

Notice of *Annual General Meeting*

Notice is given that the Annual General Meeting of the members of the Financial Services Institute of Australasia ACN 066 027 389 (**Institute**) will be held:

on 29 May 2019 at 5.30pm AEST
at KPMG, Level 38, Tower Three, 300 Barangaroo Avenue, Sydney, NSW 2000

Ordinary Business

1. To receive and consider the Report of the Board at 31 December 2018.
2. To receive and consider the Annual Financial Report as at 31 December 2018.
3. To announce the results of Board Elections.

Special Business

4. To consider and, if thought fit, pass the following resolution as a special resolution:

“That the proposed revised Constitution, containing the amendment to increase the maximum number of directors from the existing 9 to the proposed 10 appearing on the Institute’s website as at the date of the Notice of Annual General Meeting, be adopted in place of the current Constitution, effective at the conclusion of the Annual General Meeting.”

5. To consider and, if thought fit, pass the following resolution as a special resolution:

“That the proposed revised By-Laws, containing the amendment to include the additional Continuous Professional Development (CPD) requirements appearing on the Institute’s website as at the date of the Notice of Annual General Meeting, be adopted in place of the current Constitution, effective at the conclusion of the Annual General Meeting.”

Dated at Sydney, 8 May 2019

By Order of the Board



Wilson Leung SA Fin
Company Secretary

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Proxies

A member who is entitled to attend and vote at a meeting of the Institute, being a Life Member, Senior Fellow, Fellow, Senior Associate or Associate, is entitled to appoint a proxy, who does not have to be a member of FINSIA, to attend and vote on his or her behalf.

This proxy form may be posted to the Company Secretary, Level 4, 16 Spring Street, Sydney, NSW 2000, sent by fax to FINSIA on +61 2 9275 7999 or by email to companysecretary@finsia.com

The closing date for receipt of proxies is 5.30pm [AEST] on Friday 24 May 2019. A proxy form is available on the Institute's website www.finsia.com and a copy is attached for members' use.

EXPLANATORY STATEMENT

Important Information

This Explanation Statement has been prepared for members of the Financial Services Institute of Australasia ACN 066 027 389 (**FINSIA**) in connection with the resolutions to be considered at the Annual General Meeting of members to be held on 29 May 2019 at 5.30pm AEST at the offices of KPMG, Multi-Function Room 21 Summit, Level 38, Tower Three, 300 Barangaroo Avenue, Sydney, NSW 2000.

Members should read this Explanatory Statement in full in conjunction with the accompany Notice of Annual General Meeting (the **Notice**).

Introduction

The AGM is held so that the directors can table the financial statements and report of the Company for the year ended 31 December 2018 and so that the Chair can announce the results of the Board election. This is known as the ordinary business of the meeting.

At the AGM, the members will also be asked to consider the additional resolutions set out in the accompanying Notice under the heading special business.

Special Business

Resolution 4: Proposal to adopt amendments to the Constitution

The Board is unanimously recommending that the Constitution be amended to increase the maximum number of directors from its current 9 directors to 10 directors. The Board believes that proposed changes in the Constitution to increase the maximum number of directors to 10 will help to maintain and improve the representation of FINSIA's member base as well as allowing for better management of the Board composition.

A copy of the Constitution, which shows the proposed change in mark-up, is available for review on FINSIA's website at www.finsia.com.

Resolution 5: Proposal to adopt amendments to the By-Laws

The Board is unanimously recommending that the By-Laws should be amended to align it with the new Continuous Professional Development (**CPD**) requirements introduced on 1 February 2019.

FINSIA is committed to maintaining high standards of professional competency and retaining currency of skills of its members. The new mandatory CPD requirements introduced on 1 February 2019 helps members to demonstrate a commitment to high professional standards when delivering valuable financial services to the community.

The additional paragraph 59 of the By-Laws provides an outline of the mandatory CPD requirements, the consequence for failure to comply with the requirement, the auditing process and the period of grace.

A copy of the By-Laws, which shows the new paragraph 59, is available for review on FINSIA's website at www.finsia.com.