
GLOBAL COMPACT NETWORK AUSTRALIA LIMITED
(ABN 95 147 380 998)

NOTICE OF ANNUAL GENERAL MEETING

- DATE:** Wednesday, 24 November 2016
- TIME:** 4pm (Sydney and Melbourne) / 3pm (Brisbane) / 1pm (Perth)
- VENUE:**
- Sydney:** Allens, Level 28, Deutsche Bank Place, 126 Phillip St (cnr Hunter & Phillip Streets), Sydney, NSW 2000
 - Melbourne:** Allens, Level 37, 101 Collins St, Melbourne, VIC 3000
 - Perth:** Allens, Level 37, QV.1, 250 Georges Terrace, Perth, WA 6000
 - Brisbane:** Allens, Level 26, 480 Queen Street, Brisbane, QLD 4000



Global Compact
Network Australia



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Members of Global Compact Network Australia Limited (the **Company**) will be held at 4pm (AEDT) on Thursday, 24 November 2016 at:

- Sydney:** Allens, Level 28, Deutsche Bank Place, 126 Phillip St
(cnr Hunter & Phillip Streets), Sydney, NSW 2000
- Melbourne:** Allens, Level 37, 101 Collins St, Melbourne, VIC 3000
- Perth:** Allens, Level 37, QV.1, 250 Georges Terrace, Perth, WA 6000
- Brisbane:** Allens, Level 26, 480 Queen Street, Brisbane, QLD 4000

The technology that will be used to facilitate the meeting is videoconference.

Notes

Explanatory Statement

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement is part of this Notice of Meeting.

Proxies

Please note that:

1. a Member of the Company entitled to attend and vote at the Annual General Meeting has the right to appoint a proxy in accordance with Rule 6.2 of the Constitution of the Company;
2. a proxy need not be a Member but must be nominated by and represent a Member of the Company; and
3. a Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is entitled to exercise.

A form of proxy accompanies this Notice of Meeting. For the appointment of a proxy to be effective, the following documents must be received by the Company before the meeting:

1. the proxy's appointment; and
2. if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed or a certified copy of the authority.

Enquiries

If you have any queries in respect of the matters set out in this Notice of Meeting, please contact Alice Cope, Executive Manager on (02) 9319 8422 or alice.cope@unglobalcompact.org.au



Items of Business

The business of the meeting will consist of the following:

1. Receipt of 2016 Annual Report, Directors' Report and Financial Statements

To consider and, if thought fit, pass the following resolution:

“That the 2016 Annual Report and the Directors' Report incorporating audited financial statements of the Company for the financial year ended 30 June 2016, as laid before the meeting, be accepted.”

2. Election of Sasha Courville as Director

To consider and, if thought fit, pass the following resolution:

“That Sasha Courville (nominated by and representing National Australia Bank), who was appointed as a Director of the Company on 23 May 2016, in accordance with Rule 7.1(g) of the Constitution and who retired in accordance with Rule 7.1(i) of the Constitution, being eligible, be elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting.”

3. Re-election of Megan Christensen as Director

To consider and, if thought fit, pass the following resolution:

“That Megan Christensen (nominated by and representing Oil Search), who has been elected as a Director of the Company and who retired in accordance with Rule 7.2 of the Constitution, being eligible, be re-elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting.”

4. Re-election of Rachel Nicolson as Director

To consider and, if thought fit, pass the following resolution:

“That Rachel Nicolson (nominated by and representing Allens), who has been elected as a Director of the Company and who retired in accordance with Rule 7.2 of the Constitution, being eligible, be re-elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting.”

5. Re-election of Catherine Hunter as Director

To consider and, if thought fit, pass the following resolution:

“That Catherine Hunter (nominated by and representing KPMG Australia), who has been elected as a Director of the Company and who retired in accordance with Rule 7.2 of the Constitution, being eligible, be re-elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting.”



6. Re-election of Catherine Hunter as Australian Network Representative

To consider and, if thought fit, pass the following resolution:

“That Catherine Hunter (nominated by and representing KPMG Australia), who has been elected as Australian Network Representative and who retired in accordance with Rule 10.5 of the Company’s Constitution, being eligible, be re-elected as Australian Network Representative for a two-year term from the conclusion of the Annual General Meeting.”

Dated 25 October 2016

By order of the Board

A handwritten signature in blue ink, appearing to read 'Catherine Hunter'.

Catherine Hunter
Director and Chair



Explanatory Statement

1. Receipt of 2016 Annual Report and Financial Statements

The 2016 Annual Report and Directors' Report incorporating audited financial statements of the Company for the year ended 30 June 2016, will be tabled for receipt.

During this item of business, members will have a reasonable opportunity to ask questions or make comments about the reports and the management of the Company.

2. Election of Sasha Courville

Sasha has been a Director of the Global Compact Network Australia since 23 May 2016 when she was appointed to fill a casual vacancy. Sasha chairs the GCNA's Environment Leadership Group.

