

2025 ANNUAL GENERAL MEETING

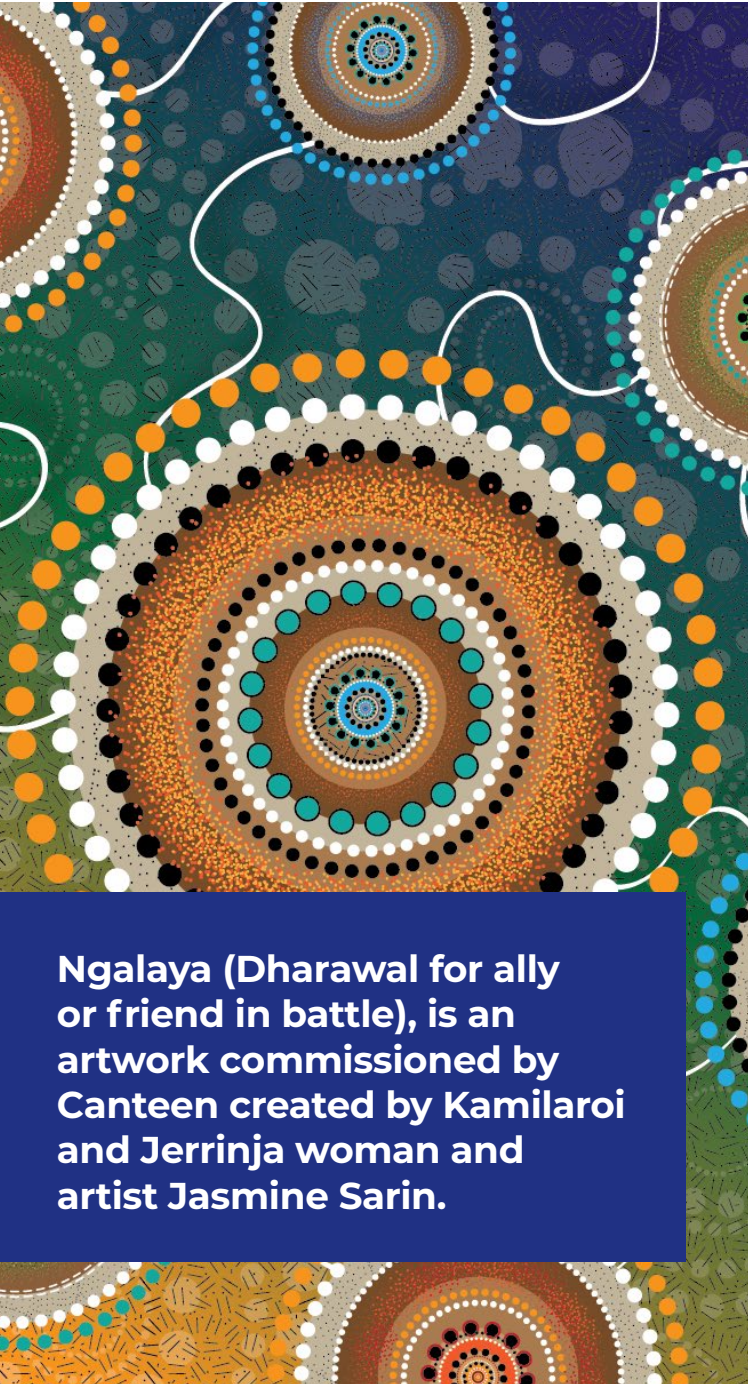
Annual General Meeting Guide
for Canteen Members

Sunday 17 August 2025
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.



CONTENT

AGM papers

The following papers are included with the AGM pack:

- Official Notice and Agenda of AGM 2025.
- Minutes of the AGM 2024.
- Financial Report to 31 March 2025.
- Proxy and Postal Voting Forms.
- Letter from Chair of the Board.
- Canteen Constitution.
- Canteen Membership Policy.

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THE AGM AT A GLANCE

Canteen must ensure every financial year that we are being accountable to the Members of Canteen, which means providing key information to you so that you can be informed about the overall operation of the organisation. One of the ways the Board has chosen to provide accountability is by holding an Annual General Meeting. This includes reporting to you on Canteen’s audited financial statements from the 2024-25 financial year as well as other decisions such as electing the Canteen Board Directors. A formal vote is required whenever a decision is to be made at an AGM.

