

UNIVERSITY CO-OPERATIVE BOOKSHOP LIMITED

ARBN 009 937 160

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 58th Annual General Meeting of the members of the University Co-operative Bookshop Limited (**Co-operative**) will be held at **Mercure Hotel Kooindah Waters, The Pool View Room (40 Kooindah Boulevard, Wyong NSW 2259)** on **31 March 2017** at **2.30pm** for the purpose of transacting the following business:

Ordinary Business

1. Minutes

To table and confirm the minutes from the preceding Annual General Meeting held on 26 February 2016.

2. 2016 Annual Financial Report

To receive and consider the Annual Financial Report of the Co-operative for the year ended 31 August 2016, comprising the Financial Report, the Directors' Report, and the Audit Report.

3. Election of Ordinary Directors

To receive the report of the Returning Officer and for the Chairman to declare the results of the election of Ordinary Directors.

4. Remuneration of Directors

To consider and, if thought fit, pass the following resolution:

"That, in accordance with Rule 67 of the rules of the Co-operative, the sum of \$330,000 (plus superannuation) be set aside for directors' fees."

Special Business

1. Amendment to Rule 4 of the Rules of the Co-operative ("Rules")

To consider and, if thought fit, pass the following special resolution:

"That Rule 4(a) be deleted and replaced with the following:

The registered office of the Co-operative is at Level 1, 15 Foster Street, Surry Hills NSW 2010 or such other place as the Board may determine from time to time. The Board will notify the Registrar of any change of address of the registered office in accordance with the CNL."

2. Amendment to Rule 54 of the Rules

To consider and, if thought fit, pass the following special resolution:

"That Rule 54 be deleted and replaced with the following:

(a) The Co-operative:

- (i) *will hold a special postal ballot in relation to any matter detailed in Section 249 of the CNL; and*
 - (ii) *may hold a postal ballot to determine any issue or proposal by the members in accordance with this Rule 54.*
- (b) *In relation to a postal ballot:*
- (i) *a postal ballot must be held in respect of a special resolution where members who together are able to cast at least 7% of the total number of votes able to be cast at a meeting of the Co-operative or of at least 10,000 active members of the Co-operative, whichever is the lesser number of members, may requisition the Board to conduct the special resolution by postal ballot;*
 - (ii) *if a postal ballot is requisitioned by members under Rule 54(b)(i), the requisition should specify whether the postal ballot is to be a secret ballot;*
 - (iii) *a postal ballot requisitioned under Rule 54(b)(i) is to be conducted in accordance with the CNR and in the form and manner determined by the Board;*
 - (iv) *the Board may determine in a particular case whether the special resolution by postal ballot should be a secret ballot and whether votes may be returnable by fax or other electronic means or both;*
 - (v) *if the Board decides to conduct a secret postal ballot, it must ensure that the method used to conduct the ballot will ensure that votes can be counted without identifying the way each member has voted;*
 - (vi) *the Secretary shall be the Returning Officer unless the Board appoints a different person to act as the Returning Officer to conduct the postal ballot.*
 - (vii) *ballot papers (in such form and with such content as the Board may approve) must be sent to all voting members giving:*
 - (A) *particulars of the business in relation to which the postal ballot is being conducted;*
 - (B) *an explanation of how to lodge a valid vote and the majority required to pass the vote;*
 - (C) *notice of the closing date and closing time of the postal ballot; and*
 - (D) *must be sent to members so that they arrive (assuming standard postal times) at least 21 days before the closing date of the postal ballot.*
- (c) *In relation to a special postal ballot:*
- (i) *ballot papers (in such form and with such content as the Board may approve) must be sent to all voting members so that they arrive at least 28 days before the closing date of the special postal ballot;*
 - (ii) *the Board may determine in a particular case whether the special resolution by postal ballot should be a secret ballot and whether votes may be returnable by fax or other electronic means or both; and*

- (iii) *if the Board decides to conduct a secret postal ballot, it must ensure that the method used to conduct the ballot will ensure that votes can be counted without identifying the way each member has voted."*

3. Amendment to Rule 1 of the Rules

To consider and, if thought fit, pass the following special resolution:

"That Rule 1(y) be deleted and replaced with the following:

"Returning Officer" means the person appointed pursuant to Rule 54(b)(vi)."

