

**Internet Society of Australia**  
**A Chapter of the Internet Society          ACN 076 406 801**  
**Annual General Meeting – 2020**  
**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 are asked to approve the Minutes of the previous Annual General Meeting. These minutes are available at: <https://internet.org.au/agm-2020>, filename D-AGM20-2019Mins.pdf

**2. Noting of Financial Statements and Reports**

The Chair's Report will be presented.

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

The Financial Statements are available at:

<https://internet.org.au/agm-2020>, filename F-AGM20-FinStmts.pdf

The Directors' Report is available at:

<https://internet.org.au/agm-2020>, filename E-AGM20-DirRpt.pdf

**3. Resignations of Directors**

The Constitution stipulates that Directors' terms are 3 years. The retiring directors are:

- Greg Adamson
- Roger Clarke
- James Horton

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

**4. Appointment of Directors**

A call for Nominations for 6 positions was sent to members. Nominations were received and accepted until 5pm AEST on 31 August 2020.

The following candidates have been nominated. In accordance with cl. 12.3.5 of the Constitution, they are listed in alphabetical order, together the names of their proposer and seconder:

<u>Candidate</u>	<u>Proposer</u>	<u>Seconder</u>
Greg Adamson	James Horton	Roger Clarke
Phillip Roberts	Cheryl Langdon-Orr	Narelle Clark

The nominees' Bio-Data and Statements are at:

<https://internet.org.au/agm-2020>, filename G-AGM20-NomBio.pdf

In accordance with cl. 12.3.6, as the number of candidates for election as Directors is equal to or less than the number of vacancies on the Board, the Chairperson of the Annual General Meeting will declare those candidates are duly elected as Directors', and no election is necessary.

**5. Other Business**

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

Other business items may, however, be raised (preferably with advance notice).

The Meeting Chair may invite such additional items to be addressed and may invite discussion.