We will be talking about Canteen’s governance structure at this Annual General Meeting because it is a unique one where the Canteen Members have the ultimate say in setting the direction of the organisation. In short, we say Canteen is a youth-led organisation.

This unique governance model only exists because of the way the Canteen Constitution is written. This AGM will see us discussing an updated constitution to replace the current one, which was approved nine years ago at the 2016 AGM, as well as a new document called the Membership Policy, which sets out who can be a Member.

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 2024 AGM (you vote “yes” or “no”)
Approval of the new Canteen Constitution	Approval of a new constitution to replace the old one that was created in 2016 (you vote “yes” or “no”)
Approval of the Membership Policy	Approval of the Membership Policy (you vote “yes” or “no”)
Approval of the Finance Report	Approval of the Finance Report for the 2024/2025 year (you vote “yes” or “no”)
Election of new Directors for the next year	Re-election of two Member Directors and election of one Member Director and one Associate Director (you vote “yes” or “no”)



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

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 15 August 2025. The proxy will not be valid if received after 12.30pm (Sydney time) that day. You can email or post back your form.

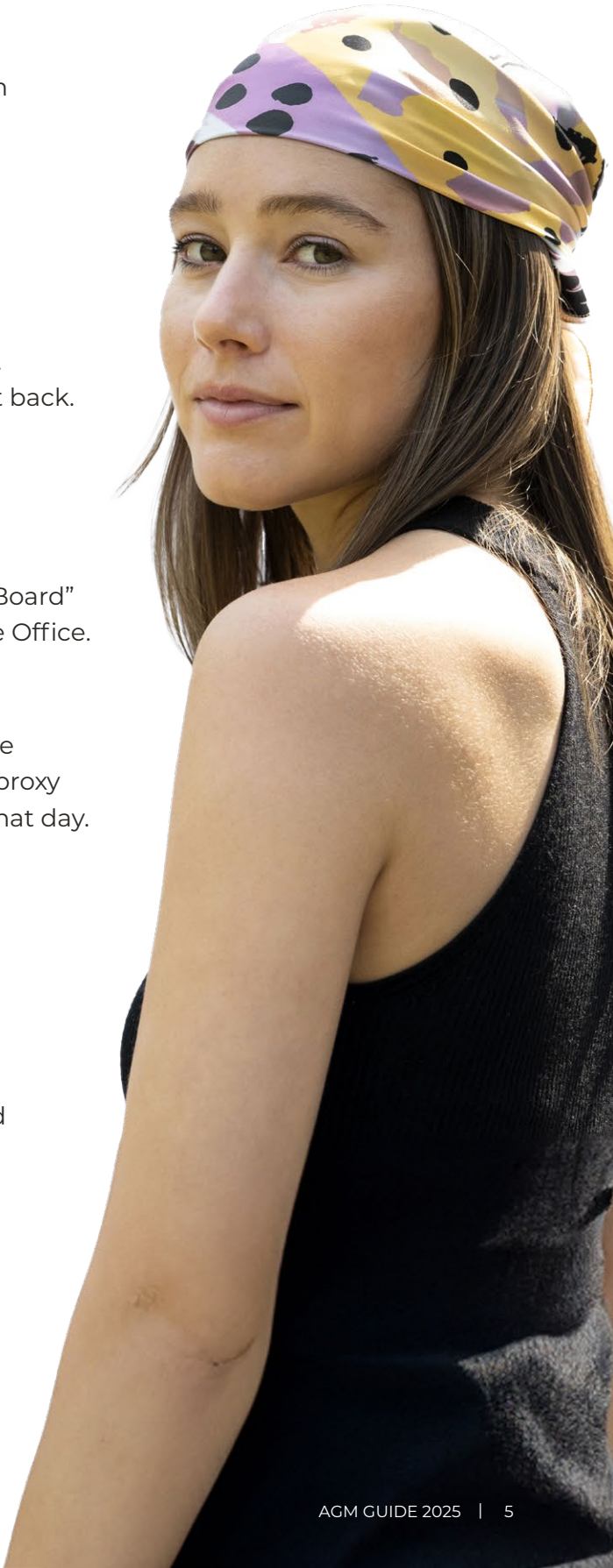
How are the votes counted?

