



NOTICE OF GENERAL MEETING

of

THE REAL ESTATE INSTITUTE OF QUEENSLAND LIMITED

Notice is hereby given to members of The Real Estate Institute of Queensland Limited (**the Institute**) that it is proposed to alter the Constitution of the Institute at a General Meeting to be held at **2:00pm**, on **Friday, 29 June 2018** at **Level 1, 50 Southgate Avenue, Cannon Hill**.

1. Recording of Apologies
2. Recording of Proxies
3. The following motion, specifying the intention to propose the resolution as a special resolution, has been notified to the Chief Executive Officer by the Board as a special resolution in accordance with Section 136 of the *Corporations Act 2001* (Cth).

Special Resolution 1

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

“That the Institute adopt the Constitution tabled at the meeting (and signed by the Chair for the purpose of identification) and made available to members on the Institute’s website at https://www.reiq.com/REIQ/about_us/REIQ_Governance/REIQ/About_Us/REIQ_Governance as its Constitution in substitution for, and to the exclusion of, the existing Constitution, with immediate effect”

Explanatory notes are **attached**.

By order of the Board of Directors

Sean Roberts
Company Secretary
1 June 2018

Explanatory memorandum

1. Adoption of New Constitution

- 1.1 Resolution 1 has been proposed as a special resolution to replace the existing constitution (**Existing Constitution**) of the Real Estate Institute of Queensland Limited (**Institute**) with the form of constitution which has been made available to members on the REIQ website at https://www.reiq.com/REIQ/about_us/REIQ_Governance/REIQ/About_Us/REIQ_Governance (**New Constitution**).
- 1.2 The Directors have undertaken a review of certain provisions of the Existing Constitution relating to board representation and responsibility for board governance processes.
- 1.3 In recent years, the Directors have committed to a process of improving member engagement, and ensuring that a suitable governance framework is implemented and maintained. As part of this process the Directors have identified the following:
 - (a) although female members comprise approximately 43% of all individual members, only 1 of 6 Member Directors are female;
 - (b) the average age of all current Directors is approximately 51 years of age; and
 - (c) given the evolving nature of corporate governance, specialised knowledge, skills and expertise is required of a Director to perform internal governance functions such as running a meeting of the Board.
- 1.4 The Directors believe that providing female members, and younger members, with better representation at board level will improve engagement with these groups. The Directors also recognise that the Institute's governance framework should be modified to allow a Director with the necessary knowledge, skills and expertise to perform internal governance functions such as running a meeting of the Board which would allow the Chair to focus on outward facing duties such as member and stakeholder relations.
- 1.5 Following this process the Directors believe it appropriate to revise and update the Existing Constitution in a number of ways.

2. Reviewing the New Constitution

- 2.1 The New Constitution (together with a compare document showing changes between the Existing Constitution and the New Constitution) is available to members via the REIQ website at https://www.reiq.com/REIQ/about_us/REIQ_Governance/REIQ/About_Us/REIQ_Governance.
- 2.2 Members may also request a hard copy of the New Constitution from the Company Secretary in advance of the general meeting by telephoning (07) 3249 7347.
- 2.3 Copies of the New Constitution will be available for inspection by members who attend the general meeting in person.

3. Nature of amendments

- 3.1 Although the New Constitution is similar to the Existing Constitution in many respects, the Existing Constitution incorporates some key amendments to improve board diversity, reflect updates to corporate governance practices, to incorporate a new position of a Deputy Chair and to make other minor amendments.
- 3.2 The table below summarises the key amendments to the Existing Constitution which will result if the New Constitution is approved by members.

3.3 The table below does not summarise every change to the Existing Constitution and so members are encouraged to review the proposed New Constitution in its entirety when considering how to vote on Resolution 1.

3.4 So as to achieve board diversity in the manner proposed prior to 2020 and preserve regional representation requirements, it is the Directors' view that during the 2018 Board election one of the Director positions must be filled by a Female Regional Director.

