

PWDA 2025 Annual General Meeting

Explanatory Statement

This Explanatory Statement forms part of the Notice of Meeting convening the Annual General Meeting (AGM) of members of People with Disability Australia (PWDA or the Company) to be held on Thursday 13 November 2025.

This Explanatory Statement is to be read in conjunction with the Notice of Meeting.

Special Resolutions at the 2025 Annual General Meeting

At the 2025 AGM, members will be asked to consider and vote on two special resolutions that, if passed, would allow Trinity Ford and Daniel Flynn, current Directors of PWDA, to be eligible to serve beyond the normal four-year limit for directors under Rule 8.5 of PWDA's Constitution.

These special resolutions require at least 75 per cent of voting members present at the 2025 AGM (in person or by proxy) to vote in favour for it to pass.

These resolutions do not reappoint either director automatically, they simply make it possible for them to nominate and, if members wish, to stand for re-election at the 2026 AGM. Members will still decide through the 2026 Board of Director election whether to re-elect them. If re-elected their 2-year term will commence from the 2026 AGM.

Details on the two special resolutions and information on why the Board is asking members to consider them is below.

Agenda Item 6.1: Special Resolution [1] - Trinity Ford

To consider and, if thought fit, pass the following resolution as a Special Resolution:

"THAT, for the purposes of the Company's constitution and subject to the election of Trinity Ford by the members at the 2026 Annual General Meeting, Trinity Ford be permitted to hold the office of Director for a further term of two (2) years from the date of that Annual General Meeting, notwithstanding that Trinity Ford will have held office for more than four (4) continuous years by the time that further term has concluded and the provisions of rule 8.5 of the Company's constitution."

Why the Board is recommending members pass this special resolution

Trinity first joined the PWDA Board through a 3-month appointment commencing in August 2024. Trinity was then officially elected by PWDA members and appointed at the 2024 AGM held in November, commencing her 2-year member elected term.

During her time on the Board Trinity has led the organisation as President, providing important leadership, expertise and PWDA governance knowledge through a period of major change.

Trinity's willingness to help during the 3-month period shouldn't prevent her from running again for a second member elected term. The Board believes she accepted the temporary 3-month board appointed role honestly and in good faith and it should not impact her eligibility to be re-elected at the 2026 AGM.

Passing this resolution to extend her eligibility allows PWDA the opportunity to retain that experience, leadership and knowledge while still giving members full voting choice at the ballot box.

What happens if the special resolution is not passed

If members do not pass this special resolution, Trinity's current term will end at the 2026 AGM, and she will not be eligible to re-nominate for at least 12 months. This would reduce continuity and remove one of the Board's most experienced directors during an ongoing governance reform program.

Agenda Item 6.2: Resolution [2] - Daniel Flynn

To consider and, if thought fit, pass the following resolution as a Special Resolution:

"THAT, for the purposes of the Company's constitution and subject to the election of Daniel Flynn by the members at the 2026 Annual General Meeting, Daniel Flynn be permitted to hold the office of Director for a further term of two (2) years from the date of that Annual General Meeting, notwithstanding that Daniel Flynn will have held office for more than four (4) continuous years by the time that further term has concluded and the provisions of rule 8.5 of the Company's constitution."

Why the Board is recommending members pass this special resolution

Like Trinity, Daniel first joined the PWDA Board through a 3-month appointment commencing in August 2024. Daniel was then officially elected by PWDA members and appointed at the 2024 AGM held in November, commencing his 2-year member elected term. That period of board appointed service, undertaken at a time when the Board urgently needed experienced leadership should not prevent him from running again for a second member elected term.

During his current term, Daniel was elected as Co-Vice President and has led much of PWDA's ongoing governance reform work, which includes rewriting key policies, strengthening internal controls, and improving Board accountability.

Passing this resolution to extend Daniel's eligibility will support the opportunity for consistent leadership through this multi-year governance reform process.

What happens if the special resolution is not passed

If members do not pass this special resolution, Daniel's current term will end at the 2026 AGM, and he will not be eligible to re-nominate for at least 12 months. This would remove a key driver of the governance reform program at a critical stage.

Online AGM attendance only no attendance in person

- The AGM will be held online via Zoom
- The AGM will be accessible to all current PWDA members via a secure Zoom link.
- Members must register by **5:00pm AEDT on Monday 10 November 2025**
- You can register by:
 - Phone: 1800 422 015
 - Email: pwd@pwd.org.au
 - Online: <https://pwd.org.au/get-involved/elections-and-agm-papers/>
- After you register you will be sent the AGM Zoom link via email.
IMPORTANT: If you do not receive the AGM Zoom link by Wednesday 12 November 2025, please check your spam/junk mail or contact PWDA.

Voting

Eligibility to vote

- To determine a person's entitlement to vote at the AGM, a person will be recognised as a member of the Company if that person was registered as a member of the Company at 12 midnight (Australian Eastern Standard Time) on Thursday 7 August 2025. If you have any questions about this process or your membership contact PWDA.
- A Zoom video conference voting mechanism will be established for use during the AGM.
- Zoom does not have the technical capacity to cast votes if you join the meeting via phone. We therefore recommend you join the Zoom meeting via video conference or appoint a proxy.

Voting on a poll

- The vote on the motions at the AGM will be conducted by way of a Zoom poll.
- On a poll, every current member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall:

- In the case of an Individual Member, have one (1) vote; and
- In the case of an Organisational Member, have two (2) votes.

Proxy

- A current member who is entitled to attend and vote can appoint a proxy. The proxy need not be a member of the Company. If you wish to appoint a proxy and you are entitled to two or more votes, then you may appoint two proxies and specify the proportion or number of votes each proxy may exercise. For more information on proxies please refer to the enclosed AGM Proxy Form and Explanatory notes. **All proxies must be received no later than 6:00pm AEDT on Wednesday 12 November 2025.**