

NEAS AUSTRALIA (NATIONAL ELT ACCREDITATION SCHEME LIMITED)
Australian Company Number (ACN) 003980667
Australian Business Number (ABN) 29003980667

NOTICE OF 2018 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 **18 October 2018**
at **3:00 – 5:00pm**
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 2018 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 2018.

C. CONSIDERATION OF REPORTS

The Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2018 (Reports) will be included the Annual Report which will be available for any member that elects to receive a copy at the AGM.

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. REAPPOINTMENT OF INDEPENDENT DIRECTORS AND CHAIR OF THE BOARD

- **Reappointment of Independent Directors Mr Larry Davies and Ms Denise Taylor to the NEAS Australia Board.**
- **Reappointment of Chair of the NEAS Australia Board, Ms Denise Taylor.**

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 Mr Davies and Ms Taylor's reappointments and they will be duly reappointed to the board at the AGM.

The NEAS Australia Board ratifies Ms Taylor's reappointment as Chair of the Board, and she will be duly reappointed as Chair of the Board 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' 2018 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: ELECTION OF DIRECTORS EXPLANATORY STATEMENT

As required by the Constitution, Members will be invited to nominate for **two vacancies** in the position of an Elected Directors (Seamus Fagan's term will conclude at the end of the AGM, and Russell Welch retired from the Board 31 July 2018). Nominations will close on **21 September 2018 at 2pm**.

NEAS' Constitution requires that Elected Directors can only be *a person who is a director, employee or officeholder of a Full Member or engaged in the administration or management of a Full Member of NEAS*.

ITEM 2: APPOINTMENT OF AUDITOR

EXPLANATORY STATEMENT

In accordance with section 328B(1) of the Corporations Act, the company has received a nomination from 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

**Larry Davies
Company Secretary
Dated: 17 August 2018**

Notes:

1. Associate Members are not entitled to vote.
2. A Full Member is not entitled to vote at the Meeting if the Full Member's annual subscription is more than one month in arrears at the date of the meeting.
3. The Nominated Member Representative is to be counted towards a quorum on the basis that the Full Member corporation or organisation is to be considered personally present at a general meeting by its representative.
4. A Full Member entitled to vote has one vote on a show of hands and on a poll.
5. Resolutions will be decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
6. A resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
7. The Nominated Member Representative may appoint a proxy or attorney to attend and act for the Full Member at the meeting. An appointment of proxy must be made by written notice to the Company and be signed or otherwise authenticated by the Full Member.
8. A Full Member may appoint a proxy or attorney to act at a particular meeting of members or make a standing appointment and may revoke any appointment.
9. A proxy or attorney must be a Full Member or the Chair.
10. The original of the Proxy Form(s) and any Power of Attorney or authority under which they are signed must be received at least 48 hours prior to the AGM (i.e. **no later than 2pm (Sydney time) on Tuesday 16 October 2018**) or any adjournment. Any Proxy Form received after this deadline, including at the AGM, will be invalid.

The Proxy Form must be received by the Company Secretary by the following methods:

- by post: NEAS Australia, Suite 202, Level 2, 213-219 Miller Street North Sydney NSW 2060
- by hand delivery: NEAS Australia, Suite 202, Level 2, 213-219 Miller Street North Sydney NSW 2060
- by email: admin@neas.org.au

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

11. A Proxy Form accompanies this Notice of Meeting.
12. Additional Proxy Forms will be supplied by the Company Secretary on request.
13. The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of members as at 5:00pm (EST) on **21 September 2018**.
14. If you wish a question to be put to the Chair of the AGM or Auditor and you are not able to attend the AGM, please email your question to NEAS at admin@neas.org.au To allow time to collate questions and prepare answers, questions are to be received by NEAS by 2:00pm (Sydney time) on **Tuesday, 09 October 2018**.