

# Notice of Annual General Meeting

## WHITEHORSE COMMUNITY ENTERPRISES LIMITED ABN 67 106 202 304

The Annual General Meeting of the Company will be held on Wednesday, 23 November 2022 at 7:30pm in Studio 9, Nunawading Community Hub, 96-106 Springvale Rd, Nunawading VIC 3131 and via the Zoom meeting platform (Zoom meeting link: <https://us06web.zoom.us/j/83422649473>).

### Ordinary Business

#### Receipt of Annual Report

1. To receive the Company's Financial Report, the Directors Report and the Auditor's Report for the year ended 30 June 2022.

#### Re-election of Directors retiring by rotation

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

2. That Lelen Kemke be re-elected as a Director of the Company.
3. That David Spong be re-elected as a Director of the Company
4. That Daniel Watts be re-elected as a Director of the Company.

#### Remuneration of Directors

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

5. That an unchanged amount \$35,000 be approved for the total remuneration pool for the Directors of the Company.

The company will disregard any votes cast (in any capacity) on item 5 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

### 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. The proxy need not be a member of the Company.

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 restrictions

Key management personnel of the Company (and any closely related party of any such member) are excluded from voting on all resolutions that are directly or indirectly related to the remuneration of key management personnel and will not be able to vote your proxy on item 5 unless you direct them how to vote.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct him or her to vote by marking the Chairman's box on the proxy form (in which case the Chairman of the meeting will vote as directed).

# Notice of Annual General Meeting

For the purposes of these voting restrictions:

- The 'key management personnel' for Whitehorse Community Enterprises Limited are those persons having authority and responsibility for planning, directing and controlling the activities of the company, either directly or indirectly, including any director of that company.
- A 'closely related party' of a member of the key management personnel for Whitehorse Community Enterprises Limited includes a spouse or child, a child of the member's spouse, a dependent of the member or of the member's spouse, or anyone else who may be expected to influence the member (or be influenced by the member) in the member's dealings with the company.

## 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 5:00 pm on Monday, 21 November 2022.

By order of the Board

**Peter Enlund, Company Secretary**

11 October 2022

---

## Explanatory Notes

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

### Agenda item 1 – Receipt of Annual Report

In line with the requirements of the Corporations Act 2001 and to reduce associated printing costs, the company will provide shareholders with the Annual Report via our company website by the end of October. Go to: <https://www.bendigobank.com.au/branch/vic/community-bank-blackburn-south> (see Investors & Shareholders section).

### Agenda items 2, 3 and 4 – Re-election of Directors retiring by rotation

2. Lelen Kemke retires by rotation in accordance with the Constitution of the Company, and being eligible, offers herself for re-election.
3. David Spong retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for re-election.
4. Daniel Watts retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for re-election.

### Agenda item 5 - Remuneration of Directors

Item 5 is an ordinary resolution which seeks your approval for remuneration of Directors in the 2022/23 year so that the compensation can be provided to each Director to reflect their contribution to the Company and, more importantly, to allow the Board of the Company to be developed and potentially expanded to up to 11 directors (nine currently) to assist with the operations and growth of the business.

The Directors are recommending that the pool of Directors' Fees for the 2022/23 year remain unchanged at \$35,000.

However, the amounts actually paid to Directors has never reached the cap and in the 2021/22 financial year the expense was \$28,452.