

# Notice of 2019 Annual General Meeting

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Notice is hereby given that the 91st Annual General Meeting of Chartered Accountants Australia and New Zealand will be held on:

**Date:** Thursday, 28 November 2019  
**Time:** 4.30pm NZDT  
**Venue:** Chartered Accountants House  
Level 7, 50 Customhouse Quay,  
Wellington, New Zealand

The location of the Chartered Accountants Australia New Zealand AGM changes each year to reflect our diverse member base and geographies. Each Member will receive a formal Notice of the Annual General Meeting in accordance with By-Laws 65 and 149(a).

## Business of the meeting

### Ordinary Business

1. To receive and consider the Annual Report of the Board, the General Purpose Financial Report for the year ended 30 June 2019, and the report of the auditor.
2. To approve the appointment of Grant Thornton as the external auditor of Chartered Accountants Australia and New Zealand, for an initial term of five years. The term of the new auditor will commence with the fiscal year ended 30 June 2020.

### Special Business

3. To approve a remuneration pool of AUD \$950,000 (fixed for 3 years from 1 January 2020 – 31 December 2022) for Directors, the President and the two Vice Presidents of Chartered Accountants Australia and New Zealand.

See attached Explanatory Notes for more information relating to the Ordinary and Special Business to be considered at the AGM.

By order of the Board.

Wendy Zammit  
Senior Governance Manager

## Instructions

### Annual Report

The Chartered Accountants Australia and New Zealand Annual Report is available on our [website](#).

Members who have any questions concerning the Annual Report can register these with the Chief Executive Officer, by emailing: [annualreport@charteredaccountantsanz.com](mailto:annualreport@charteredaccountantsanz.com).

### Appointing a Proxy

A Member who is entitled to vote is entitled to appoint a proxy. A proxy form is enclosed with this Notice. Any person appointed as proxy must also be a Member and entitled to vote.

To be effective, the Appointment of Proxy must be deposited for verification with the Chief Executive Officer of Chartered Accountants Australia and New Zealand not less than 48 hours before the time for holding the meeting (being, Tuesday, 26 November 2019 at 4.30pm NZDT). The Appointment of Proxy may be mailed, faxed or emailed to the Chief Executive Officer, in accordance with the directions in the Appointment of Proxy form.

### Attending the AGM

Members wishing to attend the Annual General Meeting in person should register at: [agm@charteredaccountantsanz.com](mailto:agm@charteredaccountantsanz.com).

If you are unable to attend in person, please consider viewing the AGM via webcast using this [link](#).

[charteredaccountantsanz.com](http://charteredaccountantsanz.com)



### Ordinary Business

#### 1. Consideration of Annual Report and Financial Report

The Annual Report of the Board, the General Purpose Financial Report for the year ended 30 June 2019, and the report of the auditor will be put before the AGM. The Financial Report and report of the auditor are contained in the 2019 Annual Report and are available on our website.

Members will be given a reasonable opportunity to ask questions about the Annual Report of the Board, the General Purpose Financial Report and the report of the auditor.

#### 2. Appointment of Auditor

By-Law 67 requires Members to approve the appointment of the auditor of Chartered Accountants ANZ.

Following a competitive tender for external audit services led by the Audit & Risk Committee, the Board selected Grant Thornton as the proposed new external auditor of Chartered Accountants ANZ for an initial term of five years commencing with the fiscal year ended 30 June 2020.

#### Board Recommendation

The Board recommends that Members vote **IN FAVOUR** of the appointment of Grant Thornton as auditor of Chartered Accountants ANZ.

### Special Business

#### 3. Approval of Remuneration Pool

By-Law 136A provides that ***“the remuneration of the Directors, President and Vice Presidents shall be based on market rates, determined by the CA ANZ Council, based on a recommendation from the Nominations and Governance Committee, within the parameters and principles approved by Members.”***

Members are asked to vote to increase the pool of remuneration that pays Directors, the President and the two Vice Presidents. This follows a market-based review by remuneration specialists Egan Associates of the fees paid to the Chair of the Board and Directors, the Chair of the Audit & Risk Committee, the President and two Vice Presidents which are currently below market which affects our ability to attract and retain people with the appropriate capability and experience to the Board. The current remuneration pool is AUD \$820 000.

A copy of the report of Egan Associates is available on our [website](#).

#### When will the next review or increase take place?

The remuneration pool will be fixed for 3 years from 1 January 2020 – 31 December 2022.

#### What is the current remuneration for Directors and Office Bearers?

This information is disclosed each year in the Annual Report and the up to date information is as follows:

Role	Remuneration for 2015-19 A\$ p.a.	Remuneration recommendation for 2020-2022 A\$ p.a.
Board Chair	\$100,000	\$120,000
President	\$120,000	\$144,000
Vice Presidents x 2	\$60,000	\$72,000
Directors x 8	\$50,000	\$60,000
Chair of ARC additional on top of director fee	\$10,000 (2015 – 2018) \$20,000 (2019, Council approved Nov 2018)	\$20,000

#### Council Recommendation

The Chartered Accountants ANZ Council recommends that Members vote **IN FAVOUR** of increasing the remuneration pool to AUD \$950 000 (fixed for 3 years from 1 January 2020 – 31 December 2022) for Directors, the President and the two Vice Presidents of Chartered Accountants ANZ.