

**103rd ANNUAL GENERAL MEETING**

Notice is hereby given that the 103rd Annual General Meeting of the Hastings Co-operative Limited will be held on Tuesday 19<sup>th</sup> November 2019 at the Wauchope Country Club, 24 King Street Wauchope, commencing at 9.30am.

**Business of the 2019 Annual General Meeting.**

1. **Welcome and apologies.**
2. **Acknowledgement of country.**
3. **Co-operative prayer.**
4. **Receipt and noting of minutes.**
  - a. To receive and note the minutes of the 102<sup>st</sup> Annual General Meeting held the 20<sup>th</sup> November 2018 as adopted by the Board. Copies will be available at the meeting of shareholder members. A member can request a copy prior to the meeting from the Co-operative Secretary.
5. **Business arising from the minutes.**
6. **Report from Chair.**
7. **Report from the Chief Executive Officer.**
8. **Report from the Independent Auditor.**
9. **To receive and adopt the following for the year ending the 30<sup>th</sup> June 2019.**
  - a. Directors' report and Directors' declaration,
  - b. Annual financial statements; and
  - c. Independent auditors' report.
10. **Questions from members– with notice.**
11. **Director's remuneration.**

It is recommended that the total remuneration, for a Board of 7, be \$106,413.78 (2018 \$102,815.24). This represents an increase of 3.5% over the 2018 figure.
12. **To confirm the appointment of Northcorp Accountants as the independent Auditor for 2019/20.**
13. **To declare the result of any director election.**
14. **To confirm the appointment of Gary Humphreys as an independent director.** Mr Humphrey's filled a casual vacancy left by the retirement of Director Anthony Abi-Saab.
15. **To declare the result of any special resolutions.**
16. **Close.**

Copies of the 2018-19 Annual Financial Reports (Including the Independent Auditor's Report) will be available from Friday 1st November 2019, online at, [www.hastingscoop.com.au](http://www.hastingscoop.com.au), or at the registered office, Level 1, 9-13 High Street Wauchope. You can also request a copy by calling 02 65 888 999.

**Questions.**

Please submit all questions in writing at least 3 business days prior to the meeting. Those asking questions are requested to attend the meeting otherwise the question and response will be answered in writing.

Performance at a glance for the years ending 30th June							
	2013	2014	2015	2016	2017	2018	2019
	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Total Revenue	73.0	75.1	74.7	75.7	81.4	86.1	90.7
Total Expenses	73.4	74.5	74.2	74.5	80.2	85.2	89.4
Net Profit Before Tax	(0.4)	0.6	0.5	1.2	1.2	0.9	1.3
<b>Net Profit After Tax</b>	<b>(0.4)</b>	<b>0.5</b>	<b>0.6</b>	<b>1.3</b>	<b>1.2</b>	<b>0.9</b>	1.4
Profit (Loss) on Revaluation		0.6					
<b>Total Comprehensive Income</b>	<b>(0.4)</b>	<b>1.1</b>	<b>0.6</b>	<b>1.3</b>	<b>1.2</b>	<b>0.9</b>	1.4
Total Assets	21.7	21.5	21.0	21.2	21.7	22.9	24.3
Total Liabilities	20.1	18.8	18.0	16.9	16.2	16.5	16.5
Equity	1.6	2.7	3.0	4.3	5.5	6.4	7.8
Members Shares	2.6	2.6	2.5	2.4	2.2	1.9	1.7

### Proxy voting.

Hastings Co-operative holds an Annual General Meeting to provide shareholder members with a report and an update on the affairs of the Co-operative. The Notice of Annual General Meeting provides an itemised list of the business to be discussed. Typically, the business of the AGM will include reports from the Board and CEO, the adoption of the annual financial reports, the Auditor's report as well as determining the remuneration of the Directors for the coming 12-month period.

The rules of the Co-operative provide for the ability of shareholder members who may not be able to attend the AGM to cast their vote on the business of the AGM, by proxy.

