

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of CPA Australia Ltd
will be held on Wednesday 11 May 2022
at 5:30pm (AEST) at The Four Seasons Hotel,
199 George Street, Sydney, New South Wales.**

**Members are able to join online using the
platform provided by Link Market Services.**

**Members should visit cpaaustralia.com.au/agm
to access important information concerning the
hybrid AGM.**

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PRESIDENT'S MESSAGE

Dear Member

Please see the enclosed Notice of Annual General Meeting and Explanatory Memorandum for CPA Australia's 2022 Annual General Meeting (**AGM**).

On behalf of the Board, I invite you to attend the CPA Australia AGM on Wednesday 11 May 2022 at 5:30pm (AEST), at the Four Seasons Hotel, 199 George Street, Sydney, New South Wales. You can attend the meeting in person or watch and attend online via a live webcast at cpaaustralia.com.au/agm.

The AGM is an opportunity for Members to hear from the Board of Directors and the CEO about CPA Australia's operations, recent achievements, and future direction, and to ask questions about the organisation's performance.

It will be conducted in line with public health advice and COVID-19 safety protocols in place at the time of the meeting. If restrictions on travel or the size of gatherings require us to introduce capacity limits or change the venue, we will communicate this to you ahead of the meeting. I sincerely hope this will not be necessary and I look forward to welcoming Members to the meeting in person.

Member participation

Over the past few years, we have progressively increased the use of technology so that as many Members as possible can participate in the AGM. In line with recent amendments to the Corporations Act, Members who are attending the AGM online are to be treated as being present at the meeting and can vote online during the meeting. I encourage you to participate in this year's AGM by:

- reading the enclosed Notice of Meeting
- submitting your Proxy Form for the 2022 AGM in line with the instructions in the Notice of Meeting and at cpaaustralia.com.au/agm
- asking questions of the Board or Auditor regarding matters to be considered at the AGM. You can ask questions before or during the meeting by following the instructions set out in the Notice of Meeting
- voting either by proxy or at the meeting by attending in person or via the online platform.

Registration is required for Members to attend the AGM in person, online or by proxy. If you are appointing a proxy to attend the AGM on your behalf, please lodge your proxy form as early as possible. Full details on appointing a proxy, voting at the AGM and the process for asking questions are included in the enclosed Notice of Meeting.

2022 AGM resolutions

The Board is putting forward a special resolution to this year's AGM asking Members to vote for a new constitution.

The new constitution is substantially in line with the amended Constitution approved by Members in 2018 and 2019. Since then, we have communicated our intention to remove the unnecessary transitional provisions in CPA Australia's Constitution. This task has been incorporated into a broader project to provide a more contemporary version of the constitution. The refreshed version of the constitution:

1. retains the principles approved by Members at the 2018 AGM, with the 2019 change
2. removes the inapplicable transitional provisions
3. simplifies the text where possible, reviewing for anomalies and inaccuracies
4. refreshes the look, language and structure of the document
5. aligns with changes to the Corporations Act

The proposed changes take into account recent developments in the law and corporate practice as well as anticipated technological and legislative updates. All the proposed changes are set out in the Explanatory Memorandum.

I encourage you to read the details of the special resolution you are being asked to consider and to take the time to exercise your right to vote at the 2022 AGM. In accordance with the Corporations Act, for Special Resolution 1 set out at Item 3 of the enclosed Notice of Meeting to be passed, at least 75 per cent of the votes cast by Members entitled to vote on the resolution must be in favour.

I look forward to holding the AGM in Sydney and welcome your participation in the meeting, in person or online.



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

INFORMATION FOR MEMBERS

By order of the Board



Kerrell Ma
Company Secretary

NOTICE is hereby given that the AGM of the Company will be held on Wednesday 11 May 2022 at the Four Seasons Hotel, 199 George Street, Sydney, New South Wales commencing at 5:30pm (AEST). Members can also join online through the Link Market Services online platform at cpaaustralia.com.au/agm.

Unless the context requires otherwise, terms defined in the Glossary on page 19 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 webcast: You may join the AGM online via webcast and participate as set out further in this Notice (see headings Questions From Members and How to Vote).

