

EXPLANATORY STATEMENT – 2026 General Meeting

This Explanatory Statement accompanies the notice to members of the General Meeting of the Motor Neurone Disease Association of Queensland Inc. to be held on **Tuesday, 24 February 2026**.

The transition to Company Limited Guarantee and the new Constitution will be tabled at the General Meeting in line with the resolutions to be considered.

As at the date of the Notice of Meeting, the Management Committee of the Association consists of:

- President: Diana Melham
- Vice President: Keith Malpress
- Treasurer: Katie Choi
- Ordinary Members: Paul King Koi, Antony Winkel, Chris Poole, Dr Hervey Lau
Mark Kennerley

(EXTRACT)

19. ANNUAL GENERAL OR GENERAL MEETINGS

- 19.5 At any general meeting the number of members with voting entitlements required to constitute a quorum shall be the lesser of:-
19.5.1 Double the number of members presently on the Management Committee plus one (1); or
19.5.2 eight (8).
- 19.6 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule *member* includes a person attending as a proxy or as representing a corporation which is a member and if that person holds multiple proxies, that person only counts as 1 member in attendance.
- 19.7 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 19.8 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. (It shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting).
- 19.9 The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- 19.10 The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, or a proposed Special Resolution of the Association, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- 19.11 Unless otherwise provided by this Constitution, at every general meeting: -

- 19.11.1 The President shall preside as Chair, or if there is no President, or the President is not present within fifteen minutes after the time appointed for the holding of the meeting, then the members present shall elect one of their number to be Chair of the meeting;
- 19.11.2 the Chair shall maintain order and conduct the meeting in a proper and orderly manner;
- 19.11.3 every question, matter or resolution shall be decided by a majority of votes of the members present;
- 19.11.4 every member present shall be entitled to one vote and in the case of an equality of votes the Chair shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- 19.11.5 voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chair shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- 19.11.6 a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- 19.11.7 the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- 19.12 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book. To ensure the accuracy of the minutes:
- 19.12.1 the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy;