

# NOTICE OF ANNUAL GENERAL MEETING 2025



Notice is hereby given that the Annual General Meeting (AGM) of Members of YHA Ltd will be held as follows:

Date: Saturday 5 April 2025

Time: 11:00am AEDT

Location: The Big Dig Archaeology Education Centre, YHA Sydney Harbour, 110 Cumberland Street, The Rocks, Sydney NSW 2000

Livestream: [Register here](#)

## Agenda

10:30am Registration opens

11:00am AGM opens

- Welcome to Members
- Chair's address
- CEO's address
- Ordinary Business with questions
- Special Resolution - B Corp Constitutional Change
- Special Resolution - Directors' Remuneration Change

## Ordinary Business

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2024. The 2024 Annual Report, which contains these reports, will be available prior to the AGM on the YHA website at [yha.com.au/2025-agm](https://yha.com.au/2025-agm). The Auditor will be in attendance to address Members' questions about the conduct of the audit and to declare the results of the election of Directors to the Board.

## Special Resolutions

The AGM will consider the matters of business outlined below including two proposals, both recommended by the Board of Directors, to modify YHA Ltd's Constitution. A copy of the [Constitution](#), marked to show the proposed changes, together with an [Explanatory Memorandum](#), is available on the YHA Ltd website at [yha.com.au/2025-agm](https://yha.com.au/2025-agm) (a link will be sent to Members eligible to vote on 7 March 2025).

### Resolution 1. Organisational Matter

To consider and, if thought fit, to pass the following as a special resolution: "THAT, in accordance with section 136(2) of the Corporations Act 2001 (Cth), YHA Ltd's Constitution be modified by making the amendments contained in the document tabled at the Annual General Meeting and signed by the Chair for the purposes of identification. (B Corp Matters)."

### Resolution 2. Governance Matter

To consider and, if thought fit, to pass the following as a special resolution: "THAT for the purposes of rule 7.7(a) of the Constitution, the aggregate limit on remuneration for directors in respect of a Financial Year is hereby fixed for the time being at \$310,000."

## Livestream Attendance

If you are unable to attend the AGM in person the AGM will be livestreamed, if you would like to observe the proceedings. You will be able to test your web browser from 10:30am on the day of the AGM to ensure that you can view and hear proceedings.

As this is a livestream of the presentation, active participation will not be available. Members can submit questions in advance via email to [ceo@yha.com.au](mailto:ceo@yha.com.au) by Thursday 3rd April 2025.

## Appointment of Proxy

A Member who is entitled to attend and vote at the AGM has the right to appoint a proxy to attend and vote on their behalf. A proxy need not be a Member and may be an individual or a body corporate. As there are resolutions for Members to vote on at the AGM, a proxy form has been provided with the online voting communication.

To appoint a proxy you can:

- Use the YHA website at [yha.com.au/2025-agm](https://yha.com.au/2025-agm) and follow the instructions; or
- Contact us by email at [ceo@yha.com.au](mailto:ceo@yha.com.au), and a proxy form will be mailed to you.

The appointment of your proxy must be received by the Returning Officer no later than 11:00am (Sydney time) on Thursday, 3 April 2025.

## Your Vote

YHA Ltd is governed by a Board of Directors (Board of Directors), with up to six Directors elected by the Members of YHA Ltd (Members) and up to three Members appointed by the Board of Directors, based on skills requirements. Each year YHA Ltd holds an AGM for Members.

Eligible members with registered email addresses will have received instructions for online proxy voting.

If you can attend the AGM in person, it's an excellent opportunity to learn about last year's achievements and engage directly with the Board and CEO regarding the Annual Report.

We appreciate your participation and continued support of YHA.

On behalf of the Board of Directors,  
Stephen Lynch  
Company Secretary, YHA Ltd

YHA Ltd communicates electronically. Update your email preferences by contacting [membership@yha.com.au](mailto:membership@yha.com.au).

## Eligibility

Persons eligible to vote at the AGM are Members in each of the Honorary Life, Life, Adult, and Group Membership categories, who:

- a) if the Member is a natural person, is at least 18 years of age, or, in the case of a Representative of an eligible body corporate or unincorporated entity which is a Member, is at least 18 years of age; and
- b) are not employees of YHA Ltd; and
- c) do not have any fees which are due and payable by the Member to YHA, which remain unpaid;
- d) were Members as at 14 February 2025.

To assist with registration if attending, please bring your physical or digital Membership card.

## INVITATION FROM THE CHAIR

Dear YHA Member,

On behalf of my fellow Directors, I am pleased to invite you to the 2025 YHA Annual General Meeting. As a proud Australian mutual organisation, we have this year grown to over 428,000 members.

We have revitalised our membership offering and made it easier for you to access benefits and savings through the new Explorer app. While it is early days, the app has already assisted in improving direct bookings and members' discounts that start at 10% and can build to 15%.

### This year we are proposing two key changes to YHA:

First, we're seeking to embed our commitment to sustainability and social impact through changes required for B Corp certification. This globally recognised standard reflects our dedication to all stakeholders: People, Planet, Profit, and Purpose.

The proposed constitutional amendment will align with B Corp commitments and philosophies, distinguishing YHA through our balanced approach to profit and dedication to our people, social impact, and the environment.

Second, we're proposing an update to our Board remuneration cap. It has been eight years since our last review, during which time the responsibilities of our directors have significantly increased.

As the Railway Square development nears completion, careful governance and risk management are crucial to maximise financial benefits. We've benchmarked against other not-for-profits to ensure remuneration is within an acceptable average for YHA's size, complexity, and responsibilities.

This adjustment is essential for YHA's success and ability to navigate future challenges and opportunities.

We seek your support at the upcoming AGM to ensure YHA's legacy and impact continues to grow. On behalf of my fellow Directors and the whole team at YHA, would like to thank you for your ongoing loyalty and support of our organisation. The 2025 AGM will be held on Saturday 5 April 2025 at 11:00am AEDT.

I hope you can join us.

Warm regards,

Tammy Marshall