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

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

We will continue to monitor the situation with respect to COVID-19. The AGM will be conducted in line with public health advice and COVID-19 safety protocols in place at the time of the meeting. If restrictions on travel or the size of gatherings require us to introduce capacity limits or change the venue, we will communicate this to you ahead of the meeting. We therefore encourage Members to submit proxies online as early as possible, even if you are planning to attend in person or online.

Members who wish to attend and vote online need to ensure they have located their Member number in advance of joining the meeting. For security reasons, Member numbers can only be sent by post to the Member's registered address, they cannot be provided by email or phone. Members can attend the meeting without their Member number but will not be able to vote or ask a question.

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 by Wednesday 4 May 2022 at 5:30pm (AEST).

Members physically present at the AGM will be able to ask questions.

Members attending the AGM online will be able to ask questions:

- in text format via the online portal during the AGM at cpaaustralia.com.au/agm; or
- by dialling in and asking questions by voice via a telephone facility during the AGM. To ask questions at the AGM by phone in Australia please dial **1800 798 136** or from overseas please dial **+61 2 9189 1102**. Members attending by phone will require their unique PIN for verification purposes. Your unique PIN can be obtained by contacting Link Market Services on 1800 990 363 or +61 1800 990 363 (outside Australia). 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 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 AGM.

When asking a question during the AGM, we ask that Members are courteous and respectful to all Members and others attending the meeting. Members are asked to keep questions concise and to the point and confine questions to the matters before the meeting.

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 a 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 including 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 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

ORDINARY BUSINESS

ITEM 1:

Chairman and CEO Presentations

ITEM 2:

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 2021.

ITEM 2

The Corporations Act requires CPA Australia's Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2021 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

To consider and, if thought fit, pass the following resolution.

Note:

Special resolution: For a special resolution to be passed, at least 75% of the votes cast (by Members entitled to vote on that resolution) must be in favour.

Ordinary resolution: For an ordinary resolution to pass, more than 50% of the votes cast (by Members entitled to vote on that resolution) must be in favour.

ITEM 3: BOARD ENDORSED RESOLUTION

The Board recommends that Members vote **in favour** of Special Resolution 1

1. SPECIAL RESOLUTION – Board-endorsed resolution refreshing the Constitution to remove unnecessary transitional provisions, simplify the language, remove Branch Councils, enable entities to be Members, and align the Constitution with developments under the Corporations Act including enabling the Company to hold wholly virtual meetings of Members.

THAT, in accordance with subsection 136(2) of the Corporations Act, approval be given to repeal CPA Australia's existing Constitution and adopt a new constitution in the form tabled at the Annual General Meeting and described in the Explanatory Memorandum, with effect from the close of the meeting.

Descriptions of the changes to the current Constitution are set out in the Explanatory Memorandum at pages 13 to 18 together with the background to, and the reasons for this resolution.

INFORMATION ABOUT APPOINTMENT OF PROXY

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 and select 'Appoint a Proxy'

Facsimile: +61 2 9287 0309

In person: Link Market Services Limited*
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
**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 Monday 9 May 2022**, 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.

Chair's voting intentions

The Chair intends to vote all available proxies in favour of the special resolution. If you appoint the Chair of the meeting as your proxy, the Chair of the meeting is taken to be appointed as your proxy and if you have not specified the way to vote on the special resolution, the Chair of the meeting will exercise your votes in favour of the special resolution.

Chair as Proxy

You may appoint the Chair of the meeting as your proxy.

If you direct the Chair of the meeting how to vote on an item of business, your vote will be cast in accordance with your direction. If you do not direct the Chair of the meeting how to vote on an item of business, or the Chair of the meeting becomes your proxy by default, then by submitting a proxy/nominee appointment you will be expressly authorising the Chair of the meeting to exercise your votes as an undirected proxy.

As a result of the evolving COVID-19 circumstances, we strongly encourage Members to carefully consider whom they appoint as their proxy. 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.

HOW TO VOTE

Members entitled to vote at the meeting:

- can attend the meeting either physically or online; or
- can appoint a proxy to attend the meeting either at the physical venue or online to vote at the meeting.

