



# Queensland Lifestyle Cooperative Limited

Unit 21, 17 Cairns Street  
Loganholme, Queensland  
PO Box 1628, OXFENFORD QLD 4210  
Ph: (07) 3077 7070 Fax: (07) 3806 1845  
Email: secretary@qldlifestyle.com.au

5 February 2019

Member No:

Dear ,

## RE: 2018 ANNUAL GENERAL MEETING

We wish to invite you to the 2018 Annual General Meeting of the Cooperative to be held at 10.00am on Tuesday 26 February 2019 at our offices. The formal Notice of the meeting is attached. **To assist with catering it would be appreciated if you could email if you will be attending.**

Note to vote at the meeting your membership status must be as an Active Member and be over 18 years old. If you are an Active Member over 18 years of age but are unavailable to attend, you may lodge a Proxy Form.

**Your current Membership status is:** .

To assist you the following is a summary of the ordinary business of the meeting;

**Previous Minutes** – Confirm the minutes of the last general meeting, in this case the 2017 AGM.

**Annual Report** – Receive Directors' Report/Declaration, Audit Report and 2018 Financial Statements.

**Dividend/Rebate/Bonuses** – Decide on the returns to members (none recommended by directors).

**Directors** – Elect directors and decide the director's remuneration.

Yours sincerely

Len O'Mara  
Secretary

**Note:** Proxy Forms must be posted to the PO Box, delivered to the Registered Office or faxed by the due time and date as noted in the Notice to be valid.

## **NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS**

Notice is **hereby** given that an Annual General Meeting of Members of the Queensland Lifestyle Cooperative Limited is to be held at 10.00am on Tuesday 26 February 2019 at Unit 21, 17 Cairns Street, Loganholme Queensland (“Meeting”) to conduct the following:

### **BUSINESS**

#### **Ordinary Business**

**NOTE:** An ordinary resolution is one passed by a simple majority of Members’ votes.

#### **Item**

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

To receive, consider, and if thought fit, to pass, with or without modification and/or supplementation, the following as an ordinary resolution:

*“That, the minutes of the Annual General Meeting of the Cooperative held 27 February 2018 tabled at this Meeting be confirmed.”.*

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

To receive, consider and if thought fit, to pass, with or without modification and/or supplementation, the following as an ordinary resolution:

*“That, the Financial Statements, the Directors’ Report and the Independent Audit Report for the year ended 30 June 2018 tabled at this Meeting be received and adopted.”.*

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

To consider, and if thought fit, to pass, with or without modification and/or supplementation, the following as an ordinary resolution:

*“That, no dividend/bonus or rebate be declared for the year ended 30 June 2018.”.*

##### **4. ELECTION OF DIRECTORS AND DIRECTOR’S REMUNERATION**

Two directors must retire at each AGM by rotation as required under the Rules. These directors can offer themselves up for reelection. Any Active member holding more than 45 shares who is over 18 years of age may submit their qualifications and nominate at the Meeting for election to a vacant director’s position.

##### **5. DIRECTOR’S REMUNERATION**

To consider, and if thought fit, to pass, with or without modification and/or supplementation, the following as an ordinary resolution:

*“It is ratified that, 100 shares in the Cooperative be allocated free of charge to each of the Directors for the year ending 30 June 2019 and that the 2019 Annual Subscription Fees be waived for each current Director”.*

By Order of the Board of Directors



Len O’Mara  
Secretary

# **NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS** **- EXPLANATORY MEMORANDUM**

## **Introduction**

The following provides information and explanation of each resolution and together with the other attachments to the Notice should be read with and form part of the Notice.

## **Definitions**

“**Act**” means the Cooperatives Act 1997 (QLD).

“**AGM**” means an annual general meeting of the Cooperative.

“**Annual Report**” means the Financial Statements, the Director’s Report, Directors’ Declaration and the Independent Audit Report of the Cooperative for the year ended 30 June 2018 to be tabled at this Meeting.

“**Board**” or “**Board of Directors**” means the Directors of the Cooperative.

“**Cooperative**” mean Queensland Lifestyle Cooperative Limited QC0318.

“**Director(s)**” means a director(s) of the Cooperative.

“**Financial Statements**” means the Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and Notes to the Financial Statements of the Cooperative for the year ended 30 June 2018 tabled at this Meeting.

“**Letter**” means the letter preceding the Notice which should be read with and forms part of the Notice.

“**Member(s)**” means the member(s) of the Cooperative.

“**Minutes**” means the minutes of the previous general meeting of the Cooperative to be tabled at this Meeting.

“**Notice**” means this Notice of the Annual General Meeting of Members of the Cooperative to be held at 10.00am on Tuesday 26 February 2019 including the preceding letter to Members and Proxy Form.

“**Proxy**” means the Proxy Form attached to this Notice which forms part of this Notice.

