

UYCE Ltd Annual General Meeting

MINUTES 17 November 2021

Upper Yarra Community Enterprise Ltd ABN 54 090 252 627

Held Online due to COVID-19 Restrictions

7.00pm on Wednesday 17 November 2021

Attendance by registration, with link and passcode to the ONLINE AGM provided

1. Welcome

Welcome by Rodney McKail, Chair UYCE Ltd – commencing with a Welcome to Country

Rodney outlined the conduct of the virtual meeting including notifying all in attendance that it will be recorded.

Attendance Record

Directors (10) Rodney McKail, Elizabeth Fox, Hazel Clothier, Neil Jorgenson, Sue Clarke, Garry Lewis, Ric Butler, Sally Brennan, Anne O’Shaughnessy, David Schloeffel

Branch Staff (2) Kristy Sumner, Senior Branch Manager Warburton and Yarra Junction
Emily Sharp, Assistant Branch Manager

UYCE Administration Staff (1) June Petrie

UYCE Accountant (1) Bimal Sekhon, Apex Accounting

UYCE Auditor (1) Aaron Cuthbert, RSD

Guests (3) Simon Sponza, Regional Manager Yarra Ranges Region Vic Metro, Bendigo and Adelaide Bank; Peter Enlund, Secretary Blackburn South Community Bank (observer); Rosie Hellicar, recipient Ian De La Rue Youth Initiative Award; Kelly Taylor, Nominator Ian De La Rue Youth Initiative Award

Shareholders (9) Raylene Chisholm, Gordon Buller, John Ridley, Sandra Bucovaz, Gus Seremitis, Erin Weinberg, Owen Maunder, Rodney Fay, Roslyn Caneva.

Quorum

It was confirmed that a quorum was present, and the meeting was declared open for business.

Minutes of the previous Annual General Meeting

The minutes of the previous Annual General Meeting were approved by the Board and signed in accordance with the Corporations Act.

2. Apologies

Apologies were received from: Christopher Hamnett, Karen McKail, Elizabeth Burke, Steve and Sandra Walsh, Tony Aulich, Stanley Peat, Pamela Morris, Joanne Irwin and Jeff Gill.

UYCE Ltd Annual General Meeting

MINUTES 17 November 2021

Proxy votes

By 2pm on Tuesday 16 November 2021 seven (7) valid proxy forms were received, all in favour of the Chair.

3. Presentation Ian De La Rue Youth Initiative Award

Elizabeth Fox, Chair UYCE Community Investment Committee was invited to make the presentation of the 2021 Ian De La Rue Youth Initiative Award to Rosie Hellicar of Warburton. Rosie was nominated by Kelly Taylor her teacher at Cire, for her involvement and commitments with:

Misfit Project (Theatre Group) / Koha Community Café / Interchange Outer East

At 17 years of age, Rosie has demonstrated her unwavering philosophy of service to others and the Upper Yarra community and is a true role model.

She is truly a worthy recipient of the 2021 Ian De La Rue Youth Initiative Award and it gives us great pleasure to recognise her contributions present, past and undoubtedly future.

CONGRATULATIONS were extended to Rosie, with thanks to Kelly for the nomination.

This \$1,000 Award has been going since 2012 and is presented in the spirit of the late Ian De La Rue OAM, first Chairman of the Warburton Community Bank 1999-2005 and a member of the Steering Committee that founded the Bank. Ian received his OAM for services to the Community.

4. Reports

- a. Chairs Address presented by Rodney McKail, including slide show presentation
- b. Senior Bank Managers Address (Warburton and Yarra Junction) presented by Kristy Sumner
- c. Bendigo Bank Address presented by Simon Sponza, Regional Manager Yarra Ranges Region Vic Metro

At the conclusion questions were invited from the audience

5. Ordinary Business

- a. Item - 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 2021.

UYCE Ltd Annual General Meeting

MINUTES 17 November 2021

Questions regarding the Annual report were invited and addressed. Following discussion, the following motion was proposed:

Motion: That the Company's Annual Report incorporating the Financial Report, Director's Report and the Auditor's Report for the year ended 30 June 2021 be received.

Moved by Ric Butler (Shareholder), seconded by Sally Brennan (Shareholder)

Polling result 100% in favour, MOTION CARRIED

b. Item - Election of Directors resigning by rotation

To consider, and if thought fit, to pass each of the following resolutions

The Company's constitution requires that one third of the Board resign each year. These Directors retire by rotation in accordance with the constitution of the company, and being eligible, offers themselves for re-election.

- i. That **Sally Brennan** be re-elected as a Director of the company
- ii. That **Hazel Clothier** be re-elected as a Director of the company
- iii. That **Elizabeth Fox** be re-elected as a Director of the company

Motion: That Sally Brennan is re-elected as a Director.

Moved by Ric Butler (Shareholder) seconded by Anne O'Shaughnessy (Shareholder)

Polling result 100% in favour, MOTION CARRIED

Sally Brennan re-elected as a Director

Motion: That Hazel Clothier is re-elected as a Director.

Moved by Ric Butler (Shareholder) seconded by Anne O'Shaughnessy (Shareholder)

Polling result 100% in favour, MOTION CARRIED

Hazel Clothier re-elected as a Director

Motion: That Elizabeth Fox is re-elected as a Director.

Moved by Ric Butler (Shareholder) seconded by Anne O'Shaughnessy (Shareholder)

Polling result 100% in favour, MOTION CARRIED

Elizabeth Fox re-elected as a Director

c. Item - Retirement of Director

Director David Schloeffel has indicated his intention to retire effective from the AGM. In line with the company constitution and charter an expression of interest process will be undertaken following the AGM. This process will focus on filling skill gaps identified in a recent assessment of the Board.

6 Questions without notice

Questions were invited and addressed

UYCE Ltd Annual General Meeting MINUTES 17 November 2021

Rodney thanked everyone for their attendance at our second virtual AGM, and hopes that we can meet again in person in 2022

A handwritten signature in black ink, appearing to read 'Rodney McKail', written in a cursive style.

Rodney McKail
Company Secretary
Upper Yarra Community Enterprise Ltd