In line with the amendments to the Corporations Act made this year, a Member attending the meeting online is deemed to be present at the meeting and form part of the quorum.

Consequently and in line with the Corporations Act amendments, Members who are attending the meeting online will be able to vote online during the meeting.

<u>Members entitled to vote at the meeting</u>	<u>Details</u>	<u>Instructions</u>
Vote physically at the meeting	<p>If you attend the meeting physically you will be able to vote during the meeting.</p> <p>Voting on Special Resolution 1 of Item 3 will be by poll. The Chair of the meeting will open the poll shortly after the meeting commences at 5:30pm (AEST) and you will be able to vote at any time during the meeting (you will be notified during the meeting how much time is left).</p>	<p>Registration will open from 4:30pm (AEST).</p> <p>You will be required to register as a Member or proxy holder and will be able to vote. If you are a Member registered in Australia, you will need to provide your Member number and the postcode registered to your membership and for overseas Members who are able to attend physically, confirm your country code when registering at the registration desks in the foyer of the venue.</p>
Vote online during the meeting	<p>If you attend the meeting by logging into the online platform at https://meetings.linkgroup.com/CPA22, you will be able to vote online during the meeting.</p> <p>Voting on Special Resolution 1 of Item 3 will be by poll. The Chair of the meeting will open the poll shortly after the meeting commences at 5:30pm (AEST) and you will be able to vote at any time during the meeting (you will be notified on the platform how much time is left).</p>	<p>Registration will open from 5:00pm (AEST).</p> <p>When you log into the online platform at https://meetings.linkgroup.com/CPA22, you will be required to register as a Member or proxy holder and will be able to vote. If you are a Member registered in Australia, you will need to provide your Member number and the postcode registered to your membership and for overseas Members, choose your country code from the drop down menu to register to vote once you have logged in.</p>

<p>Appoint a Proxy before the meeting</p>	<p>You can appoint a proxy to attend the meeting either at the physical venue or online to vote at the meeting. If you wish to appoint a proxy please do so online.</p>	<p>You can appoint a proxy online at cpaaustralia.com.au/agm.</p> <p>To log in to the website, you will need your Member number and the postcode registered to your membership if in Australia or your country code if overseas.</p> <p>To appoint your proxy via the website you will need to follow the instructions on the website and submit the appointment no later than 5:30pm (AEST) Monday 9 May 2022.</p> <p>A proxy who is attending the meeting will need a proxy number, issued by Link Market Services, to register to vote once either in attendance or logged in. Link Market Services will endeavour to provide confirmation of the proxy number to nominated proxy holders to the registered email address of the appointing Member no later than 24 hours prior to the meeting and following lodgement of the proxy appointment.</p> <p>Alternatively, proxy holders can call the meeting help line on +61 1800 990 363 on the day of the meeting to request confirmation of the proxy code.</p> <p>More information is available at cpaaustralia.com.au/agm.</p>
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ENQUIRIES

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

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of this Notice (above) and should be read in conjunction with it. Unless the context requires otherwise, terms defined in the Glossary on page 19 have the same meanings when used elsewhere in this Notice.

The information in this Explanatory Memorandum provides an explanation of the proposed changes to the Constitution. The new refreshed constitution will be considered for adoption at the AGM.

The Board's recommendation with respect to the special resolution

This year you are being asked to vote for a new constitution.

The Constitution is the main governance document for our organisation. Members voted to substantially change the Constitution in 2018 following an Independent Review that considered 1700 Member submissions.

In 2019, Members approved a new Article 60(c) which requires the Board to call a meeting of Members within 3 months of exercising its emergency powers to appoint Directors under Article 60(b) of the Constitution.

The new refreshed proposed constitution is substantially in the same terms as the amended Constitution approved by the Members in 2018 in line with the Independent Review Panel's recommendations, and in 2019 in support of a Member resolution to strengthen accountability to Members.

The purpose of the refresh is to deliver on the Board's commitment to Members, made before last year's AGM, to tidy up the Constitution and make it easier to understand.

