[Sample Chair’s AGM Script]

**20xx ANNUAL GENERAL MEETING**

1. **INTRODUCTORY REMARKS**

Good morning / afternoon ladies and gentleman, I welcome you to the *[****ASSOCIATION NAME*] *[YEAR***] Annual General Meeting.

I am [***NAME***], the chair / president of [***ASSOCIATION NAME***]. I am looking forward to engaging with you during the course of today's virtual AGM. This meeting is being facilitated in virtual format by the [***NAME OF TECHNOLOGY PROVIDER*].**

I am advised by [***NAME***] our association secretary that a quorum is present, and as the time is now just past [***TIME OF AGM***], I declare the [***YEAR***] Annual General Meeting open.

*[The quorum is \_\_\_\_ ]*

Let me begin by introducing today’s panel comprising of my fellow Directors and executives. With me today are:

Also with us today is the Association's Auditor, represented at this meeting by [***NAME OF AUDITOR***] who will be available to answer the questions through me on the conduct of the audit and the preparation and content of the auditor’s report.

I will now outline the technology and procedural matters for the meeting:

**ASKING QUESTIONS**

* 1. Only members, their appointed proxies or representatives are entitled to make comments, ask questions or vote.
  2. If you are experiencing any difficulty in participating via the online platform, please call the helpline **[*MAY BE DISPLAYED OR PROVIDED IN CHAT BOX*]** for those who are online.
  3. If you did not submit your questions prior to the AGM and would like to do so during the meeting, you may type the questions into the chat box or in the Q&A section. You may also raise your hand and we will unmute you to ask a question.
  4. You can start submitting your questions now, however we will address them only when we reach the relevant item of business in the meeting.
  5. In terms of question sequence, I will address questions in the following sequence throughout the meeting. For each item of business, I will first address the written questions submitted in the online platform during the meeting and I will read these on each member's behalf. I will then address any live question for that item of business. I confirm that **[*NAME OF CEO*]** and I have endeavoured to respond to the more frequently asked members questions received prior to the meeting in the addresses we will deliver shortly.
  6. In terms of the questions we receive during the meeting, we may choose to moderate or amalgamate some of the questions together, particularly if we received multiple questions on one topic.

**VOTING PROCEDURES**

* 1. As we have asked you to participate virtually, each resolution will be conducted by a poll. If you are eligible to vote, including if you wish to change a vote you cast before the meeting, you may vote through the online meeting platform, after I've declared the poll open. This will occur shortly.
  2. All you need to do is click on the voting icon at the **[*MENTION THE PLACE]****.* When you click on this icon, a pop-up voting screen will open and set out the list of resolutions and the option for you to vote for, against, or abstain on each resolution. To cast your vote, simply select one of the options.
  3. You may do this at any time during the meeting once the poll has been opened. This will occur just prior to the end of the meeting. I will give you a warning before the poll is closed.
  4. I confirm that where undirected proxies have been given in favour of the Chair, I will vote in favour of all resolutions
  5. During the meeting, we will discuss each resolution. We will display, in the presentation slides, the number of direct and proxy votes received on each resolution prior to the meeting. Votes cast during the meeting will be counted by *[****NAME & DESIGNATION*],** after the meeting closes. Results of the poll will be released as soon as available today on the Association website on the AGM page.
  6. I now declare voting open on all items of business. We invite you to start submitting your votes from this point onwards in the meeting. I will give you a warning just prior to the poll closing at the end of the meeting.

Before we move to the business of this year's meeting, I would like to invite [**NAME**], CEO to address the members. (Then the CEO address will be read).

1. **MOVING TO FORMAL BUSINESS**

Thanks [**NAME OF CEO**]. I will now proceed with the formal business of the Meeting.

You should all have received a Notice of Meeting that was sent to Members and unless there is an objection, I will take the Notice, and all Resolutions contained therein, as read.

