

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

Space Industry Association of Australia Ltd (ACN 613 961 005)

The Annual General Meeting of members of the Space Industry Association of Australia will be held on Friday 25th March 2022 12:30-1:30pm AEDT at the National Space Industry Hub, 2-4 Cornwallis St Eveleigh NSW 2015.

Members should register to attend the meeting by RSVP to operations@spaceindustry.com.au. Members unable to attend the meeting in person can register to attend virtually and vote via zoom, a link will be sent upon registration. Alternatively, members unable to attend the meeting may choose to complete the form of proxy enclosed with this notice and return via email to operations@spaceindustry.com.au

Items of Business	Duration	Start Time
Acknowledgement of Country	2	12.30 pm AEDT
Declaration of proxies	3	12.32 pm AEDT
1. Minutes of 2020 Annual General Meeting 1.1 To consider, and if thought fit, to pass the following ordinary resolution: <i>“That the minutes of the SIAA Annual General Meeting held on 5 November 2020 be approved as a true and accurate record of that meeting”.</i>	5	12:35 pm AEDT
2. Auditor 2.1 To note the resignation of Ferrier Chartered Accountants as the company’s auditor. 2.2 To consider, and if thought fit, to pass the following ordinary resolution: <i>“That Ashfords be appointed as auditor for the company”</i>	5	12.40 pm AEDT

<p>3. Financial Report</p> <p>3.1 To receive and consider the financial report, directors report, and auditor’s report of the company for the year ended 30 June 2021.</p>	15	12.45 pm AEDT
<p>4. Special Resolutions</p> <p>4.1 To consider, and if thought fit, to pass the following ordinary resolution:</p> <p style="padding-left: 40px;"><i>“That David Ball be appointed as a life member of the company”</i></p> <p>4.2 To consider, and if thought fit, to pass the following ordinary resolution:</p> <p style="padding-left: 40px;"><i>“That Alice Gorman be appointed as a life member of the company”</i></p> <p>4.3 To consider, and if thought fit, to pass the following ordinary resolution:</p> <p style="padding-left: 40px;"><i>“That the amendments to the company’s constitution as recommended by the Board are adopted”</i></p>	20	1.00 pm AEDT
<p>5. Election of Directors</p> <p>5.1 To note the results of the election for vacant director positions</p>	5	1.20 pm AEDT
<p>Close</p>	5	1.25 pm AEDT

Information for Members

Individual and corporate members are entitled to vote at the Annual General Meeting, Life Members do not have voting rights but may observe the meeting.

A member who is entitled to vote at the meeting may appoint a proxy to attend and vote at the meeting on their behalf. A proxy must be a voting member of SIAA. Members may choose to allocate their proxy to the SIAA Chairperson. Proxy forms must be received by email to operations@spaceindustry.com.au no later than 48h prior to the Annual General Meeting, **12:30pm AEDT Wednesday 23rd March.**

Election For Directors: An online election will be held for three vacant Director positions on the SIAA Board from amongst the thirteen valid nominations received. Details of nominees are available on the SIAA website and will be emailed to members prior to the election. Members of the company will receive an email from electionbuddy.com to their registered email address at the commencement of the election at **1pm AEDT Monday 21st March 2022.** This will allow you to cast your vote. Voting will close at **1pm AEDT Friday March 25th.**

Attachments

- A. Draft Minutes 2020 AGM
- B. Auditor Resignation Letter.
- C. Financial Statements
- D. Explanatory Statements – Special Resolution to Amend Constitution
- E. AGM Proxy Form

Attachment A

DRAFT MINUTES OF THE ANNUAL GENERAL MEETING OF THE SPACE INDUSTRY ASSOCIATION OF AUSTRALIA LTD

Held via teleconference, Thursday 5th November 2020

PARTICIPANTS	
Members	David Ball (Chair/Treasurer), Ben Adams, Karl Bealing, Jackie Carpenter, Rowena Christiansen, Kimberley Clayfield, Michael Davis, Melissa De Zwart, Julian Grodzicky, Jeremy Hallett, Annie Handmer, Stacey Henderson, Taofiq Huq, Gail Iles, Jason Bender, Mike Johnson, Julia Leeson, Joel Lisk, Peter Nikoloff, Tim Parsons, Conrad Pires, Mark Ramsey, Scott Schneider, Carley Scott, Paul Scully-Power, Keith Smith, Geraldine Baca Triveno.
Guests	James Brown (CEO), Sherri Dawson (Secretariat)
Apologies	Andrew Beveridge, Leon Traves

Opening

Meeting opened at 17.00 AEDT. Mr Ball welcomed all present and thanked attendees for their attendance.

