

## EXPLANATORY NOTES

### Attendance and participation

The Annual General Meeting will be held online. Members who wish to attend online can watch, listen, vote and submit written questions through the online platform specified above.

### Questions from members

The Chair of the meeting will allow a reasonable opportunity at the Annual General Meeting for Members to ask questions about the business of the meeting.

Members may submit written questions to the Company Secretary no later than 1.00pm on Tuesday 27 August 2024.

### Contact

Please use the contact details below if you need any further information about the Annual General Meeting:

aitpmgovernance@aitpm.com.au

### Item 1: Financial Statements and Report

As required by section 317 of the Corporations Act 2001 (Cth) (Corporations Act) the Financial Report, Director's Report and Auditor's Report of the Company for the most recent financial year must be laid before the meeting.

There is no requirement for a formal resolution on this item.

The Chair of the meeting will allow a reasonable opportunity at the meeting to address any questions about the Financial Statements and Report.

### Item 2: Member Elected Directors

The below explanatory notes are in accordance with the Company Constitution:

- 32.2            There must be one Elected Director who resides in each of:
- a. Queensland;
  - b. either Victoria or Tasmania;
  - c. either New South Wales or the Australian Capital Territory;
  - d. Western Australia; and
  - e. South Australia,
- each being a 'Region'.
- 35.1            An Elected Director is elected by the Voting Members residing, at the time of the election, in the same Region as the respective nominee. Only financial Voting Members residing in the relevant Region will be entitled to vote in respect of that election.
- 35.2            Elections for Elected Directors will be held at the annual general meeting in accordance with the procedures determined by the Board.
- 35.3            Where more than one nomination from candidates satisfying the eligibility criteria is received in respect of a vacant Elected Director position, then a ballot will be held in accordance with the procedures determined by the Board for the conduct of the direct ballot by post and/or by electronic or other direct means of voting;

- 35.4 Where only one nomination from a candidate satisfying the eligibility criteria is received in respect of a vacant Elected Director position, the candidate is elected at the annual general meeting following the close of nominations if their election is approved by ordinary resolution of Voting Members eligible to vote pursuant to clause.

### **Voting**

In accordance with section 27.2 of the Company Constitution, on a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

In accordance with section 30 of the Company Constitution, the preferred voting method is direct voting.

- 30.1. The Board may determine that at any general meeting, a Voting Member who is entitled to vote at that meeting is entitled to a direct vote. A 'direct vote' includes a vote delivered to the Company by post or other electronic means approved by the Board. The Board may specify the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.
- 30.2. If a vote is taken at a general meeting on a resolution on which a direct vote was cast, the chair of the meeting must on a vote by show of hands or on a poll, count the votes cast by each Voting Member who has submitted a direct vote directly for or against the resolution.
- 30.3. If a Member casts a direct vote on a particular resolution that is put to a vote at a general meeting, and the Member or their Representative, proxy or attorney attends the meeting, then they are not entitled to vote on the matter at the general meeting.

Unless otherwise required by this Constitution or the Act, all resolutions of the Company are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by Voting Members entitled to vote on the resolutions.

- 25.3 If at the time of the meeting, a Voting Member's membership fee is overdue and unpaid and a final demand in accordance with clause 12.4 has been issued, the Member will not be financial and will not be entitled to exercise their right to vote.