“**Rule(s)**” means the rule(s) of the Cooperative.

## **Item 1. - PREVIOUS MINUTES**

Rules 34.(1) (a) require the Members to confirm the minutes of the previous general meeting of the Cooperative. The general meeting previous to this was the 2017 AGM held 27 February 2018.

## **Item 2. - ANNUAL REPORT**

Rule 34.(1) (b) requires the Members to receive from the board, auditors or any other officers of the Cooperative reports on the transactions of the Cooperative during the financial year and its financial position as at 30 June 2018 at an AGM.

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

Rule 34.(1) (c) requires the Members to decide on the dividend, bonus and rebate provided to members of the Cooperative for each year at an AGM. The board have recommended no dividend, bonus or rebate for the year 30 June 2018.

## **Item 4. - ELECTION OF DIRECTORS**

Rule 34. (1) (d) requires the Members elect any directors as required at an AGM and decide remuneration. Rule 48 requires that two (2) directors Mr Kevin Doodney and Mr David Mitchell must retire by rotation at this AGM. These directors can offer themselves up for reelection.

Any Member holding more than 45 shares who is over 18 years of age may submit their qualifications and nominate at the Meeting for election to a vacant director’s position.

## **Item 5. - DIRECTOR’S REMUNERATION**

A resolution was approved at the 2012 AGM that “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 Board’s view is that it is reasonable to continue with the 100 shares as per previous years. Directors can’t vote on this resolution.

## PROXY FORM (Appointment of Proxy)

I/We being Member No.  (please insert) of the Cooperative and entitled to vote at the Annual General Meeting of the Cooperative to be held at 10.00am on Tuesday 26 February 2019 hereby appoint:

the Chairman  
of the Meeting  
(mark with 'X')

**OR**

Member  
No.

Write the name of the person you are appointing if this person is someone other than the Chairman of the Meeting

or failing the person named, or if no person named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit).

**Voting Directions to your Proxy – please mark 'X' to indicate your direction for each Item in the boxes below:**

Item	For	Item Against	Item Abstain*
<b>1. PREVIOUS MINUTES</b>	<input type="checkbox"/>	<b>1.</b> <input type="checkbox"/>	<b>1.</b> <input type="checkbox"/>
<b>2. ANNUAL REPORT</b>	<input type="checkbox"/>	<b>2.</b> <input type="checkbox"/>	<b>2.</b> <input type="checkbox"/>
<b>3. DIVIDEND/BONUS/REBATE</b>	<input type="checkbox"/>	<b>3.</b> <input type="checkbox"/>	<b>3.</b> <input type="checkbox"/>
<b>4. ELECTION OF DIRECTORS #</b>			
<b>5. DIRECTORS REMUNERATION</b>	<input type="checkbox"/>	<b>5.</b> <input type="checkbox"/>	<b>5.</b> <input type="checkbox"/>

# Note Directions can't be given on Resolution 4 as all the candidates are unknown.

\* If you mark the abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the majority on a poll.

**PLEASE SIGN HERE** This section must be signed in accordance with the instructions overleaf to enable your directions.

**Individual or Joint Member 1**

Sole Director/Company Secretary

**Joint Member 2**

Director

**Joint Member 3**

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone No.

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_  
Date

### INSTRUCTIONS FOR PROXY FORM (Appointment of Proxy)

**(For guidance only and proxy forms are ultimately subject to the Cooperatives Act of 1997 (QLD) and the Rules of the Cooperative)**

1. A proxy must be an active member of the Cooperative not under the age of 18 years old.
2. No person can act as proxy for more than 10 members, unless the proxy acts under an instrument which states the way in which the proxy is to vote in relation to a particular resolution
3. Joint members only have 1 vote between them.

## **INSTRUCTIONS FOR PROXY FORM (Continued)**

4. An instrument appointing a proxy must not be treated as valid until the instrument, and the power of attorney or other authority (if any) under which the instrument is signed, or a notary certified copy of the power or authority, is or are deposited, at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

5. **Signing Instructions**

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one person's name the Individual must sign.  
Joint Holding: where the holding is in more than one name all of the Joint Member should sign.  
Power of Attorney: to sign under Power of Attorney, you must concurrently lodge or have already lodged the original Power of Attorney or copy certified by a notary with the Cooperative.  
Companies: where the company has a Sole Director who is also the Sole Company Secretary, the proxy form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting the appropriate Certificate of Appointment of Corporate Representative must be produced prior to admission.

6. **Lodgment of Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address/PO Box/number given below no later than 48 business hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Lodgement must be received by the Cooperative no later than 10.00am Friday 22 February 2019 in order to be valid:**

**IN PERSON** Unit 21, 17 Cairns Street, Loganholme  
**BY MAIL** PO Box 1628, Oxenford Qld 4210  
**BY FAX** 07 3806 1845