
THE FINANCE & TREASURY ASSOCIATION LIMITED

ABN 70 006 509 655

2018 NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 ANNUAL GENERAL MEETING of The Finance & Treasury Association Limited (“the Association”) will be held on Thursday 15 November 2018 at, Sheraton Grand Mirage Resort, Southport, QLD, commencing at 5:40 pm.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting (the “Notice”) describes in more detail the matters to be considered.

1. GENERAL BUSINESS

- President’s address
- Association update by Chief Executive Officer, Ben Leaver
- To receive and consider the Financial Report, Directors’ Report and the Auditors’ Report of the Association for the period ended 30 June 2018.

2. ORDINARY BUSINESS

Resolution 1: Appointment of Auditor

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

“That, approval is given to re- appoint Matthew Hung of Renshaw Dawson Lang as auditor of the Association.”

Resolution 2: Election of Director

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

“That, the following person, having been duly nominated in accordance with clause 29 of the Constitution, and being eligible, be elected as Director:

- *Melinda Gibson (Queensland Chapter Nominee)”*

Resolution 3: Election of Director

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

“That, the following person, having been duly nominated in accordance with clause 29 of the Constitution, and being eligible, be elected as Director:

- *Kurt Smith (West Australian Chapter Nominee)*

Resolution 4: Election of Director

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

“That, the following person, having been duly nominated in accordance with clauses 28 and 31 of the Constitution, and being eligible, be elected as Director:

- *Clive Richards (Board Nominee)*”

SPECIAL BUSINESS

Resolution 5: Constitution

To consider and, if thought fit, to pass the following resolutions as special resolutions:

“That, the Constitution of the Company be modified as follows:

By amending clause 3 to read:

OBJECTIVES

The Company's primary objective is to be the pre-eminent association for finance and treasury professionals in Australia, Asia and the Pacific, at all stages of the Member's career, being acknowledged for excellence in the provision of technical information and ongoing professional development.

BY ORDER OF THE BOARD

Kim Clark

FTA Company Secretary

18 October 2018

VOTING AND THE PROXY

A member wishing to vote on the resolutions contained in this Notice should either attend in person, or appoint a proxy vote on behalf of the member. A proxy form is included with this Notice. In accordance with the Constitution of the Association, an appointed proxy must be a voting member of the Association. A proxy form accompanies this Notice.

To be effective, an Appointment of Proxy form, and if applicable the original or certified copy of the power of attorney or any other instrument under which it is signed, must be received by the Company Secretary of the Association by 5.30pm Australian Eastern Standard Time on Wednesday 14 November 2018 as follows:

By mail Attn: Company Secretary
The Finance and Treasury Association Limited
Level 3, 480 Collins St
Melbourne VIC 3000

By email kim.clark@boardroomlimited.com.au

EXPLANATORY STATEMENT

Resolution 1: Appointment of Auditor

In accordance with clause 17(d)(iii) of the Constitution, the Auditor's are presented for reappointment.

Resolutions 2 and 3: Election of Directors

Mr Clive Richards (Queensland State Chapter Nominee) has completed his initial term of 3 years as has Mr Lee Trewartha (West Australian State Chapter Nominee).

In accordance with the provisions of the Constitution, nominations from the Queensland and West Australian State Chapters were sought and received. These nominations have been received in accordance with the provisions of clause 29 of the Constitution. Melinda Gibson has been nominated as the Queensland State Chapter Nominee Director and Kurt Smith nominated as the West Australian State Chapter Nominee Director.

Brief details of each of the nominees are below:

Melinda Gibson

Melinda is the founder of Tactical Treasury; a business which supports treasury teams by providing assistance with treasury projects and short term relief coverage. Prior to Tactical Treasury, Melinda spent over 20 years working in treasuries both domestically and internationally with large multinational FTSE 100 companies. She first became a member of the FTA in the early 2000's. Melinda has been actively involved in the FTA participating in State Chapter Committees, the 2016 conference organizational committee including chairing a session and speaking at the Treasury Fundamentals Day last year. She holds a Bachelor of Commerce, Graduate Diploma in Applied Finance and Investment and has completed the AICD Foundations of Directorship course.

Kurt Smith

As the Corporate Finance Manager at Western Power, Kurt transformed the Treasury, Insurance and Corporate Finance businesses from transactional cost centres to centres of strategic value-add. He develops and implements financial risk management, capital management and finance ability strategies to support the Board's corporate strategy, improve financial performance and increase long-term enterprise value. Kurt leads and manages a team of four Treasury, five Insurance and seven Corporate Finance professionals.

Prior to Western Power, Kurt held executive positions in financial markets for approximately 20 years. He was the Head of Derivative Trading at the Bank of Western Australia, a Director in two international FinTech start-ups developing and commercialising option pricing and risk management technology, and the Investment Strategist at GESB fund management.