### The importance of proxy voting.

Proxy voting is an important way for shareholder members to exercise their right to vote and to communicate their views to the Board and senior management. Proxy voting is open to active members of the Co-operative. To be an active member you must have spent \$1,000 or more on products and services with the Co-operative during the financial year 1<sup>st</sup> July 2018 to 30<sup>th</sup> June 2019 or have been an active member for 40 years or more and have spent \$10.00 in the financial year. Shareholder members who attend the AGM can cast their vote in person, but in today's busy world most members cannot attend and find that casting their vote by proxy is a convenient way for their opinion to be heard.

### Appointing a Proxy.

The most common proxy appointed is the Chairman of the meeting. If you wish to appoint a person other than the Chairman of the meeting, that person must be an active member of the Co-operative. Except for the Chairman of the meeting, no active member can act as a proxy for more than 10 other active members.

You may direct your proxy to vote by placing a mark in one of the two boxes for each key item of business. If you do not mark any of the boxes on a given item, your proxy will vote as he or she chooses. If you mark more than one box for any item of business your vote on that item will be invalid.

### Closing date for proxies.

Proxies are required to be received by the Co-operative Secretary at the Registered Office of the Co-operative, Level 1, 9- 13 High Street Wauchope by 12.30pm Friday the 15th November 2019.

### Proxy form is enclosed with this Notice of Meeting.

Allan Gordon

Hastings Co-operative Secretary

1<sup>st</sup> October 2019

# PROXY FORM

To be received at the Registered Office of the Hastings Co-operative Limited, Level 1, 9-13 High Street Wauchope no later than 12.30pm Friday the 15th November 2019. (Rule 21.9)

I/We.....Member No.....

Of.....

**APPOINT**                      **Please indicate one only with an (X)**

( ).....Member No.....

Of.....

**OR**

( ) The Chair of the meeting, or a person nominated by the Chair,

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting to be held on the 19<sup>th</sup> November 2019, and at any adjournment of that meeting. I/We direct my/our proxy to vote in respect of each resolution to be considered as indicated with an X below, or abstain as they think fit.

<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>
1. That the report from the Chairperson, be received and adopted.	( )	( )
2. That the report from the Chief Executive Officer be received and adopted.	( )	( )
3. That the Directors' Report and Directors' Declaration, the financial statements and the independent Auditors report be received and adopted.	( )	( )
4. That the Director's remuneration for a Board of 7 be \$106,413.78 be adopted.	( )	( )
5. That Northcorp Accountants be confirmed as the independent auditor for 2019-20.	( )	( )
6. That Gary Humphrey's appointment to the Board be confirmed.	( )	( )

If no direction is given above, I/We authorise my/our proxy to vote or abstain as my/our proxy thinks in respect of each resolution to be considered by the meeting and any adjournment of the meeting.

Dated        /        / 2019                      Signed.....

Corporate members should execute under seal or by attorney. Both parties to a joint membership should sign.

## WHAT DO I DO NEXT?

Once you have completed the proxy form please return it to The Co-operative Secretary using any of the following methods;

- a. In the replied paid envelope provided or;
- b. Depositing it at the Registered Office of The Hastings Co-operative Limited. Level 1, 9-13 High Street Wauchope NSW 2446 or;
- c. Scanning the proxy form and emailing it to [secretary@hastingscoop.com.au](mailto:secretary@hastingscoop.com.au) or if;
- d. Lodging it electronically. Please note, you will be required to log in to the electronic portal using your unique log-in details and submitting the proxy form electronically. Use of your log-in details will be deemed as an electronic signature and will be accepted as if you had signed the form yourself.

**Please note;** If your proxy form is signed under power of attorney you must also send us a certified copy of the Power of Attorney. If an authorised person signed this Appointment of Proxy for a Body Corporate Member, a certified copy of the authorisation must also be sent to us.