibilities that are described in the same Corporations Act that applies to any Australian company.

Canteen has nine Directors; four are Associate Directors elected for their skills and experience and five are Member Directors. Our Directors are all voluntary (i.e unpaid).

Some of the duties of the Board include:

- Overseeing the finances of the organisation, including signing the audited Finance Report.
- Taking overall responsibility for managing risks Canteen might be exposed to.
- Overseeing Canteen’s planning for the future and making sure the CEO and staff are implementing the plans we have made.
- Appointing a CEO, who in turn reports to the Board and manages the staff and operations of Canteen.

Board Directors

Member Directors

There are five Member Directors on the Board of Canteen. They are:

- Joey Lynch
- Dr Kathryn Woodward
- Madeleine Way
- Dr Shannae Carnell
- Malia Emberson-Lafoa’i

Madeleine Way is up for re-election.

Associate Directors

There are four Associate Directors on the Board of Canteen. They are:

- Brent Cubis
- Kieran Schneemann
- Stuart Tucker
- Andrea Pearman

Both Stuart Tucker and Kieran Schneemann are up for re-election. Andrea Pearman has been nominated by the Board to fill a casual vacancy created by the resignation of Kate Palmer. Andrea will seek election at next year’s AGM.



Director nominees



Madeleine Way

Let me start but stating how grateful I am to be in this position where I am able to share my case for re-election. Canteen means so much to me and it is an honour to chair the board, as well as a have the opportunity to represent members on the board.

I joined Canteen in 2012 as an offspring member after my father was diagnosed with a rare lymphoma. I was in year 12 of high school at the time and struggled to talk about what I was experiencing with my school friends. Canteen became the place where I felt the most comfortable, where I could be myself. After my father passed away, Canteen provided me with exceptional support that allowed me to manage my grief and continue to pursue my studies.

In 2016 I joined the local leadership team and attended my first leadership festival, or as it was known then, national leadership program. This incredible experience solidified my passion for leadership and giving back to an organisation that had helped me, my friends, and my sister so much.

I loved being part of local leadership, finding ways to help increase the impact and recognition of Canteen's work. In my second year of Canteen leadership, and first year as Chair of Canteen Tasmania's Local Leadership team, I was offered the opportunity to apply for a position on the Canteen Board.

I have found being a Board Director a continuous journey of learning. I am as eager as ever to continue developing my leadership experience, even more so now as the Chair of the Board. I bring to the Board a unique set of skills, coming from a science background and recently completing a PhD. These skills include a love of learning and attention to detail with an inquisitive mind. Such skills have been further enhanced since joining the Board, which include strategic thinking and the understanding of governance structures.

In the last three years I strengthened my understanding of Board processes and further developed my understanding of what it means to be a Board Director. At each meeting I have the membership at the front of my mind, considering how each decision affects today's members, as well as tomorrow's. I have been incredibly proud of the way Canteen has continued to support young people in recent times, coming out of the fog of a covid era into a space of continuous evolution. I feel privileged to share the board room with a wonderful variety of individuals who I views as mentors, advisors and friends.

I am just as inspired now by the amazing people that surround Canteen, as I was after my first Canteen camp, where I felt embraced and part of something greater. I understand the members, staff, leaders, and volunteers are what makes this organisation tick. Canteen truly is its people. I feel extremely humbled to be part of an organisation that really connects with people and makes you feel lucky, even though it has come out of an awful experience. I would like to take this time to thank Canteen's members for having already allowed me the opportunity to represent them on the Board.



Stuart Tucker

I've been fortunate to be involved with this amazing organisation, Canteen Australia, as an Associate Director, since August 2017, with formal election at the 2018 AGM. I seek your formal support for re-election to this role.

In my time as a Board Director, I have been proud to support Canteen's continued growth in the vital support it provides to young people and their families, as well as growing the number of Australians who donate to support the wonderful work that Canteen does.

For more than 35 years I have worked in senior marketing and customer roles across well-known brands like Commbank, Optus, KFC, Aussie and hipages. Because I value curiosity and challenges, I recently made a 'late career move' into executive search (otherwise known as headhunting) so now I work with senior leaders to find great talent for their organisations.

So what, I hear you say?

Well, the role that I play within the Canteen Board is to support the CEO and the Executive team, with a particular focus on the Canteen brand, fundraising, communications, partnerships and marketing to our young people and potential donors. This is so we can continue to be such a successful and sustainable organisation. I can also apply learnings from my current role as a member of the Nominations, Review and Governance Committee. I also sit on the Finance and Risk Committee. I relish the Board interactions and the opportunity to support and coach the Member Directors.

Perhaps more importantly, I value and celebrate the work that Canteen does for young Australians. We all play a role and it's truly a team effort. From the Board to the CEO to the Exec, the state teams, the head office and our wonderful young members, we work as one to deliver against our purpose. We make a difference every day and for that we should feel incredibly proud.

This organisation is one of a kind and I'd relish the opportunity to continue to serve you, our members, for another term as an Associate Director.

Thank you.



Kieran Schneemann

In May of this year, I celebrated 10 years as an Associate Director with Canteen; this is an extraordinary honour and I've enjoyed my time on the Board immensely. The experience has been uplifting and rewarding to be able to play a part in overseeing the operation of Canteen and most importantly contribute to the future plans of this wonderful organisation.

I have been honoured to receive the support of Canteen members, over the past 10 years and after speaking with my fellow board members and the Canteen executive, I would like to ask you for your support to re-elect me as an Associate Member of your Board for the next three years.

If you were to ask me what value I have brought to Canteen and its Board, it would have to be connected with my background working with previous governments, as a chief of staff to a number of Cabinet ministers and my ongoing work in Government Relations across the Health Sector. Specifically, my contribution to Canteen would be connected to my work with the Canteen Executive and especially Peter Orchard, our CEO, in engaging with the Federal Government – working to secure the government's support for what we do and the invaluable funding support the government has given us over so many years, no matter which political party has been in Government!!

With your support, it will be my privilege to continue to represent Canteen, as an Associate Director on the Board, to help fulfil its plans for the future, which is so important for Canteen and the help they provide to young people and their journey with Cancer.



The Directors' report

Purpose

The Finance Report is the official annual report of the company's finances, and is required by law. It includes a report from the Directors, the audited Financial Statements for Canteen and a statement from the auditors.

Directors' Report

The Directors' report includes a variety of things, most of which are required by law.

- Details of who is (and was) on our Board in the year and their attendance at meetings including meetings of various sub-committees of the Board.
- A statement of Canteen's 'Operations and Principle Activities' – what we do – and a Review of Operations, summarising the main things that happened in the year.
- Dividends - payments to shareholders, which we do not have as we are a not-for-profit organisation.

- Significant changes in the State of Affairs - states that the Directors have reported all significant events that happened during the 2023/24 year.
- Likely developments and future results – states that no changes are planned that may negatively affect the future of Canteen.
- Directors' benefits discloses any benefits received by Directors from the company (none in our case).
- Insurance of Officers discloses that we paid insurance to protect individuals on the Board from personal liability, within the constraints imposed by corporate laws.
- **These are important disclosures and statements and there are severe penalties for Boards that do not provide accurate reports.**

Definition: Audit

An external, independent check of our finances – the numbers and our financial processes. All companies like us must have audits done and ours is undertaken by PricewaterhouseCoopers (PwC).



Quick guide to the financial statements

This section is designed to provide a brief overview of the financial statements included in the 2023/24 Annual Financial Report. The statements are intended to provide a comprehensive picture of Canteen's financial performance for 2023/24 and the organisation's financial position as at the end of the 2023/24 financial year. The statements are produced in accordance with Australian laws and accounting standards and are independently audited by PwC.

There are four main 'Statements' in the Financial Statements – the Comprehensive Income Statement (also known as Profit-and-Loss), the Balance Sheet, the Statement of Changes in Equity and the Cash Flow Statement. These are followed by the Notes to the Financial Statements which provide more detail behind the numbers in the main Statements.

Statement of financial position

Statement of Comprehensive Income

The Statement of Comprehensive Income shows all of Canteen's income and expenses during the financial year to 31 March 2024 and provides a comparison with the 2023 year. Our total income includes all of the money Canteen has received from fundraising, the Australian Government and our investments. Expenses include a range of costs such as program costs like travel and accommodation for young people attending programs, as well as staff, office rent, telephone, internet and so on.

