

NOTICE OF MEETING

OF THE

HOBSONS BAY COMMUNITY ADVANCEMENT CO-OPERATIVE LTD (HBCAC)

ABN: 60 542 351 573

Registration No. G3118K

Notice is hereby given to all members of the HBCAC that the Annual General Meeting is to be held at its registered office at the LOUIS JOEL ARTS & COMMUNITY CENTRE, 5 SARGOOD STREET, ALTONA on Friday, 29 October 2017, at 7PM via Zoom.

An AGENDA of the business to be conducted is included with this Notice.

In addition to the Ordinary Business of the AGM, there will be **Special Business** pertaining to the proposal of a Special Resolutions to the members. In order to be passed, a Special Resolution requires the approval of two-thirds of the members who vote in person or by proxy or attorney, at the annual general meeting.

The Board is required to give members 21 days' notice of this Special Resolution. The actual wording of the resolution and an explanation about the Board's reason for proposing it appear below.

Reasons for proposing the special resolution

The Special Resolution is about updating the Rules of the Hobsons Bay Community Advancement Co-operative Ltd to:

1. Replace any remaining references to the 1996 Victorian co-operatives legislation with the Co-operatives National Law (which came into force in Victoria in March 2014 with amendments to that legislation in August 2017) (**CNL**);
2. Add Australian Charities and Not for Profits Commission (**ACNC**) specific references, (especially at the "accounts" section);
3. Amend the provisions in relation to board tenure with the proposal to create a three year maximum period of board tenure, based on a rotation of 1/3 of the board at every annual general meeting; and
4. Amend some pagination "slips" between paragraphs.

Revision points 1-3 are highlighted in the "marked up" constitution which members can find on the website of the Louis Joel Arts & Community Centre at www.ljacc.com.au. To avoid unnecessary clutter, the pagination corrections are not marked up.

The reason for proposing this special resolution is that, in accordance with the Board's Strategic Plan and its Governance framework, a periodic review of the Constitution was undertaken. The Board's legal adviser identified the inconsistencies between the Rules of HBCAC and the CNL and ACNC obligations. The Board reviewed and approved the amendments recommended by its legal adviser and recommends to members that they also approve the changes.

Wording and effect of the Special Resolution

The Special Resolution to be put to the meeting is as follows:

Wording of special resolution

That the Rules of the Hobsons Bay Community Advancement Co-operative Ltd be updated in accordance with the recommendations of the Board's legal adviser, as "marked up" in the version made available to members for inspection on the website of the Louis Joel Arts & Community Centre.

Effect of special resolution

If the resolution is passed, the Rules of the HBCAC will be updated as indicated.