

UNIVERSITY CO-OPERATIVE BOOKSHOP LIMITED

ARBN 009 937 160

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 60th Annual General Meeting of the members of the University Co-operative Bookshop Limited (the **Co-operative**) will be held at **12:30pm** on **Monday 19 November 2018** at **The Cairns Institute, Room D3.054, James Cook University, Cairns Campus, QLD 4878** for the purpose of transacting the following business:

Ordinary Business

1. Minutes

To table and confirm the Minutes from the preceding Annual General Meeting held on 30 January 2018.

2. 2018 Annual Financial Report

To receive and consider the Annual Financial Report of the Co-operative for the year ended 30 June 2018, comprising the Financial Report, the Directors' Report, and the Audit Report.

3. Election of Ordinary Director

To receive the report of the Returning Officer and for the Chairman to declare the results of the election of the Ordinary Director.

4. Appointment of Employee Director

Members to consider and, if thought fit, approve the Co-operative Board's nomination of Mr Steven Jenkins, to be appointed as Employee Director to the Co-operative Board for a period of 3 years.

5. Appointment of Appointed Director

Members to consider and, if thought fit, approve the Co-operative Board's nomination of Professor Dianne Yerbury AO, to be appointed as Appointed Director to the Co-operative Board for a period of 3 years.

6. Appointment of Appointed Director

Members to consider and, if thought fit, approve the Co-operative Board's nomination of Ms Ekaterina Shkurko, to be appointed as Appointed Director to the Co-operative Board for a period of 3 years.

7. Remuneration of Directors

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

"That, in accordance with Rule 67 of the rules of the Co-operative, the sum of up to \$330,000 (plus superannuation) be set aside for directors' fees."

Special Business

1. Amendment to Rule 81 of the Rules

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

“That Rule 81 be deleted and replaced with the following:

The financial year of the Co-operative ends on the thirtieth day of June each year.”

Note

The Board requests that any questions a member may wish to put before the meeting be provided to the Chairman at least 72 hours prior to the meeting either via email to comsec@coop-bookshop.com.au or by post to “Attention: Company Secretary, Co-op Bookshop, Level 1, 15 Foster Street, Surry Hills NSW 2010” so that the Board may adequately prepare an informed response for members.

Proxies

Any member entitled to attend and vote at the Annual General Meeting may appoint another active member as proxy to attend and vote instead of that member. A person may not act as a proxy for more than five persons.

A form of proxy is available from the Secretary at the registered office of the Co-operative during normal business hours. If a corporation is a member, the form of proxy must be signed under its common seal, or under the hand of an officer or attorney duly authorised.

Proxies must be lodged at the registered office of the Co-operative at least seven days before the time of the meeting (that is, by **12.29pm** on **12 November 2018**).

Dated

Registered Office: Level 1, 15 Foster Street, Surry Hills NSW 2010

By order of the Board

Danny Lee

Secretary of the Co-operative

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist members of the Co-operative to understand the reason and nature of the proposed special resolution set out in the attached Notice of Annual General Meeting.

The Board recommends that you read this Explanatory Memorandum carefully and attend the Annual General Meeting. If you are unable to attend but wish to vote, please complete the proxy form (a copy is available upon request from the Secretary at the registered office of the Co-operative during normal business hours) and ensure it reaches the address stated in the Notice of Annual General Meeting not less than 7 days prior to the time of the Annual General Meeting (that is, by **12.29pm** on **12 November 2018**).

Introduction

The Rule amendment set out in this notice must be approved by a special resolution of members pursuant to section 61 of the *Co-operatives National Law*, an appendix to the *Co-operatives (Adoption of National Law) Act 2012* (NSW) (**CNL**) and Rule 2(b) of the Rules.

Rule amendments do not take effect until they are registered by the Registrar of Co-operatives.

Resolution 1 – Clarifying Co-operative’s financial year

Rule 81 as currently drafted states:

- (a) *Subject to Rule 81(b), the financial year of the Co-operative ends on the thirty first day of August in each year.*
- (b) *On or prior to 31 May of a financial year, the Board may determine that, after having received appropriate advice, the then current financial year and each succeeding financial year of the Co-operative will end on the thirtieth day of June. Upon such determination by the Board, the financial year of the Co-operative will end on the thirtieth day of June for that year and each subsequent year.”*

On 19 April 2018 the Board, having received what it considers to be appropriate advice, determined that, pursuant to the power set out in Rule 81(b), the current and each succeeding financial year of Co-operative will end on 30 June.

The proposed amended Rule 81 would accordingly, in order to reflect the actual financial year for the Co-operative, state:

The financial year of the Co-operative ends on the thirtieth day of June each year.

The proposed amendment:

- (a) ensures the Rules accurately reflect the actual financial year of Co-operative as determined by the Board on 19 April 2018; and
- (b) removes the Board’s power under Rule 81(b) to further alter Co-operative’s financial year.

Board recommendation

The Board recommends that members approve the above amendments and vote in favour of the special resolutions.