

Social Enterprise Network Victoria Ltd

ACN 649 676 433

The logo for Social Enterprise Network Victoria is a red square containing the text "Social Enterprise Network Victoria" in white, stacked vertically.

Notice of Annual General Meeting & Agenda

Dear member

Notice

Notice to all members of Social Enterprise Network Victoria Ltd (ACN 649 676 433) (**Company**) to attend the Company's 2021 Annual General Meeting (**AGM**) on Thursday 7 October 2021 for the purpose of transacting the business referred to in this notice of meeting (**Notice**).

Meeting Details

Place: the Company's AGM will be conducted online due to the ongoing Covid-19 pandemic, and there will be no physical venue to attend. Members can join the Meeting virtually via the online platform detailed below:

Online Platform: Guestboard

<https://senvic-agm-2021.guestboard.co/>

Date

On Thursday 7 October 2021

Time

Annual General Meeting commences 4.00pm.

The formal Annual General Meeting proceedings will commence from 4.00pm and will conclude by 4.45pm. The formal AGM will be followed by a panel and facilitated open-floor discussion of current issues and challenges, concluding at 5.30pm.

AGENDA

1. Opening and apologies – Chair
2. Confirmation of Minutes of last AGM - None
3. Presentation – Chair
4. Presentation – CEO
5. To receive and consider the Financial Report, the Directors' Report and the Independent Auditors' Report for the financial year ended 30 June 2021.
6. Appointment of officeholders:
 - (a) Director
7. Close of official Annual General Meeting proceedings.

Meeting Documents

Proxy form is available from our website: <https://senvic.org.au/agm-2021/>

Updates and meeting reports will be published online.

Important Information

Annual General Meeting attendance

To RSVP your attendance please click the personalised link to the online platform (Guestboard) that was emailed to you on 16 September 2021. This platform will host the virtual AGM and the open-floor session that follows.

To complete your RSVP:

- Click the 'Schedule' Tab and select the RSVP Button to confirm your attendance.
- Click the calendar icon on the right to add it to your electronic calendar.

If you cannot join us online at this time, highlights from the meeting will be recorded and posted on our website. Please visit <https://senvic.org.au/agm-2021/>.

Eligibility to vote

The Directors determined that those Members of Company at the time of the AGM are eligible to vote at the AGM.

Members can vote at the AGM by:

- voting in advance - by clicking the personal link emailed to members on 16 September 2021, selecting the 'Vote' tab at the top of the Guestboard platform and completing the voting process;
- a real time online poll during the AGM - by following the above process during the meeting;
- nominating a proxy - in accordance with the procedure set out below;
- an earlier postal vote by contacting the Company on 2021AGM@senvic.org.au to ask for a postal ballot pack to be sent to you. Any postal votes have to be received by the Nicholas Verginis, CEO SENVIC, by 5.00pm Thursday 30 September 2021.

Proxy Form

The Proxy Form must be received at an address below, by **4pm** on Tuesday 5 October 2021, being 48 hours before the AGM. A Proxy Form received after that time will not be valid.

- a) **By mail:** Corner of Stewart Street & Roberts Street Brunswick East, Victoria 3057
- b) **By email:** 2021AGM@senvic.org.au

Appointment of a proxy

A Member entitled to attend and vote at the Meeting is entitled to appoint another person as their proxy. The proxy need not be a Member of the Company.

The Company encourages Members to appoint the Chairperson as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

Votes on Resolutions

You may direct your proxy how to vote by including your decision on the Proxy Form. Your vote will be casted in accordance with such a direction. If you do not make your direction clear on the Proxy Form, your proxy may vote as he or she chooses.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your vote in accordance with your directions on the Proxy Form. If you do not include any directions on your Proxy Form, then you expressly authorise the Chairperson to vote your undirected proxy at his discretion.

As at the date of this Notice, the Chairperson intends to vote undirected proxies **FOR each of** the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will advise Members in writing.

Questions from Members

Questions for the Directors can be submitted to 2021AGM@senvic.org.au or by writing to the Company Secretary at SENVIC, Corner of Stewart Street & Roberts Street Brunswick East, Victoria 3057, and must be received by no later than at 4pm on **Wednesday 6 October 2021**, being 24 hours before the Meeting.

The Board will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

The Chairperson will allow a reasonable opportunity for Members as a whole to ask questions during the AGM.

Questions can be posted by clicking the 'Chat' tab at the top of the page, typing your question in the window below and clicking the 'paper airplane' button.

You are welcome to participate in online discussion before the meeting by clicking the (Discussion) Board' tab and responding to a thread.

Enquiries

Members are requested to contact SENVIC at 2021AGM@senvic.org.au if they have any queries in respect of the matters set out in this Notice

Explanatory Notes to Resolutions

Annual General Meeting Agenda Item 5 – Financial Reports

The Corporations Act 2001 requires the Financial Report, the Directors' Report and the Independent Auditors' Report to be laid before the Annual General Meeting.

Members will be provided with an opportunity at the AGM to ask questions in relation to these reports via the online platform AGM.

Agenda Item 6 – Appointment of officeholders

In accordance with clause 42.4 of the Company's constitution, Directors serve on a three year rotational basis. One-third are required to stand down at each AGM in accordance with clause 42.1(b) of the Company's constitution.

As such, Founding Directors Matt Pfahlert, Lachlann Carter and Cinnamon Evens are retiring. Matt Pfahlert and Lachlann Carter will not seek re-election.