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 our 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.

Currently, Canteen has ten Directors; four are Associate Directors elected for their skills and experience and six are Member Directors. Our Directors are all voluntary (i.e unpaid). The main consideration for the make-up of the Board is that there is always a greater number of Member Directors than Associate Directors.

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 six Member Directors on the Board of Canteen. They are:

- Dr Madeleine Way
- Dr Kathryn Woodward
- Malia Emberson-Lafoa’i
- Daniel Brimfield
- Emma Ashley
- Hao Lu

Daniel Brimfield is up for election.

Malia Emberson-Lafoa’i and Dr Kathryn Woodward are up for re-election.

Emma Ashley and Hao Lu will seek election at next year’s AGM.

Associate Directors

The Associate Directors on the Board of Canteen are:

- Kieran Schneemann
- Stuart Tucker
- Andrea Pearman
- Chris Chandran

Andrea Pearman is up for election.

Chris Chandran will seek election at next year’s AGM.

DIRECTOR NOMINEES



Dr Kathryn Woodward

Thirteen years ago, I was diagnosed with Hodgkin's lymphoma at the age of fifteen. Like many young people facing cancer, I experienced isolation and a lack of understanding from those around me. This began to change when I joined Canteen, a community where, for the first time, I was surrounded by young people who truly understood what I was going through. This sense of belonging at Canteen planted the seed for what would grow into a deep commitment to improving the experiences of other young people affected by cancer.

In 2017, I joined the Queensland Youth Cancer Services Advisory Group, which sparked a passion for patient-centred care and advocacy. I later became the first, and currently only, Canteen Member Director to have transitioned into the role from Youth Cancer Services. Since 2018, I've proudly served on the Canteen Board, including five years as Deputy Chair. In that time, I've worked across all three of the Board's subcommittees and currently chair both the Investment Committee and Canteen Australia Services.

Academically, I hold a Doctor of Medicine with Distinction and the University Medal from Griffith University. I'm now pursuing a DPhil (PhD) in Primary Health Care at the University of Oxford as a Rhodes Scholar. My doctoral research explores how we can improve healthcare for refugees in rural areas, a group who, like young people living with cancer, often fall through the

cracks. I also hold a Master of Science in Applied Digital Health from Oxford and continue to lecture in medicine at Griffith University.

Throughout my time on the Board, I have remained committed to amplifying the voices of young cancer patients and survivors. I have spoken at national and international forums, including three Global AYA Cancer Congresses, where I've led sessions on equity, ethics, and advocacy. I also co-chaired the AYAVision2033 project, which helped shape Australia's national strategy for adolescent and young adult cancer care.

More than anything, I value working collaboratively with my fellow Directors, the Executive Team, and Canteen Members to ensure the organisation remains both innovative and sustainable. Over the past seven years, I've supported Canteen through a period of significant change and growth, including the development of new initiatives like Cancer Hub and our Education and Careers Service. Whether advocating in public forums or making strategic decisions in the boardroom, I always work to ensure that the voices and needs of young people living with cancer come first.

As I look ahead, I'm excited by Canteen's momentum and continued evolution. As a long-serving Director, I bring a unique perspective grounded in governance, healthcare, and lived experience. It has been a privilege to serve on the Board of Canteen, and I am honoured to put my case forward for re-election. With the support of our Members, I hope to continue contributing to an organisation that once changed my life and now allows me to help change the lives of others.

Qualifications

- DPhil in Primary Health Care (ongoing), University of Oxford – Rhodes Scholar
- MSc in Applied Digital Health (with Distinction), University of Oxford – Rhodes Scholar
- Doctor of Medicine (with Distinction and the University Medal), Griffith University
- Bachelor of Medical Science (with Distinction), Griffith University
- Foundations of Directorship Certificate, AICD



Malia Emberson-Lafao'i

My mum was diagnosed with ovarian cancer when I was 19, and her prognosis became terminal in my first year of law school. I took some time off to care for my mum and I'm sure like a lot of people reading this, felt lonely, lost and unsure that anyone in the world truly understood what I was going through.

Enter Canteen.

In 2017 I began counselling in the Canteen Hunter Valley office. I went once a week, then moved to the Sydney office when I went back to law school. As my mum's cancer progressed, Canteen wrapped itself around me. When it was time for me to take on some of my mum's advocacy work because she was getting too sick, Canteen selflessly helped train me, even though I wasn't advocating for Canteen. That's Canteen: an organisation which will help you with whatever problem you're facing through this journey no matter what.

That's why I jumped at the opportunity to join the Canteen board. I knew I'd only come out of these years with the help of Canteen. Thanks to Canteen, I was able to finish my law degree and was admitted as a lawyer in NSW in 2021. Since then, I have dedicated my career to healthcare, first working as a corporate lawyer in Australia before relocating to San Francisco

where I work as Legal Counsel for an early-stage healthcare company.

Since joining the board in 2021, I've spent time on each of our three committees and never missed a board meeting. Alongside my meeting contributions, I've also advocated for Canteen to Canteen Aotearoa, staff, donors and to government.

Elevating the member voice has been a passion of mine since joining the Board, which is why I've driven the creation of the observership director role on the Board. For the first time, you can be assured that there will always be voice on the Board from the present membership. I firmly believe this program will leave a lasting positive legacy on the board and Canteen's members.

Last year I was trusted the responsibility of leading the recruitment process for the next Canteen CEO, in partnership with Kieran Schneemann. This rigorous process has been a success – after reviewing 100s of resumes and interviewing a cross section of elite executives in the not-for-profit space we eventually appointed our own Siona Hardy. The response from government, stakeholders, staff and members has been extraordinary, and I am delighted with the outcome.

Recently I have used my legal skills to assist in the redrafting of our Constitution, the foundational document of Canteen. This project has involved collaboration with the CEO, outside counsel, our member directors and the YAT. This document is now up for vote and approval at this AGM.

In my next term I'm looking forward to supporting our new CEO through her transition to the role and seeing through the execution of the first years of our new strategic plan. With your vote I am confident I can continue to be a custodian to this charity which has played such a seminal part in all of our lives.



Daniel Brimfield

It's difficult to fully capture the impact Canteen has had on my life, but I know I'm not alone in that. So many of us share a version of the same story: finding strength, connection, learning through grief. For me, Canteen hasn't just shaped my journey it's shaped the person I've become. I genuinely don't know who I'd be without it. Being part of this organisation, and growing through it, is without question my proudest achievement.

I first joined Canteen in 2016, after my mum's breast cancer diagnosis in 2013. She subsequently passed away in 2018. I was a teenager, trying to make sense of grief that felt too big to carry. Canteen was the first, and still is the only place that really understood what I was going through, a place where I didn't have to explain myself, where I could just be.

Since then, Canteen has become so much more than I could ever have hoped. I've made lifelong friends, found my voice through leadership opportunities, and grown into someone my younger self would be proud of, someone my mum would be immensely proud of. My journey through Canteen leadership started in 2018 where I was fortunate enough to be in the Tasmanian local leadership team alongside our Chair of the Board, Madeline Way. When I think

about people, leaders I see as role models, they have often been young Canteen leaders. The power of this organisation to foster leadership potential and growth is incredible.

I am proud as to how I have dedicated the last year to the Board. I feel incredibly honoured to provide my perspective and skillset to the organisation that gave me everything. I am acutely aware of the leaps I have taken in my personal and professional development through this opportunity, and I am determined to make the most of it to continue serving this organisation in my full, unwavering capacity.

I believe deeply in the power of young people. I've seen how transformative it is when young voices aren't just heard, but centred, in programs, in leadership, and in the boardroom. Canteen is one of the few organisations that truly walks the talk when it comes to youth leadership, and I want to keep protecting and strengthening that legacy.

I recently returned from exchange in Vietnam. During that time, I had multiple encounters with other young people who have also experienced a cancer diagnosis within their immediate family. We spoke about how fortunate I was to have access to Canteen. It's such a funny conversation speaking of privilege in the context of losing a parent – a very Canteen conversation. This reinforced to me the power this organisation has and the responsibility I have in continuing to push our mission, to ensure that Canteen is there for every young person when cancer comes crashing into their world.

I have long aspired of writing my own 'pitch' for election to the Board, it is a responsibility I carry with deep pride and even deeper gratitude. Thank you.



