

# MINUTES of Annual General Meeting

**Upper Yarra Community Enterprise Ltd  
A.B.N. 54 090 252 627  
Held at 6.30pm on Wednesday 26th November 2025  
at Warburton Golf & Sports Club**

1. The Chair, Rod McKail opened the meeting at 6.34pm and extended a welcome to all present.
2. Attendees – refer Attendance Register
3. Apologies – Michael Hibbert
4. Proxy votes – Seven valid proxy votes were received prior to the meeting, all in favor of proposed motions.
5. Quorum – with a quorum present the meeting was declared open for business.
6. Minutes of the previous Annual General Meeting – The minutes of the previous Annual General Meeting held on Wednesday 20th November 2024 were approved by the Board (Dec 2024) and signed in accordance with the Corporation Act.
7. Announcement Youth Initiative Award 2025 – Elizabeth Fox, Chair of the Community Investment Committee was invited to announce the winner.

Indigo Janssen from Warburton was announced the 2025 Award Winner for her contributions to Community Project MISFITS. Nominated by past recipient Sarah Ward, Misfit Director and Mentor.

8. The following Reports were presented:
  - a. Chair's Address – Rodney McKail
  - b. Community Company Manager's Address – Kristy Sumner
  - c. Bendigo Bank Address – Amey Duffy, Regional Manager
9. Ordinary Business
  - a. Receipt of Annual Report 2025 – Questions in regard to the Annual Report were invited from the floor, no questions were raised.

Motion: That the company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2025 be received and accepted.

Moved by: Sally Brennan, Seconded: Elizabeth Fox/ Poll by a show of hands and 7 proxies in favor / Motion passed.

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## b. Election of Directors

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

Three Directors (Rod McKail - *Chair*, Garry Lewis and Richard Butler) all retire by rotation in accordance with the constitution of the company, and being eligible, offers themselves for re-election.

Rod vacated the Chair and invited Sally Brennan, Deputy Chair, to oversee the initial election process.

### i. **That Rod McKail be re-elected as a director of the company for a 3-year term.**

Moved: Gordon Buller, Seconded: Neil Jorgensen / Poll by a show of hands and 7 proxies in favor, 1 abstain

- Motion passed and Rod McKail duly elected

Rod resumed the Chair for the remainder of the meeting.

### ii. **That Garry Lewis be re-elected as a director of the company for a 3-year term**

Moved: Louise Hogan, Seconded: Gordon Buller / Poll by a show of hands and 7 proxies in favor, 1 abstain

- Motion passed and Garry Lewis duly elected

### iii. **That Richard Butler be re-elected as a director of the company for a 3 year term**

Moved: Neil Jorgensen, Seconded: Gordon Buller / Poll by a show of hands and 7 proxies in favor, 1 abstain

- Motion passed and Richard Butler duly elected

## c. Board retirement and vacancies

Michael Hibbert Director retires by rotation in accordance with the constitution and has not sort re-election and therefore retires immediately.

Shareholders are advised that there are currently two vacancies on the Board. Expressions of interest can now be taken and the recruitment process to be worked through with any interested parties.

## 10. Questions without notice - NIL

## 11. Meeting declared closed 7.20pm

In conclusion:

Attendees invited to opt to receive communications by email over post by completing forms available.

Attendees invited to pick up one of the 2026 Community Calendars.

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Attendees invited to Light Refreshments at conclusion.

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AGM Minutes Accepted as True and correct  
By order of the Board 1/2/2026



**Rodney McKail**  
**Company Chair**  
**Upper Yarra Community Enterprise Ltd**