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## **Internet Society of Australia**

A Chapter of the Internet Society

ABN 36 076 406 801

### **Notice of Annual General Meeting 2011**

Notice is hereby given that the fifteenth **Annual General Meeting of the members of the Society** will be held at the Sebel & Citigate Albert Park, 65 Queens Road, Melbourne, VIC 3000, at **8:00 am on Wednesday 19 October 2011**. Please see the Explanatory Memorandum below for more information on the items below.

A member of the Society is entitled to attend and vote or appoint a proxy to attend and vote on their behalf. A proxy need not be a member.

To appoint a proxy, you must return your proxy form to the registered office of the Society by delivery, mail or facsimile at least 24 hours before the time and date scheduled for the Annual General Meeting **8:00 am on Tuesday 18 October 2011**. Proxy forms should be addressed to:

The Internet Society of Australia

C/- Maddocks

Attn: Mr Robert Gregory

Level 7, 140 William Street

MELBOURNE Vic 3000

Facsimile (03) 9288 0666

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

1. Approval of Minutes of Previous Meeting (2010 AGM)

1.1 Members will be asked to approve the minutes of the previous Annual General Meeting, which took place on 20 October 2010.

2. Adoption of Accounts and Reports

2.1 To consider the profit and loss accounts, the balance sheet, the report of the directors and the auditors and directors reports of the Society and, if thought fit, receive and adopt those accounts, balance sheet and reports.

3. Resignations and Appointment of Directors

3.1 To accept the resignations of the directors who are retiring and appoint six directors from those persons nominated as directors or by filling a casual vacancy. The persons nominated as directors are (in alphabetical by Family Name order): Paul Brooks, George Fong, Robert Gregory, Tony Hill, Cheryl Langdon-Orr and Andrew McRea.

As the number of candidates for election as directors is equal to the number of vacancies on the Board, a ballot will not need to be held for the election of the candidates. (see Nominations for Directors 2011 in 3. **Resignations and Appointment of Directors** below).

#### 4. Other Business

4.1. Transacting any other business which under the constitution of the Society or the Corporations Act 2001 ought to be transacted at an annual general meeting.

DATED 23<sup>rd</sup> September 2011  
BY ORDER OF THE BOARD  
Cheryl Langdon-Orr  
Honorary Secretary, ISOC-AU

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Explanatory Memorandum, AGM 2011

## **Annual General Meeting - 8:00am 19 October 2011** **Sebel & Citigate Albert Park, 65 Queens Road Melbourne, VIC 3000**

An annual general meeting is required to be held by the Corporations Act 2001 and certain items of business must be transacted at the meeting. This memorandum acts as a Draft Agenda and explains the background to some of the items of business set out in the accompanying Notice of Meeting.

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

Members will be asked to approve the minutes of the previous Annual General Meeting, which took place on 20 October 2010.

These minutes are available at:

<http://www.isoc-au.org.au/Organisation/mins/minsAGM10.html>

### **2. Accounts**

The 2011 Annual Report of the Society, which comprises the profit and loss account, the balance sheet, the report of the directors and of the auditors and the directors' statement will be available for inspection and discussion at the Annual General Meeting.

### **3. Resignations and Appointment of Directors**

One-third of the board of twelve directors (4) must retire at the AGM 2011 in accordance with the requirements of the Constitution of the Society. In addition, two (2) directors were appointed to fill casual vacancies on the Board.

The retiring directors are: Paul Brooks, George Fong, Robert Gregory, Tony

Hill, Cheryl Langdon-Orr and Andrew McRea. In accordance with Article 46.6 of the Constitution, retiring directors are eligible for re-election at the 2011 AGM.

A call for Nominations for six (6) volunteer Board positions, was sent to Members on September 2<sup>nd</sup> 2011 via email to the announce list. Nominations were received and accepted by the office of Maddocks, in Melbourne up until 5pm AEST on Friday, September 16, and the following advice was received from Maddocks regarding this matter on September 19<sup>th</sup> as follows:

Maddocks Ref RJG:83499 <excerpt from Email letter>

**2011 Annual General Meeting - Nominations for Directors**

We refer to the 2011 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 5pm Australian Eastern Standard Time on 16 September 2011:

<b>Candidate</b>	<b>Proposer</b>	<b>Secunder</b>
Paul BROOKS	Paul Brooks	Narelle Clark
Andrew McREA	Paul Brooks	Narelle Clark
Cheryl LANGDON-ORR	Chris Disspain	Robert Gregory
George FONG	Skeeve Stevens	Narelle Clark
Robert GREGORY	Tony Hill	Skeeve Stevens
Anthony (Tony) HILL	Kevin Karp	Paul Brooks

We confirm your advice that, following the retirement of Directors retiring by rotation at the conclusion of the 2011 Annual General Meeting on 19 October 2011, there will be 6 vacancies on the Board. As there are 6 nominations, article 48.1 applies: If 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 must declare those candidates to be duly elected as Directors' Accordingly, there is no requirement for an election at the Annual General Meeting.

Signed and dated <END excerpt >