

Notice of 2022 Annual General Meeting

Notice is given that the 2022 Annual General Meeting (**AGM**) of the Australian Institute of Company Directors ABN 11 008 484 197 (**AICD**) will be held as a hybrid meeting on Tuesday 29 November 2022 commencing at 5.00pm Sydney time (AEDT).

Members can attend the meeting in person at the offices of the AICD, Level 3, 18 Jamison Street, Sydney NSW or participate online through a platform provided by Link Market Services (**Link**) at <https://meetings.linkgroup.com/AICD22> which will allow members to view the AGM, ask questions or make comments. Members may also attend the meeting or ask questions by telephone.

Information about how to participate in the meeting is included on page 2 of this notice and at the following web address: aicd.com.au/AGM.

Items of Business

1. Reports of Chair and Managing Director & Chief Executive Officer

To receive the Reports of the Chair and the Managing Director & Chief Executive Officer for the financial year ended 30 June 2022.

2. Financial Statements and Reports

To receive and consider the financial statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

The financial statements and reports (which are included in the AICD's 2021/22 Financial Report) are available at aicd.companymdirectors.com.au/about/annual-reports, along with the AICD's 2021/22 Annual Report, and are also able to be viewed and downloaded at aicd.com.au/AGM.

While there is no requirement for a resolution on this item of business, members will be given a reasonable opportunity to:

- *ask questions about, or make comments on, the operations and management of the AICD; and*
- *ask the auditor questions regarding the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the AICD in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.*

By order of the Board



Helen Wild FAICD
Company Secretary

Sydney
4 November 2022

Information for Members

How to participate in the AGM

Details on how to participate in the meeting are set out below and are also available in the Virtual Meeting User Guide at aicd.com.au/AGM.

Members can participate in the AGM in the following ways:

1. **in person:** members (and proxyholders) who wish to attend the meeting in person can register from 4.30pm on the day of the meeting.

We ask that you:

- do not attend the AGM in person if you feel unwell or have been in contact with someone who may have been affected by COVID-19; and
- check the AICD's website prior to the AGM, in case the AICD needs to change its arrangements for holding or conducting the meeting due to COVID-19 restrictions.

Due to the uncertainties that COVID-19 continues to present, the AICD encourages members who wish to attend the meeting to do so online, as set out below.

2. **online:** members (and proxyholders) can view a live webcast of the AGM and submit written questions or comments while the meeting is in progress through an online platform at <https://meetings.linkgroup.com/AICD22>. Registration to participate in the meeting opens at 4.30pm Sydney time (AEDT) on Tuesday 29 November 2022.

Members will require their AICD Member ID Number and postcode to register for the meeting.

Proxyholders will require a proxy number provided by Link 24 hours prior to the meeting and should call the help line on +61 1800 990 363 on the day of the meeting if they have not received their proxy number by email.

The online platform will provide details on how to ask questions and make comments. Further information, including browser requirements, is also available in the Virtual Meeting User Guide at aicd.com.au/AGM.

Please note that there may be a 15-30 second delay when attending online or watching the webcast live.

3. **by telephone:** members who are not attending the AGM in person and wish to join the meeting by telephone, or to speak at the meeting to ask a question or make a comment, will need to pre-register for the meeting by contacting Link on +61 1800 990 363 **by 5.00pm Sydney time (AEDT) on Monday 28 November 2022**.

Link will provide details of a unique PIN to be used to attend the meeting. Members should call 1800 577 505 (Australia Toll Free) or +61 2 9189 2002 (International) and provide their PIN to join the meeting by telephone. Members participating by telephone can follow the prompts to ask a question during the meeting.

Instructions will also be provided by the Chair at the commencement of the AGM on how to ask questions or make comments during the meeting.

Submitting questions in advance of the meeting

Members may submit questions prior to the AGM relating to the business of the meeting. Please submit questions by emailing the Company Secretary at **AGM@aicd.com.au**:

- by 5.00pm Sydney time (AEDT) on Tuesday 22 November 2022 if the question is to the auditor regarding their independence, the conduct of the audit, the auditor's report or the accounting policies of the AICD; or
- by 5.00pm Sydney time (AEDT) on Sunday 27 November 2022 for all other questions.

While the Chair will endeavour to respond to as many questions as possible during the meeting, it may not be possible to respond to all questions individually or to address all topics raised.

A record of all questions asked both prior to, and during, the meeting will be made available on the AICD's website shortly following the meeting.

Technical difficulties

Technical difficulties may arise during the course of the meeting. The Chair of the meeting will consider the impact of these technical difficulties on members and may continue or adjourn the meeting if the Chair determines it is appropriate to do so.

Individual members who are experiencing technical difficulties with registration to attend online, or with the online platform during the meeting, should call the Link help line on +61 1800 990 363.

Appointment of Proxies

A member entitled to attend the AGM has the right to appoint a proxy to attend on their behalf. A proxy need not be a member of the AICD.

As there are no resolutions to be considered by members at the AGM, a proxy form has not been provided. However, if you wish to appoint a proxy, please contact the AICD by email at **CompanySecretary@aicd.com.au** to request a proxy form.

To be effective, a proxy form or other instrument appointing a proxy must be signed by a member or a member's attorney and must be received (along with the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority) by the AICD by **5.00pm Sydney time (AEDT) on Sunday 27 November 2022**.

Completed proxies may be submitted:

1. by post or hand delivery to the Company Secretary, AICD at 18 Jamison Street, Sydney NSW 2000; or
2. by email to **AGM@aicd.com.au**.

If the proxy form is signed by an attorney, the original power of attorney or certified copy must be received by post or hand delivery no later than 48 hours prior to the AGM, unless it has been previously given to the AICD.