Cinnamon Evans is eligible for re-election in accordance with clause 42.5 of the Company's constitution and is seeking re-election.

Cinnamon Evans

Cinnamon brings 30-years' experience and leadership expertise in the not-for-profit and social enterprise sectors. She is SENVIC's inaugural Chair and CEO of [CERES, Centre for Education and Research in Environmental Strategies](#), an award winning, not-for-profit, sustainability centre and urban farm located on 4.5 hectares in Melbourne's inner north.

CERES is home to multiple social enterprises including: a market, an organic grocery, cafés, a community kitchen, an organic online supermarket, a sustainable timber supplier, a permaculture and bushfood nursery and is one of the largest sustainability education providers in Victoria.

Cinnamon is particularly passionate about the role of social enterprise in delivering environmental and social change, having experienced first-hand the transformative power of this movement. She is skilled in group facilitation, holding space and public speaking and has formal tertiary qualifications in education and environmental science. She has also studied collaborative management and group facilitation, and has provided community engagement and facilitation services to the not-for-profit, government and industry sectors.

Cinnamon is a member of Moora Moora Co-operative Community, a residential, off-grid, eco-village in the Yarra Ranges. She is a student of yoga philosophy and practices asana (postures) and kirtan (chanting) as regularly as possible.

The Board recommends the following by ordinary resolution:

Resolution 1: To consider and, if thought fit, to pass with or without amendment, the following Resolution: **“That Cinnamon Evans be re-appointed as a Director of Social Enterprise Network Victoria Ltd.”**

The directors have determined the two vacancies will be filled by the recommendations of the People and Culture Committee established in accordance with the Constitution.

Report of the People and Culture Committee (PCC)

The PCC is established by the Board in accordance with the Company's Constitution.

The Committee's purpose is to oversee and make recommendations to the Board in its consideration of matters of strategic Human Resources and organisational culture. The areas covered by the PCC include (but not limited to) recruitment, retention, care and support of SENVIC's people, professional development and appraisal systems. The PCC's responsibilities include oversight of Board membership, recruitment, skills development and succession planning.

Following a three-week public promotion and call for applicants, the PCC selected the following candidates for appointment as a Director of SENVIC Ltd:

Alyson Skinner

Alyson is Manager of the Venus Bay Community Centre and for the past 18 months has been a member of the [Gippsland Social Enterprise Collective](#), SENVIC's Gippsland Local Lead to establish a network of existing and emerging social entrepreneurs in Gippsland. Alyson has been an active leader in the Collective, providing input and liaison to SENVIC and working with the team to provide appropriate learning and development opportunities to regional Victoria.

As Manager of the [Venus Bay Community Centre](#), Alyson established the [Community Recycling Enterprise](#) and continues to experiment with other community enterprises that strengthen community resilience and local engagement.

Alyson has extensive board and committee experience including with Neighbourhood Houses Gippsland and was a former elected Councillor of South Gippsland Shire Council. Alyson is currently participating in the inaugural [SENVIC Social Enterprise Leaders Fellowship](#). She has a positive and vibrant personality and will bring a valuable regional perspective to Board deliberations.

Nathaniel Diong

Nathaniel is an award-winning speaker, innovator and leading authority in the Future of Education. As CEO of [Future Minds Network](#), he's delivered career-readiness programs in schools and universities world-wide. Today, the social enterprise has taught thousands of students to build their own businesses and harness entrepreneurial skills like creativity for the future workplace. The social enterprise has empowered students to create innovative solutions tackling the UNs SDGs and has donated over \$100,000 in programs to help young people in disadvantaged communities find employment, practice technical skills and prototype apps from their living room.

2021 Young Australian of the Year finalist, Nathaniel is an international startup mentor and Giant in Residence at Blackbird – Australia's leading venture capital firm. He helps early-stage startups streamline their marketing & comms, strategic plans and measure

impact to land corporate partners. Nathaniel also sits on the Advisory Board of SparkTeen, alongside the former CEO of Techstars.

Through immersive workshops and keynotes, Nathaniel helps young people unlock their endless creativity. He helps corporates, NGOs and educational institutions leverage the potential of Gen-Z, harness innovation and the Future of Work. An international speaker, Nathaniel is a regular MC, moderator and guest presenter at Monash University, TEDx, and more: nathanieldiong.com.

The Chair of the PCC has provided the following report:

“The Committee resolved that Alyson Skinner be recommended for appointment as a Director of the Company.”

“The Committee resolved that Nathaniel Diong be recommended for appointment as a Director of the Company.”

David Brookes

Chair, People & Culture Committee

The PCC recommend that Alyson Skinner and Nathaniel Diong be appointed as Directors of the Company.

The Board recommends the following by ordinary resolution:

Resolution 2: To consider and, if thought fit, to pass with or without amendment, the following

Resolution: **“That Alyson Skinner be appointed as a Director of Social Enterprise Network Victoria Ltd.”**

Resolution 3: To consider and, if thought fit, to pass with or without amendment, the following

Resolution: **“That Nathaniel Diong be appointed as a Director of Social Enterprise Network Victoria Ltd.”**

Directors’ recommendation

The Board unanimously recommends that members vote in favour of the resolution.

Please direct any queries to 2021AGM@senvic.org.au .

Regards

Nicholas Verginis

CEO, SENVIC

16 September 2021