

Notice of 2022 Annual General Meeting

Notice is hereby given to the Members of Australian Institute of Project Management (**AIPM** or Company) that the 2022 AIPM Annual General Meeting (**Meeting**) **will be held as a virtual meeting.**

Date: Thursday, 24 November 2022

Time: 2:00pm (AEDT)

Venue: Virtual, register via the link below to attend the Meeting

[Register here >](#)

A Member has a right to appoint a person to be the Member's proxy to attend the Meeting and vote for the Member. The proxy form is available [via our website here](#). Each Member may appoint one proxy only and the proxy need not be a Member of AIPM.

The **AIPM Proxy Form** must be received by the AIPM National Office no later than **2:00pm (AEDT) on Tuesday 22 November 2022**, although you are encouraged to return your proxy form as early as possible. This form should be returned to the mailing address below or by email to companysecretary@aipm.com.au

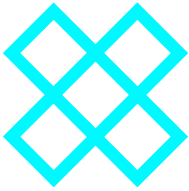
Mail: The Returning Officer

Australian Institute of Project Management

Level 23, 100 Miller Street North Sydney, NSW 2060

As attendance at the Meeting is virtual, AIPM has engaged Australian Election Company (AEC) to manage the voting at the Meeting which will be conducted electronically. Instructions on how to vote electronically at the Meeting will be provided by AEC by email to Members (or, as applicable, their proxy holders) who have registered to attend the Meeting. If you have registered for the Meeting but have not received these instructions by 2.00pm (AEDT) on Wednesday 23 November 2022, please contact us by email at companysecretary@aipm.com.au

If you have any questions pertaining to the business of the AGM we encourage you to submit these in writing by 5.00pm (AEDT) on **Friday 18 November 2022**. Your question(s) should be sent to the mailing address above or by email to companysecretary@aipm.com.au



Agenda

1. Chair's Report

Presentation and consideration of Chair's Report on the organisation.

2. Chief Executive Officer Report

Presentation and consideration of the CEO's Report on performance and operations.

3. CFO presents Financial Statements

Receive the Financial Statements of the AIPM and Directors' Report and Auditor's Report for the year ended 30 June 2022. Our Annual and Financial Reports are [now available on our website](#).

4. Introduction of the newly elected Elected Directors and vote of thanks to retiring directors.

5. Resolution – Changes to the AIPM Constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

“That the Constitution of the Company (AIPM) be amended to adopt those changes set out in the document made available <https://aipm.com.au/about-us/governance/#documents> and as described in the Explanatory Notes accompanying this Notice of Meeting, with effect from the close of the Meeting.”

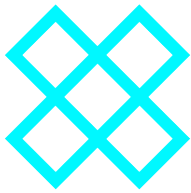
See Explanatory Notes on the next page for more information about the proposed changes and for a copy of the proposed amended AIPM Constitution in mark-up mode, please [click here](#).

6. Any other business

Consideration of any other business for which proper notice has been given.

By resolution of the Board of Directors, AIPM

Dated 28 October 2022



Explanatory Notes

Resolution – Changes to the AIPM Constitution

The AIPM Board is proposing some changes to the AIPM Constitution. The Board is continually reviewing its governance practices to ensure the long-term success of the organisation and to ensure that AIPM continues to deliver value to Members. Some key factors that influence the effectiveness of the Board are the size, composition and skills mix of the Board. The Board is proposing to make two key changes to the AIPM Constitution to enhance the capability of the Board.

Size of the Board

It is proposed to reduce the maximum Board size from 8 to 7 directors, comprised of up to 3 Appointed Directors and up to 4 Member Elected Directors. A smaller Board size will enable greater focus and agility, which is critically important for a small not-for-profit enterprise such as the AIPM. While the maximum number of Member Elected Directors will reduce from 5 to 4, the resulting composition maintains a healthy balance of experience drawn from external candidates with strong governance experience, and candidates drawn from the AIPM membership with an understanding of the project management profession.

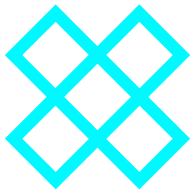
Board Skills, Qualifications and Experience

Having the right mix of skills within the Board is critical for effective governance. Under the current Constitution, the Board is constrained in its ability to shape the skills mix of the Board. Today, the Board can influence the skills mix through the appointment of up to 3 Appointed Directors based on skills, qualifications and experience. However, there is only a limited set of criteria applied for Member Elected Directors, including that they must be at least 18 years old and that they are a financial member of AIPM.

Therefore, the second main Constitution change that is proposed is the introduction of additional steps in the election process for Member Elected Directors:

- The introduction of Skills Eligibility Criteria determined by the Board, relating to the skills, qualifications, attributes, and experience that a Member is required to have in order to stand for election as a Director.
- The introduction of a Skills Assessment Process that will be applied by the Board in assessing whether a Member has met the Skills Eligibility Criteria. Only Members that meet the criteria will proceed to the Member election process.
- The Board will notify Members of the Skills Eligibility Criteria and Skills Assessment Process applicable for each Director election.

The introduction of this skills assessment process will help ensure that the Board as a whole has the appropriate mix of skills, qualifications, attributes and experience to equip the Board to make decisions in the best interests of the AIPM. The Board periodically reviews the skills, qualifications, attributes and experience it requires by using a Board skills matrix. This matrix will change from time to time depending on the needs of the AIPM and the composition of the Board. The Skills Eligibility Criteria determined for an election will be based on the Board skills matrix at that time.



Minor amendments

There are some minor tidying amendments proposed to the Constitution, such as to remove terms that were applicable when the current Constitution was adopted in 2020, but which are no longer required.

Mark up of proposed amendments

The proposed revised Constitution in mark-up format can be found [here](#). This includes the key proposed amendments outlined above as well as the minor tidying amendments.

Transition to the amended Constitution

Subject to approval by Members, the amended Constitution will come into effect from the end of this AGM.

However, the current Board size of up to 8 Directors will continue to apply for another year up to the end of the 2023 AGM. This means that as Connie Beck and Rob Loader come to the end of their term as Member Elected Directors at the end of the 2022 AGM, two vacancies will become available, and Members have been able to nominate for these positions under the terms of the existing Constitution. This election process is already underway and will conclude at the 2022 AGM.

Leading up to the 2023 AGM, vacancies will be determined based on a Board size of up to 7 Directors (being up to 3 Appointed Directors and up to 4 Member Elected Directors), and the nomination and election process for next year's Director elections will be based on the terms of the amended Constitution.

Special resolution

This Resolution is a special resolution. This means that for the proposed amendments to the Constitution to be made, at least 75% of the votes cast by Members entitled to vote on the resolution must be in favour of the resolution.

In accordance with the AIPM Constitution, the Chair of the Meeting declares that voting on the Resolution will be conducted by a poll.

Board recommendation

The Board recommends that Members vote in favour of the Resolution.

The Chair of the Meeting intends to vote all available undirected proxies in favour of the Resolution.