

## **Internet Society of Australia**

### **A Chapter of the Internet Society**

**ACN 076 406 801**

### **Annual General Meeting – 2015**

## **EXPLANATORY MEMORANDUM**

An annual general meeting is required to be held under the Corporations Act 2001, and certain items of business must be transacted at the meeting. This Explanatory Memorandum supplements the formal Agenda and explains the background to some of the items of business.

### **1. Approval of Minutes of Previous Meeting (AGM)**

Members will be asked to approve the Minutes of the previous Annual General Meeting.

The Minutes are available at: <https://internet.org.au/agm-2015/Mins-2014.html>

### **2. Adoption of Financial Statements and Reports**

The President's Report will be presented.

The Report is available at <https://internet.org.au/agm-2015/PreRpt.html>

Members will be asked to adopt the Annual Report of the Society, which comprises the Directors' Report, and the profit and loss statement, balance sheet and auditor's report.

The Directors' Report is available at: <https://internet.org.au/agm-2015/DirRpt.pdf>

The financial statements will be published to members as soon as the auditor's report is received, at <https://internet.org.au/agm-2015/FinStmts.pdf>

### **3. Resignations of Directors**

The Articles require that one-third of the board of twelve directors (4) must retire at each AGM.

The retiring directors are:

- Paul Brooks
- Jon Lawrence
- Craig O'Toole
- Holly Raiche

There is no barrier to retiring directors standing for re-election.

### **4. Appointment of Directors**

A call for Nominations for four positions was sent to members. Nominations were received and accepted by the office of Maddocks, in Melbourne until 5pm AEST on 31 August 2015, and the following advice was received from Maddocks regarding this matter:

We refer to the Annual General Meeting and the Director Nomination Form published in accordance with the requirements of the Constitution (being the Memorandum and Articles of Association) of the Internet Society of Australia ACN 076 406 801 and confirm that the following nominations were received on or before the deadline:

<i>Candidate</i>	<i>Proposer</i>	<i>Second</i>
<i>Keith Besgrove</i>	<i>Craig O'Toole</i>	<i>Holly Raiche</i>
<i>Paul Brooks</i>	<i>Paul Brooks</i>	<i>George Fong</i>
<i>Jon Lawrence</i>	<i>George Fong</i>	<i>Alexander Vulkanovski</i>
<i>Craig O'Toole</i>	<i>Shantnu Kumar</i>	<i>Holly Raiche</i>
<i>Holly Raiche</i>	<i>Holly Raiche</i>	<i>Roger Clarke</i>

The nominees' Bio-Data and Statements are at:

<https://internet.org.au/agm-2015/Noms.html>

In accordance with Article 48.2, because the number of candidates for election as directors is greater than the number of vacancies, a ballot will be held.

## 5. Replacement of the Company's Constitution

The Company was constituted in 1996 by means of Memorandum and Articles of Association (M&AA). In 2001, the Corporations Act 2001 was amended in a number of ways, including the replacement of M&AA with a single document called a Constitution.

An Exposure Draft of a replacement Constitution was published to members on 14 July 2015, together with explanations of the differences between the old and new documents.

The proposed replacement Constitution is identical to the Exposure Draft.

The following documents are provided in relation to the motion.

THE PROPOSED REPLACEMENT CONSTITUTION:

<https://internet.org.au/agm-2015/Const.pdf>

EXPLANATORY NOTES:

<https://internet.org.au/agm-2015/CNotes.html>

THE EXISTING M&AA:

- Memorandum: <https://www.internet.org.au/memorandum-of-association>
- Articles: <https://www.internet.org.au/articles-of-association>

This is a Special Resolution, and passage of the resolution requires a majority of at least 75% of the members present in person and by proxy.

## 6. Other Business

Under the Corporations Act, no substantive motion can be put to a General Meeting unless notice has been given in advance.