

MINUTES

**OF THE 2022 ANNUAL GENERAL MEETING OF
TELECOMMUNICATIONS INDUSTRY OMBUDSMAN LIMITED
ACN 057 634 787**

Date Held: Tuesday 15 November 2022 at 10:00am

Held: The Savoy on Little Collins – Collins Room
Level 1, 630 Little Collins Street
Melbourne VIC 3000

Present:	Michael Lavarch AO	Chair
	Cynthia Gebert	Ombudsman
	Gerard Dell'Oste	Company Secretary
	Sue Walker	Minute Taker

Authorised Representatives in Attendance:

Adrian Caltabiano	Telstra Corporation Ltd
Melanie Lawrie	Southern Phone Company Ltd
Dan Mandaru	Amaysim Mobile Pty Ltd
Dan Mandaru	Optus ADSL Pty Ltd
Dan Mandaru	Optus Fixed Infrastructure Pty Ltd
Dan Mandaru	Optus Internet Pty Ltd
Dan Mandaru	Optus Mobile Migrations Pty Ltd
Dan Mandaru	Optus Mobile Pty Ltd
Dan Mandaru	Optus Networks Pty Ltd
Dan Mandaru	Optus Satellite Network Pty Ltd
Dan Mandaru	Optus Satellite Pty Ltd
Dan Mandaru	Optus Vision Pty Ltd
Dan Mandaru	Optus Wholesale Pty Ltd
Dan Mandaru	Uecomm Operations Pty Ltd
Dan Mandaru	Uecomm Pty Ltd
Dan Mandaru	Vaya Communications Pty Ltd
Dan Mandaru	Vaya Pty Ltd

Directors in Attendance:

Geoffrey Nicholson	Independent Director (Commercial Governance)
John Lindsay	Director with Industry Experience
Andrew Sheridan	Director with Industry Experience
Julie Hamblin	Independent Director (Not-for-Profit Governance)
Mira Bashi	Directory with Industry Experience

Auditors in Attendance:

Isabelle LeFevre	Deloitte Touche Tohmatsu
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Apologies:	Maree Gooch	CRISP Wireless Pty Ltd
	Dana Beiglari	Director with Consumer Experience

Observers in Attendance:

David Smith

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The meeting commenced at 10:00am.

1. WELCOME AND APOLOGIES

Welcome

The Chair welcomed everyone to TIO's 2022 Annual General Meeting.

He commenced the meeting by acknowledging the Traditional Owners of the land on which the meeting was held, the Kulin Nation, and paid respects to their elders, past and present and to the young leaders of today.

Apologies

Apologies had been received from Maree Gooch, CRISP Wireless Pty Ltd and TIO Director, Dana Beiglari.

Quorum and Proxies

The Chair confirmed that the required quorum of five members was present and that he was holding proxies on behalf of three members: Gary Martin Costa, NBN Co, and CRISP Wireless Pty Ltd.

Notice of Meeting

The Chair advised that the Notice of the Meeting had been circulated to all TIO members on 21 October 2022. This timing met the requirements of both TIO's Constitution and the Corporations law.

Agenda

The Chair noted the following items of business for consideration at the meeting:

- Minutes of the 2021 Annual General Meeting held on 23 November 2021;
- The Financial Report for the year ended 30 June 2022, together with the Directors' Report and Auditor's Report; and
- Proposed amendments to the company's Constitution.

Chair's Report

The Chair provided the following significant highlights from TIO's 2021/22 financial year.

Following the resignation of the previous Ombudsman, Judi Jones, the Board undertook a recruitment and selection process and appointed Cynthia Gebert who commenced as TIO's Ombudsman in May 2022.

TIO experienced a significant reduction in complaint numbers during FY2022 and whilst fluctuating demand was commonplace for TIO, the 33% reduction experienced was the most significant for the company.

The reduction exceeded TIO's expectations and members' modelling of forecast complaint numbers. And whilst a reduction in complaints was a good news story and indicated an improved level of consumer satisfaction, it resulted in a reduction in TIO's fee income of approximately \$3.6M.

For a company with an operating expenditure of approximately \$33M, this reduction in fee income had to be offset by rigorous cost control measures. These measures included a reduction in TIO's workforce from 242 to 198 people, and a subsequent organisational review to manage services with a reduced workforce.

Finally, TIO undertook an Independent Review of the scheme's operations as it was required by legislation to do every five years.

The Independent Review Report and TIO's response to the recommendations arising from the Review was publicly published in October.

The report will guide the company and the Board over the coming years as it works through implementing a range of recommendations from the Independent Review.

2. MINUTES

The Chair put the resolution that members accept the minutes of the 2021 Annual General Meeting held on 23 November 2021.

The Chair invited questions on the resolution.

There were no questions.

The Chair advised that he would exercise the proxies given to him to vote in favour of the resolution.

All members present voted in favour of the resolution.

The Chair declared the resolution carried unanimously.

3. FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2022 INCLUDING THE DIRECTORS' REPORT, FINANCIAL STATEMENTS AND AUDITOR'S REPORT

The Chair introduced the Financial Report of TIO Limited for the year ended 30 June 2022, together with the Directors' Report and Auditor's Report in respect to those financial statements. It was noted that the reports had been circulated to members with the Notice of Meeting on 21 October 2022 and that hard copies were available at the meeting.

The Chair highlighted the attendance at the meeting of TIO's External Auditor, who was available to respond to any member questions.

The Chair put the resolution that members accept the Financial Report for the year ended 30 June 2022 which includes the Directors' Report, Financial Statements and Auditor's Report.

The Chair invited questions on the financial reports, Directors' Report, and Auditor's Report.

There were no questions.

The Chair advised that he would exercise the proxies given to him to vote in favour of the resolution.

All members present voted in favour of the resolution.

The Chair declared the resolution carried unanimously.

4. AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Chair outlined the key amendments proposed to the Constitution which would allow the company to hold fully virtual meetings in the future and clarify the clause relating to the Board's consideration of Ministerial comments on the appointment or reappointment of the Independent Chair.

Details of all proposed changes to the Constitution were provided in the Explanatory Notes.

The Chair invited questions from members.

No questions or comments were received.

The Chair put the special resolution that members of the Company resolve by special resolution to amend the Constitution of the Company in accordance with the amendments to the Constitution shown in the attached "marked-up" version of the Constitution, effective immediately upon passing of this special resolution.

The Chair advised that he would exercise the proxies given to him to vote in favour of the special resolution.

Result

Taking into consideration the requirements of clause 11.4 of TIO's Constitution which deemed votes by TIO members that were related companies of other TIO members to be from one member, a total of six members voted in favour of the resolution. Therefore, the requirement in clause 11.4 of TIO's Constitution that at least five members vote in favour of the special resolution had been satisfied.

Of the six members that voted in favour of the resolution, four were carrier members and two were carriage service provider members. Therefore, the requirement in clause 11.4 of the TIO Constitution that at least one carrier member and at least one carriage service provider member vote in favour of the resolution had been satisfied.

Of the six members entitled to vote, all voted in favour of the resolution. This satisfied the requirement in Section 9 of the Corporations Act that at least 75% of the votes cast were in favour of the special resolution.

Accordingly, all applicable voting requirements of TIO's Constitution and the Corporations Act to pass the special resolution had been satisfied.

The Chair declared that the special resolution was passed unanimously.

There being no other business, the Chair thanked all for their attendance and the meeting closed at 10:18am.

Confirmed: _____ Date: _____
Michael Lavarch AO, Chair of the Board of Directors