



Australian Property Institute Limited (ACN 608 309 128)

Notice of Motions

Annual General Meeting

27 May 2020 using Redback Webinar Conference Services and commencing at 4:15pm

The Board of Directors of the Australian Property Institute Limited recommends the passing of the following motions.

1. MOTION – SPECIAL RESOLUTION

Amendments to the Australian Property Institute Limited Constitution

That Australian Property Institute Limited amend its Constitution, pursuant to clause 21.2 of the Constitution, and adopt the changes as set out in the **accompanying** document to remove the membership categories from the Constitution and allow the categories of Membership, rights, entitlements and obligations of each category of Membership (including the voting rights) to be specified in a Membership Policy, rather than the Constitution.

This simplifies the Constitution and will allow the Board to introduce new categories of Membership through its Policies, streamlining and causing greater efficiencies in the Membership process.

2. MOTION – SPECIAL RESOLUTION

Amendments to the Australian Property Institute Limited Constitution

That Australian Property Institute Limited amend its Constitution, pursuant to clause 21.2 of the Constitution, and adopt the changes as set out in the **accompanying** document to amend the wait time for a director who has served their maximum term, before they are eligible to renominate. Presently a director who has served their maximum term must wait 6 years before nominating. This is proposed to be amended so that a director who has served their maximum term must wait 2 years before being eligible for nomination.

This six-year restriction term is greater than many other organisations. The Board has determined to reduce the period to 2 years, being the length of a director's term in office. The 2-year restriction period will allow ongoing Board turnover but will ensure Board members are able to return to their position (if elected by Members) sooner.

3. MOTION – ORDINARY RESOLUTION

That Australian Property Institute Limited and its Directors do all things necessary to give effect to the above special resolutions following the passing of the respective resolutions.

PROCEDURAL MATTERS:

1. This Notice has been provided to Members at least 21 days prior to the General Meeting in which the Special Resolution will take place.
2. The Special Resolution will take place at the General Meeting stated in this notice, unless the resolution is adjourned, or the meeting is adjourned or postponed in accordance with the Constitution.
3. To be passed, the Special Resolution must receive votes from not less than three-quarters of those members who are eligible to vote.
4. In accordance with clause 8.12 of the Constitution, Voting Members are entitled to appoint any person as their proxy to attend the General Meeting provided the proxy is received via email to the Company Secretary at cosec@api.org.au at least 48 hours before the scheduled commencement time for the General Meeting.
5. A proxy must be in the form published on API's Website.

Dated: 5 May 2020

Notice issued by direction of the Board.

Signed on behalf of the Board:



Director Signature

BRUCE BILLSON

Director Name
(BLOCK LETTERS)