Resolutions 4: Election of Director

The Company's Constitution (clause 28) provides inter alia that the Company may have not less than 8 and not more than 12 directors with the composition to include not more than one director nominated by each State Chapter and up to 3 directors nominated by the Board based on their technical specialities or on any other basis determined by the Board to assist it in achieving the objectives of the Company.

Currently there are only 2 directors that have been nominated by the Board, therefore there is capacity for the Board to appoint a third director in accordance with this constitutional provision at any time and at their discretion. In accordance with clause 31 of the Constitution the Board nominated Director must stand for election at the next AGM and, if elected, will continue as a Director of the Company.

In accordance with clauses 28 (a)(i) and 31 of the Constitution, Mr Clive Richards has been nominated by the Board as a Director to fill the third available Board nominated director position. As previously noted Mr Richards is a current Board Director (as nominated by the Queensland State Chapter in 2015) and has completed his initial term of 3 years in office. The Board has determined that Mr Richards provides valuable skills and experience to the Board and has therefore nominated him as a Director in accordance with clause 28 (a)(i) of the Constitution.

Brief details in relation to Mr Richards are below:

Clive Richards

Clive Richards is an experienced senior finance and treasury executive with over 30 years treasury risk management experience from both a banking and corporate perspective.

Clive is currently a director of Taurus Risk Solutions and a senior consultant at ITAS.

Both roles are with independent treasury and finance risk advisory firms which provide advice to a number of corporate clients in the QLD market.

Clive was previously employed at ANZ as an Associate Director, Global Markets for over 8 years. Clive advised a large number of Institutional and Corporate clients across a diverse range of industries including Natural Resources, Agriculture, Utilities, Infrastructure, Consumer Services and Government. This role covered foreign exchange, interest rate and commodity risk management solutions.

Clive also worked for Citigroup in Sydney and London for 12 years in various financial market roles. Previous to banking, Clive worked for 10 years at MIM Holdings (now part of Xstrata/Glencore). At MIM, he held various treasury roles including money market, foreign exchange & interest rate risk management, financial analysis, corporate finance, business acquisitions, systems development, and accounting.

Resolution 5: Modification to Constitution

Resolution 4 will enable the Company to amend its existing Constitution. Without limitation, Section 136(2) of the Corporation Act 2001 is relevant to Resolution 5. A special resolution is required to approve the Resolution. A special resolution requires approval of at least 75% of the votes cast by shareholders entitled to vote on Resolution 5.

The Board continues to review the constitution and its application to the operation of the Company. In doing so the Board wishes to amend clause 3 of the Constitution to align with the objectives of the Company and provide flexibility to the Company in the delivery thereof.

**THE FINANCE AND TREASURY ASSOCIATION
2018 Annual General Meeting Proxy Form**

NAME	
ADDRESS	

I, the above named, being a Member of The Finance and Treasury Association Limited ABN 70 006 509 655 am entitled to vote at the 2018 Annual General Meeting of the Association due to be held on Thursday, 15 November 2018, hereby appoint:

NAME OF PROXY¹	
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as my proxy to act generally at the meeting on my behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit). This proxy is valid for any adjournments of the meeting unless revoked by me in writing.

VOTING DIRECTIONS

	FOR	AGAINST	ABSTAIN
Resolution 1 <i>That, approval is given to re- appoint Matthew Hung of Renshaw Dawson Lang as auditor of the Association.</i>			
Resolution 2 <i>That, the following person, having been duly nominated in accordance with clause 29 of the Constitution, and being eligible, be elected as Director:</i> <i>Melinda Gibson (Queensland Chapter Nominee)</i>			
Resolution 3 <i>That, the following person, having been duly nominated in accordance with clause 29 of the Constitution, and being eligible, be elected as Director:</i> <i>Kurt Smith (West Australian Chapter Nominee)</i>			

¹ If no name is shown, the Member will be deemed to have appointed the Chairman of the Meeting to vote on the Member's behalf.

<p>Resolution 4</p> <p><i>“That, the following person, having been duly nominated in accordance with clauses 28 and 31 of the Constitution, and being eligible, be elected as Director:</i></p> <ul style="list-style-type: none"> • <i>Clive Richards (Board Nominee)”</i> 			
<p>Resolution 5</p> <p><i>That, the Constitution of the Company be modified as follows:</i></p> <p><i>By amending clause 3 to read:</i></p> <p><i>OBJECTIVES</i></p> <p><i>The Company's primary objective is to be the pre-eminent association for finance and treasury professionals in Australia, Asia and the Pacific, at all stages of the Member's career, being acknowledged for excellence in the provision of technical information and ongoing professional development.</i></p>			

SIGNED _____

DATE _____