

Notice of Annual General Meeting 2016

Notice is hereby given that the Annual General Meeting of the Australian Institute of Company Directors (AICD) ABN 11 008 484 197 will be held in the Waratah Room at Level 1, 10 Bond Street, Sydney on Wednesday 9 November 2016 commencing at 5.00pm.

Ordinary Business

1. Apologies.
2. To receive the Report of the Chairman and the Managing Director & Chief Executive Officer on behalf of the Board for the financial year ended 30 June 2016.
3. To receive the audited Financial Report for the financial year ended 30 June 2016 together with the Directors' Report and the Independent Audit Report thereon.

Special Business

To consider and, if thought fit, to pass the following resolution as special resolution: "That the Constitution of the AICD is amended, as set out in the Explanatory Notes to this Notice of Annual General Meeting, with effect from the end of the Annual General Meeting."

Note: a special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Dated at Sydney on 14 September 2016, by order of the Board.



Carmen Fraser
Company Secretary

Your vote is important. Each member is entitled to one vote on a show of hands or on a poll.

Proxies

1. A Proxy Form accompanies this Notice of Meeting.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy.
3. A proxy need not be a member of the AICD.
4. Proxy Forms must be signed by the member or the member's attorney.
5. To be effective, the original signed Proxy Form (and the power of attorney and other authority, if any, under which it is signed or a certified copy of that power or authority) shall be received by the Company Secretary at the AICD's National Office, Level 30, 20 Bond Street, Sydney:
 - a) Not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - b) In the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

AUSTRALIAN INSTITUTE of COMPANY DIRECTORS

Proxy Form

1. Your details

(Please print your name, address and other details)

Name: _____

Address: _____

City: _____

State: _____

Postcode: _____

Membership number: _____

Telephone: _____

2. Appoints

(Please print name of proxy clearly)

Name: _____

or failing the person so named, or if no person is named, the **Chairman of the Meeting** to vote in accordance with the following directions or, if no directions have been given, as the proxy or the Chairman sees fit at the Annual General Meeting of the Australian Institute of Company Directors to be held on **Wednesday 9 November 2016** commencing at **5.00pm** and at any adjournment thereof.

3. Special resolution

“That the Constitution of the AICD is amended, as set out in the Explanatory Notes to this Notice of Annual General Meeting, with effect from the end of the Annual General Meeting.”

For

Against

Abstain

4. Signature: _____

5. Date: _____

Guide to completion of Proxy Form

1. Insert your personal details and your membership number. If you do not know your membership number, please contact your State Division office.
2. Insert the name of the person you wish to appoint as your proxy; members cannot appoint themselves. The Chairman of the meeting will act as your proxy if you do not appoint someone. You can vote by proxy even if you plan to attend the meeting.
3. If you wish to direct your proxy how to vote, place a mark in the appropriate box. The vote will be invalid if a mark is made in more than one box. Your vote is important; please direct your proxy how to vote.
4. Members must sign here. This proxy must be signed by the member or under the hand of an attorney. If this proxy is signed by a person who is not the member then the relevant authority (original or certified copy) must be enclosed with this Proxy Form.
5. Members must insert the date here.

For your vote to be counted, the Proxy Form, duly completed, must be received by the AICD's National Office at Level 30, 20 Bond Street, Sydney not later than 5.00pm on Tuesday 8 November 2016.

If you require further information on how to complete the Proxy Form, contact Carmen Fraser, Company Secretary, on 02 8248 6600.

Explanatory Notes – Special Business

The Board proposes some minor amendments to the Constitution in order to:

- Align certain procedural provisions more closely with the Corporations Act 2001 and current corporate practice;
- Remove the alternate director provisions as these are no longer necessary given the range of technological options which enable directors to attend meetings; and
- Adopt consistent terminology in the Constitution.

A full copy of the [Constitution](#) (marked up to show the changes as they will appear if the resolution to modify the Constitution is passed) will be available on the AICD's website and for inspection at the AGM and at the AICD's National and each State Division office.

Recommendation

The Board considers the above proposals to be in the best interests of the AICD and recommends that members vote in favour of the special resolution proposed at the AGM.



Chairman's Report FY16

Elizabeth Proust AO FAICD

Chairman, Australian Institute of Company Directors

Throughout FY16, the AICD has continued to flourish – achieving unprecedented member growth, as well as record numbers of participants in our *Company Directors Course*[™]. This year, and for the first time in our history, more than 4,000 people have undertaken this flagship course for aspiring directors and governance professionals.

Thank you to all AICD Division Councillors, members and staff for their services to the governance community. My full report together with an overview of the AICD's performance can be found in our 2016 Annual Review available on the AICD's website.