

# **NOTICE OF ANNUAL GENERAL MEETING**

**THE ANNUAL GENERAL MEETING OF  
CPA AUSTRALIA LTD WILL BE HELD ON  
TUESDAY 27 APRIL 2021 AT 5:30PM (AEST) AT  
THE OFFICES OF CPA AUSTRALIA LTD,  
LEVEL 20, 28 FRESHWATER PLACE,  
SOUTHBANK, VICTORIA**



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# PRESIDENT'S MESSAGE

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Dear Member

Please find enclosed the Notice of Annual General Meeting for CPA Australia's 2021 Annual General Meeting (AGM).

The AGM is to be held on Tuesday 27 April at 5.30pm (AEST). The Board is monitoring the situation around the COVID-19 outbreak with respect to public health concerns, travel restrictions and government limits on gatherings of people. The health of Members, CPA Australia personnel and other stakeholders is our priority, and the Board recommends that Members monitor the CPA Australia website and other communications for further updates relating to the AGM.

The Board encourages Members to participate in the AGM by:

- reading the enclosed Notice of Meeting;
- submitting your Proxy Form for the 2021 AGM in accordance with the instructions in the Notice of Meeting and at [cpaaustralia.com.au/agm](http://cpaaustralia.com.au/agm);
- asking questions of the Board or Auditor concerning matters to be considered at the AGM. Questions can be asked before or during the meeting and further instructions are set out in the Notice of Meeting; and
- watching the meeting via live webcast at [cpaaustralia.com.au/agm](http://cpaaustralia.com.au/agm).

The physical venue for this year's AGM will be at the offices of CPA Australia Level 20, 28 Freshwater Place, Southbank, Victoria.

While the Company and the Board ordinarily encourage Members to attend the AGM in person, Members are urged to consider carefully whether they should attend the venue for this year's AGM. Depending on government restrictions in place at the time of the meeting, including on the size of gatherings, CPA Australia and the Board may be required to make changes to the physical layout of the meeting space which may further limit the number of people who can attend in person.

Prior registration is required for Members to attend the AGM in person or by proxy. Members should submit their proxies online as early as possible, if you would like a proxy to attend the AGM on your behalf. In the event of any limitations on the attendance of Members in person at the AGM or by proxy, preference will be given in the order in which registrations were first received by the Company following the publication of the Notice of Meeting.

Full details are included in the enclosed Notice of Meeting and the Proxy Form.

The Board looks forward to the opportunity to communicate with Members about the current activities and future direction of CPA Australia.



Merran Kelsall FCPA  
President and Chairman  
On behalf of CPA Australia's Board of Directors

# INFORMATION FOR MEMBERS

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By order of the Board



**Kerrell Ma**  
Company Secretary

NOTICE is hereby given that the AGM of the Company will be held on Tuesday 27 April 2021 at the offices of CPA Australia Ltd, Level 20, 28 Freshwater Place, Southbank, Victoria commencing at 5:30pm (AEST).

Unless the context requires otherwise, terms defined in the Glossary on page 8 have the same meanings when used elsewhere in this Notice.

## **ATTENDANCE AND VOTING AT THE AGM**

***In person:*** You may attend the AGM in person at the date, time and place specified in this Notice.

***By proxy:*** If you would like to appoint a proxy to attend the AGM on your behalf, please refer to the enclosed Proxy Form.

***Registration:*** Prior registration is required for Members to attend the AGM in person or by proxy. In the event of any limitations on the attendance of Members in person at the AGM or by proxy, preference will be given in the order in which registrations were first received by the Company following the publication of the Notice of Meeting.

***By webcast:*** You may view the AGM online via webcast.

## **NOTE:**

***Measures to address COVID-19:*** The health and safety of Members, CPA Australia personnel, and other stakeholders is our highest priority.

As noted in the President's message, while CPA Australia and the Board ordinarily encourage Members to attend the AGM in person, Members are encouraged to consider carefully whether they should attend the venue for this year's AGM. Depending on government restrictions, including on the size of gatherings, CPA Australia and the Board may be required to adopt extraordinary procedures in relation to the physical venue, including limiting or prohibiting attendance.

Prior registration is required for Members to attend the AGM in person or by proxy. Members should submit their proxies online as early as possible, if you would like a proxy to attend the AGM on your behalf. In the event of any limitations on the attendance of Members in person at the AGM or by proxy, preference will be given in the order in which registrations were first received by the Company following the publication of the Notice of Meeting.

Depending on the circumstances, we may need to adopt extraordinary meeting procedures (including limiting or prohibiting the attendance of Members in person) and/or, if necessary, we may need to postpone the meeting, in which case we will inform Members as soon as practicable.

## **QUESTIONS FROM MEMBERS**

Members who are unable to attend the AGM, and who would like to ask questions of the Board concerning matters to be considered at the AGM, are invited to do so by completing the form accompanying this Notice or the online form at [cpaaustralia.com.au/agm](http://cpaaustralia.com.au/agm) by Tuesday 20 April 2021 at 5:30pm (AEST) or in text format via the online portal during the AGM at [cpaaustralia.com.au/agm](http://cpaaustralia.com.au/agm).

Members will be able to dial in and ask questions by voice online during the AGM. To ask questions in the AGM by telephone in Australia please dial 1800 572 288 or from overseas please dial +61 1800 572 288. Members attending by phone will require their unique PIN for verification purposes. Your unique PIN can be found at the top of the Q & A Form below your member name and address, being the Form that accompanies this Notice or on the email received. Please disregard the PIN on your Q & A Form if you will be attending via the online portal. Members who ask questions by phone will be able to ask questions at the appropriate times during the meeting.

