

# Notice of Annual General Meeting

**Inverloch & District Financial Enterprises Limited**  
**A.B.N. 13 117 672 590**

**To be held at Cottage Restaurant, Inlet Hotel  
at 3 - 5 The Esplanade, INVERLOCH  
on 20<sup>th</sup> November 2014 at 7.00 p.m.**

## Ordinary Business

### 1. Receipt of Annual Report

To receive the Company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2014.

### 2. Appointment of Auditor

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

*"The firm Andrew Frewin & Stewart be appointed as auditor of the Company."*

### 3. Election of Directors

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

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

- (a) *That **David James Grimmond** who retires by rotation in accordance with the constitution of the company and being eligible, offers himself for re-election be elected as a Director of the Company.*
- (b) *That **Susan Joy Ruffin** who retires by rotation in accordance with the constitution of the company and being eligible, offers herself for re-election be elected as a Director of the Company..*

#### Re-election of Director appointed since last Annual General Meeting

- (c) *That **Suzette Anna-Lyn Moyle** having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the company, and being eligible, offers herself for election be elected as a Director of the Company.*

#### Election of a New Director

- (d) *That **Trevor Andrew Dando** has not previously served as a Director, and offers himself for election be elected as a Director of the Company.*

### 4. Remuneration Related Resolution

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

- a) That the Remuneration Report be adopted.

Except to the extent permitted by law, the company will disregard any votes cast (in any capacity) on Item 4 by or on behalf of a member of key management personnel named in the Remuneration Report (and any closely related party of any such member) 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.

**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 4 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 in favour of this item of business).

For the purposes of these voting restrictions:

The 'key management personnel' for Inverloch & District Financial 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 (whether executive or otherwise) of that company.

A 'closely related party' of a member of the key management personnel for Inverloch & District Financial 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 shareholders as at **6.00 P.M. on 14<sup>th</sup> November 2014**.

By order of the Board

A handwritten signature in dark ink, appearing to read 'Alan Gostelow', with a long horizontal line extending from the end of the signature.

**Alan Gostelow**  
Company Secretary  
**20<sup>th</sup> October 2014**

# Notice of Annual General Meeting

## Explanatory Notes

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

### Agenda item 2. Appointment of Auditor

Item 2 is an ordinary resolution to obtain your approval for the appointment of the firm Andrew Frewin Stewart as the Company's auditor. The Auditor Graeme Stewart of Andrew Frewin Stewart has tendered his notice of resignation effective as at the Annual General Meeting to be conducted 20<sup>th</sup> November 2014. Accordingly the Company is required to appoint another Auditor. The appointment of the firm Andrew Frewin Stewart requires the approval of shareholders under the Corporations Act.

### Agenda item 3. Election of Directors

The following information is provided about candidates for election to the Board.

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

- (a) **David James Grimmond** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. His election is recommended by the Board.

##### **David James Grimmond**

Age: 59

Operations Manager Watersure Limited, General Manager of Burra Foods Australia from 2007-2011. David has a Masters Degree in Agribusiness, a Graduate Diploma in Microbiology and an Advanced Diploma of Dairy Technology. He is an Office Bearer with South Gippsland Yacht Club and is a former Vice President of Alaska Milk Corporation. He is a Current Director, Inverloch & District Financial Enterprises Ltd.

- (b) **Susan Joy Ruffin** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election. Her election is recommended by the Board.

##### **Susan Joy Ruffin**

Age: 60

Lawyer. Currently practices with Susan Ruffin Solicitors. Her qualifications is a BA (Honours) LLB

#### Re-election of Director appointed since last Annual General Meeting

- (c) **Suzette Anna-Lyn Moyle** having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the company, and being eligible, offers herself for election.

##### **Suzette Anna-Lyn Moyle**

Age: 59

Human Resources Consultant. Former Administration Manager GPA South Gippsland Limited. Her qualifications include: Diploma of Business (Administration), Diploma of Human Resources, Advanced Diploma of Management and Certificate IV in Frontline Management.

#### Election of a New Director

- (d) **Trevor Andrew Dando** has not previously served as a Director, and offers him/herself for election.

Age: 51

Engineer. Building Projects Coordinator, Bass Coast Shire Council, he is also a current Director Tadcop Enterprises Limited. His qualifications include: Bachelor of Civil engineering, Advanced Diploma of Management, Certificate IV in Property Services (Real Estate), Certificate IV in Finance and Mortgage Broking. He is also a Justice of the Peace.

### Agenda item 4. Remuneration Related Resolution

The Corporations Act requires a resolution that the Remuneration Report contained in the Company's Annual Report [and Concise Report] be adopted, be put to the vote. The resolution is advisory only and does not bind the Directors of the Company.

# Proxy form

Inverloch & District Financial Enterprises Limited  
A.B.N. 13 117 672 590

All correspondence to:  
**The Secretary**  
Inverloch & District Financial Enterprises Limited  
Post Office Box 54  
INVERLOCH Victoria 3996  
Enquiries (03) 5674 2800  
Facsimile (03) 5674 3077

«AddressBlock»>

☐ Mark this box with an 'X' if you have made any changes to your address details (see reverse)

## Appointment of proxy

I/We being a shareholder/s of Inverloch & District Financial Enterprises Limited and entitled to attend and vote at the Meeting appoint the person named below or, if no person is named below, the Chairman of the Meeting as my/our proxy to vote in accordance with directions set out below (with a discretion as to any business not referred to below) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held at The Cottage Restaurant, Inlet Hotel, INVERLOCH on Thursday 20<sup>th</sup> November 2014 at 7.00pm and at any adjournment of that Meeting.

☐

The Chairman of  
the Meeting  
(mark with an 'X')

OR

Write here the name of the person  
you are appointing if this person is  
someone other than the Chairman  
of the Meeting.

## Voting directions to your proxy Please mark with 'X' to indicate your directions

Ordinary Business	Accept	Decline	Abstain*
Item 1. Receipt of Financial Report, Director's Report and Auditor's Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2. Appointment of Auditor	<input type="checkbox"/>		
a) The firm Andrew Frewin Stewart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3. Election of Directors:	<input type="checkbox"/>		
a) David James Grimmond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Susan Joy Ruffin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Suzette Anna-Lyn Moyle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Trevor Andrew Dando	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in working out the required majority on a poll.

## PLEASE SIGN HERE

This section **MUST** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
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Sole Director and  
Sole Company Secretary

Director

Director / Company Secretary



## How to complete this Proxy form

### 1. Your name and address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. Please note, you cannot change ownership of your shares using this form.

### 2. Appointment of a proxy

A shareholder entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a Company.

### 3. Identity of proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, the Chairman of the Meeting will act as your proxy.

### 4. Voting instructions

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

### 5. Signing instructions

The Proxy form must be signed in the spaces provided.

#### *Individual*

If the holding is in one name, the holder must sign.

#### *Joint holding*

If the holding is in more than one name, any one holder may sign.

#### *Power of Attorney*

To sign under power of attorney, you must have already lodged this document with the Company or attach a certified copy of the Power of Attorney to this form when you return it.

#### *Companies*

If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the Company is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' must be produced before admission to the Meeting.

## How to complete this Proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company not later than **2 business days** before the Meeting (**ie by 5.00 P.M. 18<sup>th</sup> November 2014**). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged in any of the following ways:

#### *Post or hand delivery*

To the Company's registered office at **PO Box 54 (16C Williams Street) INVERLOCH Victoria 3996**

#### *Facsimile*

To fax number **03 5674 3077**