**[Pause to allow any objections]**

1. **AGENDA**

I will now turn to the formal agenda for today's Meeting.

The Notice of Meeting and the accompanying Explanatory Statement outline the business that will be considered today.

1. **consideration of reports**

I will now move to the first item of business – the consideration of the Financial Statements.

The Reports to be received and considered by this Meeting are the Financial Statements of the Association, the Directors' Report and the Auditor's Report for the year ended [**DATE**].

There is no vote to be taken on the Financial Statements. The purpose of this item is to provide an opportunity for members to ask questions and make comments about the Association’s performance, operations and management. All questions to the auditor should, in the first instance, be addressed to me as Chair and if appropriate, I will ask [**NAME OF AUDITOR**], or our management team, to address the meeting.

I now invite comments or questions on the financial statements and reports. Members who have not already done so should enter their questions in the online platform as shown on the screen now.

*Address questions from members (if any).*

Thank you. As there are no [further] questions, I will now conclude the discussion on these reports.

We will now move to the next item of business, Resolution 1 – the appointment of [**INSERT**] as the auditor.

1. **RESOLUTION 1: appointment of auditor**

Resolution 1 is seeking approval of the appointment of [xxx] as auditor of the association to hold office until the next Annual General Meeting. The resolution is set out in the Notice of Meeting.

The Directors recommend that members vote in favour of this resolution.

Are there any comments or questions?

*Address questions from members (if any).*

As there are no [further] questions, we conclude Resolution 1.

The direct votes and proxies received in respect of this resolution are now shown on the presentation slide on your screen. After the close of polls at the end of the meeting, votes cast today will be added to those votes and proxies and the final result will be declared on the website of the association later today. I'd like to remind members who have not yet cast their votes on the resolution to do so now. Voting on this and all other items is open.

We will now move on to the next item of business.

1. **RESOLUTION 2: SPECIAL RESOLUTION - ADOPTION OF NEW CONSTITUTION**

Resolution 2 is seeking approval for the repeal of the current Memorandum and Articles of Association of the Association and the adoption of a new Constitution. A discussion paper was circulated to members earlier this year, and the draft proposed Constitution was made available to members for their review in [***MONTH***], together with an explanatory statement setting out an overview of the changes and reasons for those changes. As outlined in the explanatory statement, the current document is outdated as it is inconsistent with the law and requires to adopt the acceptable best practices in a number of respects. Notwithstanding the changes introduced with the new Constitution, the proposed new Constitution does not change the essential structure of the Association or members’ rights.

The resolution is set out in the Notice of Meeting.

In accordance with the requirements of the Corporations Act, this resolution is a special resolution requiring at least 75% of the votes cast in relation to the resolution to be in favour, in order for the resolution to pass.

The Directors recommend that members vote in favour of this resolution.

Are there any questions?

*Address questions from members (if any).*

As there are no [further] questions, I will now put the motion to approve Resolution 2, the repeal of the current memorandum and articles of association and adoption of the new constitution. I now table the proposed replacement constitution and sign it for the purposes of identification. [SIGN IT]

The direct votes and proxies received in respect of this resolution are now shown on the presentation slide on your screen. After the close of polls at the end of the meeting, votes cast today will be added to those votes and proxies and the final result will be declared on the website of the association later today. I'd like to remind members who have not yet cast their votes on the resolution to do so now. Voting on this and all other items is open.

We will now move on to the next item of business.

1. **ANNOUNCEMENT OF RESULTS OF ELECTION**

The final matter before I close the meeting is the announcement of the results of the election of Directors. The ballots have been counted, and the following have been elected as Directors

[**LIST THE PEOPLE WHO HAVE BEEN ELECTED]**

I now declare the polls closed and as I indicated earlier, the final results of the polls will be placed on the Association’s website later today. As there is no further business, that concludes the formal proceedings of the meeting and I thank you again for joining us online, and declare the Meeting closed.