



AUSTRALIAN INTERNATIONAL DOCUMENTARY CONFERENCE LIMITED
ABN 31 098 558 313
ACN 098 558 313
226 Fullarton Road, Glenside, SA, 5065

27 January 2012

Dear Member,

Enclosed is the Notice for the Annual General Meeting of the Australian International Documentary Conference Limited (the "Company") which is to be held at 12:45pm on Thursday, 1 March 2012 at the AIDC 2012 Conference site: Stamford Grand Adelaide, 2 Jetty Road, Glenelg S.A.- Level 1 / Ballroom 2.

At the Annual General Meeting, Members will be asked to elect up to four Directors in accordance with the Constitution of the Company.

In addition, the financial statements of the Company for the year ended 30 June 2011 will be tabled and Members will be given the opportunity to raise any issues or ask questions generally concerning the financial statements.

A Member may appoint a proxy by completing the Proxy Form which has been provided to all Members along with these Explanatory Notes and all the other papers relating the Annual General Meeting. The Proxy Form must be lodged in accordance with the Notice for the Annual General Meeting at least 48 hours before the Annual General Meeting at the registration desk at the AIDC conference site.

ELECTION OF DIRECTORS OF THE BOARD

A. BACKGROUND

A.1 Incorporation of the Australian International Documentary Conference Limited

In March 2001 at the plenary session of the Australian International Documentary Conference 2001 in Perth, a resolution was passed which established a steering committee for the AIDC. That steering committee was authorised to establish a company limited by guarantee to protect the brand name of the Australian International Documentary Conference and the Australian Documart, and to be responsible for the overall strategic direction and finances of the Australian International Documentary Conference.

During August and September 2001 a proposed draft constitution was circulated widely amongst the Australian documentary community until an acceptable draft was agreed upon.

The Australian International Documentary Conference Limited (AIDC) was formally registered in NSW on 26 October 2001. The Constitution of the AIDC is available on the AIDC website and will be available at the AIDC registration desk at the AIDC 2011 Conference site, Hilton, Adelaide, during the Australian International Documentary Conference 2011.

A.2 The First Interim AIDC National Board

The initial steering committee appointed in Perth became the interim AIDC National Board, consisting of the following Directors:

Brian Beaton: practitioner from Perth and President of AIDC 1999 in Perth

Trish Fitzsimon: lecturer, Brisbane

Melanie Guiney: practitioner from Brisbane and director of AIDC 1997 in Brisbane

Chris Hilton: practitioner from Sydney

Susan MacKinnon: documentary investment manager, FFC, Sydney

Catherine Marciniak: practitioner and representative of the Byron Bay local management committee for the AIDC 2003 in Byron Bay

Gregory Miller: practitioner from Sydney, SPAA/ ASDA Documentary Council Member

Mike Piper: practitioner from Adelaide and President of the AIDC 1999 in Adelaide

Steve Warne: documentary project officer at Film Victoria, Melbourne

A.3 Successive AIDC National Boards

After the AIDC 2001 in Perth, Melanie Guiney and Brian Beaton resigned from the Board and when Catherine Marciniak became the director of the AIDC 2003 in Byron Bay she was replaced by Cathy Henkel. Trish Fitzsimons, Cathy Henkel and Mike Piper resigned at the AIDC 2003 Annual General Meeting held during the AIDC 2003 at Byron Bay.

At the AIDC 2003 Annual General Meeting, Mark Chapman, Karen Goodwin, Gabrielle Kelly, Andrew Ogilvie, Sharyn Prentice and Jane Roscoe were elected as Directors to the Board.

At the AIDC 2004 Annual General Meeting, Steve Warne resigned from the Board and Chris Hilton, Susan MacKinnon and Gregory Miller resigned and were re-appointed to the Board for a second term.

Dot West was appointed as a casual vacancy to the Board, filling the position of Indigenous Director, on 15 December 2004.

At the AIDC 2005 Annual General Meeting, Jane Roscoe retired from the Board. Claire Jager and John Moore were nominated and Gabrielle Kelly and Dot West were renominated to the Board.

At the AIDC 2006 Annual General Meeting, Karen Goodwin, Mark Chapman and Andrew Ogilvie resigned and were re-appointed to the Board for a second term, Sharyn Prentice retired from the Board and Julia Overton was elected as a Director to the Board.

In May 2006, Chris Hilton resigned from the Board.

At the AIDC 2007 Annual General Meeting, Susan MacKinnon and Gregory Miller resigned from the Board and Claire Jager retired and was re-elected to the Board. Mitzi Goldman, Helen Leake and Sharyn Prentice were elected as Directors to the Board.

At the AIDC 2008 Annual General Meeting, Mark Chapman, Gabrielle Kelly, Karen Standal and Dot West resigned from the Board. John Moore retired and was re-elected to the Board.

Alan Erson, Darren Dale, Trevor Graham and Christine Newman were elected as Directors to the Board.

At the AIDC 2009 Annual General Meeting, Andrew Ogilvie retired, and Claire Jager and Darren Dale resigned from the board. Julia Overton retired and was re-elected to the Board for a second term. Lori Flekser and Philippa Campey were elected as Directors to the Board.

On 28 May 2009 Penelope McDonald was appointed by the Board to be a Director to fill a casual vacancy.

