

Form G

Commonwealth of Australia
Competition and Consumer Act 2010 — subsection 93 (1)
NOTIFICATION OF EXCLUSIVE DEALING

To the Australian Competition and Consumer Commission:

Notice is hereby given, in accordance with subsection 93 (1) of the *Competition and Consumer Act 2010*, of particulars of conduct or of proposed conduct of a kind referred to subsections 47 (2), (3), (4), (5), (6), (7), (8) or (9) of that Act in which the person giving notice engages or proposes to engage.

PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. Applicant

- (a) Name of person giving notice:
(Refer to direction 2)

N99528 Australian Institute of Company Directors ABN 11 008 484 197 (AICD).

- (b) Short description of business carried on by that person:
(Refer to direction 3)

The AICD is committed to excellence in governance. The AICD makes a positive impact on society and the economy through governance education, director development and advocacy. Our membership of more than 39,000 includes directors and senior leaders from business, government and the not-for-profit (NFP) sectors. The AICD is a registered charity with the Australian Charities and Not-for-profits Commission (ACNC). The AICD:

- Is a governance education provider, committed to enriching the practice of directorship and building the capability and performance of organisations, directors and executives;
- Delivers professional services and resources to assist members to access, adopt and benefit from leading-edge governance practices;
- Advocates for excellence in governance and directorship to positively impact society and the economy through improving standards and maximising the benefits of good governance for organisations and their stakeholders; and
- Provides high-quality governance services to assist boards and organisations to improve performance through the adoption and application of effective governance practices.

- (c) Address in Australia for service of documents on that person:

Attn: Company Secretary
Australian Institute of Company Directors
Level 30, 20 Bond St
Sydney NSW 2000

2. Notified arrangement

- (a) Description of the goods or services in relation to the supply or acquisition of which this notice relates:

The provision of educational courses, events, resources and membership of the AICD.

- (b) Description of the conduct or proposed conduct:

Notified conduct

The AICD proposes to supply, or offer to supply, its Offerings to particular persons at a discounted or particular price on the condition that the person has acquired goods or services from a Target Organisation.

Definitions:

Cohort means an organisation's membership base, student body or other group associated or connected with an organisation.

Offerings means the AICD's educational courses, membership, events, and/or resources.

Target Organisation means an organisation whose Cohort aligns with the AICD's target consumers being a:

- Membership organisation / professional body;
- Educational organisation / institution; or
- NFP organisation.

Rationale for notified conduct

The notified conduct arises in the context of the AICD seeking to work with Target Organisations to promote its Offerings to a broad spectrum of potentially interested parties. In exchange for the Target Organisation promoting the Offerings to consumers within the Cohort, the AICD may offer these consumers benefits including discounts on its Offerings.

For example, the AICD may run a promotion in conjunction with:

1. A higher education provider to offer a discount on AICD's Foundations of Directorship™ course and waive its membership joining fee for students who have completed an Executive Masters program with that higher education provider. This will allow students to continue their learning pathway to develop knowledge of the duties and responsibilities of boards and directors and potentially transition from an executive to director career; or
2. A body of professionals to offer the AICD's Company Directors Course™ at a discounted rate to their membership base. This will allow members of the body of professionals to diversify their professional development plan and any practising directors to enhance their director capabilities.

(Refer to direction 4)

3. Persons, or classes of persons, affected or likely to be affected by the notified conduct

- (a) Class or classes of persons to which the conduct relates:
(Refer to direction 5)
Members of the public including in particular directors and senior leaders from business, government and the NFP sectors.
- (b) Number of those persons:
- (i) At present time:
Greater than 50.
- (ii) Estimated within the next year:
(Refer to direction 6)
Greater than 50.
- (c) Where number of persons stated in item 3 (b) (i) is less than 50, their names and addresses:
N/A

4. Public benefit claims

- (a) Arguments in support of notification:
(Refer to direction 7)
The public benefits associated with the notified conduct include the following:
- Improving access to and opportunities for consumers to participate in governance education (including in the NFP sector) by offering discounted prices on educational courses, events and resources;
 - Building the capability and performance of directors and senior leaders from the business, government and the NFP sectors. Enhancing governance knowledge and directorship capability ultimately benefits consumers of goods and services, society and the economy;
 - Opening up access to membership at a discounted price and the benefits of membership including publications and resources written by governance experts and a learning pathway of further educational courses and events available at a discounted member-rate; and
 - Working closely with organisations to offer promotions to potentially interested parties may encourage other governance educational providers to offer promotions, thereby promoting competition in the market.
- (b) Facts and evidence relied upon in support of these claims:

The AICD's mission is to promote excellence in governance and make a positive impact on society and the economy through governance education, director development and advocacy. The AICD is registered with ACNC and its charitable purpose is advancing education. Under its Constitution, the AICD's object is, through education, to:

- Promote excellence, enterprise and integrity in directors of all corporations;
- Improve directors' knowledge of their rights, duties and responsibilities, and their skill; and
- Instil the highest standards of ethics among directors.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (a) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):
(Refer to direction 8)

The market for governance education.

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the notification, in particular the likely effect of the notified conduct on the prices of the goods or services described at 2 (a) above and the prices of goods or services in other affected markets:
(Refer to direction 9)

None.

- (b) Facts and evidence relevant to these detriments:

N/A.

7. Further information

- (a) Name, postal address and contact telephone details of the person authorised to provide additional information in relation to this notification:

Alana Phadke
Legal Counsel
Level 30, 20 Bond Street Sydney NSW 2000
Ph: (02) 8248 6633

Dated... 22 DECEMBER 2016

Signed by/on behalf of the applicant

C. Phadke
.....
(Signature)

CARMEN PRAPER
.....
(Full Name)

AUSTRALIAN INSTITUTE OF COMPANY DIRECTORS
.....
(Organisation)

GENERAL COUNSEL
.....
(Position in Organisation)

DIRECTIONS

1. In lodging this form, applicants must include all information, including supporting evidence that they wish the Commission to take into account in assessing their notification.

Where there is insufficient space on this form to furnish the required information, the information is to be shown on separate sheets, numbered consecutively and signed by or on behalf of the applicant.

2. If the notice is given by or on behalf of a corporation, the name of the corporation is to be inserted in item 1 (a), not the name of the person signing the notice, and the notice is to be signed by a person authorised by the corporation to do so.
3. Describe that part of the business of the person giving the notice in the course of the which the conduct is engaged in.
4. If particulars of a condition or of a reason of the type referred to in section 47 of the *Competition and Consumer Act 2010* have been reduced in whole or in part to writing, a copy of the writing is to be provided with the notice.
5. Describe the business or consumers likely to be affected by the conduct.
6. State an estimate of the highest number of persons with whom the entity giving the notice is likely to deal in the course of engaging in the conduct at any time during the next year.
7. Provide details of those public benefits claimed to result or to be likely to result from the proposed conduct including quantification of those benefits where possible.
8. Provide details of the market(s) likely to be affected by the notified conduct, in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the notification.
9. Provide details of the detriments to the public which may result from the proposed conduct including quantification of those detriments where possible.