Since 2018, the Board has advised Members of its intention to remove the unnecessary transitional provisions in CPA Australia's Constitution. Originally planned for presentation at the 2021 AGM, this task was incorporated into a broader project to provide a clearer version of the Constitution. We have now completed our work and the Board supports the refreshed constitution which keeps five core principles. The updated constitution:

1. **RETAINS** the principles approved by Members at the 2018 AGM following the Independent Review Panel recommendations and does not depart from them. The 2019 change remains
2. **REMOVES** the inapplicable transitional provisions
3. **SIMPLIFIES** the text where possible, reviewing for anomalies and inaccuracies
4. **REFRESHES** the look, language and structure of the document
5. **ALIGNS** with the Corporations Act amendments, is relevant and future-proofs as much as possible

Since the current Constitution has been in place there have been some developments in the law and general corporate practice. The Board recommends the adoption of the new constitution, refreshing the language and re-organising the document so that it is more user-friendly.

The new proposed constitution takes into account anticipated technological and legislative changes, including the recent changes to the Corporations Act, and other improvements rather than amending the current Constitution in a piecemeal way. Many of the changes are minor with the key differences set out in the table in this Explanatory Memorandum.

Copies of the new constitution proposed to be tabled at the AGM are available in any of the following ways:

- a digital copy is available at cpaaustralia.com.au/agm;
- a hard copy will be made available for inspection at any of the Company's offices by emailing AGM@cpaaustralia.com.au;
- a hard copy will be mailed out on request by emailing AGM@cpaaustralia.com.au; and
- hard copies will also be made available at the AGM.

For Special Resolution 1 of Item 3 to be passed as a special resolution, at least 75% of the votes cast by Members entitled to vote on the resolution must be in favour of the resolution, in accordance with the Corporations Act.

The Board is supportive of the new constitution. After detailed consideration, the Board has proposed some key changes to the Constitution. The proposed changes, if passed, would refresh the Constitution and ensure relevance and assist future proofing. The key proposed changes are set out in the table below.

Table - Key proposed changes

<p>FCPA post nominals for Honorary Members</p>	<p>CPA Australia's current Constitution allows Honorary Members to use the post nominal FCPA. To distinguish between FCPAs and those Members granted honorary status it is proposed that those made Honorary Members after 11 May 2022 use the post nominal FCPA (Honorary).</p>
<p>Agreements and consents</p>	<p>CPA Australia's current Constitution contemplates that Member's employment details can be provided if requested. To better reflect contemporary Australian privacy law, the disclosure of Members' current employment should no longer be provided on request. Information concerning whether a person is a Member and their Member status can continue to be provided.</p>
<p>Member meetings</p>	<p>CPA Australia's current Constitution contemplates general meetings being held at a physical location. 'Hybrid' meetings (where some attendees meet in-person and others can participate online using technology) can also be held under the current Constitution. However, wholly 'virtual' meetings are not contemplated.</p> <p>Under changes to the Corporations Act, companies can only hold wholly virtual Members' meetings if so provided for in a company's constitution. The provisions allowing for a wholly virtual meeting in the proposed new constitution would provide greater flexibility for CPA Australia's Members to conduct wholly 'virtual' meetings using technology.</p> <p>Whilst the proposed provisions are supported by the Board, CPA Australia does not propose to, and has no current intention to, move to wholly virtual online meetings. However, the Board believes the proposed amendments are in the best interests of Members as they provide future flexibility to hold fully virtual meetings if the Board is of the view that circumstances exist where a wholly virtual meeting is beneficial and in the interests of Members.</p>

