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**FASHION COUNCIL WA LIMITED**

**ABN 43 768 830 818**

**NOTICE OF GENERAL MEETING**

**EXPLANATORY STATEMENT**

**PROXY FORM**

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**TIME:** 3.00 pm (WST)

**DATE:** 6 July 2017

**PLACE:** Fashion Council WA Ltd  
Level 9, 207 Murray Street, Perth, Western Australia

***This Notice of General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.***

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The General Meeting of the Members of Fashion Council WA Limited which this Notice of General Meeting relates to will be held at 3.00 pm (WST) on 6 July 2017 at:

Fashion Council WA Ltd  
Level 9, 207 Murray Street, Perth, Western Australia

**VOTING IN PERSON**

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To vote in person, attend the General Meeting on the date and at the place set out above.

**VOTING BY PROXY**

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To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the proxy form by hand to the Company's registered office at Level 9, 207 Murray Street, Perth, Western Australia;
- (b) mail the proxy form to the Company's registered office at PO Box 7513, Cloisters Square, Perth, WA, 6850; or
- (c) send the proxy form by facsimile to the Company on facsimile number +61 8 9463 7780.

so that it is received not later than 3.00 pm (WST) on 4 July 2017.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF GENERAL MEETING

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Notice is given that the General Meeting of Shareholders of Fashion Council WA Limited will be held at Level 9, 207 Murray Street, Perth, Western Australia at 3.00 pm (WST) on 6 July 2017.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## AGENDA

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### BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

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#### 1. RESOLUTION 1 – ALTERATION TO CONSTITUTION

To consider and if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

To add the following provision to the Constitution of Fashion Council WA Limited, at Schedule 2, section 3 Objects and Powers of Organisation, part (a):

*(xii) To promote and encourage participation from and integration with stakeholders and community bodies to further the awareness of fashion and creative sectors, and to use fashion as a vehicle to unite and support communities.*

*(xiii) To carry out initiatives and provide services that promote, support and develop the sector for the greater good of the community, including providing opportunities for the community and associated bodies to engage with the organization and its platforms at no or minimal cost.*

**Short Explanation:** Clause 11 of the Constitution requires that no new Article or provision shall be added to the Constitution unless a special resolution of Members in general meeting to do so is passed.

For a special resolution to pass, at least 75% of the votes cast must be in favour.

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**DATED: 14 JUNE 2017**

**BY ORDER OF THE BOARD**

**MR MARTIN MICHALIK  
COMPANY SECRETARY  
FASHION COUNCIL WA LIMITED**

**Voting Exclusion Note:**

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting.

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### **1. RESOLUTION 1 – ALTERATION TO CONSTITUTION**

The Company is seeking Member approval to alter the Constitution to allow the objects and powers of the organisation to be broader in terms of community involvement, opportunity and interaction. The Board of Fashion Council WA Limited believes that this will be in the best interests of Members and the Company as a whole.

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### **2. ENQUIRIES**

Members should contact the Company Secretary on +61 8 9463 7777 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**Board** means the board of directors of the Company.

**Company** means Fashion Council WA Limited (ABN 43 768 830 818).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** mean the directors of the Company.

**Explanatory Statement** means the explanatory statement to the Notice.

**Meeting** means the meeting convened by the Notice.

**Member** means a member in the Company.

**Notice** means the notice of General Meeting accompanying this Explanatory Statement.

**PROXY FORM**

**APPOINTMENT OF PROXY  
FASHION COUNCIL WA LIMITED  
ABN 43 768 830 818**

I/We

being a Member of FASHION COUNCIL WA LIMITED entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chair of the Meeting or the Chair's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at 3.00 pm (WST) on 6 July 2017 at Level 9, 207 Murray Street, Perth, Western Australia, and at any adjournment thereof. If no directions are given, the Chair will vote in favour of all of the resolutions.

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**Voting on Business of the General Meeting**

**FOR      AGAINST      ABSTAIN**

Resolution 1      Alteration to Constitution

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him/her other than as proxy holder will be disregarded because of the interest. The Chair will vote in favour of all the resolutions if no directions are given.

**YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.**

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this

day of

2017

**By:**

Signature
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**FASHION COUNCIL WA LIMITED**  
**ABN 85 126 379 646**  
**Instructions for Completing 'Appointment of Proxy' Form**

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company.
3. Completion of a proxy form will not prevent individual members from attending the meeting in person if they wish. Where a member completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the meeting
4. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
5. To vote by proxy, please complete and sign the proxy form enclosed:
  - (d) deliver the proxy form by hand to the Company's registered office at Level 9, 207 Murray Street, Perth, Western Australia;
  - (e) mail the proxy form to the Company's registered office at PO Box 7513, Cloisters Square, Perth, WA, 6850; or
  - (f) send the proxy form by facsimile to the Company on facsimile number +61 8 9463 7777,

so that it is received not later than 3.00 pm (WST) on 4 July 2017.

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