Sasha is Head of Social Innovation at NAB, looking at how to address society's needs and challenges through new funding and business solutions. This includes the scaling up of NAB's portfolio of shared value initiatives that deliver business value while also addressing social and environmental challenges including developing the impact investing ecosystem in Australia, Natural Value, Clean Energy Finance and NAB Assist, as well as embedding a culture of social innovation internally. Previously, Sasha was Head of Corporate Responsibility Strategy at NAB, responsible for strategy development, non-financial performance and reporting and stakeholder engagement on ESG issues. Sasha joined NAB to drive its Natural Value Strategy, managing natural capital risks, taking advantage of new opportunities and supporting agribusiness customers to do the same.

Prior to joining NAB, Sasha was Executive Director of the London-based ISEAL Alliance, the global association for sustainability standards and assurance systems. She has also worked as an international consultant on social justice and environmental sustainability issues in soft commodity sectors, and as an academic, based at the Regulatory Institutions Network at the ANU. Sasha was deeply involved in setting up the Fairtrade labelling system in Australia and New Zealand.

Sasha has a PhD on coffee from the ANU, an MSc from the London School of Economics and a Bachelor of Environmental Studies from York University in Canada.

3. Re-election of Megan Christensen as Director

Megan Christensen has been a Director of the Global Compact Network Australia since 29 October 2012. Megan chairs the GCNA's Sustainable Development Leadership Group.

As General Manager Stakeholder Engagement and Social Responsibility at Oil Search, Megan is responsible for leading and driving Oil Search's Social Responsibility Strategy evolution, as well as functional leadership for stakeholder engagement and social performance.

Megan's expertise in multi-stakeholder engagement and sustainability is grounded in over 20 years of experience in complex operating environments such as Papua New Guinea and the Middle East, as well as in the United States and Australia, across both the oil and gas, and construction and property development sectors.

Megan has been a Director of the GCNA for the past four years, and is an active contributor to social responsibility thought leadership as Chair of the GCNA Sustainable Development Leadership Group (and former Chair of the GCNA Human Rights Leadership Group), and as a member of Oil Search's Integrity Committee.

Megan has an MBA from the Australian Graduate School of Management (UNSW), and is a Graduate of the Australian Institute of Company Directors.



4. Re-election of Rachel Nicolson as Director

Rachel Nicolson has been a Director of the Global Compact Network Australia since 3 February 2011 (incorporation). Rachel chairs the GCNA's Anti-Corruption Leadership Group.

Rachel is a Partner at law firm Allens Linklaters, specialising in Commercial Litigation & Dispute Resolution. Before joining Allens, Rachel spent several years managing law reform and other World Bank and Australian Government-funded development projects in the Asian region.

Rachel has particular expertise advising on global risk and compliance issues, including foreign corrupt practices, sanctions, trade and investment laws, corporate human rights obligations and the social and environmental impacts of major projects and community/landowner issues.

Rachel's experience includes advising on legal issues in Australia and internationally, including the US, China, Indonesia, Malaysia, Vietnam and Papua New Guinea. Rachel has developed expertise in advising on litigation prevention, where the potential risk of litigation is identified either by a client or by Allens as its external lawyers. This has involved advising on strategic steps that clients can take to foresee disputes that may arise, and to resolve disputes before proceedings are filed.

5. Re-election of Catherine Hunter as Director

Catherine Hunter has been a Director of the Global Compact Network Australia since 3 February 2011 (incorporation). Catherine is Chair of the GCNA Board and Australian Network Representative to the United Nations Global Compact.

After more than a decade in the not-for-profit sector, Catherine joined KPMG Australia in 2005 in a new role for the firm. Now as Partner, Corporate Citizenship, Catherine is responsible for the strategic development and execution of KPMG's social and environmental initiatives, including the firm's Reconciliation Action Plan (RAP). KPMG's recent RAP has been awarded Elevate status by Reconciliation Australia and the prestigious 2014 Human Rights Business Award.

Catherine was a member of the UN Global Compact Expert Group convened to develop the Business Reference Guide to the UN Declaration on the Rights of Indigenous Peoples.

A member of the Business Council of Australia's Business Indigenous Network, Catherine is an external adviser on Lendlease's RAP advisory council and an AIEF Ambassador.

6. Re-election of Catherine Hunter as Australian Network Representative

The UN Global Compact Office requires each local network to appoint a Network Representative who is responsible for signing the network's memorandum of understanding with the UN Global Compact Office. The Network Representative is the person authorised to represent the network in relation to governance matters and at regional and global local network meetings, and is also responsible for managing the local network's name, association and logo. There is significant overlap between the roles of Australian Network Representative (ANR) and Chair of the GCNA Board and accordingly the Board recommends that the same person occupy both roles.

Please refer to Catherine's biography above in relation to resolution 5.