	<p>Amendments are proposed to allow the Directors to approve the technology to be used at a general meeting. Consistent with CPA Australia’s current Constitution, any technology used at a general meeting must give Members as a whole a reasonable opportunity to participate in the meeting.</p> <p>Consequential provisions are included to provide clarity around procedural matters including that ‘online’ attendees are treated as being present at the meeting and are counted towards the quorum.</p>
<p>Member designation to stand for the Board</p>	<p>Under the current Constitution, Honorary and Associate Members are unable to vote or stand for Divisional Council positions, unless they were an Associate Member as at 30 June 1990 or complied with the admission requirements by that date and completed their Associate Program examination by 31 December 1990. This means they cannot sit on the Appointments Council or the Council of Presidents.</p> <p>We recommend that this position also flows through to those standing as candidates for appointment as a Member Director of the Board.</p>
<p>Entity Members</p>	<p>The current Constitution does not allow an entity to be a Member and membership is confined to natural persons. Under the proposed new constitution, the definition of a “Member” will now include the flexibility to accommodate entity Members as well as individual Members (i.e. a natural person).</p> <p>This leaves the door open for the Board to establish a category of entity membership, the criteria for which can be set out in the By-Laws in the same manner as is presently adopted for ASAs, CPAs, FCPAs and Honorary Members.</p> <p>This will help future-proof the Constitution should it be established in the future that a category of entity membership is needed or desired. The ability to have an entity Member is captured in the definition of Member and Entity Member in the Glossary of the proposed new constitution.</p> <p>Entity Members would not be entitled to vote.</p> <p>In the event there is an entity membership category approved by the Board, Board approved criteria for entity membership criteria would be set out in the By-Laws after detailed consideration and consultation within appropriate forums including the Public Practice Advisory Committee.</p>
<p>Indemnity</p>	<p>The Company’s current Constitution grants a discretionary power to the Board to indemnify Directors and Secretaries from liabilities incurred in the exercise of their duties. The indemnity available under the Constitution is subject to standard legal restrictions on the extent to which indemnities can be provided by law, including under the Corporations Act.</p>

	<p>The suggested changes to the indemnity provisions in the proposed new constitution seek to modernise and align the provision with the current Corporations Act (see section 199A) and general market practice. There is no material change to the nature or extent of the indemnities available under the Constitution (which continue to be subject to what is allowable under existing law). The main differences in practice are that the new provision:</p> <ul style="list-style-type: none"> (i) clarifies that the Company may indemnify a broader group of officers (including key management personnel); and (ii) specifies the liabilities which the Company may indemnify Relevant Officers against.
<p>A person should cease to be a Director if convicted of an indictable offence</p>	<p>This proposal aligns with good governance practice. Although it imposes a stricter standard than the requirements of the Corporations Act (see sections 201B and 203B), the Company believes being convicted of an indictable offence is a significant issue that would very likely have reputational consequences and would be in the public domain. See, e.g.: https://www.victimsofcrime.vic.gov.au/charges-laid/summary-and-indictable-offences</p>
<p>Removing Branches</p>	<p>The current Constitution provides that the Board may establish both Branches and Divisions. Traditionally, Branches were set up in locations with few Members, where it was considered that Divisional Council status could not be provided by the Board. After 2018, the rights of both Divisional Councils and Branch Councils are aligned (“to appoint a Member to the Appointments Council” and “the President is part of the Council of Presidents”).</p> <p>There is no longer a constitutional reason for Branches to be retained, and therefore, it is proposed they are removed from the Constitution.</p> <p>Importantly Divisional Council Branches are not affected. Divisional Branch Councils for each Divisional Council will remain.</p>
<p>Meeting materials for each of the Appointments Council and the Council of Presidents</p>	<p>Currently the requirement is to provide materials to the Councils 14 days prior to a meeting. Materials are discussed and settled with the various Council chairs within the 14 days, however in alignment with all Board and Board Committee meetings, final materials are provided to the Board and Committee members at least 7 days before a meeting.</p> <p>The proposal is to align this requirement for the Appointments Council and the Council of Presidents and therefore reduce the required days from 14 to 7.</p>

