

**Turnaround Management Association Australia Limited**  
**ACN 107 241 798 (Company)**  
**Notice of General Meeting**

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Notice is given that a general meeting of the members of the Company will be held at Clayton Utz, Level 15, 1 Bligh Street, Sydney 2000 at 09.00am on Thursday, 30 May 2019.

The business of the meeting will be as follows:

**1. TMAA financial records**

The meeting will receive and consider financial records prepared by Grant Thornton to 31 December 2018. These financial records will separately be loaded to the TMAA website ([www.turnaround.org.au](http://www.turnaround.org.au)).

The board notes that because the Corporations Act requires the TMAA to hold an AGM at least once in each calendar year and within 5 months after the end of its financial year, it will be necessary to hold an annual general meeting before 31 May 2019.

**2. Auditors**

To confirm the re-appointment of the auditor (Grant Thornton) and fix the auditor's remuneration.

**3. Amendment to the Constitution with respect to Membership** (highlighted for illustrative purposes to show proposed amendments:

5.1 (f) A person admitted as a Member of the Company must sign an acknowledgment agreeing to be bound by this Constitution, code of ethics and best practice guidelines promulgated from time to time by the company in place from time to time. Such an acknowledgment shall be in a form as the Board from time to time prescribes.

5.2(a) A person who wishes to be a Member must have fully paid all membership fees in respect of their membership as at the date of the application for membership of the Company and be endorsed by the Board to be a Member. The Board may, at its absolute discretion, require a person who wishes to be a Member to present in person or by any form of communication required by and to the Board in relation to their understanding of, and conduct consistent with, the code of ethics and best practice guidelines promulgated from time to time by the company.

7.2(a) (iii) in the reasonable opinion of the Board, fails to comply with any of the provisions of this Constitution, the Bylaws, best practice guidelines or any other by-laws or code of ethics promulgated from time to time by the Company

**4. Voting by proxy**

Each member may appoint a proxy to vote on behalf of that member at the general meeting. The proxy need not be a member.

A proxy appointment form is attached. To be effective, it must be received by the Company not less than 48 hours prior to the start of the relevant general meeting. It may be returned by email [info@turnaround.org.au](mailto:info@turnaround.org.au) or post addressed to TMA Australia, PO Box H354 Australia Square, NSW 1215.

If the member leaves the form of proxy blank as to the person primarily appointed as proxy or if the person or persons named as proxies fails or fail to attend, the chairperson of the meeting is appointed proxy.



By order of the Board  
Cameron Belyea

TMA President & Director  
Dated 8 May 2019



**Turnaround Management Association Australia Limited**  
ACN 107 241 798  
**(Company)**

**Form of proxy for general meeting**

Email: [info@turnaround.org.au](mailto:info@turnaround.org.au)

Name of member: .....

Address of member .....

Appoints: .....

as proxy to vote for me/us at the general meeting of the Company to be held on Thursday, 30 May 2019 and any adjournment of it.

This form is to be used in accordance with the directions below. If no directions are given, the proxy may vote or abstain as he or she thinks fit.

Directions: .....

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**IMPORTANT NOTICE:**

The chair intends to abstain from voting for all undirected proxies.

If you appoint the chair as your proxy and you do not wish to direct the chair how to vote, please mark this box

By marking this box, you acknowledge that the chair may exercise your proxy even if he or she has an interest in the outcome of the resolution and votes cast by him or her other than as proxy holder will be disregarded because of that interest.

If you do not mark this box (and you have not directed your proxy how to vote) the chair will not cast your votes on a resolution if he or she has an interest in the outcome of the resolution.

Dated:

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Signature of member: