

To All Members of the Society.

Notice and Explanatory Memorandum for the Internet Society of Australia's Annual General Meeting, which will be held in Canberra at **15:30hrs on 11th October** at **Hotel Realm**, 18 National Circuit, Barton ACT 2600.

If you cannot attend, please send in your **Proxy Form**. PDF and Open Office (ODT) copy is attached

If you wish to appoint as your proxy a director of ISOC-AU but do not have their address, use the address "c/o Maddocks, Level 7, 140 William Street, MELBOURNE Vic 3000".

Cheryl Langdon-Orr

Honorary Secretary

Internet Society of Australia

e: secretary@isoc-au.org.au

w: <http://www.isoc-au.org.au>

The Internet is for everyone!

Internet Society of Australia

A Chapter of the Internet Society

ABN 36 076 406 801

Notice of Annual General Meeting 2012

Notice is hereby given that the **fourteenth Annual General Meeting of the members of the Society** which will be held in Canberra at **15:30hrs on 11th October** at **Hotel Realm**, 18 National Circuit, Barton ACT 2600.

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 **15:30 pm on Tuesday 10 October 2012**. 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.

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

2012 AGM Agenda

1. Approval of Minutes of Previous Meeting (2011 AGM)

1.1 Members will be asked to approve the minutes of the previous Annual General Meeting, which took place on 19 October 2011.

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 four directors from those persons nominated as directors or by filling a casual vacancy.

- The persons retiring as directors are (in alphabetical by Family Name order): Paul Brooks, Rob Forsyth, Jon Lawrence and Jerry Leeson.
- The persons nominated as directors are (in alphabetical by Family Name order): Paul Brooks, Jon Lawrence, Craig O'Toole and Holly Raiche

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 2012 in 3. **Resignations and Appointment of Directors** in the Explanatory Memorandum 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 19th September 2012

BY ORDER OF THE BOARD

Cheryl Langdon-Orr

Honorary Secretary, ISOC-AU

Explanatory Memorandum, AGM 2012

Annual General Meeting - 3:30pm 11 October 2012

to be held in Canberra at **Hotel Realm**, 18 National Circuit, Barton ACT 2600

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 19 October 2011.

These minutes are available at: <http://www.isoc-au.org.au/Organisation/mins/minsAGM11.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.

This Report is available at: <http://www.isoc-au.org.au/AGM2012/>

3. Resignations and Appointment of Directors

One-third of the board of twelve directors (4) must retire at the AGM 2012 in accordance with the requirements of the Constitution of the Society. As in 2012 two (2) directors were appointed to fill casual vacancies on the Board, two (2) of these four (4) are those appointees.

The retiring directors are: Paul Brooks, Rob Forsyth, Jon Lawrence and Jerry Leeson. In accordance with Article 46.6 of the Constitution, retiring directors are eligible for re-election at the 2012 AGM.

A call for Nominations for four (4) volunteer Board positions, was sent to Members on September 24th 2012 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 11th, and the following advice was received from Maddocks regarding this matter as follows:

<START excerpt > **2012 Annual General Meeting - Nominations for Directors**

We refer to the 2012 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 11 September 2012:

Candidate	Proposer	Secunder
Paul BROOKS	Paul Brooks	Robert Gregory
Jon LAWRENCE	Narelle Clark	Cheryl Langdon-Orr
Craig O'TOOLE	Skeev Stevens	Narelle Clark
Holly RAICHE	Cheryl Langdon-Orr	Gunela Astbrink

We confirm your advice that, following the retirement of Directors retiring by rotation at the conclusion of the 2012 Annual General Meeting on 11 October 2012, there will be 4 vacancies on the Board. As there are 4 nominations and 4 positions, 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 >