Andrea Pearman

I have just clocked up one year as an Associate Director of Canteen. I can't believe that the 2024 Leadership Summit, was my first introduction to this wonderful organisation. Although I have still so much to learn, it has been a privilege to be able to play a part in supporting this incredible organisation through my professional skills and expertise. I therefore seek your formal support for election to this role.

For over 30 years I have worked in marketing, customer, and community roles for some of Australia's most iconic brands including Australia Post, NAB, Fosters and Telstra. In

2023 I made the shift from the corporate world into sport and am now responsible for managing over 120,000 netball fanatics in my role of CEO of Netball Victoria. What has been a driving force for me in all my roles across my career has been a desire to make a positive social difference. This is also true in my personal life where I am also actively involved in programs aimed to that improve the experience of many of our marginalised communities.

I feel that my experience in managing corporate sponsorship and community programs, and diverse stakeholders can assist Canteen in achieving the next evolution of its strategic plan. I understand the power of building communities and feel excited to be part of a team that working together can help Canteen realise its full potential.

Whilst I have been fortunate not have been closely impacted by cancer growing up, as an adult I have witnessed the impact of cancer on young people through the journeys of my friends and family. Alongside a worthy cause, what draws me to Canteen, and humbles and inspires me is the courage and self-determination of the young people involved. This is the reason why I would love to continue my journey with Canteen and bring my passion and energy to this cause. Thank you for the opportunity.

CANTEEN CONSTITUTION – MAJOR CHANGES

Background

Canteen was first created by a group of six young cancer patients in 1985, which is forty years ago. It was set up to be a membership-based organisation, where young people have the control over the direction of the organisation. That control of Canteen by young people using its services, has continued through until today, via a document called the **Canteen Constitution**.

Review of the current constitution

More recently, we reviewed Canteen's current constitution with the help of a lawyer and found that the document does outline a broad membership-based governance model. However, it was apparent that challenges exist with its implementation, including unclear membership criteria and lack of a formal member application process.

The legal advice also was that although young people 12-25 years old dealing with a cancer experience can use Canteen's services, **they need to be at least 16 years old before they can become a Member**. This is because Members need to be able to understand the implications of being a member of a company.

Finally, they recommended that the information about membership, such as who can be a member, and the rights and responsibilities they have, should come out of the constitution and go into a separate document called the **Canteen Membership Policy** (discussed further below).

Specific changes to the current constitution

More specifically some of the differences between the current and new constitutions are as follows:

- New one has simplified the language to make it easier to read (e.g. Section 2. Purpose).
- Section 5. Members
 - The requirement for members to receive services from Canteen (i.e. Canteen, Youth Cancer Services, Cancer Hub and leadership) continues to be a requirement. Details of eligibility are outlined in a separate document called the **Canteen Membership Policy**.
- Section 10. General Meetings
 - The board will continue holding an AGM during the Youth Leadership Festival as a major way of us ensuring accountability to the Members for the funds Canteen spends, and the services we provide.
- Section 12. Board (Director's section)
 - Member Director is defined in simple language at Section 17.4 and reference to Associate Directors has been removed, so that the definition of different types of directors doesn't create confusion.
 - There is still the essential requirement for a majority of Member Directors on the Board (section 12.1(c)).



CANTEEN MEMBERSHIP POLICY – NEW ADDITION TO OUR GOVERNANCE DOCUMENT

- The policy only has three sections: Eligibility, Rights and Obligations, and Application Process.
- Eligibility includes everyone who has an active interaction with a Canteen, YCS or Cancer Hub professional either face to face or online (including leaders). This includes young people who have done online counselling or attended online programs & recreation events.

Membership processes post the AGM

- Other Canteen service users who are 16+ years will be informed about membership and be invited to apply.
- Canteen staff will actively invite new young people 16+ years to become a member when they commence receiving services.
- As part of the closure process when a young person exits Canteen, they will be advised that their Canteen membership will also finish.

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 2024/25 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 2024/25 Annual Financial Report. The statements are intended to provide a comprehensive picture of Canteen's financial performance for 2024/25 and the organisation's financial position as at the end of the 2024/25 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 2025 and provides a comparison with the 2024 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 2025), compared with the previous year (2024).

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 2025 but not paid until after 31 March 2025. 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 2025.



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, Siona Hardy, 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, Siona Hardy, 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.





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