If you have questions about the detail of the Statement of Comprehensive Income, you can find out more in the Notes to the Financial Statements in the Annual Financial Report. Alternatively, you can ask questions at the AGM or contact the Canteen office in Sydney and ask to speak to the CEO.

Balance Sheet

The Balance Sheet shows the net value of Canteen's 'assets' at the end of the financial year (31 March 2024), compared with the previous year (2023).

Assets and liabilities

Assets are items of value which Canteen owns, such as investments, buildings, and cash in the bank. It also includes computers and equipment, and items such as 'receivables' which is money that is owed to Canteen but has not yet been paid.

Liabilities are debts and other financial obligations Canteen owes to other parties – such as bills relating to the period before 31 March 2024 but not paid until after 31 March 2024. Liabilities also include 'provisions' – money set aside for financial obligations accruing now but yet to be paid, such as staff long service leave. 'Net assets' means all of Canteen's assets less all liabilities.

Statement of Changes in Equity

The Statement of Changes in Equity lists changes in the 'Members fund' – which is effectively the same as the net assets of Canteen.

The Cash Flow Statement

The Cash Flow Statement shows how much cash was received and how much was spent in the year.

Notes to the Financial Statements

The Notes to the Financial Statements include background detail about how the four main statements are worked out. Many of the notes are required by law and accounting standards, although some provide a more detailed explanation of either expenditure or income items.

Declarations

After the Notes to the Financial Statements, there are two 'Declarations', which are also required by law:

- The Directors' Declaration, which is signed on behalf of the Board by the Chair and the Chair of the Finance & Risk Committee, is required by the Corporations Act. In summary, it says that the Financial Statements "give a true and fair view of Canteen's financial position."
- The Chair's Declaration is required by NSW legislation, and in summary states that Canteen's fundraising and accounting for funds raised meets the strict requirements of the NSW Charitable Fundraising Act.

Auditor's Statement

An audit is an independent review of our finances and financial statements.

Canteen's audit is conducted by PricewaterhouseCoopers. In practice, an audit involves a team of accountants spending two to three weeks looking over our accounting records in a great deal of detail. In addition to reviewing the overall accounts, they check random samples of invoices (bills), cheques paid, payroll records and a host of other things to make sure that we've accounted appropriately for everything that we did in the year.

The Audit Report is written by the auditors and confirms that we meet the requirements of the Australian Charities and Not-for-profits Commission Act, and the Charitable Fundraising Act, among other things and that our Financial Statements and Notes give a true and fair view of our financial position.

AGM Vote

The Financial Statements are not 'official' until they are approved at the AGM. Your vote is whether, you as a Member of Canteen, accept the Financial Statements as the record of Canteen's finances for the year to 31 March 2024.

Background, what is an AGM?

Here's the official version

All public companies in Australia subject to Corporations Law are required to hold an Annual General Meeting (AGM). The Corporations Act 2001 states:

1. A public company must hold an AGM within 18 months after its registration.
2. A public company must hold an AGM at least once in each calendar year and within five months after the end of its financial year.
3. An AGM is to be held in addition to any other meetings held by a public company in the year.

Note 1:

The company's Annual Financial Report, Directors' Report and Auditor's Report must be laid before the AGM. (Excerpt from Corporations Act 2001)

Here's the simple version

The AGM is your opportunity as Members of Canteen to hear about Canteen's finances in the previous year as well as the achievements. You also get to vote on Directors as required and the acceptance of reports and minutes.



Further questions?

If you've got questions regarding;

Annual General Meeting

- Contact your local State office (contact details on the website at canteen.org.au)
- Contact our CEO, Peter Orchard, at Canteen's National Office 02 9007 0190

Finance Report

- Contact our Executive Director Operations, Raul Caceres, at Canteen's National Office 02 9007 0190

Board Elections

- Contact our CEO, Peter Orchard, at Canteen's National Office 02 9007 0190
- Contact our current Board Members

This booklet has been produced with the best intentions as a guide for Members to understand the processes involved in the Annual General Meeting. If any description in this guide is in conflict with any part of Corporations Law, other pertinent legislation or the Canteen Constitution, then the relevant law or Constitution rule holds sway.



Notes

