

**Internet Society of Australia
A Chapter of the Internet Society
ACN 076 406 801**

Annual General Meeting – 2019

AGENDA

The Annual General Meeting of the members of the Society will be held for the purpose of considering the following items of ordinary business.

Voting on the Motions will be conducted during the meeting.

1. Approval of Minutes of Previous Meeting

The previous Annual General Meeting took place on 7 November 2018.

2. Noting of the Directors' Report and the Financial Statements

The Chair's Report will be presented.

The following are to be noted:

- the Directors' Report
- the Financial Statements

3. Resignations of Directors

One Director is retiring following completion of their term.

4. Appointment of Directors

There are 3 vacancies on the Board.

Only 1 candidate has been nominated.

As the number of candidates for election as directors is fewer than the number of vacancies on the Board, the Chair is required by the Constitution to declare the nominee elected.

5. Other Business

No Other Business has been notified.

By order of the Board
Roger Clarke
Secretary
Internet Society of Australia (ISOC-AU)
Secretary@internet.org.au
<http://www.internet.org.au>

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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

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

The Minutes are available at:

<https://internet.org.au/files/121/AGM-2018/526/AGM18-Minutes-Unapproved-181107.pdf>

2. Noting of the Directors' Report and the Financial Statements

The Chair's Report will be presented.

Members are asked to note the Directors' Report and the Financial Statements.

The Directors' Report is available at:

<https://internet.org.au/files/124/AGM-2019/537/C-AGM19-DirRpt.pdf>

The Financial Statements are available at:

<https://internet.org.au/files/124/AGM-2019/539/D-AGM19-FinStmts.pdf>

3. Resignations of Directors

The Constitution stipulates that Directors' terms are 3 years.

Sae Ra Germaine has reached the end of her term.

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

4. Appointment of Directors

A Call for Nominations was sent to members. Nominations closed on 13 September.

Only 1 candidate was nominated, being Sae Ra Germaine.

It is not permissible at law for an election to be held during the AGM to fill the 2 remaining vacancies.

However, members will be invited to discuss the vacancies and potential candidates.

The Constitution, at cls. 12.3.9-10 empowers the Board to appoint Directors to fill vacancies, but with appointees serving for an (initial) 1-year term rather a 3-year term.

5. Other Business

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

Other business items may, however, be raised and discussed.

Discussions can be better-informed if advance notice is provided of topics members wish to raise.