



# Financial Executives International of Australia

ABN 92 000 601 954

Level 57 MLC Centre, 19-29 Martin Place, Sydney, NSW 2000 Website [www.fei.org.au](http://www.fei.org.au)  
Secretary - phone (02) 9029 1243 mobile 0418 294 958 email [racumming@fei.org.au](mailto:racumming@fei.org.au)  
Administration - phone (02) 9238 6214 fax (02) 9238 6215 email [admin@fei.org.au](mailto:admin@fei.org.au)

## Notice of Extraordinary General Meeting - 12.10pm, Wednesday 29 February 2012

Financial Executives International of Australia (FEI) will hold an Extraordinary General Meeting at 12.10pm on Wednesday 29 February 2012 in the Card Room on the second floor of the Union, University and Schools Club, 25 Bent Street, Sydney, NSW 2000. It will be immediately before our first lunch of the year in Sydney, at which Mike Quigley, the CEO of NBN Co, will be the guest speaker (the lunch starts at 12.30pm).

If you are attending the lunch, please make every effort to come 20 minutes beforehand and ensure that we have a quorum.

The purpose of the meeting is to consider and vote upon two special resolutions:

- 1 To approve a change the name of the association back to its original name of Financial Executives Institute of Australia.
- 2 To approve changes to the Constitution.

In relation to the first resolution, our current name was adopted in 2002 when FEI USA changed its name to Financial Executives International. The FEI directors feel that our current name does not reflect our current and likely future activities, which are solely Australian-based, and that our original name would be clearer.

In relation to the second resolution, a summary of the changes, which mainly relate to the method of appointment of directors, is below. Any member may obtain a copy of the Constitution showing all the changes by contacting me on [racumming@fei.org.au](mailto:racumming@fei.org.au). They will also be available in hard copy at the meeting. If you have any queries on the proposed changes, please contact me.

Change	Explanation
Clause 3: Clauses 3(b) and 3(c), requiring changes to the constitution to be submitted to and approved by the Minister, will be deleted.	As a result of changes in the law a company (like FEI) which is limited by guarantee but does not have the word "Limited" in its name no longer has to obtain the permission of the Federal Treasurer to make changes to its Constitution.
Clause 8: This clause currently provides for various categories of directors (President, Vice-President, Treasurer, Honorary Secretary, six non-executive directors and three Chapter Presidents). All are elected annually except Chapter Presidents (there are no formal provisions for their election).	The intention of the board in proposing these changes is to provide for both continuity in the board and a mechanism for refreshing the board membership in an orderly fashion. In addition, there is no longer a need for directors to be assigned to different categories.
The new provisions provide for up to 15 directors, with no separate categories. Each director will be elected for a three year term (and may be re-elected after the three years). In addition, a third of the board must retire and face re-election each year.	These changes put FEI in line with modern commercial practice.  FEI directors continue to be unpaid.

Clause 8.1 and 8.16: the reference to state chapters and the three Chapter Presidents (in NSW, Victoria and Queensland) will be deleted.	In practice, state chapters have paid a negligible formal role in FEI's governance for some time and as a formal element in the constitution are no longer necessary. FEI's board is represented by all states in which it is active and the directors in each state remain in a position to influence activities in their own state.
Clause 8.1 and elsewhere. Currently, the FEI President and Vice-President are elected at the annual general meeting. In future the FEI directors will appoint the President and up to three Vice-Presidents.	The appointment of President puts FEI in line with a typical company, where the chairman is elected by the directors (the timing of which may be outside the AGM cycle). The appointment of up to three Vice-Presidents provides flexibility to provide increased formal representation by FEI.
Various other changes	There are various other minor changes of a "tidying up" nature.

If you wish to appoint a proxy to vote on these issues in your behalf, please use the form below and email it to me as a PDF to [racumming@fei.org.au](mailto:racumming@fei.org.au) (or fax it to 02 9238 6215) to arrive at least 24 hours before the meeting.

Robin Cumming  
Secretary  
02 9029 1243 (office) 0418 294 958 (mobile)  
[racumming@fei.org.au](mailto:racumming@fei.org.au)      [www.fei.org.au](http://www.fei.org.au)

Financial Executives International of Australia (ABN 92 000 601 954)  
Level 57 MLC Centre, 19-29 Martin Place, Sydney, NSW 2000

3 February 2012



# Financial Executives International of Australia

ABN 92 000 601 954

Level 57 MLC Centre, 19-29 Martin Place, Sydney, NSW 2000 Website [www.fei.org.au](http://www.fei.org.au)  
Secretary - phone (02) 9029 1243 mobile 0418 294 958 email [racumming@fei.org.au](mailto:racumming@fei.org.au)  
Administration - phone (02) 9238 6214 fax (02) 9238 6215 email [admin@fei.org.au](mailto:admin@fei.org.au)

## Appointment of Proxy for Extraordinary General Meeting at 12.10pm on 29 February 2012

A member who is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member. A proxy may be appointed using this form. It should be received by the Company not less than 24 hours prior to the meeting either as a PDF of this form emailed to the Secretary at [racumming@fei.org.au](mailto:racumming@fei.org.au) or as a fax to 02 9238 6215.

I, \_\_\_\_\_, (full name of member)

of \_\_\_\_\_

\_\_\_\_\_ (address of member)

being a member of Financial Executives International of Australia (FEI) hereby appoint

\_\_\_\_\_ (name of proxy)

of \_\_\_\_\_

\_\_\_\_\_ (address of proxy)

as my proxy to vote for me on my behalf at the Extraordinary General Meeting of FEI to be held on 29 February 2012.

Signed \_\_\_\_\_ (signature)

on the \_\_\_\_\_ day of February 2012 (date)

This form is to be used in respect of the following resolutions (mark with a cross the appropriate boxes):

Resolution 1: to change the name of the association to Financial Executives Institute of Australia For  Against

Resolution 2: to make amendments to the constitution as summarised in the notice of meeting For  Against

If no indication is given as to how to vote, it will be assumed that it will be at the discretion of the proxy.