Your questions are important to us and although we will not be able to reply to each question individually, we will respond to as many of the frequently asked questions as possible at the AGM.

Answers to questions:

- submitted for the AGM;
- asked at the AGM;
- taken on notice by the Chair at the AGM; and
- submitted via text or by phone that are not addressed in the AGM due to time constraints,

will be posted on our website.

Members as a whole will have reasonable opportunity at the AGM to ask questions and make comments on the business, operations and management of the Company, and to ask questions of the Auditor or their representative by completing the enclosed form, via text format on the online portal or by dialling in during the AGM.

## **ENQUIRIES**

For further information relating to the AGM, please refer to [cpaaustralia.com.au/agm](http://cpaaustralia.com.au/agm) or contact the Company's AGM information line on 1300 657 539 (within Australia) or +61 1300 657 539 (outside Australia).

For further information relating to the lodgement of Proxy Forms, please contact the Company's AGM information line on 1300 657 539 (within Australia) or +61 1300 657 539 (outside Australia).

# **BUSINESS**

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## **ORDINARY BUSINESS**

### **ITEM 1: RECEIPT OF ANNUAL FINANCIAL REPORT**

To receive and consider the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2020.

### **ITEM 1**

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The Corporations Act requires CPA Australia's Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2020 to be laid before the AGM for consideration by Members. There is no requirement in the Corporations Act nor the Constitution for Members to vote on, approve or adopt these reports. Members as a whole will have a reasonable opportunity at the AGM to ask questions and make comments on these reports for the purposes of this Item.

CPA Australia's Financial Report, Directors' Report and Auditor's Report form part of CPA Australia's Annual Integrated Report.

For the purposes of this Item, the Auditor will also be available to answer questions relating to the conduct of the audit, the Auditor's Report, accounting policies adopted by CPA Australia and the independence of the Auditor in relation to the conduct of the audit.

Members as a whole will have a separate opportunity at the end of the AGM to ask questions and make comments on the general business, operations and management of CPA Australia.

## **SPECIAL BUSINESS**

There are no items of Special Business.

# INFORMATION ABOUT APPOINTMENT OF PROXIES

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These notes form part of this Notice.

## **ATTENDANCE AT THE AGM**

**By proxy:** If you would like to appoint a proxy to attend the AGM on your behalf, this can be done by completing and signing the enclosed Proxy Form and sending it to the Company by:

**Mail:** CPA Australia Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney NSW 1235 Australia

**Online:** [cpaaustralia.com.au/agm](http://cpaaustralia.com.au/agm) and select 'Appoint a Proxy'

**Facsimile:** +61 2 9287 0309

**In person:** Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138 Australia

*\*During business hours (Monday to Friday, 9.00am – 5.00pm)*

**IMPORTANT:** To be effective, all Proxy Forms must be submitted and received by the Company by **no later than 5:30pm (AEST) on Sunday 25 April 2021**, being not later than 48 hours before the commencement of the AGM.

If the Proxy Form is signed by the appointing Member's attorney, the authority under which the appointment was signed or a certified copy of the authority must also be provided.

## **APPOINTING PROXIES**

A Member who is entitled to attend and vote at the AGM has a right to appoint a proxy to attend, ask questions and, if applicable, vote at the AGM.

The proxy appointed by a Member need not themselves be a Member. A proxy can be either an individual or a body corporate. If a Member appoints a body corporate as their proxy, that body corporate will need to appoint an individual as its corporate representative to exercise the powers of the body corporate at the AGM, in accordance with section 250D of the Corporations Act. Where an individual is appointed as a corporate representative they should bring to the AGM, or provide to the Company prior to the AGM, evidence of their appointment.

As a result of the evolving COVID-19 circumstances, we strongly encourage Members to carefully consider whom they appoint as their proxy. In relation to the physical meeting, CPA Australia may be required to take extraordinary measures, including to limit or prohibit attendance of proxies who have been nominated by Members to attend on their behalf. If a proxy, other than the Chair, cannot attend the meeting, the Chair will become the proxy. In this circumstance, the Chair will be directed by the voting preferences (if any) provided in the Proxy Form.

## **ENQUIRIES**

For further information relating to the lodgement of Proxy Forms, please contact the Company's AGM information line on 1300 657 539 (within Australia) or +61 1300 657 539 (outside Australia).

# GLOSSARY

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**AEST** means Australian Eastern Standard Time.

**AGM** means the 2021 Annual General Meeting of the Company to be held on 27 April 2021 at the offices of CPA Australia Ltd, Level 20, 28 Freshwater Place, Southbank, Victoria commencing at 5:30pm (AEST).

**Board** means the Directors of the Company from time to time.

**Chairman** means the Chair of the Company.

**Company** means CPA Australia Ltd (ACN 008 392 452).

**CPA Australia** means CPA Australia Ltd (ACN 008 392 452).

**Constitution** means the Constitution of the Company, dated 14 May 2019.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a person who is, for the time being, a director of the Company.

**Member** means a member of the Company as defined in Article 1 of the Constitution.

**Notice** means the notice of the AGM of which this Glossary forms a part.

**President** means a person elected to that role pursuant to Article 67 of the Constitution.

**Proxy Form** means the proxy form enclosed with this Notice.