



NOTICE OF ANNUAL GENERAL MEETING & SPECIAL RESOLUTION

NOTICE is given that the Annual General Meeting of the Kinaway Chamber of Commerce Victoria will be held:

Date: Wednesday, 22 May 2024
Time: 5.30pm (AEST) (please arrive by 5:00pm)
Venue: Kinaway Hub, 163 Eastern Road, South Melbourne, Victoria 3025

The meeting will be held in person only.

1. Ordinary Business

- a) Receiving and considering the Chair's report.
- b) Receiving and considering the financial statements of the company for the financial year ended 30 June 2022.
- c) Receiving and considering the auditor's report.

2. Special Resolution

Proposed resolution

Members will be asked to consider and, if thought fit, pass the following resolution as a special resolution:

“That the constitution be modified as attached as Annexure A to this notice convening this meeting in accordance with section 136(2) of the *Corporations Act 2001* (Cth) and effective from the conclusion of the Annual General Meeting”.

Explanatory notes to resolution

1. It is proposed that the Kinaway Chamber of Commerce, Victoria Limited (Kinaway) modify its constitution as attached to this notice of the Annual General Meeting.
2. This Explanatory Memorandum is intended to provide the members of the Company with information to help them to consider the proposed changes.
3. Members of Kinaway should make their own independent assessment of the amendments and the information in these explanatory notes.
4. In accordance with section 136(2) of the *Corporations Act 2001* (Cth), the constitution can only be modified or repealed by special resolution of the Company. A special resolution is a resolution passed by at least 75% of the votes cast by members entitled to vote on the resolution, either in person or by proxy or attorney, and which otherwise satisfies the requirements of the Act.

Kinaway acknowledges the traditional owners of the land that we work on and travel through. We also pay our respects to Elders past, present and emerging leaders.

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5. The Kinaway Board is proposing these changes to the Constitution be adopted:

- Clause 2 Definitions at clause 2.1 the definition of **Aboriginality of Enterprise** be amended from 50% to 51% Aboriginal and Torres Strait Islander owned and operated; and
- Clause 59 **Classes of Members** that clause 59.2 be amended to *Voting membership of the Company is conditional upon the Enterprise being a minimum of 51% Aboriginal and Torres Strait Islander owned and operated.*

The new Constitution is attached as Annexure A

6. Kinaway believe that having a 51% major shareholding in a company is critical for preserving cultural values, ensuring self-determination, and safeguarding First Nations' interests in the business. It provides control over decision-making processes, allowing business owners to prioritise community needs and promote sustainable development that aligns with their cultural values.
7. **Voting** – to be eligible to vote on resolutions you must be a financial member of Kinaway Chamber of commerce.
8. **Voting options:** All members eligible to vote on resolutions will have two options open to them:
- (a) Attend the AGM and participate in the vote.
 - (b) **Proxy Voting** - If you cannot attend the AGM, you may cast your vote by appointing a proxy to vote on your behalf

PROXY VOTING FORM

A Member who is entitled to attend and cast a vote at an Annual General Meeting may appoint a proxy by filling out the APPOINTMENT OF A PROXY form that is attached as Annexure B

ENQUIRIES

For further information relating to the AGM please contact the Company Secretary, Lisa-Monique Lee at (ph) 0411 161 584 (email) companysecretarykinaway.com.au

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AGENDA

Item	Description	Responsible
1	Annual General Meeting	
1.1	Welcome, Acknowledgement and Introductions	Chairperson
1.2	Apologies	Secretary
1.4	Approval of Minutes of previous AGM	Chairperson
1.5	Chairperson's report (questions from members)	Chairperson
2	Acceptance of financial statements	
2.1	Adoption of annual financial statement and auditor's report	Treasurer
3	Constitution Matters – Special Resolution	
3.1	Proposed changes to the Constitution be adopted	Chairperson
4	Other Business	
4.1	Kansas Trade Mission	Kinaway Delegation
4.2	Appointment of Elected Director – ballot outcome to be announced The Board received the following three eligible nominations for one vacant position. <ul style="list-style-type: none"> • Michael Morrissey • Nicole Appleton • Melanie Micalizzi 	Chairperson and CoSec
4.3	Member General Questions	Chairperson
4.4	Date of AGM 2024	Chairperson

Finger food and drinks will be served at the conclusion of the meeting.

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PLEASE REGISTER YOUR INTENTION TO ATTEND THE AGM by close of business Friday, 17 May 2024, to allow for catering. [REGISTER ATTENDANCE HERE](#)

If you are unable to register using the online form above please contact the Company Secretary at companysecretary@Kinaway.com.au.

We look forward to seeing you.

Kind Regards



Karen Milward
Chairperson

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