Apologies

The Chair noted apologies had been received from Andrew Beveridge and Leon Traves.

Minutes of previous AGM

Resolved that the minutes of the previous AGM be approved without amendment.
Moved by Joel Lisk, seconded by David Ball. Resolution was passed unanimously.

Tabling of Proxies

The Chair noted that he held proxies for Andrew Beveridge and Leon Traves.

Financial Report for year ended 30 June 2020

Mr Ball asked participants if there were any comments or concerns with respect to the tabled annual report for 2019/20. No comments or concerns were made. Melissa De Zwart proposed that all reports as tabled be received. Seconded by Tim Parsons. Resolution was passed unanimously.

Appointment of Auditor for 2020/2021

The Treasurer noted that Rod Ferrier from Ferrier Chartered Accountants has acted as the SIAA Auditor for a number of years and the SIAA has to date been very satisfied with the level of service and expertise provided, which has always been prompt and responsive. Mr Ball recommended that

Ferrier Chartered Accountants be reappointed for 2020/2021. Mr Ball asked if there were any concerns or discussion from attendees re this resolution. No further comments were provided. Proposed by Mark Ramsey, seconded by Rowena Christiansen. Resolution was passed unanimously.

Special resolution: Appointment of Life Member

Mr Ball outlined the special resolution with respect to the nomination of Mr Rod Drury CSC to be appointed as a Life Member of the SIAA. Mr Ball read the citation, which is as follows:

For dedication and services to the Space Industry Association of Australia over many years, and more broadly, for contributions to the development of the Space Industry in Australia.

Mr Ball asked if there were any concerns or issues. The following resolution was proposed: *“In accordance with clause 5.4 of the Constitution, the members resolve to appoint Mr Rod Drury CSC as a Life Member of the SIAA.”*

This resolution was approved unanimously.

Special resolution: Amendments to the Constitution

The following Special Resolution was proposed: *“The members resolve to adopt, by special resolution, the amendments to the Constitution attached to this Notice of Annual General Meeting.”*

The explanatory statement for the proposed changes to the Constitution is included at Appendix A of these minutes. This resolution was passed via online poll at the meeting, with no dissenting votes being received.

Election of Directors

Mr Ball advised that this year for the first time we were able to conduct an online election, with voting to close at 19.30 AEDT on 5 November 2020. Notifications of successful candidates will be issued to all members on or after 6 November 2020.

The selection of office holders will be determined at the first meeting of the new Board, tentatively scheduled for 16 November 2020. David Ball will continue to act as Chair until the first meeting has occurred, or until 4 weeks has expired, whichever occurs first.

(Addendum) The following members were elected to the SIAA Board for two years: Melissa de Zwart, Julia Mitchell, Tim Parsons, Mark Ramsey. The following members were elected to the SIAA Board for one year: Ben Adams, Matt Dawson, Jeremy Hallett.

Meeting Closed at 17.59 AEDT

Chair:

Date: / /

—

Attachment B Audit Resignation



Chartered Accountants ABN 70 170 228 030
Rod Ferrier, BA., MEd., PhD., CA
Level 5, 50 York Street T: (02) 9279 0722
Sydney NSW 2000 Australia F: (02) 9279 0765
Liability limited by a scheme approved under Professional Standards legislation

10 December 2021

The Directors,
Space Industry Association of Australia Limited
3 Hannah Bellamy Place
West Pennant Hills NSW 2125

Dear Directors,

Auditor Resignation

I refer to my letter dated 15 April 2021 in which I advised of my intention to resign as the SIAA's auditor with effect from the date on which the relevant disclosure requirements in ASIC Regulatory Guide 26, paragraphs RG 26.59 to RG 26.61 are made to the members following ASIC's consent to my resignation.

I have now received ASIC's formal consent to my resignation.

I therefore confirm my resignation as auditor of the SIAA, to become effective when the relevant disclosures are made to SIAA's members. It is my understanding that Ashford's appointment as the SIAA's auditor will become effective at the same time.

