

Social Enterprise Network Victoria Ltd

ACN 649 676 433

Notice of Annual General Meeting & Agenda



Social
Enterprise
Network
Victoria

Dear member

Notice

Notice to all members of Social Enterprise Network Victoria Ltd (ACN 649 676 433) (**Company**) to attend the Company's 2022 Annual General Meeting (**AGM**) on Wednesday 19 October 2022 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 both online and in person at CURATE Space, 306 Little Collins St, Melbourne CBD (entry off the Bourke St Mall via The Causeway).

Members can join the Meeting virtually via the online platform detailed below:

Online Platform: Guestboard

<https://senvic.org.au/about-senvic/senvic-agm-2022/>

Date

On Wednesday 19 October 2022

Time

Annual General Meeting commences 6.00pm.

The formal Annual General Meeting proceedings will commence from 6.00pm and will conclude by 6.30pm. The formal AGM will be followed by a panel and facilitated open-floor discussion of current issues and challenges, concluding at 7.00pm.

Members will have the opportunity to network in either a virtual or in-person event from 7.00-7.30pm.

AGENDA

1. Opening and apologies – Chair
2. Confirmation of Minutes of last AGM
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 2022.
6. Appointment of officeholders - Directors:
 - a) Trang Du, Founder of Two Square Pegs;
 - b) Josh Hudson, CEO of GAME Traffic & Contracting; and
 - c) Florence Davidson, CEO of The Christie Centre.
7. Close of official Annual General Meeting proceedings.

Meeting Documents

Proxy form is available from our website: <https://senvic.org.au/about-senvic/senvic-agm-2022/>.
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 27 September 2022. 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/about-senvic/senvic-agm-2022/>.

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 27 September 2022;
- 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 hello@senvic.org.au to ask for a postal ballot pack to be sent to you. Any postal votes have to be received by Nicholas Veriginis, CEO SENVIC, by 5.00pm Wednesday 12 October 2022.

Proxy Form

The Proxy Form must be received at an address below, by **6pm** on Monday 17 October 2022, 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:** hello@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 hello@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 Tuesday 18 October 2022**, 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 hello@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(Cth) 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

Two board vacancies existed with Founding Directors Russell Shields and Cinnamon Evans stepping down from the SENVIC board in the last 12 months.

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 Director Craig Marshall will also retire.

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 public promotion and call for applicants, the PCC conducted a selection and interview process, and selected the following candidates for recommendation to be appointed as a Director of SENVIC Ltd:

Trang Du

Trang is the CEO and Founder of [Two Square Pegs](#) and has a service design, digital design and engineering background.

Two Square Pegs is a social enterprise that supports emerging entrepreneurs from under-estimated and under-represented backgrounds to use their personal experiences to explore ideas for a business or community project that solves a gap in services or products in their communities. The program provides practical enterprise training and mentoring support as well as tailored assistance to overcome barriers to participation.

Trang is passionate about systems thinking and taking a community-centred approach to service design. She brings international experience in digital strategy and innovation to deliver impact at scale. Trang is keen to broaden and deepen SENVIC member engagement with a wide range of under-represented communities and to elevate the voices of lived experience.

Josh Hudson

Josh was born and bred in the Goulburn & Murray Valleys in regional Victoria and is passionate about promoting the endless benefits of the social enterprise sector in the regions. Over the past 10 years, Josh has been a leader on the executive team that drove the transition of [GAME](#) from a government-funded NGO, to a successful mid-size social enterprise, with an annual turnover of \$29 million and employing 350 people. In 2020, Josh was appointed to the CEO position for both GAME and [Recruitment Select](#).

[GAME](#) and [Recruitment Select](#) are innovative social enterprises distributing its operating surplus into [Geared4Careers](#), our youth focused employment program. Geared4Careers is embedded within secondary schools throughout Central, Northern and North East Victoria, assisting local youth remain engaged and to successfully transition into employment or further study. The program currently supports 1375 youth. Josh is a Fellow of CPA Australia and holds a Bachelor Degree in Commerce and is currently studying a MBA from La Trobe University. Josh's passion for regional Victoria and further advancement of the Social Enterprise Sector was his major motivation for starting his own political party ahead of the state election in 2018 in order to be elected and represent Northern Victoria in the Victorian Legislative Council.

Florence Davidson

Florence is an experienced Executive Officer with a demonstrated history of working in the for purpose sector. Over the last 2 years Florence has also championed the SENVIC local lead to establish partnerships through a network of emerging social enterprises in the Mallee region and a shared partnering with Australian Training Service located in Bendigo to provide broader coverage to the vast region.

As CEO of [Christie Centre Inc](#) Florence has led the development of [four social enterprises](#) ranging from [Mildura Chocolate Company](#), [Aroundagain](#) a repurposing service to avoid waste, Aroundagain Document Destruction and [GrowAbility nursery](#) within the Mildura area. With a strong belief in supporting place based solutions and pathways to employment as a vehicle to improve equity within not only the disability sector but all of the community, she has broad and extensive experience in holding board and committee positions which currently include the [Mallee Regional Partnerships](#).

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 Trang Du 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 Josh Hudson be appointed as a Director of Social Enterprise Network Victoria Ltd.”**

Resolution 4: To consider and, if thought fit, to pass with or without amendment, the following Resolution: **“That Florence Davidson 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 hello@senvic.org.au.

Regards

Nicholas Verginis

CEO, SENVIC

27 September 2022