



Down to Earth (Victoria) Co-operative Society Ltd G0001791N

A General Meeting of the Down To Earth (Victoria) Co-operative Society Ltd will be held at 7.30 PM. on Thursday 4th October, 2007
Location: "Ceres" 8 Lee Street. Brunswick, 3057.

Agenda

- ◆ Opening of meeting. Minutes of last meeting. Business on notice .

Motions for the General Meeting Thursday 4th October, 2007

1. That the ConFab Committee be allocated up to \$15,000 for the running of ConFab 2007/8.
Moved -by the Down To Earth Co-operative Board
2. That an administration budget of up to \$80,000 be allocated for such costs as rent, insurance, tax, accounting, auditor, phone, stationary, legal costs, postage, petty cash, suppers, office equipment, trademarks, emergency. etc.
Moved -by the Down To Earth Co-operative Board
3. That the Board is authorised to pay GST and company tax if required.
Moved -by the Down To Earth Co-operative Board
- 4 "That the DTE Board of Directors and the ConFest Committee have approval to spend up to \$140,000 (one hundred and fourty thousand dollars) on the preparation of the new site for future ConFests and to conducting Summer ConFest 2007/2008 and the Easter ConFest 2008"
Moved -by the Down To Earth Co-operative Board

*The funds applied for in the above motions may be viewed as an upper limit.
A General meeting cannot increase a money sum in a motion but it can reduce it.*

Please note: Only shareholders on the "Active members list" will be entitled to vote at this meeting.

Check the REAR

The rear of this notice has details for the election of Directors to occur at the next Down To Earth Co-op Annual General meeting. You will also find a nomination form enclosed with this notice.

Nominations will need to be lodged on or before 10th October to comply with Rule 41

Nominations lodged after 10th October cannot be accepted

Have you tried the new ConFest interactive forum on www.confest.org.au

The Annual General Meeting is planned for early November 2007

This is not a notice of that meeting.

You will be sent the meeting notice at least 14 days before the final date of the Annual General Meeting. There will be an election at that meeting, to fill the positions of the three Directors retiring by rotation. See **Rule 40** Below **Rule 41** requires that as an Active Member, Down To Earth must inform you, at least 6 weeks before any election, that you are able to nominate for election as a Director.

NOMINATION FORM ENCLOSED WITH THIS NOTICE

40. Retirement of Directors

- (1) At the first annual general meeting of the Co-operative 4 of the Directors must retire and at the next annual general meeting 3 of the Directors must retire and this pattern of rotation is to continue in ensuing years.
- (2) A retiring Director retains office until the close of the meeting at which his or her successor is elected.
- (3) The directors shall be elected for a period of two years. Subject to the provision of filling casual vacancies each director shall retire at the conclusion of their office at the relevant Annual General Meeting.
- (4) Any vacancy occurring in the Board otherwise than by rotation of retirement, shall be filled at a Special general meeting by electing a person thereto as required by rule 41
- (5) A retiring Director is eligible for re-election.

41. Election of Directors

- (1) At least 6 weeks before an annual general meeting, the Organising Committee of the Board must:
 - (a) notify all members of the number of Directors retiring at the annual general meeting; and
 - (b) advise the members of:
 - (i) their eligibility to nominate as a Director; and
 - (ii) the qualifications, duties and responsibilities of a Director; and
 - (iii) the nomination and election procedures.
- (2) Not less than 6 weeks before the annual general meeting, a notice must be displayed at the registered office of the Co-operative inviting nominations of candidates for election as Directors.
- (3) A nomination must:
 - (a) be signed by 2 or more active members; and
 - (b) provide a statement by the nominee detailing the qualifications and experience of the person nominated including their experience within DTE and detailing their compliance with the requirements of Rule 39; and
 - (c) be accompanied by a notice in writing signed by the candidate agreeing to his or her nomination.
 - (d) include a copy, dated and signed by the nominee, of the DTE auditors letter acknowledging his or her responsibilities and duties as a director.
- (4) The nomination and the notice referred to in the sub-rule (3) must be lodged at the registered office of the Co-operative at least 28 days before the annual general meeting.
- (4) Details of each person who has been nominated must be given to all members with the notice of the annual general meeting by an officer nominated by the Organising Committee of the Board.
- (6) Details to be provided to members must include the candidate's:
 - (a) name; and
 - (b) age bracket; and
 - (c) experience in the running of ConFest or ConFab, and any other relevant qualifications and experience; and
 - (d) length of any previous service as a Director of the Co-operative or with any other Co-operative, and
 - (e) details of any commercial involvement over the previous two years with the Co-operative, ConFest and/or ConFab, including but not limited to participation as a stall holder in the ConFest market or as a contractor or supplier to ConFest and/or ConFab; and
 - (f) a photograph of the candidate and a policy statement not exceeding 200 words .

