

Governance Institute of Australia Ltd

ABN 49 008 615 950

Chair's covering letter to Notice of Election General Meeting

I look forward to hosting this year's Election General Meeting.

This year nominations were sought from candidates in the states of Tasmania and Western Australia for the two vacant State positions on the Board. More nominations were received than the positions vacant on the Board in respect of Western Australia, whilst one nomination was received for the State of Tasmania, with Greg Hanigan being re-appointed for a further 3-year term.

Members are asked to vote in respect of the appointment of a Director for the vacant Western Australia Board position.

Congratulations to all those that have been nominated and to Greg on his re-appointment. I would also like to thank Caron Sugars, the current Western Australia Director, who chose not to re-nominate, for her outstanding service on both the Board and the Risk and Finance Committee.

I confirm the meeting will be held online on Wednesday 15 November 2023, 4.00 pm AEDT. The formal Notice and papers are attached. I encourage all members to vote by no later than 4:00pm on Monday 13 November 2023 and participate in the meeting.

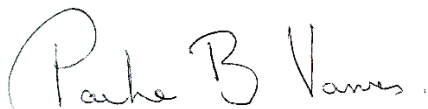
All details are in the attached Notice can also be found on our website

<https://www.governanceinstitute.com.au/about-us/our-governance/election-general-meeting/>.

Questions are welcome in real time during the meeting, or questions can be submitted prior to the meeting via companysecretary@governanceinstitute.com.au.

I look forward to your attendance.

Yours sincerely,



Pauline Vamos

President

23 October 2023

Notice of 2023 Election General Meeting

Notice is hereby given that an Election General Meeting (EGM) of members of the Governance Institute of Australia Ltd (the '**Company**' or '**Governance Institute**') will be held virtually at 4.00 pm (AEDT) Wednesday, 15 November 2023 ('**Notice**').

The Board of the Governance Institute has determined that the EGM will be held online using virtual technology through a platform provided by a third party known as Lumi. There will not be a physical meeting where members can attend.

An information guide for members on how to vote, participate in and ask questions during the online meeting is set out in this Notice.

The Lumi online platform can be accessed here to vote in advance of the meeting and attend the meeting <https://web.lumiagm.com/381559959>.

To assist with the efficient conduct of this virtual meeting, we would appreciate if members could login to the meeting after 3.30pm and before 4.00pm (AEDT) Wednesday, 15 November 2023.

All voting will be conducted via a Direct Vote electronically prior to the EGM and the outcomes will be announced to members at the EGM, with **voting closing two days before the EGM on Monday 13 November 2023 at 4.00pm (AEDT)**.

Please note that although voting is for the State Representative in the State of Western Australia, all members of Governance Institute are entitled to vote regardless of where they live. Refer to the Explanatory Notes for further information on voting.

Business of the Meeting

Election of Directors

This year, nominations for Directors were sought for the States of Tasmania and Western Australia.

1. To note the re-appointment of Greg Hanigan as the State Representative from the State of Tasmania to the Board of Governance Institute for a subsequent term of three years commencing at the conclusion of this EGM and ending at the conclusion of the third EGM of Governance Institute following this meeting.
2. To note the election of a State Representative from the State of Western Australia to the Board of Governance Institute for a term of three years commencing on the conclusion of this EGM and ending at the conclusion of the third EGM of Governance Institute following this meeting.

The persons duly nominated in Western Australia (in alphabetical order) are:

- Paige Exley FGIA FCG
- Diana Forsyth FGIA
- Robert Maurich FGIA FCG

The details of each candidate are available on our website <https://www.governanceinstitute.com.au/about-us/our-governance/election-general-meeting/>.

Following completion of a board skills matrix, the Board identified the following skills, which they consider to be a valuable addition to the Board:

- **Leadership** — particularly candidates with strong commercial experience in growing a business and candidates who have non-executive director experience.
- **Strategy and performance acumen** — candidates with experience in the implementation of growth and digital strategies.
- **Member and industry understanding** — candidates with a strong understanding of member-based professional organisations, with a particular reference to governance.
- **Education** — candidates with strong experience in the administration, growth and development of educational institutions.
- **Finance and accounting** — candidates with finance and accounting experience to bolster both the Board and Risk Audit & Finance Committee skills in this area would be desirable.
- **People and culture** — candidates with experience in people and culture functions or a recruiter background to support the People, Remuneration and Nominations Committee.

Members are encouraged to take this into consideration when voting.

Question form

The question form is available on our website <https://www.governanceinstitute.com.au/about-us/our-governance/election-general-meeting/>.

The due date to receive questions is two days before the EGM on Monday, 13 November 2023 at 4.00pm (AEDT).

Your questions are important to us.

Although we may not be able to reply to each question individually, we will respond to as many of the frequently asked questions as possible at the EGM.

Proxy form

No proxy form is included as there will be no voting at the meeting. Voting for the election of Directors is being conducted by way of a Direct Vote pursuant to clause 14.5 of the Company's Constitution.

By order of the Board



Geoffrey Stirton
Company Secretary
Sydney 23 October 2023

Notes to the Notice of Election General Meeting

How to vote for a candidate from Western Australia

To cast your vote please use this link <https://web.lumiagm.com/381559959>.

Voting will close two days before the EGM on Monday 13 November 2023 at 4.00pm (AEDT).

Submitting questions in advance of and during the meeting

Members who are unable to attend the virtual EGM, or who prefer to register questions concerning the matters being considered at the EGM in advance of the meeting, are invited to do so by emailing companysecretary@governanceinstitute.com.au by no later than Monday, 13 November 2023 at 4.00 pm (AEDT).

For your convenience, a 'Questions from members' form is available on our website <https://www.governanceinstitute.com.au/about-us/our-governance/election-general-meeting/>

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

How to participate in the meeting via LUMI

To attend the virtual EGM online you will need a computer or mobile device with internet access. The Lumi online platform can be accessed using this link <https://web.lumiagm.com/381559959> to attend the meeting.

You will be able to join the meeting via Lumi from 3.30 pm (AEDT) Wednesday, 15 November 2023.

Members will need the latest versions of one of the Chrome, Safari, Edge, or Firefox web browsers.

When logging in you will be asked to enter your Governance Institute of Australia Ltd Member ID (this will be your username) and your surname (case sensitive) (this will be your password).

Participating online will enable Members to listen to the meeting and view the presentations.

Further information about how to login to the Lumi EGM <https://web.lumiagm.com/381559959> or the Lumi EGM app and to participate in the meeting as a member, is available on our <https://www.governanceinstitute.com.au/about-us/our-governance/election-general-meeting/>.

Technical difficulties

If technical difficulties arise during the course of the EGM, the Chair of the meeting has discretion as to whether and how the meeting should proceed. In exercising that discretion, the Chair will have regard to the number of members impacted and the extent to which participation in the business of the meeting is affected.