Clause 5	Directors
<p>Clause 5.1 <i>Number of Directors and board diversity</i></p>	<p>The Existing Constitution revises and simplifies the Board structure by maintaining the maximum number of Directors as nine (9), and providing for:</p> <ol style="list-style-type: none"> 1. a maximum of six (6) Elected Member Directors, of which two (2) must be Regional Member Directors; and 2. a maximum of three (3) Non-Member Directors. <p>Clause 5 of the New Constitution has been amended so that of the six Member Directors positions:</p> <ol style="list-style-type: none"> 1. Prior to 2020, one position must be filled by a Female Regional Member Director, one position must be filled by a Regional Member Director, one position must be filled by a Young Director (to be appointed at the 2018 AGM) and the balance must be filled by individuals satisfying the general requirement for Member Director eligibility. 2. During 2020 and beyond (i.e. with effect from the 2019 member election process), one position must be filled by a Female Regional Member Director, one position must be filled by a Regional Member Director, one position must be filled by a Young Director, one position must be filled by a Female Member Director (to be appointed at the 2019 AGM) and the balance must be filled by individuals satisfying the general requirement for Member Director eligibility. <p>The above changes preserve the existing requirement for a minimum of two Regional Member Directors.</p> <p>Relevant definitions of the terms “Female Regional Member Director”, “Female Director” and “Young Director” have been included.</p>
<p>Clause 5.9(a)(i) <i>Eligibility</i></p>	<p>Clause 5.9(a)(i) has been inserted so that if the sitting Young Director (as at the date of re-appointment or re-election of that Director) is no longer thirty-five years of age or younger, that person is not prohibited from nominating or being elected as another type of Director that is permitted by clause 5 (but will no longer satisfy the criteria to be eligible for election as a Young Director).</p>
<p>Clause 8.3 <i>Who can call meetings</i></p>	<p>In addition to the Chair, the Deputy Chair is now permitted to call a meeting of the Directors.</p>
<p>Clause 8.5 <i>Deputy Chair</i></p>	<p>The Chair is no longer required to chair meetings of the board (unless, if the Deputy Chair is absent or unwilling to chair a meeting of the board, and the Directors present elect the Chair to chair that meeting pursuant to clause 8.6).</p>
<p>Clause 8.6 <i>Deputy Chair</i></p>	<p>The Directors must elect a Deputy Chair. The Deputy Chair is not required to be a Member Director.</p> <p>The Deputy Chair will chair meetings of directors, unless the Deputy Chair has not been appointed, is not present or is not willing to do so. If this occurs, the Directors must elect another Director (being either a Non-Member Director or Member Director, including the Chair) to chair the meeting.</p> <p>The Directors may remove and replace the Deputy Chair at any time.</p> <p>The Deputy Chair must assume the role of Chair upon the Chair no longer holding</p>

	that position.
Clause 8.8 <i>Passing of director's resolutions</i>	Whoever is the chair of the meeting of the Directors has the casting vote. Previously, only the elected Chair had the casting vote.

4. Voting statements and Directors' recommendation

- 4.1 The proposed resolution for adoption of the New Constitution must be approved by a special resolution. A special resolution must be passed by at least 75 per cent of the votes cast by members present (whether in person, or by proxy, attorney or representative) and entitled to vote on the resolution.
- 4.2 If Resolution 1 is passed as a special resolution, the Existing Constitution will be repealed and replaced with the New Constitution.
- 4.3 The Directors recommend that members vote in favour of Resolution 1.

5. Proxies

- 5.1 Members who do not plan to attend the meeting in person are encouraged to appoint a proxy.
- 5.2 A proxy can be appointed by completing and returning the proxy form enclosed with the notice of meeting. To be valid, proxy forms (and any authority under which the proxy appointment was signed or a certified copy of the authority) must be received by the REIQ not less than 24 hours before the time scheduled for commencement of the meeting.
- 5.3 Please refer to the proxy form for further information, including information in relation to the eligibility of individuals who may be appointed as proxy.

6. Further information

- 6.1 The general meeting is to be held at 2:00pm, on 29 June 2018 at Level 1, 50 Southgate Avenue, CANNON HILL QLD 4170.
- 6.2 If you need any further information about the business proposed at the general meeting or attendance at the general meeting, please contact:

Company Secretary
Real Estate Institute of Queensland
PO Box 3447
TINGALPA QLD 4173
Telephone (07) 3249 7347