

Notice of Meeting

Friday, 20 October 2023



CHARTERED
ACCOUNTANTS
AUSTRALIA • NEW ZEALAND



Dear Member

On behalf of the Board, we are pleased to invite you to attend the 2023 Annual General Meeting (**AGM**) of Chartered Accountants Australia and New Zealand (**CA ANZ**), which will be held on Friday, 20 October 2023 at 11.00am (AEDT).

To encourage as many members as possible to attend the meeting, and to provide all members with the same opportunity to participate in the AGM, the Board has determined that the AGM will be held as a virtual meeting. Information on how to participate in the AGM is contained in the attached Notice of Meeting.

The Notice of Meeting, together with a copy of our Annual Report for the year ended 30 June 2023, is also available to view and download from CA ANZ's website at caanz.com/AGM2023.

We invite you to submit any questions you may have to governance@charteredaccountantsanz.com in advance of the meeting or to submit your questions online during the AGM. Information on how to submit questions is set out in the Notice of Meeting.

Important: 2023 Member Vote

The Board is also separately seeking your support to amend CA ANZ's By-Laws and the NZICA Rules by conducting a member vote by electronic and postal ballot (**Member Vote**).

The proposed changes to the By-Laws and the NZICA Rules are intended to further strengthen CA ANZ's disciplinary framework, to ensure it is robust, fair and efficient and will continue to build trust in our profession. The amendments give effect to the recommendations from the Professional Conduct Framework Review, which was undertaken to ensure that CA ANZ's conduct and discipline rules and arrangements continue to effectively uphold the professional and ethical standards of our profession and can respond effectively to challenges.

As part of our continuous improvement approach to enhancement of our governing documents, the proposed changes also clarify the eligibility requirements for election to Regional Councils and Overseas Regional Councils, and include a number of corrective and editorial amendments to the By-Laws and NZICA Rules.

The Board recommends that members vote in favour of all of the resolutions proposed.

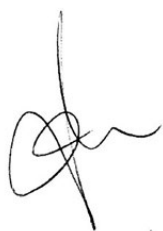
The vote opens on 25 September 2023 and will close at 5.00pm AEDT on the date of the AGM. All full financial members will receive voting instructions from our independent, external voting provider, electionz.com, who will run the voting process. Information regarding the Member Vote

and the proposed changes to the By-Laws and NZICA Rules can be found in the Notice of Member Vote (which includes an accompanying information sheet and explanatory memorandum) available on the CA ANZ Website at caanz.com/Vote2023.

CA ANZ will provide opportunities for members to learn more about the proposed changes to the By-Laws and NZICA Rules through a planned 'Sharing Knowledge' session in early October and other member communications. There will also be an opportunity for members to ask questions at the AGM.

While Affiliate and Provisional members are not entitled to vote, we hope that they will take the opportunity to learn more about the proposed changes and to attend the AGM.

We encourage you to support the resolutions proposed and look forward to welcoming you to the AGM.



John Palermo FCA, Chair
Chartered Accountants Australia and
New Zealand
On behalf of the Board of Directors



Murray Harrington FCA, President
Chartered Accountants Australia and
New Zealand
On behalf of the Board of Directors



Notice of Meeting

Notice is hereby given that the 95th Annual General Meeting (**AGM**) of Chartered Accountants Australia and New Zealand ABN 50 084 642 571 (**CA ANZ**) will be held as a virtual meeting on:

Date: Friday, 20 October 2023

Time: 11.00am AEDT

Webcast: Please register to attend the AGM online at the following link:

caanz.com/AGM2023

Members will be able to view the AGM, ask questions or make comments online. Please note that, as the meeting will be conducted as a virtual meeting, members will not be able to physically attend the AGM.

Items of Business

1. Financial and Statutory Reports

To receive and consider the annual report of the Board, the general purpose financial report for the financial year ended 30 June 2023 and the report of the auditor.

Note: No resolution is required for this item of business.

As required by By-Law 67, the annual report of the Board, the general purpose financial report for the year ended 30 June 2023 and the report of the auditor are to be received and considered by members at the AGM. The reports (which are included in CA ANZ's 2023 Annual Report) are available to be viewed and downloaded at caanz.com/AGM2023.