<p>Deputy Chair of the Board to chair Appointments Council if President standing for re-election</p>	<p>The Independent Review Panel recommended the President be chair of the Appointments Council and this has worked well in practice.</p> <p>The Independent Review Panel’s view was that the increased focus of the Appointments Council required the President and Chair of the Board to be Chair of the Appointments Council. The reason provided was to maintain equity between Appointments Councillors, prevent division in the Appointments Council over selection of the Appointments Council chair, and ensure Appointments Councillors are focused on selecting the best candidate, rather than representing a ‘constituency’.</p> <p>Importantly, the Independent Review Panel considered the President would bring first-hand knowledge of how the Board is functioning and inform the Appointments Council of any skill or diversity requirements to be addressed. Proper separation of role and purpose is achieved by the Appointments Council Chair not having a vote.</p> <p>Under the current Constitution, the President and Chairman of the Board chairs the Appointments Council. However, if the President is in their final year of a three (3) year term as a Director they may be eligible to stand for re-election to the Board. In this case, unless the President is not standing for re-election they should not chair the Appointments Council.</p> <p>The proposal is that a Deputy President of the Board who is not in their final year of a three (3) year term as a Director or if in their final year and not standing for re-election, may chair the Appointments Council.</p> <p>The proposal preserves this rationale if a Deputy President fulfills the role of chair in a President’s last year of a term if they are nominating for re-election.</p> <p>There is provision in the current Constitution for the Deputy Chair of the Appointments Council to step in as chair if the Chair is unavailable for the meeting and this position is preserved.</p>
<p>Election of office bearers on the Appointments Council and Council of Presidents</p>	<p>Under the current Constitution, elections for office bearers are held in the relevant calendar year of office. It has become clear that it is practicable to be able to extend the timeframe for the elections and provide for the possibility to hold new council elections at the end of the preceding calendar year if possible rather than waiting until January when Members are often enjoying a holiday break.</p>
<p>Use of technology</p>	<p>The new proposed constitution includes proposed changes to recognise and accommodate electronic technologies.</p> <p>This includes approving the use of electronic technologies for the way meetings are set up, how company notices are received and sent, how documents are executed, and what happens if there is a failure of technology in a particular situation. Various Articles have been updated from the current provisions and a definition of Electronic Notification has been added.</p>

Other	<p>The index and definitions currently at the front of the Constitution have been moved to the back of the proposed new constitution.</p> <p>As flagged, notice provisions relating to general meetings have also been simplified and modernised. The current Constitution repeats some (but not all) of the pre-2022 legislative requirements for meetings and notices. Amendments are proposed to ensure consistency with the current requirements.</p> <p>Provisions that are now outdated, or are restated in the Corporations Act, have been removed to simplify the Constitution and minimise the need for further updates in the event of any legislative or regulatory changes in the future.</p> <p>To enable ease of use, language has been streamlined and simplified. For example, the lengthy definition of Adverse Event in the Professional Conduct provisions in Article 39 of the current Constitution is moved to the definitions section under the Glossary in the proposed new constitution rather than be set out in the relevant article.</p> <p>The provisions of the new proposed constitution have been amended to reflect changes in terminology now contained in the Corporations Act, and other applicable laws, e.g. the definition of insolvency.</p>
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BOARD RECOMMENDATION

The Board believes its proposed changes:

- will address the concerns that have been raised by Members to tidy up the Constitution whilst maintaining the core provisions and principles of the Constitution as recommended by the Independent Review Panel and approved by Members in 2018 and 2019;
- will enhance the Company's corporate governance processes; and
- are in the best interests of the Company and its Members as a whole.

For the reasons set out above, the Board believes the resolution is in the best interests of the Company and its Members as a whole and unanimously recommends that Members vote **for** Special Resolution 1 set out at Item 3.

The Chair intends to vote undirected proxies **for** Special Resolution 1 set out at Item 3.

OBTAINING A COPY OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION

Members can obtain a copy of the new constitution proposed to be tabled at the AGM, in any of the following ways:

- a digital copy is available at www.cpaaustralia.com.au/agm;
- a hard copy will be made available for inspection at any of the Company's offices by emailing AGM@cpaaustralia.com.au;
- a hard copy will be mailed out on request by emailing AGM@cpaaustralia.com.au; and
- hard copies will also be made available at the AGM.

GLOSSARY

AEST means Australian Eastern Standard Time.

AGM means the 2022 Annual General Meeting of the Company to be held on 11 May 2022 at the Four Seasons Hotel, 199 George Street, Sydney, New South Wales commencing at 5:30pm (AEST).

Auditor means the auditor of the Company, being KPMG.

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

Chair means the chair of the AGM.

Chairman means the chair of the Company.

Company or **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.