Nomination for the position of director of the Down to Earth (Victoria) Co-operative Society Ltd
PLEASE LODGE COMPLETED FORM ON OR BEFORE 10/10/2007

Surname _____ First names _____ Age bracket _____

Address _____ Postcode _____

Experience in the running of ConFest or ConFab, and any other relevant qualifications and experience

Length of any previous service as a Director of the Co-operative or with any other Co-operative

Details of any commercial involvement over the previous two years with the Co-operative, ConFest and/or ConFab, including but not limited to participation as a stall holder in the ConFest market or as a contractor or supplier to ConFest and/or ConFab

This nomination must be signed by two or more active members

<i>signature of active member one</i> Share number.....
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<i>signature of active member two</i> Share number.....
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I am an Active member of the Down to Earth (Victoria) Co-operative Society Ltd and am prepared to serve as a Director

Share number.....

signature of nominee.....

DATE...../...../.....

Please attach to this form:- a photograph of the candidate. and a policy statement not exceeding 200 words .

Important Please turn this form over and read and sign the letter on the rear

To be valid Rule 41(3)(d) requires the nominee to sign and date the DTE auditors letter, that is printed on the reverse side of this form, acknowledging his or her responsibilities and duties as a director.

Down to Earth (Victoria) Co-operative Society Ltd election of Directors

Directors' and Other Officers' Responsibilities.

The following is a list of the main duties of the directors of the Society as referred to in the Rules and the Co-operatives Act 1996. This list is not exhaustive and is only to inform of the main requirements.

- 1 A Special General Meeting shall be held in each of the following months of the year; February, June, and September.
- 2 An Annual General Meeting (AGM) of members must be held within 5 months of the close of the financial year i.e. 31st November in order to:
 - (a) confirm the minutes of the preceding AGM and any general meetings of members held since, and
 - (b) receive the Audited Financial Report
- 3 The Board must convene a general meeting of the co-operative on the written requisition of the number of active members of the co-operative who together are able to cast at least 10% of the total number of votes able to be cast at a meeting of the co-operative.
- 4 All General Meetings (1,2 & 3 above) require at least 14 clear days notice of each general meeting.
- 5 There shall be a Board of 7 directors and each director must hold at least 5 shares.
- 6 At each AGM the directors shall retire in rotation of 3 and 4, and those to retire in any year are those who have been longest in office.
- 7 Every director acting for the Society pursuant to a resolution of the Board shall be deemed to be an agent of the Society.
- 8 The Board must keep minutes of meetings and all directors present must sign the minute book.
- 9 The Board must lodge by 31st November a return showing details of the directors and secretary of the current year.
- 10 The Board must lodge by 30th October a copy of the financial accounts, directors' statement of principal accounting officer, directors' report and auditor's report.
11. The notice of AGM (refer 2 above) must also include a notice that the accounts, statements and reports (refer above) may be inspected by the members at the registered office for a period of at least 14 days before the meeting
12. (1) A co-operative must keep the following registers in accordance with this section 244. of the Act—
 - (a) a register of members, directors and shares
 - (b) a register of any loans to, securities given by, debentures issued by and deposits received by the co-operative;
 - (c) a register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by the co-operative;
 - (d) a register of any loans made by or guaranteed by the co-operative, and of any securities taken by the co-operative;
 - (e) a register of memberships cancelled under Part 6;
 - (f) a register of notifiable interests in accordance with section 285;
13. A quorum for a meeting of the Board is 4
14. The Board must arrange insurance against loss or damage caused by fire, accident or otherwise.
15. Every officer or other person having receipt or charge of any money of the Society shall give security for rendering a true and just account of all monies received and paid by him or her and for the payment of all money due from him or her.
16. Proper accounting and other records must be maintained and kept at the registered office

For AGM 2006-2007

Nominations can be lodged at the registered Office
Down to Earth Co-operative
Suite 3. 43 Railway Road,
Blackburn,
Victoria 3130

You can read the DTE rules and access the 1996 Co-operatives Act
on the DTE web site
<http://www.dte.org.au/dterules.html>

For further information Email folks@dte.org.au

Please read and sign this side before you lodge your nomination.

Signature of the nominee

Date.....