

**Minutes of the 2021 Annual General Meeting**

**held at 21/17 Cairns Street, Loganholme, Queensland**

**on Monday 29 November 2021 at 10.00 am (“Meeting”).**

**OPENING:** As Chairman of the Board of the Queensland Lifestyle Cooperative Limited QC318 (“Cooperative”) David Mitchell assumed chairmanship and declared the Meeting open at 10.10 am.

**ATTENDEES:** Attendees are noted in the Register of Attendees for the meeting.

**APOLOGIES:**

**PROXIES:** The secretary noted that there was one (1) valid proxy received before 10.00am Thursday 25 November 2021.

**QUORUM:** The Chairperson noted that Rule 35 (2) required six (6) active members to be present and as there were 6 active members present there was a Quorum.

**CHAIRPERSON’S ADDRESS:** The Chairperson thanked everyone for attending and gave a short speech outlining the initiatives that the Cooperative had taken in the 2021 year and the hopes for 2022.

**VOTING:** The Chairman noted that the Rules provided for voting by a show of hands but a poll could be requested by at least 5 members present.

**NOTICE OF MEETING:** He noted that the notice of meeting had been sent to members on the 5 November 2021 and that this was more than the 21 days prior to the Meeting as required under the CNL for a general meeting with a special resolution.

The Chairman stated that if there was no objection the notice of meeting would be taken as read. He then put the following motion to the Meeting:  
“All those in favour of taking the notice of meeting as read please raise your hand”.

The Chairman declared the motion carried unanimously by a show of hands.

## **BUSINESS:**

**Ordinary Business** The Chairman noted that an ordinary resolution is passed by a simple majority of Members' votes.

### **Item**

#### **1. PREVIOUS MINUTES**

The Chairman tabled the previous meeting's minutes being for the Annual General Meeting of the Cooperative held 25 February 2021 and asked the attendees to consider them.

After discussion the Chairman put the following motion to the meeting:  
*"All those in favour of the following ordinary resolution please raise your hand;*

*That, the minutes of the Annual General Meeting of the Cooperative held 25 February 2021 as tabled be confirmed."*

The Chairman declared the motion carried unanimously by a show of hands.

#### **2. ANNUAL REPORT**

The Chairman tabled the Cooperative's Financial Statements, the Directors' Report and the Independent Audit Report for the year ended 30 June 2021 and asked the Member's to consider them.

After discussion the Chairman put the following motion to the meeting:  
*"All those in favour of the following ordinary resolution please raise your hand;*

*That, the Cooperative's Financial Statements, the Directors' Report and Declaration and the Independent Audit Report for the year ended 30 June 2021 as tabled be received and adopted"*

The Chairman declared the motion carried unanimously by a show of hands.

#### **3. DIVIDEND/BONUS/REBATE**

After discussion the Chairman put the following motion to the meeting:  
*"All those in favour of the following ordinary resolution please raise your hand;*

*That, no dividend/bonus or rebate be declared from the Cooperative's profits for the year ended 30 June 2021"*

The Chairman declared the motion carried unanimously by a show of hands.

#### 4. ELECTION OF DIRECTORS

The Chairman noted that Mr David Mitchell and Mr Rob Eadie had retired as Directors by rotation as required under the Rules of the Cooperative but Mr David Mitchell had nominated for reelection as a Director. There were no other nominations received from the request for nominations sent to Members.

The Chairman noted that as Mr Mitchell was the only nomination for the vacant Director positions the CNL required he be automatically elected and put the following motion to the meeting:

*“All those in favour of the following ordinary resolution please raise your hand; That, Mr David Mitchell be elected as a director of the Cooperative”.*

The Chairman declared the motion unanimously carried by a show of hands.

#### 5. REMUNERATION OF DIRECTORS

The Chairman noted that under a resolution approved at the 2012 AGM “each Director could be allocated 100 fully paid shares in the Cooperative free of charge for each board meeting attended in the past or the future assignable at the discretion of the Director, such incentive to be increased by the Board to 200 shares per meeting any time after 12 months from the date of this Annual General Meeting for meetings after this period if the Board considers it financially responsible and also that the Annual Subscription fee of the Cooperative be waived for any Director acting when the fee is due” in lieu of any payment for the director’s services.

The Chairman noted that the directors could not vote on this resolution.

The Chairman noted that it was the Board’s view that it was not responsible to increase the incentive to 200 shares and that the directors had only allocated 100 shares per director for the year and put the following motion to the meeting:

*“All those in favour of the following ordinary resolution please raise your hand;*

*That, 100 shares in the Cooperative be allocated free of charge to each of the directors for the year ending 30 June 2022 and that the 2021/22 Annual Subscription Fees be waived for each director”.*

The directors of the Cooperative abstained from voting. The Chairman declared the motion carried unanimously by a show of hands.

#### Special Business

#### 6. ADOPTION OF CNL MODEL RULES (“NEW RULES”)

The Chairman asked Members to refer to the Explanatory Memorandum attached to the Notice of Meeting to consider the changes that the New Rules would make to the operation of the Cooperative and to ask any questions of the Directors.

After discussion and consideration, the Chairman put the following as a special resolution:

*“That, the rules as tabled at this Meeting be adopted as the Rules of the Cooperative from after this meeting on 29 November 2021 and adopt under CNL s65(a) all provisions of the model rules as in force from time to time in Rule 58(1).”*

The Chairman declared the motion carried unanimously by a show of hands.

**GENERAL BUSINESS:** None.

**MEETING**

**CLOSURE:** The Chairman closed the meeting at 10.40 am.

**SIGNED AS A TRUE RECORD**



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Chairman