

Agenda

Sonder 29th Annual General Meeting



Saturday 5th November 2022

SkyCity Adelaide, North Terrace, Adelaide

7.15pm-7.35pm

1	Welcome	Dr Rizwan Latif
2	Confirmation of Quorum – Members present plus proxies on record	Dr Rizwan Latif
3	Apologies – Listed with the Chair	Dr Rizwan Latif
4	Minutes of Previous Meeting to be accepted (4 th November 2021 and available at registration desk)	Dr Rizwan Latif
5	SPECIAL BUSINESS: Rotation and Election of Member Elected Directors <i>(Refer to Appendix 1)</i>	Dr Rizwan Latif
6	Re-election of Sonder Board Directors <ul style="list-style-type: none">• Dr Rizwan Latif• Dr Richard Heah• Dr Sudheer Talari• Dr Kali Hayward	Dr Rizwan Latif
7	Presentation of new Member Elected Board Director	Dr Rizwan Latif
8	SPECIAL BUSINESS: Proposal to Change Legal Business Name <i>(Refer to Appendix 2)</i>	Dr Rizwan Latif
9	Reports	
	9.1 Annual Report	Dr Rizwan Latif
	9.2 Finance Report	Mr John Manning
10	Appointment of Financial Auditor for 2022/2023 Financial Year	Mr John Manning
11	Presentation of Sonder Board Members	Dr Rizwan Latif
12	Any Other Business	Dr Rizwan Latif
13	Close	Dr Rizwan Latif

Appendix 1



Adelaide Northern Division of General Practice Limited (ACN 061 979 048)

Explanatory Memorandum to Notice of 2022 Annual General Meeting

This Explanatory Memorandum has been prepared to provide Members with material information to enable them to make an informed decision on the special resolution in relation to the proposed rotation of Member Elected Board Directors.

SPECIAL BUSINESS – ROTATION AND ELECTION OF MEMBER ELECTED DIRECTORS

The Board seeks the approval of Members of the Company to implement rotational Member Elected Board terms.

The Constitution requires the election of at least one Member Elected Director at each Annual General Meeting (refer to Section 10.10). Therefore the Board seeks endorsement by the Members of the Company to rotate the terms of Member Elected Directors as per section 10.9 of the Constitution to support this process.

Special Business

To consider and if thought fit, to pass the following resolution as a special resolution:

“That the Company can implement the rotation of Member Elected Director terms as required to comply with Section 10.10 of the Constitution.

For the purposes of the 2022 Annual General Meeting, the 5 Member Elected Director positions will be rotated as follows:

- 3 Member Elected Director will be elected for a 3 year term
- 1 Member Elected Director will be elected for a 2 year term
- 1 Member Elected Director will be elected for a 1 year term

Board Recommendation

The Board unanimously recommends that Members vote in favour of the resolution.

Appendix 2



Adelaide Northern Division of General Practice Limited (ACN 061 979 048)

Explanatory Memorandum to Notice of 2022 Annual General Meeting

This Explanatory Memorandum has been prepared to provide Members with material information to enable them to make an informed decision on the special resolution in relation to the proposed name change of the Company.

SPECIAL BUSINESS – CHANGE OF LEGAL BUSINESS NAME

The Board seeks the approval of Members of the Company to change its name to Sonder Care Limited.

The Board considers that the purpose of the Company has now changed:

Sonder strives to be the leading organisation at delivering integrated primary care and community services to the most vulnerable across South Australia, including delivering a range of mental health services, early intervention health and wellbeing services, Aboriginal health programs, employment services and a range of community development program and considers Sonder Care Limited a more appropriate name to represent this role/purpose.

Special Business

To consider and if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of section 157(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, the Company change its name from ‘Adelaide Northern Division of General Practice Limited’ to ‘Sonder Care Limited’, and that, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, all references to ‘Adelaide Northern Division of General Practice Limited’ in the constitution of the Company be replaced with references to ‘Sonder Care Limited’, with effect from the date that ASIC alters the details of the Company’s registration to record the change of the Company’s name to ‘Sonder Care Limited’.”

Board Recommendation

The Board unanimously recommends that Members vote in favour of the resolution.