



## MEMO

To: Board of Directors  
From: Company Secretary  
Subject: **GENERAL MEETINGS – CHECKLIST**

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When planning/preparing for a general (shareholders) meeting it is helpful for the Directors and Company Secretary to have a checklist to refer to so that nothing is overlooked – so attached is a sample “Reminder Notes Checklist” for your use.

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### **DISCLAIMER**

*The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.*

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# EXAMPLE CORPORATION LIMITED

## General Meeting

### REMINDER NOTES CHECKLIST

#### **PREPARATION**

##### **A. Some Weeks Before**

1. Board to formally convene AGM/EGM date/venue and approve Notice of Meeting.
2. Book venue.
3. Prepare AGM/EGM Notice and Proxy Form (and have pre-approved by ASX/ASIC in need).
4. Arrange printing of Notice etc.
5. Mail/email out Notice (to shareholders, directors and auditors with copy to ASX - and ASIC, in need - and Share Registry) 21/28 clear days - as applicable - in advance (ie, plus mailing days).

##### **B. Just Before**

1. Arrange attendance register (shareholders/guests) [Share Registry?]
2. Organise auditors (or share registry) as scrutineers.
3. Prepare copies of previous minutes.
4. Obtain voting cards.
5. Confirm arrangements with Share Registry (to attend, check in visitors, etc).
6. Prepare Agenda.
7. Prepare Chairman's detailed script notes (to conduct meeting).
8. Prepare Chairman's &/or MD's speech/presentation.
9. Prepare ASX releases/ASIC filings if applicable:-
  - (a) Chairman's &/or MD's speech/presentation;
  - (b) Results of resolutions/proxy details.
10. Prepare draft minutes.
11. Invite key guests – particularly auditor (who must attend for listed companies).
12. Invite press.
13. Prepare press release.
14. Prepare answers to possible questions (from shareholders re financials, etc).

15. Confirm venue booking.
16. Provide voting exclusion related party & KMP names to Share Registry.

## **ON THE DAY**

### **A. Folder for Directors**

1. Agenda.
2. Notice of Meeting.
3. Blank proxy form.
4. Annual Report.
5. Minutes of previous AGM/EGM.
6. Copy of Chairman's address.
7. Proxy votes summary.
8. Copy Chairman's script/notes for Deputy Chairman.

### **B. Share Registry**

1. Representative(s) to attend meeting.
2. Bring up to date shareholders list to check shareholders on arrival.
3. Ensure shareholder/guest attendance register/lists completed/signed.
4. Calculate proxy entitlements.
5. Bring list/copies of Authorised Reps/Attorneys.

### **C. Auditors**

1. Prepare voting slips.
2. Scrutinise ballots/proxy votes.

### **D. ASX / ASIC**

1. Release/lodge any prepared Chairman's speech/presentation by start of meeting.
2. Release/lodge results of resolutions / proxy votes immediately after meeting.

### **E. Take to Meeting**

1. Minutes of previous Annual/Extraordinary General Meeting:-
  - (a) copies for shareholders;
  - (b) original for Chairman to sign (if not already signed)
2. Minute Book of general meetings (as members have a right to inspect)

- 3. Copies of Agenda**
- 4. Proxy details:-**
  - (a)** signed forms
  - (b)** schedule of votes
- 5. Voting cards**
- 6. Chairman's script/notes**
- 7. Chairman's speech:-**
  - (a)** copies for shareholders / brokers / analysts
  - (b)** lodge with ASX/ASIC (as applicable) before start of meeting
- 8. Folders for directors**
- 9. Shareholders Register (at 'snapshot' date = close of business day proxies close)**
- 10. Attendance register / lists**
- 11. Constitution**
- 12. Annual Report:-**
  - (a)** copies for shareholders
  - (b)** to table to meeting (financial statements and directors' and auditors reports)
- 13. Notice of Meeting:-**
  - (a)** copies for shareholders
  - (b)** for Secretary to read out at meeting
- 14. Directors name plates**
- 15. Directors / executives name tags**
- 16. Authorised corporate representative forms (already held) / blank forms**
- 17. Powers of Attorney (already held)**
- 18. Corporations Act and/or ASX Listing Rules**
- 19. ASX releases:-**
  - (a)** Chairman's speech
  - (b)** Results of resolutions/proxies
- 20. Voting slips (pre-completed – if call for poll)**
- 21. Proxy revocation form**
- 22. Blank letterhead**
- 23. Press release**
- 24. Prepared questions and answers**
- 25. Calculator / tape recorder / mobile phone / laptop**
- 26. Writing pad / pen**
- 27. Directors / advisers / key contacts phone numbers**
- 28. Business cards**