

Governance Institute of Australia Ltd

ABN 49 008 615 950

Notice of Election General Meeting

Notice is given that an Election General Meeting of the Governance Institute of Australia Ltd will be held as a virtual meeting on 22 November 2021.

Online: [Governance Institute General Meeting](#)

On: Monday, 22 November 2021 at 4.30 pm (AEDT)

The above link will be open from 4:20 pm on 22 November 2021 and will take you directly to the meeting.

This Election General Meeting is being held as a virtual meeting and members will not be able to attend this meeting in person. This is due to the current uncertainty in relation to events conducted inside and our desire to protect the health and safety of members and employees, having regard to COVID-19 health advice and social distancing requirements.

There are no items of business to vote on at this virtual Election General Meeting. Refer to the Explanatory Notes for further information on the meeting.

Ordinary business

Election of Directors

This year, nominations for Director of the Governance Institute of Australia Ltd were sought from the states of Queensland and New South Wales by the closing date of Tuesday 21 September 2021. As no nominations were received in relation to the New South Wales Director position and only one nomination was received in relation to the Queensland Director position the business of the General Meeting will be as follows:

1. To declare the election of Ms. Ainslie Cunningham FGIA, FCG as a Director Representative from the state of Queensland to the Board of Governance Institute of Australia Ltd.
2. To update members on the process being undertaken by the Board of Governance Institute of Australia Ltd to fill the casual vacancy of Director Representative for the State of New South Wales.

By order of the Board

Stephen Harris, Company Secretary

27 October 2021

Explanatory notes

For Queensland

As there was a single valid nomination received for the State Representative for Queensland, Ms. Ainslie Cunningham is to be duly elected to the Board of the Governance Institute of Australia at this Election General Meeting.

For New South Wales

As there were no valid nominations received for a State Representative for New South Wales, a casual vacancy arises and, pursuant to the Constitution, the Board of the Governance Institute of Australia Ltd may appoint another Fellow, resident in the State of New South Wales to the Board. At the time of publication of this Notice of Meeting, the Board is considering the most appropriate approach in relation to this casual vacancy and Members will be provided with an update on the Board's deliberations at the meeting.

Notes to the Notice of Election General Meeting

Appointing a Proxy

1. A member entitled to attend the Election General Meeting may appoint a person as the member's proxy to attend for the member at the meeting.
2. An appointed proxy is not required to be a member of the Governance Institute of Australia Ltd.
3. As there are no items of business requiring members to vote at the virtual Election General Meeting a proxy form is not included with this notice. A proxy form is available on the Governance Institute website [Proxy Form](#) or may be requested by email to companysecretary@governanceinstitute.com.au
4. If a proxy is signed by a members attorney, the original, the power of attorney or a copy of the power of attorney certified to be a true copy must be given to the Company Secretary by email to companysecretary@governanceinstitute.com.au or by post to Governance Institute of Australia Ltd, GPO Box 1594, Sydney, NSW 2001
5. Under the Constitution the appointment of a Proxy or Attorney must be received by the Governance Institute of Australia Ltd at least 48 hours before the Election General Meeting. Accordingly, proxy appointments for this General Meeting must be received by 4.00 pm on Thursday, 18 November 2021 (AEDT).

Submitting questions in advance of and during the meeting

Members who are unable to attend the virtual Election General Meeting, or who prefer to register questions concerning the matters being considered at the Election General Meeting in advance of the meeting, are invited to do so by completing a [Question Form](#) and emailing it to the companysecretary@governanceinstitute.com.au by no later than 4.00 pm on Thursday 18 November 2021 (AEDT).

Members who attend the virtual Election General Meeting will have the opportunity to ask questions concerning the matters to be considered during the meeting.

How to participate in the meeting

1. To attend the virtual Election General Meeting on-line you will need a computer or other mobile device with internet access. Visit our website at [Governance Institute Election General Meeting 2021](#) and wait for registration to commence from 4.20 pm (AEDT).

2. When registration opens you will be asked to enter your Governance Institute of Australia Member ID (this will be your username) and your surname (your password).