

**FRIENDLY SOCIETY MEDICAL ASSOCIATION LIMITED**  
**ABN 69 088 347 602**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Friendly Society Medical Association Limited ("Company") will be held at Level 1, 372 Grange Road, Kidman Park, on Monday, 26 November 2018 at 10.00 am (ACDT).

**A. NOTING OF ACCOUNTS AND REPORTS**

To note the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2018.

**B. RESOLUTIONS**

**1. Appointment of KPMG as Auditor**

That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 and for all other purposes, KPMG having consented in writing, is appointed auditor of the Company.

**2. Election of Director**

That Mr Gregory John Connor retiring by rotation in accordance with Rule 37.2 of the Company's constitution and having signified his candidature for the office, be and is hereby re-elected a Director of the Company.

Dated 23 October 2018

By order of the Board

**J E TAYLOR**  
Company Secretary

## **EXPLANATORY NOTES**

These Explanatory Notes form part of the Notice of Annual General Meeting dated 23 October 2018 (the Notice) and should be read in conjunction with the Notice as these Explanatory Notes contain important information on the proposed Resolutions. Members should read these Explanatory Notes in full before making a decision on how to vote on the proposed Resolutions to be considered at the Annual General Meeting.

### **A. ACCOUNTS AND REPORTS**

The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2018 will be laid before the meeting. There is no requirement for members to approve those reports. However, the Chairman will allow a reasonable opportunity for members to ask questions or make comments about those reports and the management of the Company. Members will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation of the auditor's report.

### **B. RESOLUTIONS**

#### **1. Appointment of KPMG as Auditor**

During 2018 the Directors have undertaken an audit tender process to consider the appointment of the most appropriate audit firm to assist Friendly Society Medical Association Limited as it develops further over the coming years.

Deloitte Touche Tohmatsu, as existing auditor, was asked to tender along with other audit firms.

The Directors undertook a formal tender review process and on balance, recommend that the most appropriate auditor of Friendly Society Medical Association Limited moving forward is KPMG.

Deloitte Touche Tohmatsu is resigning as Auditor of the Company.

In accordance with section 328B(1) of the Corporations Act 2001, a member of Friendly Society Medical Association Limited has given notice of nomination of KPMG as Auditor.

In accordance with section 328A(1) of the Corporations Act 2001, KPMG has provided its Consent to Act as Auditor of Friendly Society Medical Association Limited.

Resolution 1 seeks member approval to appoint KPMG as auditor for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes.

## **2. Election of Director**

Rule 37.2 of the constitution requires at least one director (excluding the Managing Director and Chairman) to retire each year. Mr Connor retires in accordance with this rule and offers himself for re-election.

### **Mr Gregory John Connor**

BEd, SF Fin, FAICD, Life Member and FAIM

- Director of Friendly Society Medical Association Limited
- Deputy Chairman of Auburn & Lidcombe United Friendly Society Pharmacy Board Limited
- Deputy Chairman of Bedford Industries
- Director of VUCA Pty Ltd

Resident of South Australia

Mr Connor has been a director since March 2010. He has extensive experience in Corporate Governance, Financial Services and Human Resource Management.

The Board considers Mr Connor to be an independent director.

The Board has reviewed Mr Connor's nomination and recommends members vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

## **VOTING INFORMATION**

### **1. General Notes**

For the purpose of the meeting, members in the Company will be taken to be those persons who are registered as members at 5.30 pm (ACDT) on Friday, 23 November 2018. Membership transactions registered after that time will be disregarded in determining entitlements to vote at the meeting.

### **2. Voting**

On a show of hands every member present in person or by proxy and entitled to vote shall have one (1) vote and upon a poll each Member present in person has one (1) vote and each person present by proxy has one (1) vote for each member the proxy represents. If a proxy has been appointed by two or more members, the proxy has only one (1) vote on a show of hands.

### **3. Proxies**

3.1 A member who is entitled to attend and cast a vote at the Annual General meeting and is unable to attend the meeting is entitled to appoint one proxy.

3.2 A proxy need not be a member of the Company.

3.3 For an appointment of a proxy to be effective, the proxy form (and if the appointment is signed by the appointments attorney, the authority under which the form signed or a certified copy of the authority) must be received no later than 10.00 am (ACDT) on 24 November 2018.

You can send in your proxy form by doing any of the following:

- posting it to 52 Gawler Place, Adelaide SA 5000;
- faxing it to (08) 8223 0405; or
- emailing it to [jtaylor@fsma.com.au](mailto:jtaylor@fsma.com.au).

### **4. Explanatory Notes**

This Notice of Annual General Meeting should be read in conjunction with the accompanying Explanatory Notes which forms part of this Notice of Annual General Meeting.

**FRIENDLY SOCIETY MEDICAL ASSOCIATION LIMITED**

**(ABN 69 088 347 602)**



**Appointment of Proxy**

I.....

of.....

Member No.....

being a Member of Friendly Society Medical Association Limited ABN 69 088 347 602 (the "Company") and entitled to attend and vote hereby appoint (mark with "x"):

the following named person \_\_\_\_\_

**OR**

the Chairman of the meeting:

as my proxy and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the 2018 Annual General Meeting of the Company to be held at Level 1, 372 Grange Road, Kidman Park, on Monday, 26 November 2018 at 10.00 am (ACDT) and at any adjournment of that meeting.

**Voting directions to your proxy – please mark "x" to indicate your directions**

<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN*</b>
1. To appoint KPMG as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Gregory John Connor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the abstain box for the item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll, or if your voting entitlement cannot be voted by the Chairman of the Meeting, your votes will not be counted in tallying the required majority on a poll.

The Chairman of the Meeting intends to vote undirected proxies in favour of these resolutions.

**Authorised signature**

.....  
Member's Signature

.....  
Date

**Authorised Signature(s)**

If the Proxy Form is signed under a Power of Attorney, you must have already lodged the Power of Attorney with the Company or a certified copy of the Power of Attorney must be attached to this Proxy Form when it is returned.

**Joint Members**

If the membership is in joint names, the first name to be in the register is the primary joint member and only the primary joint member is entitled to vote.

**Lodgement**

This Proxy Form (and any Power of Attorney under which it is signed) must be deposited for the attention of the Company Secretary at the Company's registered office, 52 Gawler Place, Adelaide South Australia 5000 or by facsimile to the Company on 08 8223 0405 not later than 48 hours before the commencement of the meeting (ie 10.00 am on Saturday, 24 November 2018). Any Proxy Form received after that time will not be valid for the scheduled meeting.