4. Amendment to Rule 81 of the Rules

To consider and, if thought fit, pass the following special resolution:

"That Rule 81 be deleted and replaced with the following:

- (a) *Subject to Rule 81(b), the financial year of the Co-operative ends on the thirty first day of August in each year.*
- (b) *On or prior to 31 May of a financial year, the Board may determine that, after having received appropriate advice, the then current financial year and each succeeding financial year of the Co-operative will end on the thirtieth day of June. Upon such determination by the Board, the financial year of the Co-operative will end on the thirtieth day of June for that year and each subsequent year."*

Note

The Board requests that any questions a member may wish to put before the meeting be provided to the Chairman at least 72 hours prior to the meeting either via email to comsec@coop-bookshop.com.au or by post to "Attention: Company Secretary, Co-op Bookshop, Level 1, 15 Foster Street, Surry Hills NSW 2010" so that the Board may adequately prepare an informed response for members.

Proxies

Any member entitled to attend and vote at the Annual General Meeting may appoint another active member as proxy to attend and vote instead of that member. A person may not act as a proxy for more than five persons.

A form of proxy is available from the Secretary at the registered office of the Co-operative during normal business hours. If a corporation is a member, the form of proxy must be signed under its common seal, or under the hand of an officer or attorney duly authorised.

Proxies must be lodged at the registered office of the Co-operative at least seven days before the time of the meeting (that is, by **2.30pm on 24 March 2017**).

Dated 23 February 2017

Registered Office: Level 1, 15 Foster Street, Surry Hills NSW 2010

By order of the Board

T A Yassine
Company Secretary

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist members of the Co-operative to understand the reason and nature of the proposed special resolutions set out in the attached Notice of Annual General Meeting.

The Board recommends that you read this Explanatory Memorandum carefully and attend the Annual General Meeting. If you are unable to attend but wish to vote, please complete the proxy form (a copy is available upon request from the Secretary at the registered office of the Co-operative during normal business hours) and ensure it reaches the address or facsimile stated in the Notice of Annual General Meeting not less than 7 days prior to the time of the Annual General Meeting.

Introduction

Each of the Rule amendments set out in this notice must be approved by a special resolution of members pursuant to section 61 of the *Co-operatives National Law*, an appendix to the *Co-operatives (Adoption of National Law) Act 2012* (NSW) (**CNL**) and Rule 2(b) of the Rules. Rule amendments do not take effect until they are registered by the Registrar of Co-operatives.

The Board recently reviewed the Rules. The proposed special resolutions are to reflect the operation of the Co-operative.

Resolution 1 – Updating the Co-operative's registered office details

On 29 November 2016 the Co-operative relocated to its new premises at the registered office. The proposed amendment to Rule 4 is to update the Rules to reflect the change of address of registered office.

Resolution 2 – Postal ballot and special postal ballot

The purpose of amending Rule 54 is to simplify the requirements relating to the holding of a postal ballot and a special postal ballot, and to provide the Board flexibility in determining the most appropriate method for conducting a postal ballot. The proposed amendment is adapted from the postal ballot and special postal ballot provisions under the model rules for a non-distributing co-operative with share capital set out in Schedule 7 of the Co-operatives National Regulations.

Resolution 3 – Returning Officer

The proposed amendment to Rule 1(y) is to update the cross referencing to the appointment of the Returning Officer as a result of the proposed amendment to the postal ballot and special postal ballot provision in Resolution 2.

Resolution 4 – Financial year

The proposed amendment to Rule 81 is designed to align the Co-operative's financial year with the standard fiscal year for most entities in Australia. Before the Co-operative changes its financial year, the Board will seek tax, accounting and legal advice, and have regard to the operation and circumstances of the Co-operative, to determine the most optimal time to change its financial year.

Board recommendation

The Board recommends that members approve the above amendments and vote in favour of the special resolutions.