

Institute of Managers & Leaders Limited  
ABN 31 163 376 921

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## MINUTES OF THE 10<sup>th</sup> ANNUAL GENERAL MEETING OF MEMBERS

Friday 19 May 2023 from 1.00pm to 2.00pm AEST

Via virtual meeting (Chair located in Brisbane, QLD)

<b>Chair of the meeting:</b>	Diana De Hulsters, Deputy Chair of the Board (referred as Chair)
<b>Company Secretary:</b>	Jenna Gibbs
<b>Attendees (Members) – 60:</b>	ALU, NANCY ARORA, VISHU AUGUTIS, GEOFF BAMFORD, ELIZABETH BEC, VIOLETA BELL, SAM BLOMELEY, BRENDAN BORBELY, ZOLTAN BOYLE, RIORDAN BURLING, MICHAEL COLEMAN, NATT CONSTABLE, DEBBIE CORIAKULA, EBONY COVINGTON, LIBBY DE HULSTERS, DIANA DWYER, LOUISE ELLIS, LOUISE EVERITT, NICHOLAS



FARY, GEOFF  
FIRTH, PETER  
FITZGERALD, JENNIFER  
FRANCES, LANA  
FURPHY, JOHN  
GIBBS, JENNA  
GO, CHARLES  
GOODALL, JASON  
GOODE, CHARISSE  
GRIFFITH, EDWARD  
HALLER, STEPHEN  
HUNTER, JULIE  
JACKSON, VICTOR  
KEOGH, JESSIE  
KERWICK, ANNA  
LUDEMANN, CHERRIEE  
LYONS, MICHAEL  
MAGALHAES, ARI  
MARTIN, SCOTT  
MCLELLAN, ROBERT  
MEYER, PHILLIP  
NIVEN, TARA  
NYAMDELA, KOSAM  
PARKER, ALLAN  
PARKER, SAVANNAH  
PEARSON, MARIE-LOUISE  
PERRI, TONY  
PETERSON, MICHAEL  
POHL, ANNA  
RAVIPUDI, SRINIVASA RAO  
RENNISON, ASHLEIGH  
RILEY, PAMELA



SHARMA, KRITI

SMALL, MICHAEL

SMITHSON, WAYNE

SUKUL, PARAS RAM

THOLASI, SHIVANI

UDY, DAVID

URQUHART, BEN

VOOGT, MICHAEL

WILLEMS, CHRISTIAAN

WITHERS, JOHN

**Attendees (Guests) – 5:**

BURGE, JOSHUA

LOOTS, ALBERT

MURPHY, ALEXANDRIA

PATRIZZI, NUNO

WITCHER, MADDY

**Apologies - 0:**

Nil

**Quorum:**

Confirmed

**Meeting opened at:**

1.00pm AEST

## GOVERNANCE

**1. Opening**

**The Chair welcomed** the Directors, Life members of the Institute, Fellows, Associate Fellows and Members of the Institute.



- 2. Acknowledgements**

**The Chair acknowledged** the traditional custodians of country throughout Australia and recognised their continuing connection to land, waters and community. The Chair paid her respects to them and their cultures; and to Elders past, present and emerging.

The Chair also acknowledged Māori as tangata whenua and Treaty of Waitangi partners in Aotearoa New Zealand.
- 3. Questions**

**The Chair provided guidance** on how the virtual AGM platform offered Members and guests to electronically raise questions. The Chair advised Members that questions would be opened for all items at the end of the meeting.
- 4. Confirmation of Quorum**

**The Chair confirmed** that there was a quorum in accordance with the Constitution and declared the formal part of the AGM open at 1.05pm.
- 5. Directors, Company Secretary and Auditors**

**The Chair introduced** the current IML Directors who were attending the AGM;

  - Herself, Diana De Hulsters,
  - Marie-Louise Pearson,
  - Wayne Smithson,
  - Dr Michelle Gander,
  - Kosam Nyamdela, and
  - Sam Bell

The Chair also introduced the Company Secretary, Jenna Gibbs, and welcomed Albert Loots, IML's Audit Partner from RSM Australia.
- 6. Apologies**

**The Chair noted** that no apologies had been received.

**7. Notice of Meeting**

**The Chair informed** the attendees that the Notice of Meeting was sent to all Voting Members on 14 April 2023. A copy of the Notice was also available on IML's website.

The Chair proposed that the Notice of Meeting was taken as read.

## ORDINARY BUSINESS OF THE MEETING

**8. Minutes of the 2022 AGM of the Institute of Managers and Leaders Limited**

**The Chair advised** the members that a copy of the Minutes was made available on 14 April 2023, together with the Notice of Meeting. A copy of the Minutes was also available on IML's website.

**9. Financial Statements and Reports**

**The Chair advised** members that the 2022 Annual Report including the audited Consolidated Financial Report, the Director's Report and Auditor's Report for the year ended 31 December 2022 were made available to members on 14 April 2023 and confirmed that a copy of the report was also available on the IML website.

**10. Chair of the Board's report**

**The Chair of the Board**, Marie-Louise Pearson, addressed the members and provided a report on the Company's 2022 performance and significant events throughout the year.

**11. CEO's report**

**The CEO**, Sam Bell, addressed the meeting and provided an overview on the year.



**12. Outcome of the Director's election**

**The Chair advised** that the Notice of the election of Directors including ballot paper and profiles of 12 candidates, were sent to all members on 28 April 2023. The Ballot closed at 5pm on Monday 15 May 2023.

The Chair advised that in line with Constitutional requirements, two current Directors would step down at the end of this AGM.

These Directors are:

1. Marie-Louise Pearson; and
2. Dr Michelle Gander

Both Directors were able to stand for re-election and nominated.

The Chair advised that the IML Board also resolved to increase the number of IML Directors to seven. This brought the total number of non-executive positions open for election to three. As 12 valid nominations were received an election was held.

**12. Outcome of the Director's election (cont.)**

A total of 467 valid votes were received by the due date with the majority of votes cast for:

1. Dr Michelle Gander from SA,
2. Brendan Blomeley from TAS; and
3. Marie-Louise Pearson from NT.

The Chair congratulated Michelle, Brendan and Marie-Louise on being elected to the IML Board.

The Chair thanked all who nominated for a Board Director position and confirmed the composition of the new IML Board of Directors for the 2023/2024 year:

1. Marie-Louise Pearson
2. Diana De Hulsters
3. Dr Michelle Gander
4. Sam Bell
5. Wayne Smithson
6. Kosam Nyamdela; and
7. Brendan Blomeley

**13. Any other business**

**The Chair of the meeting** asked Members if there was any other business which may be legally brought before the meeting.

There being no further business or questions put forward, the Chair thanked Members for their attendance and declared the meeting closed at 1.23pm AEST.

  
Chair .....

Date ..... 23/06/2023 .....