

NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of the members of NEAS Australia (National ELT Accreditation Scheme Limited) will be held:

on Thursday, 24 October 2019
at 3:00 – 4:00pm
at Bentleys Sydney – Level 14, 60 Margaret Street SYDNEY NSW 2000

AGENDA OF ANNUAL GENERAL MEETING

A. PRESENTATION BY THE BOARD and the CEO

The Chair of the Board will present an overview of NEAS' activities and achievements for the year ended 30 June 2019 while the CEO will discuss plans for the year ahead.

B. PRESENTATION BY THE ADVISORY COUNCIL

The Convenor of the Advisory Council will present on their activities for the year ended 30 June 2019.

C. CONSIDERATION OF REPORTS

The Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2019 (Reports) will be included the Annual Report which will be available for any member that elects to receive a copy at the AGM.

A copy of the report can be found here: <https://neas.org.au/about/annual-reports/>

D. QUESTIONS AND COMMENTS

Following the consideration of Reports, the Chair will give members a reasonable opportunity to ask questions about or comment on the management of NEAS.

With the Auditor present at the meeting, the Chair will also give members a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Audit Report;
- (c) the accounting policies adopted by NEAS in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by members that are relevant to the content of the Independent Audit Report or the conduct of the audit.

E. APPOINTMENT OF INDEPENDENT DIRECTORS AND CHAIR OF THE BOARD

- Formal ratification of new Independent Directors, Ms Tanya Buchanan and Dr James Langridge.
- Formal ratification of reappointment of Independent Director, Ms Christine Bundesen AM.
- Formal retirement of Independent Director, Mr Larry Davies.

The NEAS Constitution requires that any person reappointed as an Independent Director shall hold office until the Annual General Meeting following his or her appointment by the Board, at which time their reappointment shall be formally ratified.

The NEAS Australia Board ratifies Ms Tanya Buchanan and Dr James Langridge appointments and they will be duly appointed to the Board as Independent Directors at the AGM.

The NEAS Australia Board ratifies Ms Christine Bundesen AM's reappointment, and she will be duly reappointed as Independent Director at the AGM.

F. ITEMS FOR APPROVAL EXPLANATORY STATEMENTS

Explanatory Statements have been prepared for the information of Members of NEAS (Members) in relation to the business to be conducted at NEAS' 2019 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Members with information that is reasonably required by Members to decide how to vote upon the resolution.

The Directors recommend that Members read this Explanatory Statement before determining whether or not to support the Resolution.

ITEM 1: AMENDED NEAS CONSTITUTION

A copy of a proposed amended NEAS Constitution is forwarded to members for consideration with the notice of the AGM. Members will be asked to pass the following special resolution as per Clause 9 in the NEAS Constitution:

The proposed amendments to the NEAS Constitution are proposed to be passed as a special resolution:

1A. Clause 11 from the NEAS Constitution with proposed change:

Strike Clause 11.2 (ii), ~~(ii) is not an employee of a Member;~~

1B. Clause 12.2 from NEAS Constitution with Proposed Change:

Insert changes in Clause 12.2 (b) The annual subscription period ~~for Associate Members~~ will commence on 1 July of each year, and the annual subscription will be due in advance within 30 days of this date. ~~The annual subscription period for Full Members commences from date of application for endorsement.~~

For a copy of the full NEAS Constitution, please see here: <https://neas.org.au/about/annual-reports/>

RESOLUTION:

To consider, and if thought fit, pass the following special resolution:

That the Constitution amendments, a copy of which is annexed to the notice convening the meeting, be adopted within the company's Constitution in lieu of its present Constitution /memorandum and Articles of Association.

ITEM 2: APPOINTMENT OF AUDITOR EXPLANATORY STATEMENT

In accordance with section 328B (1) of the Corporations Act, the company has received a nomination from the University of Wollongong College for Bentleys to be appointed as auditors with effect from the end of the Annual General Meeting.

Bentleys has consented to act. Accordingly, approval will be sought from members for the appointment. The Directors unanimously recommend that Members vote in favour of this Resolution.

RESOLUTION

To consider and, if thought fit, pass the following resolution as an ordinary resolution of members of the Company.

“That, for the purposes of the Corporations Act 2001 (Cth) and for all other purposes, Bentleys, having been nominated by a member and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of the Company with effect from the end of the Annual General Meeting.”

Further information is available in the Explanatory Statement which forms part of this Notice of Meeting.

By order of the Board

Patrick Pheasant
CEO and Public Officer
Dated: 24 October 2019