

NOTICE OF 2010 ANNUAL GENERAL MEETING

AUSTRALIAN INSTITUTE OF MANAGEMENT NSW & ACT LIMITED

ABN 20 000 049 669

Notice is hereby given to the Voting Members of the Australian Institute of Management NSW & ACT Limited ("Institute") that the sixty sixth Annual General Meeting of the Institute will be held at the Registered Office of the Company, 215 Pacific Highway, North Sydney on:

Thursday, 20 May 2010 at 5.30pm

Agenda

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the financial statements of the Institute, the consolidated financial statements of the Institute and its controlled entities and the Reports of the Directors and Auditors for the year ended 31 December 2009.

2. Election of Directors

- (a) Ms. R. Allan AO retires in accordance with Clause 3.3(a)(1) of the Institute's Constitution and being eligible, offers herself for re-election.
- (b) Ms. L. Chung retires in accordance with Clause 3.3(a)(2) of the Institute's Constitution and being eligible, offers herself for election.
- (c) Dr R. Collins AM retires in accordance with Clause 3.3(a)(2) of the Institute's Constitution and being eligible, offers himself for election.
- (d) Mr. M. Deegan retires in accordance with Clause 3.3(a)(2) of the Institute's Constitution and being eligible, offers himself for election.
- (e) Mr. A. Sinodinos AO retires in accordance with Clause 3.3(a)(2) of the Institute's Constitution and being eligible, offers himself for election.

The Chairman will announce the election of Directors.

3. To transact any other business which may be brought forward in accordance with the Constitution.

By order of the Board



Company Secretary
25 March 2010

IMPORTANT INFORMATION

In accordance with the Institute's Constitution, a Voting Member is a member of the Institute who is an Honorary Fellow, a Fellow, an Associate Fellow or an Organisation or a natural person who is a member of the Institute but does not include an Organisation or a natural person who is an Affiliate or a person who has been entered in the Retired List.

Corporate Representatives

An Organisation which is a Voting Member, or which has been appointed as a proxy, may appoint an individual to act at its representative at the meeting. A representative may, but need not be, a Voting Member. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Proxies

A Proxy Form accompanies this Notice of Meeting.

A Voting Member who is entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of the Voting Member.

A proxy must be a Voting Member of the Company.

To be effective, Proxy Forms (duly completed and signed) must be received by the Company at its Registered Office not less than 48 hours before the time for holding of the Annual General Meeting.

A Proxy Form lodged on behalf of a corporation may be executed under common seal or signed by its attorney or officer duly authorized.

EXPLANATORY NOTES

Item 2: Election of Directors

The Constitution provides:

“3.3 *Rotation of directors at annual general meeting*

(a) *At each annual general meeting of the Institute:*

- (1) *one third of the directors who are subject to retirement by rotation at that annual general meeting in accordance with clause 3.3(b) (rounded down if necessary to nearest whole number); and*
 - (2) *any director appointed under clause 3.2 as an addition to the Board since the immediately preceding annual general meeting,*
- must retire from office as a director and are eligible for re-election.*

(b) *For the purposes of clause 3.3(a)(1), the directors who are subject to retirement by rotation at an annual general meeting are all of the directors except:*

- (1) *a director who was appointed as an addition to the Board under clause 3.2 since the immediately preceding annual general meeting; and*
- (2) *the Chief Executive Officer if he or she has been appointed, or is deemed to have been appointed, under clause 7.2.*
- (3) *any Regional Director appointed pursuant to clause 10.4(a).*

(c) *The directors who must retire at an annual general meeting in accordance with clause 3.3(a)(1) are those who have been longest in office since their last election but, as between persons who were last elected as directors on the same day, those to retire must be determined by agreement among themselves or, in the absence of agreement, by lot. For this purpose, a person appointed to fill a casual vacancy pursuant to clause 3.2 is deemed to have been elected on the day that the person he or she replaces was elected, and if*

that person was appointed to fill a casual vacancy, at the time that person was deemed to have been elected by one or more applications of this deeming provision.

(d) *The retirement of a director from office under clause 3.3(a) and the re-election of the director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occurs.*

(e) *A Qualified Person may only be elected to the office of a director under this clause if he or she:*

(1) *is a director retiring from office under clause 3.3(a) who does not indicate that he or she will not stand for re-election; or*

(2) *has nominated for election in accordance with clause 3.3(f).*

(f) *A Qualified Person may be nominated for election as a director if:*

(1) *a Nomination Form signed by two Voting Members and countersigned by the nominee; and*

(2) *an Information Sheet which is current at that time,*

is left with the Secretary at the office of the Institute not less than 25 Business Days before the date set for the annual general meeting.

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3.4 Automatic election

Where the number of candidates available for election under clause 3.3(e) is less than or equal to the number of vacancies to be filled upon the retirement of directors under clause 3.3(a), the Chairperson must declare those candidates to be elected at the annual general meeting.”

If there are more candidates than vacancies to be filled upon the retirement of directors under clause 3.3(a) then an election by ballot of the Voting Members must be conducted.

As at the date of this Notice of Meeting, a Nomination Form had not been left with the Secretary of the Institute.