

Notice of Annual General Meeting

**Macedon Ranges Community Enterprises Ltd
ABN 57 130 493 499**

**To be held at 6.00pm on Thursday 24 October at
The Theatre, Baringo Food & Wine Co.
283 Station Rd, New Gisborne VIC 3438**

Important information for Shareholders

1. **Meeting details:**

The Annual General Meeting will be held at 6.00pm on Thursday 24 October at The Theatre, Baringo Food & Wine Co. 283 Station Road, New Gisborne VIC 3438

There will be no virtual option offered to shareholders to join the Annual General Meeting.

Shareholders are provided with a Proxy Voting form if they cannot attend in person.

2. **How to vote:**

Each shareholder is, or joint shareholders are, entitled to only **one** vote.

Shares will be taken to be held by the persons whose names appear on the Macedon Ranges Community Enterprises Ltd share registry as at 6.00pm [AEDT] on 24 October 2024.

Please note that voting via proxy prior to the meeting will not prohibit registered shareholders from voting live at the Annual General Meeting should they wish to change their vote.

Proxy Forms may be submitted to eo@mrcltd.com.au

Alternatively, Proxy Forms may be mailed to Macedon Ranges Community Enterprises Ltd, PO Box 757 Gisborne VIC 3437 by 5.00pm (AEDT) on Tuesday 22 October 2024.

3. **Need help?**

If you have any questions about the Annual General Meeting or voting process, please email

eo@mrcltd.com.au or telephone 0456 685 334.

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Items of General Business

1. Receipt of Annual Report

To receive the company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2024.

2. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

- (a) That Erin McKinnon be **re-elected** as a Director of the company.
- (b) That Rachel Kemmis be **elected** as a Director of the company.
- (c) That Usina Smale be **elected** as a Director of the company.
- (d) That David Gormley-O'Brien be **elected** as a Director of the company.

Items of Special Business

3. Mission Statement

To consider, and if thought fit, approve *Macedon Ranges Community Enterprises Ltd's Mission Statement*.

Attending the meeting

All shareholders may attend the Annual General Meeting.

Joint holders: In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

Corporate shareholder: A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The company requires written evidence of a representative's appointment to be given to the company before the meeting.

Voting rights

Each shareholder is entitled to one vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at 6.00pm [AEDT] on 24 October 2024.

By order of the Board

Jo-ann Irwin

Company Secretary

25 September, 2024

Explanatory letter, Macedon Ranges Community Enterprises Ltd Mission Statement and a Proxy form accompany this Notice of Meeting

Notice of Annual General Meeting

Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

Agenda item 2: Election of Directors

The following information is provided about candidates for election to the Board.

- (a) **Erin Kate McKinnon**, retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election. Erin has been on the Board since 2019 and during her tenure has served as Deputy Chair, Chair of Marketing & Community Investment committee and is a member of the Human Resource committee.
- (b) **Rachel Kemmis** has not previously served as a Director and offers herself for election.
- (c) **Usina Smale** has not previously served as a Director and offers herself for election.
- (d) **David Gormley-O'Brien** has not previously served as a Director and offers himself for election.

Retirement of Directors

David Gunn retires after serving on the board since 2021. David has made a significant contribution to MRCE Ltd particularly as Chair of Finance, Audit and Risk committee.

Alison Barbara Fowler retires after serving on the board for two years. Alison has made a wonderful contribution to MRCE Ltd particularly as Chair of Marketing Community Investment committee.

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Macedon Ranges Community Enterprises Ltd

1 October, 2024

Dear Shareholder,

The Board of Macedon Ranges Community Enterprises Ltd is seeking shareholder approval of a Mission Statement that has been developed for the purpose of supporting Macedon Ranges Community Enterprises Ltd's application for social enterprise accreditation with Social Traders Ltd (ABN 42 132 665 804) (**Social Traders**). Shareholder endorsement will enable Macedon Ranges Community Enterprises Ltd to achieve social enterprise accreditation with Social Traders and to be formally recognised for the contribution we've made to our community.

The Board recommends that you consider the Mission Statement and vote in favour of the following resolution.

To approve the Macedon Ranges Community Enterprises Ltd Mission Statement.

(Refer Mission Statement attached for details).

We seek your approval of the Mission Statement which is a requirement for certification by Social Traders. It has three components:

1. Macedon Ranges Community Enterprises Ltd commitment to social purpose.
2. Confirmation dividends made by Macedon Ranges Community Enterprises Ltd are not greater than distributions to the community in any year.
3. Any future changes to the Mission Statement must be through a special resolution of shareholders.

To discuss further and ratify approval of the Mission Statement, we invite all shareholders to an AGM on Thursday 24 October at 6.00pm at The Theatre, Baringo Food & Wine Co. 283 Station Rd, New Gisborne VIC 3438

We hope you can join us.

Kind regards,



Mal Carter
Chair

Macedon Ranges Community Enterprises Ltd
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