Yours faithfully,
FERRIERS, Chartered Accountant

A handwritten signature in black ink, appearing to read "Rodney J Ferrier".

Rodney J Ferrier

Attachment C

2021 Financial Statements available at spaceindustry.com.au

Attachment D

Explanatory Statements – Special Resolution to Amend Constitution

Proposed Resolution

The members resolve to adopt, by special resolution, the amendments to the Constitution as set out in Annexure A to the Notice of Annual General Meeting.

Background

The Board elected to obtain independent legal advice regarding several aspects of the SIAA Constitution and operations. Following this advice, the Board proposes several amendments to the Constitution.

These amendments are reflected in the Constitution containing marked up amendments available at spaceindustry.com.au.

In accordance with Section 136(2) of the *Corporations Act 2001* (Cth), to amend the SIAA's constitution, no less than 75% of the votes cast by members at the Annual General Meeting must be in favour of this Resolution.

The Board recommends that the proposed amendments be adopted.

Amendments

1. Membership

- 1.1. In alignment with announcements made in July 2021, the Board proposes several amendments to the Constitution to align with its current Membership offering.
- 1.2. The proposed amendments include removal of redundant classes of organisational member and replace the class with a single "Corporate Member" class.
- 1.3. The proposed amendments result in a simplification of the SIAA's current membership offering while still allowing the Board a degree of flexibility around new/future members and classes.

2. Election of Directors

- 2.1. The Board proposes to more formally recognise the ability for Members to vote during Director Elections through the use of an online platform.
- 2.2. The proposed amendments to clause 13.3(c) allow the Board to determine a Director Election format (either in-person ballot during an AGM or electronic voting).
- 2.3. The electronic voting system must allow all Members a reasonable opportunity to participate in the election of Directors.

3. Not-for-Profit

The SIAA has recently sought and received independent legal advice regarding its objects and not-for-profit status. The legal advice set out several suggested amendments to the SIAA's Constitution. These recommendations are reflected in the proposed amendments.

Objects

- 3.1. The Objects of the SIAA currently conflate the actual object of the SIAA with activities it may undertake associated with that object.
- 3.2. The Board propose amending clause 2 to more clearly set out the SIAA's core object and detail (in a non-exclusive manner) activities it may undertake in furtherance of that object.
- 3.3. The proposed content of clause 2 does not delete any of the existing substantive provisions of the SIAA's Constitution. The proposed amendments simply reorganise the content in a more intuitive way that aligns with the laws applicable to the SIAA in this area.

Income, Property and Winding Up

- 3.4. The SIAA received legal advice indicating that the current provisions related to management and use of funds (clause 4), and the associated winding up provision (clause 24) may not satisfy current requirements under Australian taxation laws associated with not-for-profit entities.
- 3.5. The Board proposed amendments to clauses 4 and 24 as set out in Annexure A as they reflect current practices around the drafting of not-for-profit provisions in constitutions.

4. Minor and consequential amendments

- 4.1. Treasurer: The Board propose removing references to a Treasurer. Given the current position of the SIAA, having a Treasurer at the Board level is no longer necessary. Removing references to a Treasurer does not preclude a future Board from appointing a Treasurer.
- 4.2. Chairperson: The Board proposes amending clause 15.7(a) regarding the appointment of the Chairperson of the SIAA. Amended language would ensure that a Chairperson is appointed for a single year at a time.
- 4.3. Advisory Council: The Board proposes removing the current cap on the size of the Advisory Council set out in clause 8.1.
- 4.4. There has also been non-substantive formatting changes to the Constitution, and consequential typographical and cross-referencing amendments.

Attachment E

Space Industry Association of Australia Limited
ACN 613 961 005

AGM PROXY FORM

I,
(full name)

of.....
(address)

being an individual member of the Space Industry Association of Australia Limited OR a duly appointed representative of an organisational member, hereby appoint:

...../ the Chair of the meeting
(name of appointee) (delete if not the Chair)

to vote for me or on behalf of my organisation at the 2021 Annual General Meeting.

(If I/we have not specifically directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as the proxy thinks fit).

Signed:

Name and organisation (if applicable):

Date:

Proxies must be returned to by email to operations@spaceindustry.com.au and received no later than 12:30pm Wednesday 23rd March 2022.