While there is no requirement under the By-Law for a resolution of members on this item of business, members will be given a reasonable opportunity to:

- *ask questions about, or make comments on, the operations and management of CA ANZ; and*
- *ask the auditor questions regarding the conduct of the audit, the preparation and content of their Auditor's Report, the accounting policies adopted by CA ANZ in relation to preparation of the financial statements and the auditor's independence in relation to the conduct of the audit.*

2. Member Vote – Proposed Changes to By-Laws and NZICA Rules

A separate member vote (**Member Vote**) is being conducted on behalf of CA ANZ by electionz.com, an independent election management company, to seek member approval for proposed amendments to the CA ANZ By-Laws and NZICA Rules to give effect to the recommendations of the recently completed Professional Conduct Framework Review, as well as a number of other proposed changes.

A Notice of Member Vote (which includes an accompanying Information Sheet and Explanatory Memorandum) is being provided to members to explain the proposed changes and is available at caanz.com/Vote2023.

Voting in respect of the proposed amendments will take place from 25 September 2023 to 20 October 2023 via an electronic voting platform or printed voting paper, in accordance with the details set out in the Notice of Member Vote. The vote has been scheduled to allow members who wish to ask questions about the proposed amendments an opportunity to raise those questions at the AGM.

By order of the Board.



Sara Goldstein, Company Secretary
25 September 2023

Information for Members

How do I participate in the AGM virtually?

To register for the AGM, enter your details at caanz.com/AGM2023. Once registered, you will receive a link approximately one day prior to the AGM, together with instructions on how to participate in the meeting. When signing in, you will be asked to provide your first and last name and the email address which you used to register. You will receive a unique verification code to enable access to the AGM platform. If you do not register in advance of the AGM, you are still able to join the meeting by entering your details at caanz.com/AGM2023, including while the meeting is in progress.

Members can view the webcast, and, ask questions and make comments online using the Q&A icon during the meeting.

The AGM webcast platform will be accessible at 10.45am AEDT on the day of the AGM. You can join the meeting at any time until the Chair of the meeting closes the AGM.

What if there are technical difficulties?

Significant planning and testing has been undertaken to enable the virtual meeting to proceed successfully. However, technical difficulties may arise during the course of the AGM. The Chair of the meeting will consider the impact of these technical difficulties on members and may continue or adjourn the meeting if the Chair determines it is appropriate to do so. The Chair has discretion to determine whether and how the meeting should proceed in the event that a technical difficulty arises.

We recommend that you test your access to the AGM platform well in advance of the meeting, to ensure there is sufficient time to address any issues before the meeting commences. If you are unable to access the webcast, please ensure that you have copied the webcast URL correctly into your browser. Using a different browser such as Google Chrome or Safari may also resolve the issue. If you are having

difficulties and require technical support or would like the AGM webcast details to be re-sent, please email support@cmsaustralasia.com.

How do I ask a question to be considered at the AGM?

Before the AGM

Members are able to submit questions relating to the business of the meeting prior to the AGM. Please email questions to CA ANZ at governance@charteredaccountantsanz.com:

- **For the auditor:** by 5.00pm AEDT on Friday, 13 October 2023 if the question relates to the auditor's independence, the conduct of the audit, the accounting policies adopted by CA ANZ or the preparation or content of the Auditor's Report;
- **Relating to the Member Vote:** by 5.00pm AEDT on Friday, 13 October 2023; or
- **For CA ANZ:** by 5.00pm AEDT on Sunday, 15 October 2023 for all other questions.

Where a significant number of questions are received in advance of the meeting, or a number of questions on the same topic, key themes will be addressed during the meeting.

During the AGM

During the AGM, members may ask questions online relating to the business of the meeting by clicking on the Q&A icon to the right of the webcast window, typing their question in the space provided and clicking the button to submit their question.

A moderator will be used during the meeting to allow as many members as possible the opportunity to ask questions in the time available. There may not be sufficient time to address all questions received and the Chair reserves the right to determine that members as a whole or individual members have had a reasonable opportunity to ask questions on a matter. Please note that individual responses will not be sent to members.