At the AIDC 2010 Annual General Meeting, Sharyn Prentice retired from the Board. Helen Leake and Mitzi Goldman retired and were re-elected to the Board for a second term. After being appointed to a casual vacancy in May 2009, Penelope McDonald retired from the Board and was re-elected for a second term. Ray Pedretti was elected as a Director of the Board.

At the AIDC 2011 Annual General Meeting, Trevor Graham and John Moore retired from the Board. Alan Erson and Christine Newman retired and were re-elected to the Board for a second term. Karena Slaninka and Tanya Denning were elected as Directors to the Board.

A.4 Relevant Provisions of the Company Constitution

Section 30 of the Constitution provides that there shall be at least seven and no more than eleven Directors on the Board.

Section 36 of the Constitution provides that one third of the Directors must retire at each Annual General Meeting.

Section 36(b) of the Constitution provides that a Director must retire or submit himself/herself for reappointment after serving on the Board for three years.

Section 37(a) of the Constitution provides that a retiring Director is immediately eligible for re-election for an additional term of three years. Section 37(b) of the Constitution provides that no Director may serve more than two consecutive terms on the Board.

Section 34(c) of the Constitution provides that the office of Director will be vacated if a Director becomes incapable due to mental disorder, illness or injury of managing and administering his or her property and affairs.

Section 34(g) of the Constitution provides that the office of Director will be vacated if a Director is absent from more than 3 consecutive meetings of the Board without permission of the Board and the Board resolves that his or her office be vacated

Section 39 of the Constitution provides the Board will have power at any time, and from time to time, to appoint any person to be a Director and to fill a casual vacancy. Any Director so appointed will hold office only until the next annual general meeting, and will then be eligible for re-election.

A.5 Indigenous Screen Culture Practitioner as a Director to the Board

At the AIDC 2003 Annual General Meeting, the Members discussed and agreed on a policy that the AIDC Board should always comprise one Director who is an Indigenous documentary screen culture practitioner.

B. ELECTION OF DIRECTORS TO THE BOARD AT THE AIDC 2012 AGM

B.1 Current Board of Directors

There are currently 11 Directors, comprising:

Helen Leake: Co-Chair
Mitzi Goldman: Co-Chair
Christine Newman: Secretary
Lori Flekser: Treasurer
Philippa Campey
Tanya Denning
Alan Erson
Penelope McDonald
Julia Overton
Ray Pedretti
Karena Slaninka

B.2 Retiring and Renominating Directors

In accordance with section 36(b) of the Constitution, Julia Overton, Lori Flekser and Philippa Campey are retiring from the Board. As Lori and Philippa have only served one term on the Board they are eligible for re-appointment. Lori and Philippa have indicated that they will re-nominate for appointment. As Julia has served two consecutive terms on the Board she is not eligible to re-nominate. Christine Newman has indicated she will be resigning from the Board effective from the end of the 2012 Annual General Meeting.

B.3 Eligibility and Process for Election to the Board

Elections for the Board of the AIDC will be held at the AIDC 2012 Annual General Meeting. All Australian residents who have become Members of the AIDC are entitled to vote to elect the Board.

Membership of the Board is for a voluntary, three year term and is intended to cover Members from a range of States and Territories (with best endeavours to have no more than three Board Members who are ordinarily resident in any one State or Territory); representatives of the Australian Screen Directors' Association and the Screen Producers' Association of Australia; academia; and Members with expertise in financial matters, international marketing of documentaries and other relevant areas.

Membership of AIDC commences from the date of registration for the current conference and expires on the day prior to the commencement date of the following conference.

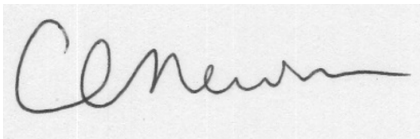
You have automatically become a Member of the AIDC and you are eligible to stand for election to the AIDC Board if you are an Australian resident and you have registered for the AIDC 2012 in Adelaide (and have not informed AIDC in writing that you do not wish to be a Member).

If you registered for the AIDC 2011 in Adelaide your automatic membership of AIDC (for Australian Residents) will expire on 26 February 2012. You will not be eligible to vote or stand for election at the 2012 Annual General Meeting (AGM) unless you have either registered for AIDC 2012 or you have applied for and been accepted as a member of AIDC by means of the membership application process described below.

If you are a current Member and are not planning to attend AIDC 2012, but wish to extend your Membership or if you are an Australian resident and are not planning to attend AIDC 2012 but wish to become a Member of the AIDC in order to be able to vote and stand for election, you can become a Member (subject to Board approval) by completing a Membership application form and sending a membership fee of AUD\$30.00 to the AIDC Operations Manager, C/- Rob Richards, AIDC Ltd, 226 Fullarton Road, Glenside, South Australia, 5065.
(Email: rob@docexchange.org.au for a membership application form).

If you would like to be nominated or you would like to nominate someone to the Board please fill out the Director's Nomination Form and mail, hand-deliver, email or fax it to the Company Secretary as specified in the Director's Nomination Form. **The Director's Nomination Form must be received by the Company Secretary no later than 5pm on Wednesday, 15 February 2012. *14 days prior to AGM**

Regards,

A handwritten signature in black ink, appearing to read 'C Newman', is written over a light grey rectangular background.

Christine Newman

Secretary of Australian International Documentary Conference Limited

On behalf of the AIDC Board