



**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 via [Zoom Meetings](#) at 09.00am on Friday, 29 May 2020.

The business of the meeting will be as follows:

**1. TMAA financial records**

The meeting will receive and consider the financial records prepared by Grant Thornton to 31 December 2019.

**2. Auditors**

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

**3. President's Report**

To consider the President's report.

**4. Amendment to Article 12.1 of the Constitution with respect to the number of Directors**

In recognition that the number of activities of the Board is greater and has become more complex, we seek to increase the numbers of Directors to 18. The changes are highlighted for illustrative purposes to show proposed amendments:

4.1. Article 12.1 of the Constitution states that the number of Directors shall be not less than 5 nor more than ~~15~~-18 or such other number determined by the Directors.

**5. Appointment of new Directors**

To consider the nominations and, if thought fit, pass the following ordinary resolution in respect of those the nominees – being, *Paul Apathy (Hebert Smith Freehills)* and *Gayle Dickerson (KPMG)* be elected as Directors of the Company.

**6. Board successions**

To confirm the rotation of roles of the Directors under Article 12.8 of the Constitution which took effect on 3 December 2019, being the retirement of Lachlan Edwards as Chairman and the succession of Cameron Belyea (Immediate Past President) to position of Chairman and the succession of Carl Gunther (Immediate Past Vice-President) to position of President and electing the Vice President from the Board of Directors.

The Directors will also elect a Director to fill the position of Vice-President for the term of 12 calendar months on the terms as the Board thinks fit. As per Article 12.8 (iii) the President, Vice-President and Past President (Chairman) will serve in those roles, for a period of one year or such other time approved by all of the Directors from time to time; and (iv) the Vice President will succeed to the position of President, unless all the Directors determine otherwise.

**7. Ratification of Directors appointed in December 2019**

To ratify the appointment of those Directors appointed by the Board on 3 December 2019 under Article 12.5 to fill the positions of those Directors who had retired – Jeffrey, Largier (Allegro Funds), Stewart McCallum (Ernst & Young), Maria O’Brien (Baker McKenzie) and Jane Starkins (Scottish Pacific).

**8. Re-election of Directors**

To re-elect Carl Gunther and Sam Marsden as Directors pursuant to Article 12.4(a) of the Constitution which provides that *each Director will be elected for a period of 3 years, the Directors of the Board may determine from time to time the maximum number of times on which Directors may be re-elected.* At the Company’s AGM on 24 May 2018, their 3-year term having expired.

**9. 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).

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  
Carl Gunther



**TMA Australia President & Director**  
Dated 7 May 2020



**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:

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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: